

Your community group

# Creating your constitution



WOODLAND  
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# CREATING YOUR CONSTITUTION

Community groups of all kinds need to be formally constituted, whether that's as an unincorporated structure or an incorporated one (the chapter, elsewhere in this advice section, 'A committee and a structure' explains the differences).

Should you choose to incorporate your organisation, you'll need professional advice when drawing up your constitutional document, and it will go by a different name. For example, in a Trust it's referred to as a Deed of Trust; whereas a limited company or a Community Interest Company (CIC) will have a Memorandum and Articles of Association.

It pays to make the terms of your constitution as flexible as possible, so it's easy to amend them if circumstances change. Decide what's essential to include and what can be omitted without compromising your goals for the group. Good practice also suggests you should keep a record of your activities, as part of your agreed work plan.

Remember: constitutions are binding, but not for ever. Amendments can be made later, via the annual general meeting or an extraordinary general meeting.

## How to draft a constitution

Model documents for each different type of structure are available from many online reference sources, but if you use a template, ensure it meets all your group's needs.

A good source is the Government's website ([www.gov.uk](http://www.gov.uk)), which offers model governing documents for many different structures, including limited companies and Community Interest Companies. The Charity Commission ([www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)) also has model forms.

<https://www.gov.uk/government/publications/community-interest-companies-constitutions>

<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>

<https://www.gov.uk/guidance/model-articles-of-association-for-limited-companies>

<https://www.charitycommissionni.org.uk/start-up-a-charity/model-governing-documents/>

Model forms cover matters required by law, but feel free to add a set of more detailed by-laws on how you want your group to operate. These will have the force of law if they are adopted at a general meeting (annual or extraordinary), or else you can keep them as an informal code of practice.

Company law sets very wide limits on what a limited company or CIC's articles can contain – it's simply dictated by what rules and procedures you want to lay down. You can define the aims and activities of your group in an 'objects' clause, or leave this open, so you can undertake any business you like. You can opt to restrict membership and specify who has voting rights. You can specify whether directors will get paid, and under what terms they can accept paid contracts for the company. You can decide the frequency of meetings and whether they'll be open to members. And you can specify the kind of decisions which need to be dealt with at an extraordinary general meeting.

Whatever the nature of your constitution, it's vital it contains enough information for the group to run effectively and without ambiguity. The document's stated aims might include: working to preserve and improve your wood and its wildlife; to represent the interests of the parish; to monitor contracts; and to ensure public access is preserved.

Here's a list of questions to consider before compiling each section of your draft constitution.

**Name.** What is the name of your organisation?

**Objects.** What has the group been set up to do? What do you want to achieve and improve? Specify the geographical area covered by your project here – it's useful not to be too restrictive at the outset. Does your group want to grow, and if so, in what areas?

**Powers.** What does your organisation need to do to fulfil its objects? What are you permitted to do legally to carry out your activities?

**Membership.** Who can be a member of the group? What defines one, and what entitlements does membership bring? How often will the members meet? How do people cease being a member or get barred from membership?

**Subscriptions.** Will you be charging for membership? At what level?

**Donations/contributions.** What will you do with funds raised outside the group, or contributions given to your group coordinator?

**Committee matters.** How do people join the committee, and how long will each office run for? How often will the committee meet, and what powers will it have? How does someone cease being a committee member, and how is someone ejected from it? How will sub-committees be appointed, and will they be required to report back to protect the main committee?

**Meetings.** What is your procedure for announcing meetings? How will items get put on the agenda, and will people have time to consider them before discussion? How will matters be agreed: by a vote of the members, of committee members, or both? What arrangements are in place for your annual general meeting? This is when all members meet, the committee is re-elected and the annual report presented. Might it be sensible to have, say, half the committee elected every other year?

**Income and expenditure.** How will the group operate financially? This should include your income and expenditure, bank details, cheque signing, cash-book recording, and preparing annual accounts. When will your financial year begin, and who will audit your accounts? Do you need to define rules on how members can enter into agreements on behalf of the organisation?

**Relationship with the woodland owner.** Are you managing the wood for an existing landowner? If so, ensure the terms of that relationship are agreed and documented here. Will there be regular meetings with the landowner, for example, and mutually agreed updates to the management plan?

**Dissolution of the association.** What happens to the group's funds and other assets if it ceases its activities?

**Any other rules.** How can the constitution be amended, for example?

A lot to think about! Keep in mind that you can make a separate list of rules to cover particular issues as they crop up, and set up sub-committees outside the constitution if needs be. Make sure everyone agrees with what's been written down, and avoid using vague language. When you've put a draft together, have it checked by someone who is familiar with writing constitutions – take independent legal advice if needs be.