

INFORMATION SHEET 1.3



WRITING YOUR CONSTITUTION

A constitution is a written document that sets out the rules by which your group is run.

A constitution can be called different things in different organisations but it basically tells people:

- What your group does and where it does it
- Who can be a member
- How members can be involved, attend meetings and vote
- How the group is run and whether there is a committee and working groups

Groups often find they need a constitution before they can apply for money. The constitution tells a funder that you are properly organised and have rules to account for how the money will be spent.

WRITING A CONSTITUTION

There are two main ways to write a constitution. The first is to copy an existing constitution, either from a similar organisation or by using what are known as model constitutions. You can change small details in the constitution to suit your group's needs.

VODA has copies of simple constitutions that you can look at and we can advise you of national bodies that produce recognised constitutions for their members.

We also have model constitutions for groups that want to run community centres, become registered charities, Charitable Incorporated Organisations or become companies limited by guarantee (see Information Sheet 1.4 to 1.7).

The second way is to write your own constitution from scratch. However, this can be very complicated and if you are thinking of becoming a charity may increase the time it will take to get registered.

Either way your constitution should include the following information (and groups thinking about registering as charities or companies will need to include some additional information – see Information sheets 1.4 to 1.7).

THE NAME OF YOUR ORGANISATION

Your name is important so spend some time deciding on it. Could it be misleading? Could the initials spell something offensive? Is there another group with the same or similar name?

Think how it might appear online or in a directory of organisations. Do you want the area to come first (for example, Tynemouth Diabetes Group) or the subject (for example, Diabetes Tynemouth)?

Make sure that no one else locally has the same name. VODA can help you to check the names of local organisations and companies. You can also check the registers of charity and company names at www.gov.uk/government/organisations/charity-commission or www.gov.uk/government/organisations/companies-house.

THE OBJECTS

This section covers what the group wants to do. Objects broadly describe not only what you want to do now, but also what you may want to do in the future.

Objects are not simply a list of the activities you do now, for example running a luncheon club or an out of school club, but the more



WRITING YOUR CONSTITUTION

overarching objectives you want to fulfil, such as promoting services for older people and advancing the education of young people.

Keeping your objects broad like this means that you can stop providing an activity or take on something new without changing your constitution. It is important to think carefully about this section of the constitution as the objects is the one section that is difficult to change.

LOCATION

Your objects should also include the area you want to cover. It could be Tyne and Wear, North Tyneside, a single ward, a parish, an estate, anywhere that people can recognise and identify. You would normally add '...and surrounding area' to allow a bit of flexibility. And remember, you may want to grow in the future.

POWERS

What the group is allowed to do to run its activities and meet its objects.

Remember that your group may become bigger or change so you should include a broad range of powers. Having the power doesn't mean you have to do something, just that you can if you need to. The powers section usually includes the power to:

- Raise money
- Recruit volunteers
- Employ staff
- Buy or lease premises and equipment
- Carry out research
- Enter into contracts
- Decide the membership and set a membership fee
- Work in partnership with other organisations
- Do anything else within the law that's necessary to achieve the objects.

MEMBERSHIP

All groups have members. The members essentially own and control it. You need to decide:

- Who can be a member of the organisation? Depending on your objects you may want to restrict membership to, say, people living in a certain area, older people, disabled people. However, you need to be sure that you do not exclude people because of 'protected characteristics' such as disability, gender or sexual orientation.
- What entitlements do members have?
- Will you want or need different types of membership – young, family or group members? If yes, do they all have a vote? If you think you will register as a charity in the future, the law states who can or who can't have a vote or be on your committee. Whilst you can have a youth membership, people under the age of 18 cannot be full members of a charity.
- How will you record the membership?
- How does someone stop being a member?
- How does the group cancel or suspend someone's membership?

MEETINGS

Meetings are the places where you discuss the work of your organisation and take decisions. In very small organisations decisions may be taken by all the members meeting together.

A larger organisation usually finds it easier to elect a committee to run its day to day activities and to take decisions on behalf of the members. Your constitution should have rules to cover both general and committee meetings.



WRITING YOUR CONSTITUTION

General meetings: are open to all members. You must have at least one meeting a year, known as the Annual General Meeting (AGM). The AGM is where you deal with the formal business of your group such as the annual report, the statement of your finances, the general work of the organisation and electing the committee for the next year. This is also listed in the constitution.

You may also decide to include a minimum number of other meetings per year. Either way, the committee can hold other meetings if it feels they are needed.

The constitution should set down:

- The minimum number of meetings you will have and when you will have them.
- How much notice you have to give members that a meeting is taking place.
- How many members have to be at a meeting before the meeting can make decisions (known as the quorum). You usually give both a minimum number (say 10) and a percentage (say 10%), and use whichever is greater.
- Who can vote and how. Is a simple majority enough or do you want two-thirds? If someone can't attend, can someone else vote on their behalf?
- How the members (as opposed to the committee) can call a meeting. You usually give a minimum number who need to request it.

