

Preparation of a Constitution

Aim: Please find below notes on preparing a governing document to set up a Non-Governmental- Organisation (NGO), and then a sample constitution. Please note that many countries have differing legal requirements for setting up a NGO - the relevant legislation must be referred to, prior to preparing a governing document.

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Section one

Constitution

A constitution is the committee's "instruction manual" for the NGO. NGO members should refer to it regularly to remind themselves what the NGO's purposes are and how it should be run. A constitution should contain all the provisions necessary for the effective and efficient running of a NGO:

The NGO Name

The name of a NGO is important - it is the name that members of the public remember most about an organization and it is the NGO's name that appears on its appeal literature and collecting tins. It is therefore important that NGO names are sufficiently different to avoid confusion, and do not mislead members of the public in any way.

In addition, a NGO name must not include a word or expression which might cause offence. This would not be in the interests of a NGO or the charitable sector as a whole.

Objectives

The objectives should be clear and understandable.

The objectives should reflect what the organisation intends to do.

If the organisation is to benefit a particular species or group of animals this should be made clear.

If the benefits of the organisation are to be confined to a particular geographical area, this should also be clarified.

Powers

The committee members will usually need some powers, which they can use to help them meet the objectives of the NGO.

E.g. power to raise funds and to invite and receive contributions, power to buy or lease any property, and to maintain and equip it for use.

Membership

Membership is normally open to any individuals or organisations interested in furthering the NGO's objectives. The constitution should explain:

- Whether any membership subscription is payable.
- How people apply for membership, and the criteria for acceptance.
- Whether members will have any voting rights (usually members vote in the committee members).

- How membership may be terminated by the committee. Termination should only happen for good and sufficient reason, and the individual should have the right to be heard before a final decision is made.

Committee members

- The constitution should explain how many committee members there are to be, and how they are to be appointed. There should not be so many committee members that decision-making is difficult, or so few that they are burdened with too much work. Most NGOs find that between 3 and 9 committee members is adequate. In some countries there is legislation which governs how many committee members there should be, so this must be checked.
- The committee are often appointed by the members of the NGO at its annual general meeting. The first committee members may be the people who formally adopt the constitution.
- However you may want some committee members to be appointed in other ways, for example by the other committee members in office. All the methods should be explained in the constitution.
- The constitution should state how many years the committee members are appointed to hold office. Appointments from 1 year to 5 years are normal.
- To help continuity in the administration of the NGO, committee members should have their terms of offices staggered, to avoid all the committee members leaving at the same time.
- Committee members can be re-appointed if those who can appoint them are satisfied that they remain the best people to take the NGO forward, however the opportunity to bring in fresh ideas should not be overlooked.

Meetings

The constitution should explain:

- The minimum number of committee meetings that should be held each year - the committee members of even small organisations usually meet at least twice a year.
- How emergency/ special meetings are called.
- How one person should be elected to be in control of the meeting - the 'chair'.
- The chair's right to a second vote when the number of committee members voting for and against a resolution is equal.
- The minimum number of committee members who need to be present if a meeting is to be valid. Usually when there are 3-5 committee members, the minimum is 2, but if there are 6-9 committee members, the minimum is 3.

Finance and accounts

- All NGOs should show complete accounts to show the income and expenditure of the NGO. Annual statements of accounts for the NGO and an annual report should be produced.
- The constitution should detail the setting up of bank account, and should state that the assets are to be held in the name of the NGO (not in the name of a committee member).
- The number of signatories for cheques should be stated – usually at least two people sign cheques, one of whom should be a committee member.

Amendment

It is important that the constitution sets out a procedure by which amendments are made to it, as there are likely to be occasions when changes need to be made to meet changing needs of the NGO.

Dissolution

There may come a time when a NGO cannot continue operating, so the constitution should explain:

- How the NGO may be dissolved.
- What happens to any remaining assets - wherever possible they should be passed onto another NGO.

The constitution is normally put into operation by being adopted at a formal meeting of the new Executive Committee and general members. The final typed version of the constitution should be signed by all the committee members, dated the day of the meeting at which it was agreed. The minutes of the meeting should formally record that the constitution was adopted.

Section two

Sample Constitution

Constitution

Adopted on the **21st** day of **January 2003**

A. Name

The name of the Association is ***Society for Animals*** (known throughout this document as “the NGO”).

