

Woodland Ways

Constitution

2003

**Model Constitution for a
Charitable Unincorporated Association (GD3)**

Model Constitution for a Charitable Unincorporated Association

An unincorporated association is appropriate where:

- the people who will control the organisation are democratically elected from time to time; or
- the organisation will have a membership; or
- the organisation's original objects and policies may need to be modified from time to time.

Please first read our publication "Starting and Registering a Charity" (CC21). The checklist of questions referred to in the publication will help you to decide how best to set up the charity. If you then propose to use this model constitution, please read it through carefully, including the guidance in the margins.

The model constitution provides a number of alternative clauses. Which clauses you choose will depend on how you wish the charity to be structured and to work. The model is not comprehensive, however, and if you want to include any special or complex provisions which are not contained in the model you should consider asking a solicitor to help you.

You can complete this electronic version of our model governing document by either:

- Printing it off and making any changes by hand; or
- Completing it on screen before printing it off and signing it by hand. Completion on screen allows you to complete the blank spaces and delete certain optional clauses. To see which clauses can be added to or deleted, 'hover' your cursor over the beginning of each clause: a note will appear on what action to take. If you wish to make any further specialist amendments you will need to do this so that they are clearly identifiable. It is important to remember that you will not be able to save electronically the version you create on screen so it will be necessary to make enough paper copies for the purpose of your application, the trustees and others and your own records.

Whichever of these options you complete, we ask you to certify that the additions, deletions or other changes are clearly shown: the certificate and an explanatory note are at the rear of this document.

When you have completed **this** document please check that you have filled in all the gaps, deleted any clauses which are not appropriate and numbered all the remaining clauses in sequence.

After completing the model constitution a meeting should be called to formally adopt the constitution. You should then send to the Commission:

- completed APP 1 and DEC 1;
- two copies of the adopted constitution; and
- a copy of the minutes of the meeting at which the constitution was adopted.

Registration procedure is explained in more detail in our publication "Starting and Registering a Charity".

The Commission cannot guarantee that a proposed organisation which uses a model as its governing document will be accepted as charitable. Every case has to be considered separately.

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Charity name Woodland Ways.....

Each clause in this model is identified by a capital letter. The notes which follow indicate when a clause must be included and when a choice must be made between two clauses. When the constitution has been completed, number the clauses in sequence starting with clause A on page x.

Include clause A and insert the name by which the Charity will be known.

Include clause B. When the draft is complete, insert the number of the clause which provides for the constitution of the Executive Committee.

Include clause C and set out the objects of the Charity clearly and concisely. If the Charity is to operate in a specific area, insert the details here. A local government area is usually the clearest and simplest to adopt.

Include clause D and any of the powers from the following sub-clauses which are considered necessary, numbered in sequence.

Include sub-clause D(i) if the charity will make appeals for money.

Include sub-clause D(ii) if the Charity will acquire land, buildings or other property for use for its purposes.

Include sub-clause D(iii) if the Charity will acquire land, buildings or other property for use for its purposes.

Constitution

adopted on the 13th.....day of February.....20 03.....

A Name.

The name of the Association is.....
Woodland Ways.....
..... ("the Charity")

B Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G.... of this constitution ("the Executive Committee").

C Objects.

The Charity's objects ("the objects") are to manage community.....
woodland and any additional land for the benefit of the local.....
community Bury St Edmunds Suffolk.....
.....
.....
.....

D Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange ^{*or manage*} any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

Charity name Woodland Ways.....

Include sub-clause D(iv) if the Charity will need to borrow funds.

(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

Include sub-clause D(v) if the Charity will employ paid staff.

(v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

Most charities will find it useful to include sub-clause D(vi) and D(vii).

(vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

Include sub-clause D(viii) if the Executive Committee is likely to need to seek specialist advice from others on how to achieve the Charity's objects.

(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;

Include sub-clause D(ix) if any of the other powers listed above has been included.

(ix) power to do all such other lawful things as are necessary for the achievement of the objects.

Clauses E and F are alternative clauses. Choose only **one** of them.

E Membership.

Use clause E only if the Charity's membership will comprise interested individuals.

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

Use clause F only if the Charity's membership will consist of interested individuals and organisations such as companies and other associations.

~~xxxx~~ **Membership**

- (1) ~~Membership of the~~ Charity shall be open to:
 - (i) ~~individuals (over the~~ age of 18 years) who are interested in furthering ~~the work of the~~ Charity and who have paid any annual subscription ~~laid down from time~~ to time by the Executive Committee, and
 - (ii) ~~any body corporate~~ or unincorporated association which is interested in furthering the ~~Charity's~~ work and has paid any annual subscription ~~(any such body being called in this constitution a "member organisation")~~;
- (2) ~~Every member shall~~ have one vote.
- (3) ~~Each member organisation~~ shall appoint an individual to represent it and to ~~vote on its behalf at~~ meetings of the Charity; and may appoint an alternate ~~to replace its appointed~~ representative at any meeting of the Charity if the ~~appointed representative~~ is unable to attend.

Charity name Woodland Ways.....

In sub-clause H(2) insert the maximum number of co-opted members that the Executive Committee may appoint. The number should not exceed one-third of the total number of members of the Executive Committee.

Insert the number of the clause which concerns special meetings (see clause K(1) on page x).

- (2) The Executive Committee may in addition appoint not more than 3..... co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause L(1).. and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

Include clause I.

