

Model constitution for small unincorporated associations

Model

Model

DATE [DAY][MONTH][YEAR]

[INSERT NAME OF CHARITY]

CONSTITUTION

**[CHARITY NAME]
[CHARITY ADDRESS 1]
[CHARITY ADDRESS 2]
[CHARITY ADDRESS 3]**

**[TOWN]
[COUNTY]
[POSTCODE]
[COUNTRY]
CONTACT TEL:
E-MAIL:**

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Section 3: Model constitution for small unincorporated associations

1. NAME

The charity's name is _____

2. THE PURPOSES OF THE CHARITY ARE:

3. CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- (1) raise funds, receive grants and donations
- (2) apply funds to carry out the work of the charity
- (3) co-operate with and support other charities with similar charitable purposes
- (4) do anything which is lawful and necessary to achieve the charity's purposes.

4. TRUSTEES

- (1) The charity shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity.
- (2) The charity must have the following officers:
 - A chairperson
 - A secretary
 - A treasurer.
- (3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- (4) A trustee may not appoint anyone to act on his or her behalf at a meeting of the trustees.
- (5) No one may be appointed a trustee if he or she would be disqualified from acting as a trustee under the provisions of clause 5.

5. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee must cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

6. MEMBERSHIP

- (1) The charity shall have a membership. People, who support the work of the charity and are aged 18 or over, can apply to the trustees to become a member. Once accepted by the trustees, membership lasts for 3 years and may be renewed. The trustees will keep an up-to-date membership list.
- (2) The membership list must detail:
 - The full name of the member
 - The full address of the member
 - A contact telephone number (if available)
 - An email address (if available)
- (3) The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.

7. ANNUAL GENERAL MEETING - AGM

- (1) The AGM must be held every year, with 14 days notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.
- (2) There must be at least ____ members present at the AGM for there to be **quorum**.
- (3) Every member has one vote.
- (4) The trustees must present the annual report and accounts.
- (5) Any member may stand for election as a trustee.
- (6) Members must elect between 3 and 10 trustees to serve for the next year. The trustees must retire at the next AGM but may stand for re-election.

8. TRUSTEE MEETINGS

- (1) Trustees must hold at least 4 meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. Trustees may act by majority decision.
- (2) At least 3 trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.

- (3) A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.
- (4) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (5) During the year, the trustees may appoint up to 2 additional trustees. They must stand down at the next AGM but are eligible to stand for election at the AGM.
- (6) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

9. WRITTEN RESOLUTIONS

- (1) A resolution in writing signed by all the trustees on a matter will be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held and may consist of several documents in like form each signed by one or more trustees. The date of a written resolution will be the date on which the last trustee entitled to vote signs.
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a trustee meeting duly convened and held, provided the following conditions are complied with:
 - (a) such a resolution must be approved by email by all the trustees entitled to vote on the matter;
 - (b) approval must be received by the person nominated in advance by the trustees for that purpose (the "Recipient"); and
 - (c) approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the charity as intended for use by that trustee for the purpose.
- (3) Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this clause.
- (4) The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

10. MONEY AND PROPERTY

- (1) Money and property must only be used for the charity's purposes.
- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses, unless permitted by law.
- (4) Money must be held in the charity's bank account. All cheques must be signed by 2 trustees.

11. GENERAL MEETINGS

If the trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from the majority of members. All members must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

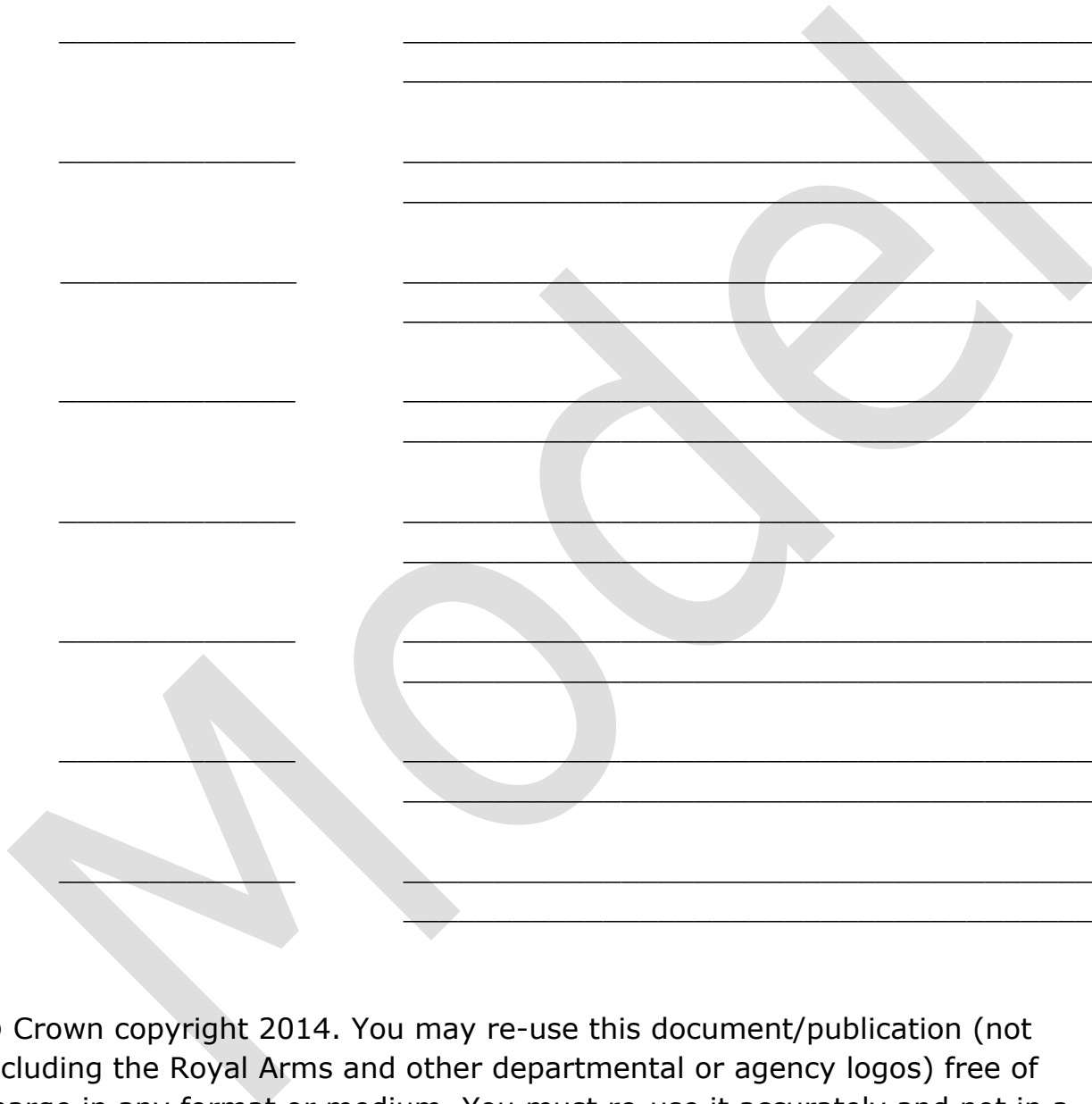
- (1) **Winding up** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity. A copy of the amended constitution and resolution adopting the changes must be sent to the Charity Commission for Northern Ireland.
- (3) Trustees may also call a General Meeting to consult the membership.

