

## Template Constitution & Guidance Notes

This template constitution has been developed by Voluntary Action South Lanarkshire (VASLan) for use **only** by unincorporated associations (including those seeking charitable status). If your organisation has/will have another legal structure, please refer to our [Document Library](#) for the correct governing document template. To request a non-watermarked editable template in MS Word format, please contact [office@vaslan.org.uk](mailto:office@vaslan.org.uk). Areas where a decision will need to be made/information inserted are indicated. Please input/delete where appropriate. Prior to finalising your proposed constitution, remember to format accordingly i.e. change the text colour and footer etc.

### Guidance Notes

- 1 When naming your organisation, you cannot select a name that is the same as or similar to an existing organisation. To avoid this, it's advisable to search the [Scottish Charity Register](#) and [Companies House](#) to determine if your chosen name is already registered.



*If applying for charitable status, under charity law your organisation's name cannot be offensive, the same as/too similar to an existing organisation, be misleading or suggest a connection to another organisation if this is not the case.*

- 2 When writing your organisation's purposes, think of the key reasons for which the organisation is being established and form a short, concise statement for each reason. For example:

*"To relieve poverty through the provision of free and recycled goods to those in South Lanarkshire who are in need."*

This statement makes it clear what difference will be made (*to relieve*) and provides a general summary of the activities that will be delivered in order to make this difference, without being too specific; it would be far too restrictive to list precise activities and delivery days/times etc. Phrases such as *to advance, to relieve, to improve, to reduce* and *to promote* are particularly useful in describing the difference you aim to make. Although there's no specific requirement for the number of purposes a voluntary organisation should have, between one and five will usually be more than sufficient to portray the key objectives.



*If applying for charitable status, your organisation must demonstrate to the Office of the Scottish Charity Regulator (OSCR) that it has **solely** charitable purposes. This is that each purpose relates clearly to one or more of the charitable purposes as defined by the Charities and Trustee Investment (Scotland) Act 2005. You can find full details of these purposes in OSCR's [Meeting the Charity Test Guidance](#).*

- 3 a) Is your organisation being established to benefit a particular group of people? Perhaps you will be aiming to support older people, those affected by a specific illness or people with a shared interest such as crafting or chess etc. If so, this clause can be updated accordingly to reflect any membership restrictions.

- 3 b) - e)** These clauses describe the process for becoming/withdrawing as a member of the organisation. It's advisable to have an application process in place to ensure that it's clear who is entitled to vote at AGMs and SGMs and to make communicating with members simpler.
- 3 f)** Not every organisation will have an annual membership subscription fee. It can be beneficial though to give your organisation the power to set a fee at an Annual General Meeting (AGM) should you wish to implement one in the future.
- 4 a) - c)** The Honorary Officers, or Office Bearers, are the Management Committee members who fulfil a specific role such as Chairperson, Secretary and Treasurer. As permitted in the template, you may choose to appoint additional Honorary Officers such as a Vice-chairperson or Vice-secretary etc.
- 5 a)** There's no requirement for how often your Management Committee must meet other than as specified in your constitution. It's good practice though to ensure that it meets on a regular basis, perhaps at least four times a year (quarterly). Your Management Committee must have at least three members (Chairperson, Treasurer and Secretary) but there is no upper limit. It is beneficial though to ensure that the maximum amount is practical - do you really want to have twenty people around the table trying to reach a decision?