~~H~~

Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

Charity name Woodland Ways

Include clause J but delete the words in square brackets at the beginning of the clause **unless** sub-clause J(2) is to be included.

Include sub-clause J(2) only if there is a real need for the Executive Committee to include a professional person who will charge a fee for his or her professional services.

Clause J should not be used by existing charities who are updating their governing document, without having obtained consent from the Charity Commission.

Include clause K.

J **Executive Committee Members not to be personally interested.**

(1) ~~Subject to the provisions of sub-clause (2) of this clause~~ no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

~~(2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her on his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity. Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm is under discussion.~~

K **Meetings and proceedings of the Executive Committee.**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

Charity name Woodland Ways.....

Include clause L. **K**
L **Receipts and expenditure.**

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

Include clause M. **L**
M **Property.**

It is essential that the property belonging to the Charity should be vested in suitable individuals or a body corporate at all times. As the membership of the Executive Committee will fluctuate from year to year it is not practicable for property to be held in their names. If the Charity is to own land (either freehold or a long lease) then the Executive Committee might wish to consider having the legal title vested in the Official Custodian for Charities who can hold it on the Executive Committee's behalf (see our publication CC13 "The Official Custodian for Charities' Land Holding Service"). Application for an order vesting title in the Official Custodian should be made to the Commissioners. Except in special circumstances the Official Custodian can no longer hold investments on behalf of charities.

A second possibility is to appoint a body corporate as Custodian Trustee. Such a body is likely to charge for its services which the Official Custodian does not. However, if a Custodian Trustee is appointed to hold the investments of the Charity, the land would also be vested in it.

A third possibility is to appoint at least three individuals to hold the title to both the land and the investments of the Charity as holding trustees.

Sub-clause M(2) permits the investments of the Charity to be held by a nominee.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

Charity name Woodland Ways.....

Include clause N. ~~N~~ ^M **Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

Include clause O. ~~O~~ ^N **Annual Report.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

Include clause P. ~~P~~ ^O **Annual Return.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Include clause Q. ~~Q~~ ^P **Annual General Meeting.**

In sub-clause Q(1) insert the month in which the annual general meeting will be held.

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of July..... in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Charity name Woodland Ways.....

Include clause R. **R Special General Meetings.**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Include clause S. **S Procedure at General Meetings.**

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

Include clause T. **T Notices.**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

Include clause U. **T Alterations to the Constitution.**

Powers enabling the members of the Charity to amend the administrative provisions of the constitution and to amend the objects can be very useful. Without these powers the Executive Committee may have to apply to the Commission for a scheme to enable any amendments to be made. A scheme inevitably involves the publication of statutory notices which could involve the Charity in expense.

When the draft constitution has been completed and the clauses numbered in sequence, insert in sub-clause U(2) the number of each of the four clauses referred to.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A.... (the name of charity clause), clause C.... (the objects clause), clause J..... (Executive Committee members not to be personally interested clause), clause .J... (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

Charity name Woodland Ways

Include this clause which enables the Charity to be wound up if it is considered that it no longer fulfils a useful function.

**U
X** **Dissolution.**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Include clause W.

**V
W** **Arrangements until first Annual General Meeting.**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

Include these words at the end of the constitution.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

If you are completing this on screen, you should print the document once you have made all the changes to the constitution. The people adopting the constitution should then sign the printed copy.

Signed

[Redacted signature]

[Redacted signature]

[Redacted signature]

[Redacted signature]

[Redacted signature]

[Redacted signature]

Charity name Woodland Ways.....

Declaration

If you are applying to register your organisation as a charity using one of our model governing documents from our website, we ask you to certify below that any additions, deletions or other changes which you have made to the document are all clearly shown. We would regard changes as being "clearly shown" if what you have done falls into either or both of the following categories:

- You have filled in the blank spaces and deleted any inappropriate clauses where you are given these options in the instructions; and/or
- You have made additions or deletions where these options are not given in the instructions but you have made these changes clearly visible by, for example, using a different font, underlining, highlighting or by writing it in by hand.

Where the changes cannot be easily identified in these ways, it will take us longer to check through the document and this can slow down the process of registration. By signing the certificate, you are providing us with the assurance we need to enable us to process your application as efficiently as possible. We can still process your application even if you do not sign the certificate, but it may mean that we are not able to consider it as quickly as we would otherwise be able to.

Providing us with information which you know or suspect to be false may be a criminal offence under section 11 of the Charities Act 1993.

Who should sign this certificate?

The trustees of the organisation applying for registration are responsible for the proper completion and content of the governing document they have adopted. It is the trustees who should sign this certificate. However, it is usual for the application to be made by a single person (often a trustee) who has been authorised by the full trustee body to do so. Where the trustees have authorised someone to act on their behalf, only that person should sign this certificate. The date of the meeting at which they were authorised to act will need to be inserted where indicated.

Name of organisation:
Woodland Ways.....

Reference number (if any):

I/we, the undersigned, certify that any modifications to the attached constitution for:

Woodland Ways.....

Please delete those which do not apply

have been made:

~~1 xxx Electronically in accordance with the instructions on the form;~~

~~2 xxx In handwriting;~~

Charity name .Woodland.Ways.....

3. By modifying electronically and in handwriting.....
.....
.....
.....
.....
.....
.....
.....

Name

Signature

Date

On behalf of the full trustee body as authorised at a meeting held on:

.....

Name

Signature

Date

Name

Signature

Date

Name

Signature

Date

Name

Signature

Date