

National Churches Trust:

support & advice



A Friends (or similar) Group for your Church: using our model constitution

This model constitution has been prepared by the National Churches Trust, and approved by the Charity Commission, HMRC and the Heritage Lottery Fund.

It is designed to include all the elements required for good sustainably management and to meet the requirements of the above organisations should you wish/need to register with them or apply for funding from grant givers.

If you would like a copy in Word format, please contact support@nationalchurchestrust.org

Friends Groups with an income of less than £5000 in England and Wales

This model constitution is specifically designed for Friends groups which expect to stay small (at least for the foreseeable future), and have an annual income under £5,000. The constitution is not meant for charities that own a building, employ people or intend to register with the Charity Commission (and will, therefore, need additional elements and governing documents).

A constitution seeks to streamline and formalise the process of identifying suitable aims that are concise in their language but charitable in their own rights. This is of course not the only constitution that could be appropriate, and there are other model constitutions that would be suitable. However, we have worked with the Charity Commission to ensure that the language used will meet the requirements set out by Her Majesty's Revenue and Customs (HMRC). We have also checked that it would be suitable for an organisation wishing to apply for a small lottery grant.

Why should we have a constitution?

Agreeing a constitution benefits your group in a number of ways, by:

- helping clarify and formalise your aims and objectives (and ensuring that all members are signed up to the same objectives)
- setting out a structure and procedures for management and governance
- proving authenticity to HMRC, potential funders, partners and members

How do we show that we're a charity?

The Charity Commission does not register charities with an income of less than £5,000. This doesn't mean that a group cannot have charitable aims, be a charity or enjoy the benefits of being a charity. A small charitable organisation with an income that does not exceed £5,000 can enjoy the benefits of charitable status without having to meet the regulatory requirements of registered charities.

If you have an income below £5,000 you can apply directly to HMRC for tax relief. Like a registered charity number, an HMRC charity number should be accepted by banks and grant funders as evidence of your charitable status. Your model constitution will be a key document in the process of proving your authenticity as a charity to HMRC.

How do we complete the constitution?

You need to discuss the rules and check that everybody understands and agrees with them. You will probably want to identify a small group of members who have the time and enthusiasm to act as a management group. This does not have to be an onerous task, but you will need a small group of people to be responsible for the main decisions.

1. You must agree a name for your group.
2. You must describe what the group has been set up for in the 'Purposes'. You might also need to say in which geographical area the charity will work. The objectives listed in Clause 2 can be deleted, individually or jointly, if they are not applicable, and others can be added. You can also delete the reference to *the grounds*, should this be something that will not be within the remit of your group. You should keep the 'Purposes' general enough to allow for new activities, but specific enough to ensure that the group does not go off track.
10. To adopt the constitution, the people who are on the management group need to sign and date it. By doing this they become the trustees of the charity until the first annual general meeting.

This constitution is suitable for a small charity, but it is important to recognise that just adopting it does not necessarily make the group a charity. To be a charity, all the purposes must be charitable and the organisation must be established for the public benefit. We have worked with the Charity Commission to ensure that the model constitution is suitable for a wide range of organisations.

What happens if we grow?

Charities with an income of less than £5,000 a year do not need to register with the Charity Commission. However, if your income grows larger than this, the charity must register. If you find that you are close to this income, you should read the Charity Commission's guidance on registering as a charity.

If you find your organisation is getting larger, wants to employ people or buy a building, or in the future wishes to register with the Commission, you will need to replace this constitution with a more comprehensive model governing document as this one will no longer be appropriate. You can find out more about model governing documents on the Charity Commission website at: http://www.charity-commission.gov.uk/Start_up_a_charity/Guidance_on_registering/mgds.aspx

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National Churches Trust

31 Newbury Street, London EC1A 7HU

T +44 (0)20 7600 6090

UK Registered Charity No: 1119845

Company Registered in England, Registration No: 6265201

www.nationalchurchestrust.org

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1. NAME

The charity's name is:.....

2. THE PURPOSES OF THE CHARITY ARE:

To help conserve, maintain, and improve the fabric, furnishings and fittings of:.....

- and to
- 1) support the upkeep of the building [and its grounds];
 - 2) foster public interest in the building [and its grounds].

3. TRUSTESS

The trust shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM), of the charity.

4. 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 and collect annual subscriptions;
- 2) apply funds to carry out the work of the charity;
- 3) ensure that all projects meet the requirements of all statutory obligations;
- 4) co-operate with and support other charities with similar purposes; and
- 5) do anything which is lawful and necessary to achieve the purposes.

5. MEMBERSHIP

The membership of the charity shall be open to anyone, over the age of 18, interested in helping the group achieve its aims and will abide by the rules of the group. Once accepted by the trustees membership lasts for one year and is subject to an annual membership fee. Membership may be renewed on an annual basis and trustees will maintain an up-to-date membership list.

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.

6. 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 4 members present at the AGM;
- 3) every member has one vote, or, in the case of family membership, each family has one vote;
- 4) the trustees shall present the annual report and accounts;
- 5) any member may stand for election as a trustee; and
- 6) members shall elect between 3 and 10 trustees to serve for the next year. They will retire at the next AGM but may stand for re-election.

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7. TRUSTEE MEETINGS

- 1) trustees must hold at least 3 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) if trustees have a conflict of interest they must declare it and leave the meeting while the matter is being discussed or decided;
- 4) during the year, the trustees may appoint up to two additional trustees. They will stand down at the next AGM; and
- 5) the trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

8. 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; and
- 4) money must be held in the charity's bank account. All cheques must be signed by two trustees.

9. 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. Meetings must be minuted.

- 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;
- 3) **General Meeting** – called on written request from a majority of members; and
- 4) Trustees may also call a General Meeting to consult the membership.

10. SETTING UP THE CHARITY

This constitution was adopted on:..... 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.

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