

[Note: This is a sample document and should be adapted to suit your organisation's own needs and requirements. Please refer to the instructions and advice notes which are included in italics. Every care has been taken to ensure the information given is accurate and current. The Community Toolkit resource owned and managed by Skye & Lochalsh Council for Voluntary Organisations cannot accept claims arising from error or misinterpretation.]

CONSTITUTION OF [insert name of your association]

1. Name

The name of the association is

[Insert name; NB, while the term 'association' is used in this sample, it may be replaced by 'society', 'club', 'group', 'centre' etc.]

2. Objects

The association's objects are:

[Insert objects, listed as (a), (b), (c) etc.(where appropriate. These are your group's purposes defining in broad terms what your association is being set up to do. If your group intends to seek charitable status your objects/purposes should be charitable. It is advisable to check OSCR guidelines on this. Your group will also need to satisfy the charity test]

2. Powers

In furtherance of its objects, the association shall have the following powers:

[Although you may feel certain powers are unnecessary, it is advisable not to delete items from the list in case they may be needed in future. You do not have to exercise all the powers listed, and it is possible to add more if necessary.]

- (a) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- (b) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (c) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- (d) To borrow money, and to give security in support of any such borrowings by the association.
- (e) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (f) To engage such consultants and advisers as are considered appropriate from time to time.
- (g) To effect insurance of all kinds (which may include officers' liability insurance).
- (h) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (i) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
- (j) To establish and/or support any other charitable body, and to make donations for any

charitable purpose falling within the association's objects.

(k) To form any charitable company with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.

(l) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.

(m) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(n) To carry on any other lawful activities which further any of the above objects.

4. Membership

Full membership of the association shall be open to:

[Amend and/or delete the categories below as applicable.]

a) Individuals of *[insert number]* years and over.

b) Individuals who are permanent residents of *[insert area as defined by the electoral roll]*.

c) Community groups and voluntary organisations working within *[insert name of the community and surrounding area]*.

d) Associate members: this category is open to any group not working in the stated area which has an interest in the work of the Association, including statutory authorities, public agencies and private businesses; these members shall not be entitled to vote at general meetings.

e) Juniors under the age of 18 who are interested in the work of the association; these members shall not be entitled to vote at general meetings.

f) Honorary members who may be appointed by the management committee at its discretion; these members shall not be entitled to vote at general meetings.

g) A person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

h) Membership shall be by approval of the management committee on the submission of a request in writing, or by submission of an application form signed by or on behalf of the applicant, or by written invitation of the management committee and written acceptance.

i) The management committee shall consider each application for membership at the first committee meeting which is held after its receipt; the committee shall, within a reasonable time after the meeting, notify the applicant of its decision.

j) The management committee may, at its discretion, refuse to admit any individual to membership.

k) The management committee shall have the right, for good and sufficient reason, to terminate the membership of any individual or organisation by written notice, providing the member, or the representative of the organisation concerned, shall have the right to be heard by the committee before a final decision is made.

l) The management committee shall maintain a register of members, setting out their

full name and address, the date on which they were admitted to membership, and the date on which any individual ceased to be a member.

m) Any individual who wishes to withdraw from membership shall send a signed notice to that effect to the association; the individual shall cease to be a member on receipt of the notice.

n) Membership under all categories shall be paid by subscription at a value determined annually by the management committee at the first meeting following the AGM.

5. Meetings

a) The management committee shall convene an annual general meeting (or AGM) in each year, not more than six months after the end of the financial year. Not more than 15 months shall elapse between one AGM and the next. The first AGM shall be held not later than [*insert a date between 12-15 months from the date this constitution is approved*].

b) The business of each AGM shall include: a report by the Chairperson on the activities of the association; consideration of the annual accounts; the election/re-election of members of the management committee.

c) The management committee may convene a special general meeting at any time, if called for by the Secretary or Chairperson, or if ten members submit a request in writing. The Secretary shall arrange the meeting within 14 days and shall give five days notice to all members.

d) At least 14 clear days' notice must be given of any general meeting in writing by the Secretary to each member.

e) No business shall be dealt with at any meeting unless a quorum is present; the quorum for a meeting shall be [*insert number: one-third is usually an achievable number*] members, present in person.

f) If a quorum is not present within 15 minutes after the meeting start time, or if, during a meeting, a quorum ceases to be present, the meeting shall be adjourned to a time and place as may be fixed by the Chairperson.

g) If the Chairperson is not present within 15 minutes after the meeting start time, the members of the management committee shall elect someone from among themselves to act as Chairperson of that meeting.

h) All questions arising at any meeting shall be decided by a simple majority of the votes cast. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

i) If there are an equal number of votes for, and against, any resolution, the Chairperson shall be entitled to a casting vote.

j) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the same meeting.

k) The management committee shall ensure that minutes are made of all proceedings at all meetings; a minute shall include the names of those present, and (if possible) shall be signed by the Chairperson of the meeting.

