

Guidance Notes for Constitution

Introduction

Carnkie Camera Club is in legal terms an unincorporated body. It is not incorporated like a limited company and it is not like a partnership which carries on a business for profit. An unincorporated body has no real legal identity. A constitution is required as the members will, nevertheless, be in a type of legal relationship with each other and this will give rise to rights and obligations both amongst themselves and to third parties. A constitution states the relationship which the members have to each other and how they operate within the club. A Constitution may also be required for other more operational reasons, is required so that the club can for example to:

- Set-up and manage bank accounts;
- Apply for grants from awarding bodies
- Take out insurance to cover risks to which the club may be exposed.

The Constitution contains all the standard provisions relating to membership, officers, a committee for management, formal meetings of the members, finances including accounts and the dissolution of the club.

The Constitution is an on-going to be a document which may well last many years without change and even though membership and rule changes are made. Amendments to the Constitution will require a vote at a General Meeting or Annual General Meeting on notice and may not get passed.

The constitution should not be confused with, the “rules of the club” which are made by the Committee (and ratified by the members), and will deal with the more day to day operations and can be easily changed. It will be important to remember this distinction when considering whether to include an item in the Constitution or the rules.

We have tried to keep the constitution as simple as possible, while making sure that all the necessary statements are in place.

The constitution has been drafted to reflect the way the club is currently run and does not seek to drastically change anything.

The constitution has been kept to just two sides of A4, which as these things go is pretty good going. There are only 8 sections, as outlined below:-

The Form of the Constitution

1. NAME – This simply identifies what the club is formally known as and is the name to be used on all correspondence, for banking and insurance etc. It is important that the club has a name and this should be unique. The name should not be identical or similar to a business as the owners of the business may have grounds to object and take legal action to prevent the use of the name. It may be advisable for recruitment purposes to use a name which easily identifies the club for what it does and perhaps its location.
2. AIMS and OBJECTS – Yes it is OBJECTS and not OBJECTIVES, it does seem odd but this is the correct legal wording. This identifies the purpose of the club in broad terms The objects of the club ensure that the Committee does not become involved in operations beyond what the members expect.
3. CLUB MEETINGS – fairly self explanatory. This refers to the non-management meetings of the club.
4. MEMBERSHIP and FEES – this reflects the current practice and allows the club to specify a maximum number of members and provides for visitors, guests and a 'waiting list'

There is no provision for different categories of membership, (senior, junior, full, honorary etc), just "Members".

It allows for members who do not attend for more than 5 weeks to be removed from the membership list after due process has been followed. The intention here is to identify members who have left the club so that in the event of a waiting list developing, membership can be offered to people on the list. It is not the intention to "get rid of anybody who does not attend for a while". So long as that person wishes to remain a member, then their membership will be maintained.

Membership is restricted to persons over 16 years of age; this is so the club does not need to go through the process of having to have a child protection policy and all that that entails. It is also an insurance consideration.

5. MANAGEMENT – sets out the management of the club by a committee – this reflects current practice. The club will have a committee to make all the operating and management decisions, though some may be made by individual officers or perhaps sub-committees. These provisions deal with how the committee operates. The club will require officers to carry out the management functions and they will be doing this in the name of the committee. Officers are elected at an Annual General Meeting for a period of one year

It is important that the Constitution makes it clear what powers the committee has The powers will, of course, have to be extensive enough to allow the committee to manage effectively but a balance has tried to be made between this and involvement of the

membership so that important decisions that affect the club will require ratification at a general meeting

6. RECORDS - Specifies the records that will be kept, standard stuff, nothing very controversial here I think. Some records are a legal necessity, others are required for the smooth running of the club.
7. AGM and GENERAL MEETINGS – specifies the process for running management (as opposed to club) meetings where decisions etc are to be taken, how meetings can be called and the voting procedures.

There may be a need to call a General Meeting to deal with important matters which are too fundamental to the club's operations to be left to the committee alone. The Constitution specifies two fundamental matters MUST be dealt with at a General Meeting, making amendments to the Constitution and the dissolving the club.

An Annual General Meeting will be required so that certain formal matters can be transacted including the election of the officers and committee along with approval of the accounts.

8. DISSOLUTION/WINDING UP – we hope it never happens but it is a requirement to have this clause to say what will happen to any club assets if the club folds. The standard clause is that any remaining assets are to be given to another club or group in the local area that has similar interests.

Adoption of the Constitution

Convention states that the constitution should be drafted, discussed and amended by popular consent prior to being put to the membership. Following consultations, the constitution should be in its final form for the meeting ready for adoption by everybody without dissent. The Constitution adopted for use should be dated at the end so that there will be no confusion if amendments are made at a later date.