

Designing a constitution

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Introduction

A constitution is a written document that sets out how an organisation or group works. It may be called a number of different things, such as a constitution, set of rules, terms of reference or similar. As long as it covers the points set out below it acts as a constitution. It is also better with any new group to start with a flexible simple constitution which can be added to as needs arise rather than a rigid set of complicated rules.

Why do you need a constitution?

1. To enable the group to be democratically run
2. To enable reasonable order to be maintained
3. To show that the group exists formally, no matter who the current members are
4. To enable the aims and functions of the group to be made clear
5. To set up a bank account and apply for funding

How to draw up a constitution

1. Name of your group

Decide on your group's name; a distinctive one that sets you apart and that won't get you confused with any other groups.

2. Aims and objectives

List each of your aims, purposes and functions. This section says what the group is allowed to do and also set limits of what the group cannot do. For example:

- Run a gardening club for people living with disabilities
- Organise holiday activities for young people aged 8 – 11 in the village
- You can also specify if the group is to be non-party political, non-sexist, non-racist and so on

If you are applying for charitable funds or charitable status your aims must include:

at least one charitable aim or objective:

- Having a clear public benefit
- No private gain or profit
- A dissolution clause that passes money or other assets to similar groups or organisations for use for charitable purposes

3. Membership

State who can be members of the group whether membership is:

- **open to everyone** - Membership shall be open to everyone irrespective of race, sex, religious denomination or political party
- **limited** - to particular groups of people
- **an association or affiliate membership** - for people who are not eligible for full membership

4. Committee

Composition of the committee

- How many people will be elected, the process for election and the length of term
- How many people are to be part of the committee as representatives of other organisations, or as representatives of sub-groups
- Who can vote (whether there are also some non-voting members)
- Whether the committee can co-opt other members, either when there is a vacancy or at any other time when they need to

Officers

- Chairperson, secretary, treasurer and any other particular post you need
- Say what officers the committee will have and if they are to be elected at the Annual General Meeting or by the committee from amongst members
- You can include what the powers and responsibilities of the officers will be to avoid confusion if you have sub groups
- State if your committee is to have the officers' jobs shared out amongst its members instead of having particular people, or if you want jobs such as chairing meetings to be done by taking it in turns instead of just one chairperson

What powers does the committee have?

- The raising of funds and the use of those funds
- The ability to plan and decide on the activities of the group, within the aims and objectives set out in part two
- any other particular powers you want the committee to have

Duties of the committee

- How often the committee will meet
- Will there be sub-groups? If so how will sub-groups be accountable to the main committee for their work?

- Are there any particular sub-groups, such as a finance group, that should be set up?
- How many people will make a quorum for committee and sub-group meetings? (How many voting members must be present for a meeting to be valid)
- State that the committee has the power to set rules for running committee meetings
- State how special committee meetings are called and for what reasons they would be needed
- Are committee meetings open to the wider membership/public to come along as observers or to contribute

5. Annual General Meeting (AGM)

- Whether the group/organisation holds its own AGM itself or takes part in a parent body's AGM
- State in which month the AGM should be held
- State how the AGM will be advertised and how soon before it happens
- State who is entitled to attend
- Who will be able to vote
- How many people will be needed to make a quorum

What will be the purpose of the AGM?

- To receive minutes from the previous year
- To hear reports of the last year's work from the committee and sub-groups
- To receive the treasurer's report
- Depending on the election arrangements for the committee you maybe re-electing the entire committee or just the officers
- To appoint the auditor for the next year (if you need to have your accounts audited)
- To make recommendations to the committee about running the group or activities during the next year
- To vote on proposals to alter the constitution if necessary
- Depending on the group/organisation you may wish to add other things

6. Special General Meetings (SGM)

- State the reasons why an SGM might be needed e.g. an event, issue, or change to the constitution and who can call one e.g. the chairperson or secretary
- State whether members need to request an SGM and if so how many members. Can the committee or any of its officers request an SGM without getting that number of members' signatures? If so for what reason would that apply?
- How soon after the request is made must the meeting be arranged

7. Control of funds

Be clear about how groups' funds will be managed, for instance:

- All money raised must be used to benefit the group in line with the aims of the committee/group
- Do you want to put in about acceptable methods for obtaining funds?
- The treasurer or finance group is responsible for managing the money
- The accounts are open to be inspected by any members at any reasonable time
- The accounts are audited independently for the AGM
- A bank account shall be opened in the name of the group and at least two signatures will be needed for cheques to be drawn on the account
- All money received by the group shall be put in the bank account as soon as possible
- Details of expenses or other costs which can be claimed by members and/or the management committee

8. Winding up the group - dissolution

If and when the time comes for the group/organisation to stop you should say how the group can be dissolved, for example:

- At an AGM or SGM, postal vote (and who can call for a meeting to dissolve the group)
- Whether it will be a majority vote, two thirds or other of the membership
- State what happens to the group's possessions and money (that the assets should be given to some other charitable or beneficial cause in the area for instance)

9. Adopting the constitution

The constitution should be discussed, agreed and adopted by a committee. This can be shown by the constitution itself being signed and dated, and/or be a record in the minutes of the meeting.

10. Alterations to the constitution

The constitution can be altered to reflect changes:

- State where can it be altered for instance at an SGM or only at the AGM
- State how much notice must be given to advertise the meeting where a constitutional alteration will be discussed

11. Recognition by outside authorities

Some groups will need to be recognised by an outside authority e.g.:

- Groups seeking charitable status have to be accepted by the Charity Commissioners
- Setting up a Community Interest Company (CIC)
- Local committee for a larger body

In these sorts of cases the authorities will have requirements about some of the things to go into a groups' constitution. If your group does not have this sort of relationship with an outside authority, it is entirely up to the members of your group what form your constitution takes.

For further information please contact:

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