6. Management Committee

- a) The maximum number of members of the management committee shall be *[insert number: 8-10 is a good maximum]*.
- b) The management committee may at any time appoint any member to be a member of the committee.
- c) The management committee members shall elect from among themselves a Chairperson, a Treasurer and a Secretary, and such other office bearers as they consider appropriate.
- d) A member of the management committee must declare a personal interest in any transaction or other arrangement which the association is proposing to enter into; he or she will be debarred from voting on the matter in question.
- e) No member of the management committee may serve as an employee (full time or part time) of the association, nor be given any remuneration by the association for carrying out his or her duties as a committee member.
- f) Members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings, or in connection with the carrying-out of their duties.
- g) Any member of the management committee may call a committee meeting or request the Secretary to do so.
- h) The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any committee meeting; any such person shall not be entitled to vote.
- i) The management committee may delegate any of their powers to any sub-committee consisting of one or more committee members and other persons as it may determine; they may also delegate to the Chairperson of the association (or the holder of any other post) such of their powers as they may consider appropriate.
- j) The rules of procedure for any sub-committee shall be as prescribed by the management committee.

7. Accounts

- a) A bank account shall be opened in the name of the association. The management committee shall authorise in writing three of their members, one of whom shall be the Treasurer, to sign cheques on behalf of the association. All cheques must be signed by not less than two of the authorised signatories.
- b) The management committee shall ensure that proper accounting records are kept and maintained in accordance with all applicable statutory requirements.
- c) The management committee shall prepare annual accounts, complying with all relevant statutory requirements. Where external scrutiny is required under any statutory provisions (or if they otherwise think fit), they shall ensure that externally scrutiny of such accounts is carried out by a suitably qualified person.

d) A statement of the suitably prepared (and, where applicable, externally scrutinised) accounts for the last financial year will be submitted by the management committee to the group's AGM.

*[NB. Small charities (Unincorporated Associations) with gross income less than £100,000 are **not** required to have a full audit on their Receipts & Payments Accounts unless their constitution or legislation requires them to do so. An audit is a much more detailed and costly external examination than most small charities will require. It must be carried out by a Registered Auditor. If your charity's gross income is less than £100,000 (and you are an Unincorporated Association) your annual Receipts & Payments Accounts must have an **Independent Examination** but this can be done by an individual chosen by your charity and is not as expensive or detailed as an audit.]*

8. Property

The title to all property which may be acquired by or on behalf of the association shall be held either in the names of the Chairperson, Treasurer and Secretary or in the names of Trustees of a Trust, or in name of a nominee company, established for that purpose. Any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

9. Dissolution

a) If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

b) If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting, the committee shall have power to dispose of any assets held by or on behalf of the association. Any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charitable body or bodies having objects similar to those of the association, to be decided by the members of the association at, or prior to, the time of dissolution.

For Charities we suggest the following wording. *"None of the Association's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes"*.

For Charities wishing to reclaim tax relief (e.g. gift aid) we suggest also adding to this clause wording to ensure it is defined in terms of the Charities and Trustee Investment (Scotland) Act 2005 and also the Tax Acts. A form of words which has been agreed by HMRC to be acceptable is: *"The expression 'charitable purpose' shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts"*

c) No part of the income or property of the association shall (otherwise than in pursuance of the association's charitable objects) be paid or transferred (directly or indirectly) to the members on dissolution.

10. Alterations to the Constitution

a) The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given.

b) No amendment to any clauses of the constitution may be made if the effect would be that the association would cease to be recognised by the Office of the Scottish Charities Regulator as a charity. *[NB if you are a small charity (Unincorporated Association) and wish to make any changes to the charitable purposes in your constitution, you must get consent from OSCR. Speak to them well in advance of your intentions to make the changes and get their consent before holding any meeting to ratify those changes]*

11. Declaration

This constitution was approved and adopted by *[insert name of Association]* at a general meeting held on *[insert date]*.

The initial members of the management committee are:

Designation: Chairperson Signature

Name

Address

Designation: Secretary Signature

Name

Address

Designation: Treasurer Signature

Name

Address