*If your organisation is applying for charitable status, your Management Committee members will be the charity trustees. Under charity law trustees have specific duties and there are conditions which can disqualify an individual from serving as a charity trustee. Please see OSCR's [Guidance and Good Practice for Charity Trustees](#) for further information.*

- 5 b) - c)** These clauses describe how the Management Committee members are appointed and reflect common practice.
- 5 d)** The Management Committee has the power to appoint Sub-Committees which may serve the function of planning an event or fundraising etc.
- 6 a) - c)** These clauses describe the procedures for calling an Annual General Meeting (AGM) or Special General Meeting (SGM) and reflect common practice.
- 7 a) - c)** In order for a meeting of the Management Committee or organisation to be valid, it must be quorate in that it is attended by at least a certain number of people who are entitled to vote. Expressing the quorum as a fraction/percentage such as two-thirds/66% can be useful as it accounts for a both a larger and lower number. For instance, with a quorum of two-thirds and Management Committee of three members you'd require two to attend while with nine members you'd require six in attendance in order for any decisions taken to be valid.
- 8 a) - g)** These clauses describe the procedures for managing your organisation's finances. There's no required dates for your financial year to commence/conclude but typically it will be 1<sup>st</sup> April - 31<sup>st</sup> March. The phrase 'independently examined' allows your accounts to be examined by a competent person independent from the organisation rather than having to conduct an audit.
- 9** In order to amend the constitution, the membership must be consulted and given the opportunity to vote on the proposed changes. This may occur at an AGM or SGM called for that specific purpose. The wording of this clause reflects common practice.
- 10** A voluntary organisation must make provisions for the event of dissolving, including what will happen to any remaining assets (money and equipment etc.). Assets cannot be distributed to members but must be transferred to another voluntary organisation, typically one with similar objectives. This clause must not be removed.

## CONSTITUTION OF <INSERT ORGANISATION NAME>

### **1. NAME**

The name of the Organisation shall be *<insert organisation name>* (hereinafter referred to as the 'Organisation').

### **2. OBJECTS**

The objectives of the Organisation will be:

- a) *<insert aim>*
- b) *<insert aim>*
- c) *<insert aim>*

### **3. MEMBERSHIP**

- a) Membership of the Organisation will be open to *<all adults over the age of 16 years permanently resident within the area of association/enter membership criteria>*, regardless of nationality, political or religious beliefs, race or sexual orientation, who accept the aims of the Organisation.
- b) Any person wishing to become a member must *<sign, and submit to the Organisation, a written application for membership/enter membership process>*.
- c) The Management Committee may, at its discretion, refuse any application for membership.
- d) Any member wishing to withdraw from membership must sign, and submit to the Organisation, a written notice. On receipt by the Organisation they will cease to be a member.
- e) Any member may be expelled from membership by way of a resolution passed by majority vote at a general meeting providing at least 21 days' notice of the proposed resolution has been given, in writing, to the member concerned. The member will be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- f) *<The annual membership fee will be set by members at the Annual General Meeting/No annual member fee will apply>*.

### **4. HONORARY OFFICERS**

- a) At the Annual General Meeting, the Organisation shall elect a Chairperson, a Secretary, a Treasurer and any such Honorary Officers as the Organisation shall from time to time decide.

- b) The Chairperson and the other Honorary Officers of the Organisation shall hold office until the conclusion of the next Annual General Meeting of the Organisation after their election, but shall be eligible for re-election.
- c) The Chairperson and other Honorary Officers shall be ex-officio members of any Sub-Committees of the Organisation.

## **5. MANAGEMENT COMMITTEE**

- a) Subject as hereinafter mentioned the policy and management of the affairs of the Organisation shall be directed by a Management Committee which shall meet not less than *<insert number>* times each year and shall consist of not less than three or more than *<insert number>* members.
- b) The members of the Management Committee shall be elected at the Annual General Meeting of the Organisation, in accordance with clause (4) thereof.
- c) Any casual vacancy on the Management Committee may be filled by the Committee. Any person appointed to fill such a vacancy shall hold office until the conclusion of the next Annual General Meeting of the Organisation and shall be eligible for re-election at that meeting.
- d) The Management Committee may appoint Sub-Committees as considered necessary, and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such Sub-Committees shall be reported back to the Management Committee as soon as possible.