Committee meetings: most organisations will have a committee to manage their day to day activities. In a charity the members of the committee are called trustees, in a company they are directors – for more information see VODA information sheet 2.1 Being a Charity Trustee.

You will need to decide:

- How many committee members to have – what's the minimum and maximum number. Three is usually the minimum and, for a small organisation, no more than 12 in total.
- When are they elected (usually at the AGM)?
- How long are they on the committee before needing to be re-elected? In some groups everyone stands down every year, in others a third stand down each year.
- Do you need to have reserved places for anyone, say from a funding body or from the people who run the building you meet in?
- What happens if someone leaves during the year? Do you want to be able to ask people to join your committee before your next AGM (co-opting)? Anyone you co-opt becomes a full member of the committee and is fully responsible for the activities of your group.
- How can you remove a committee member and why?
- How often will the committee meet in a year? Who calls the meetings and what notice needs to be given?
- What is the minimum number of people that need to be at a meeting for the meeting to make decisions (quorum)?
- Can the committee set up sub or working groups and how many committee members should be on them?

Continued...

WRITING YOUR CONSTITUTION

OFFICERS

Committees usually have named officers that can carry out some of the tasks on their behalf, usually a chair, secretary and treasurer (see Information sheets 2.2 to 2.4) and sometimes a president. You need to decide what officers to have. You also need to decide how they are chosen. Are they all elected at the AGM, all appointed by the committee at its first meeting or is the chair elected at the AGM and the other posts decided at a committee meeting?

MONEY

You will need to include a section on dealing with money, which would include:

- A power to open a bank or building society account.
- Who can sign cheques and the
- minimum number of people required to sign a cheque or transaction - usually two.
- Who can enter into agreements (for example, order equipment) on behalf of the committee.
- Whether any members or anyone on the committee can be paid for their services. The usual answer is no, except for reasonable out of pocket expenses.
- A requirement to have your accounts independently examined each year. Only use the word 'auditor' if you are required by law to have a full audit otherwise you will land the group with an unnecessary expense. VODA may be able to help you with an independent examination.

CHANGING YOUR CONSTITUTION

No matter how well written, you may in the future need to change or add to your constitution. You need a section to allow for this. Usually, changes are considered by a Special General Meeting of all the members and you need to give details of how you will arrange the meeting and how much notice you will give.

Some groups need more of the members to be at the meeting than at a regular meeting and for there to be a bigger majority in favour of change. This is because all members joined under the existing rules and you need to be certain that most members are in favour of change.

WINDING UP THE ORGANISATION

There may come a time when you need to wind the organisation up. It may not have the support anymore, another group may have taken on most of your activities, or circumstances may just have changed.

Again, you need rules similar to those for changing the constitution around calling a special meeting to discuss the proposal. You also need to include something about what happens to any money or equipment that is left after the organisation has paid off any debts.

Usually, you would give anything left to a similar group or a charity if you can't find a similar group. Funders will want to see that the money isn't just shared out amongst the remaining members.

If you are winding up because of lack of support, you may find you don't have enough people at the Special General Meeting to make a decision. If this happens, you would usually call a second meeting and make a decision based on a simple majority of the members who do turn up.

Continued...

WRITING YOUR CONSTITUTION

WRITING AND ADOPTING THE CONSTITUTION

If your group is based, or has members in North Tyneside then VODA can help you with the process of drawing up your constitution. However it is important that all the committee understands and makes the decisions about the items raised in this Information Sheet.

Once the committee has decided the basic principles about quorums, minimum numbers and so on, a small working group can draw up the constitution.

Don't forget, you will need to add extra information if you are planning to register as a charity or as a company. A draft would then be brought back to the committee for approval.

The next stage is to call a special general public meeting so that the draft can be finally agreed (and changed if necessary) by all of the members at the meeting.

When the constitution is finally agreed by the members, it should be signed by all of the people on the committee. You must also include the date and place of the meeting that it was agreed at. The signed constitution is a very valuable document and must be kept in a safe place. All committee members should be given a copy when they join the committee.

You should take copies of the original when you need to use your constitution, such as with funding application and opening a bank account. **Never give out your original documents.**

RELATED DOCUMENTS

- 1.1 Starting a Group
- 1.2 Definition and Structure in the Voluntary Sector
- 1.3 Writing Your Constitution
- 1.4 Registering as a Charity
- 1.5 Becoming a Charitable Company
- 1.6 Incorporating an Existing Charity
- 1.7 Charitable Incorporated Associations
- 1.8 Charitable Status and Sport

PLEASE NOTE

The information in this document is for guidance only and should not be considered legal advice.

For more information about developing your constitution contact the Core Services Team at VODA: development@voda.org.uk