12. SETTING UP THE CHARITY

This constitution was adopted on _____ 20__ by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

Signed

Print name



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Useful supporting documents

Registering as a charity in Northern Ireland

Running your charity

Requesting a scheme

Model trust deed for charitable trusts

Model constitution for charitable associations

Model memorandum and articles of association for charitable purposes

Model

Glossary

Model

Term	Definition
Approved governing document	Is a governing document, which must be agreed with a parent or sponsoring body (often an umbrella body) and approved by the Commission as one that is suitable for registration.
Assets	Assets can include, cash, investments, land and buildings stocks and shares or an intangible asset such as patents, copyrights, trademarks or licenses.
Charitable company	This is a charity which is formed and registered under the Companies Act 2006 or a charity which was already established under previous companies legislation. It is registered with Companies House. Its governing document is its articles of association and it has its own legal identity. It must be established for exclusively charitable purposes.
Charities Act	<p>The Charities Act (Northern Ireland) 2008 is the main piece of legislation establishing the Charity Commission for Northern Ireland and setting out its functions and powers.</p> <p>References to 'the Charities Act' are to the Charities Act (Northern Ireland) 2008, as amended. The full content of the 2008 Charities Act can be found at www.legislation.gov.uk</p> <p>Not all of the sections of the Charities Act are in force yet. Details of the sections that are in force are available on the Commission's website www.charitycommissionni.org.uk</p>
Charitable purpose	<p>This is defined by section 2 of the Charities Act (Northern Ireland) 2008 (as amended) as one that:</p> <ul style="list-style-type: none"> • falls under one or more of the list of 12 descriptions of purposes set out in section 2(2) of the Charities Act and • is for the public benefit. <p>To be a charity, an organisation must have purposes which are exclusively charitable in law.</p>

Term	Definition
<p>Charity trustees</p>	<p>These are the people who are legally responsible for the control and management of the administration of the charity. In the charity’s governing document they may be called trustees, managing trustees, committee members, governors or directors or they may be referred to by some other title.</p> <p>Some people are disqualified by law from acting as charity trustees. These disqualifications are set out in the Charities Act and broadly include but are not limited to anyone who:</p> <ul style="list-style-type: none"> • has been convicted of an offence involving deception or dishonesty, unless the conviction is a spent conviction under the Rehabilitation of Offenders (NI) Order 1978 • is an undischarged bankrupt or has made an arrangement with creditors • has previously been removed as a trustee by the Commission or by the courts • is subject to disqualification under company legislation.
<p>Corporate trustee</p>	<p>A corporate trustee is a corporation which has been appointed to act as a trustee of a charity. A corporation does not itself need to be charitable to be a trustee of a charity. For example, local authorities are not exclusively charitable and yet are trustees of many local charities.</p>
<p>Governing document</p>	<p>A charity’s governing document is any document which sets out the charity’s purposes and, usually, how it is to be administered. It may be a trust deed, constitution, memorandum and articles of association, conveyance, will, Royal Charter, Scheme of the Commission or other formal document.</p>
<p>Limited liability</p>	<p>A legal protection available to members of a corporate body under which the financial liability of each member of the corporate body’s debts and obligations is limited to the par value of his or her paid up interest. The corporate body itself, as a legal entity, is liable for the rest.</p>

Term	Definition
Purposes	<p>The purposes of a charity will usually be defined by what its governing document says that it is set up to do. According to the Charities Act, all the organisation's purposes must:</p> <ul style="list-style-type: none"> • fall under one or more of the list of 12 descriptions of charitable purposes in the Charities Act and • be for the public benefit.
Quorum	<p>The number of people required for a meeting to be valid.</p>
Undischarged bankrupt	<p>This is someone who has been declared bankrupt, and is not yet discharged from bankruptcy.</p>
W3C Standards	<p>W3C accessibility standards consist of a set of guidelines for making content accessible especially to those web users who have a disability. This standard is recognised internationally.</p>

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**Further information on our activities is available from:
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