## **6. MEETINGS OF THE ORGANISATION**

- a) The Annual General Meeting (AGM) shall be held within fifteen months of the preceding AGM. Fourteen days' notice will be given to members in writing and/or by placing an advertisement in the local press.
- b) The Annual General Meeting will transact the following business:-
  - 1. Minutes of the previous Annual General Meeting.
  - 2. Consideration of the annual report provided by the Management Committee.
  - 3. Consideration of the annual statement of accounts.
  - 4. Election of Honorary Officers and Management Committee.
  - 5. Appointment of Independent Examiners of accounts.
  - 6. Any other competent business.
- c) The Chairperson of the Organisation may at any time at his/her discretion, and shall, within fourteen days of receiving a written request by not less than 33% members having the power to vote and giving reason for the request, call a Special Meeting of the Organisation for the purpose of altering the Constitution or of considering any matter which may be referred to him/her by the Management Committee for any other purpose. The proposed changes to the Constitution, or other matter to be considered at this Special Meeting, shall be distributed in writing to the membership at least 14 days prior to the date of the Special Meeting.

## **7. RULES FOR MEETINGS**

- a) The quorum at a meeting of the Committee shall be not less than *<insert number>* of the full members entitled to vote. The quorum at a meeting of the Organisation shall be *<insert number>* of the agreed voting membership.
- b) Unless otherwise specified in this Constitution, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the event of a tie, the Chairperson has the casting vote.
- c) The minutes of the Committee Meetings shall contain a record of all proceedings, resolutions and decisions. These minutes should be available to the membership at all times.

## **8. FINANCE**

- a) Finance shall be raised by the Management Committee through fund raising events, subscriptions, donations, legacies or grants.
- b) The Financial Year shall be from *<1<sup>st</sup> April/insert date>* to *<31<sup>st</sup> March/insert date>*.
- c) The Treasurer shall keep proper accounts of the finances of the Organisation. At the end of the financial year the Treasurer will prepare an annual statement of accounts.
- d) The accounts shall be independently examined at least once a year by the Independent Examiners appointed at the Annual General Meeting.
- e) The independently examined statement of accounts shall be submitted by the Management Committee to the Annual General Meeting.
- f) None of the Organisation's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its objects.
- g) A bank account shall be opened in the name of the Organisation with a bank or building society as the Management Committee shall from time to time decide. The Management Committee shall authorise, in writing, three members of the Management Committee, one of whom shall be the Treasurer, to sign cheques on behalf of the Organisation. All cheques must be signed by not less than two of the authorised signatories, who cannot be related or resident at the same address.

## **9. ALTERATIONS TO THE CONSTITUTION**

Alterations to the conditions may be proposed at the Annual General Meeting or at a Special General Meeting called for that purpose. Any such proposal to alter the Constitution must be given in writing to the Secretary at least 21 days before the meeting at which the proposed alteration is to be considered. The proposed alteration must be distributed, in writing, along with the official notification of the meeting to the membership at least 14 days before the meeting. Any alteration to the Constitution will require the approval of two-thirds of those present and eligible to vote.

**10. DISSOLUTION**

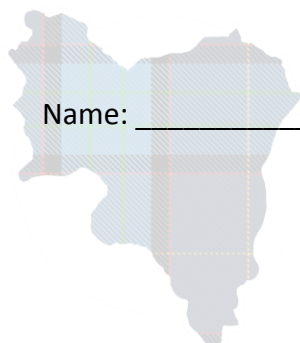
If the Management Committee, by a simple majority, decide at any time, on ground of expense or otherwise, that it is necessary or advisable to dissolve the Organisation, it shall call a Special Meeting of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities, shall be given or transferred equally to any charitable organisation with similar aims and objectives to the Organisation.

Adopted by its members at a meeting held on \_\_\_\_\_ (date)

Name: \_\_\_\_\_ Signed: \_\_\_\_\_ (Chairperson)

Name: \_\_\_\_\_ Signed: \_\_\_\_\_ (Secretary)

Name: \_\_\_\_\_ Signed: \_\_\_\_\_ (Treasurer)



**Voluntary Action**  
**South Lanarkshire**  
Putting the Voluntary Sector **FIRST**