B. Administration

Subject to the matters set out below, the NGO and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, set up by clause **F** of the constitution.

C. Objectives

The NGO’s objectives are ***to rescue, treat and re-home stray dogs in the village of Sandley.***

D. Powers

To reach the objectives the Executive Committee may exercise the following powers.

1. 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 all relevant requirements of the law;
2. Power to buy, lease or exchange any property necessary for the achievement of the objectives, and to maintain and equip it for use;
3. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives.
4. Power to co-operate with other NGO’s, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes, and to exchange information and advice with them;

5. Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
6. Power to do all such other lawful things as are necessary for the achievement of the objectives.

E. Membership

1. Membership of the NGO shall be open to any person over the age of 18 years interested in furthering the objectives 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.

F. Executive Committee

1. The Executive Committee shall consist of not less than **3** members, and not more than **5** members. The following **5** nominated members have been appointed: ***John Smith, Kate Brown, George Lane, Ann Jones, David Thomas.***
2. The Executive Committee will be nominated and elected by the members of the charity, at the annual general meeting, see clause **H**.
3. The Executive Committee may in addition appoint not more than **1** co-opted member, but no more than one third of the members of the Executive Committee can be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee and shall take effect from the end of that meeting.
4. All the members of the Executive Committee shall hold office for **2** years, after which they may be re-elected or re-appointed.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18.
6. No person shall be entitled to act as a member of the Executive Committee until signing in the minutes of the Executive Committee a declaration of acceptance and of willingness to act in the best interest of the NGO.
7. No member of the Executive Committee shall acquire any property belonging to the NGO or receive remuneration in any contract entered into by Executive Committee. But if any member of the Executive Committee is a professional (e.g. solicitor, accountant), he or she may charge and be paid all the usual professional charges for business done by him or her on behalf of the NGO.

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

1. becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
2. 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
3. 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).

G. Executive Committee Meetings

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 as long as no less than 4 days' notice is given to the other members of the Executive Committee.
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. A minimum of one third of the number of members of the Executive Committee, or three members of the Executive Committee, whichever is the greater, must be present at any Executive Committee 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. 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.
6. The Executive Committee may make and alter rules for the conduct of their business, the conduct of their meetings and the custody of documents as is required. No rule may be made which is inconsistent with this constitution.

H. Annual General Meetings

1. There shall be an annual general meeting of the NGO, which shall be held in the month of **June** in each year, or as soon after as practicable.
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 NGO. All the members of the NGO 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 NGO for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the NGO 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.
6. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every meeting of the NGO.
7. A minimum of one tenth of the number of members of the NGO or ten members of the NGO, whichever is the greater, must be present at any general meeting.

I. Special meetings

The Executive Committee may call a special general meeting of the NGO 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.

J. Finance

1. The funds of the NGO, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the NGO 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 NGO shall be applied only in furthering the objectives.

K. Accounts

The Executive Committee shall comply with

1. the keeping of accounting records for the NGO;
2. the preparation of annual statements of account for the NGO;
3. the auditing or independent examination of the statements of account of the NGO; and
4. the preparation of an annual report.

L. Alterations to the Constitution.

1. The Constitution may be altered by a resolution passed by at least two thirds of the members present and voting at a general meeting. The notice of the general meeting must include details of the resolution, setting out the terms of the alteration.
2. No amendment may be made which would have the effect of making the NGO cease to be working as a charitable organisation.

M. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the NGO it shall call a meeting of all members of the NGO, of which at least 21 days' notice must be given, stating the terms of the resolution to be proposed.

If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to attain any assets held by or on behalf of the NGO.

Any assets remaining after the paying of debts and liabilities shall be given or transferred to another charitable institution, having objectives similar to the objectives of this NGO, as the members of the NGO may determine, or failing that shall be applied for some other charitable purpose.

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

Name of organisation: ***Society for Animals***

By:

Name: ***John Smith***

Signature:

Date: ***21 January 2003***

Name: ***George Lane***

Signature:

Date: ***21 January 2003***

Name: ***David Thomas***

Signature:

Date: ***21 January 2003***

Name ***Kate Brown***

Signature:

Date ***21 January 2003***

Name: ***Ann Jones***

Signature:

Date: ***21 January 2003***

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