
Early Years Group **Constitution**

Constitution

of (group name)

adopted on (date)

This is a model early years group constitution which has been approved by the Office of the Scottish Charities Register (OSCR) as acceptable for charitable status.

Read the guidelines at end of this document for information on how to apply for charitable status.

Having charitable status means that your group may be exempt from tax and rates relief, may claim gift aid, can fundraise with the general public, seek grants from charitable trusts and be eligible for local authority funding.

Early Years Scotland encourages all groups to adopt this Early Years Scotland model constitution, which incorporates best practice. Early Years Scotland member groups are not required to send a copy of their constitution to Early Years Scotland but groups may wish to give their Early Years Scotland Development and Support Worker a copy.

Name

1. The name of the early years group is

Hereinafter referred to as 'the group'.

Objects

2. The aim of the group is to advance the education and social development of pre-school children with the emphasis on the play experience, so that they take a constructive place in the community and also to advance the education of their parents and other appropriate persons.

In furtherance of the above aims the group shall seek:

- (a) to provide safe and satisfying group play and learning
- (b) to encourage other charitable activities through which the parents may support the development of children.

Powers

3. The group is a member of the Early Years Scotland having accepted the aims of the organisation and paid the appropriate membership subscription.

To further its objects the group has the following powers:

- (a) to provide accommodation and equipment
- (b) to raise money to pay for the group's activities including fixing and collecting fees payable for children attending the group
- (c) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the group's activities
- (d) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the group.
- (e) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the group
- (f) to borrow money, and to give security in support of any such borrowings by the group
- (g) to employ such staff as are considered appropriate for the proper conduct of the group's activities
- h) to engage consultants and advisers as are considered appropriate from time to time

(i) to effect insurance of all kinds

(j) to invest any funds which are not immediately required for the group's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments)

(k) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the groups objects

(l) as a member of Early Years Scotland, send a representative to vote at the national Early Years Scotland Annual General Meeting

(m) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attached to them)

(n) to do anything which is necessary or desirable to enable the group to achieve its objects.

General structure

4. The structure of the group shall consist of:

(a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself

(b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and manage and supervise the activities of the group; in particular, the management committee is responsible for the financial control of the group.

Qualifications for membership

5. Membership shall be open to:

(a) the parents or guardians of children on the attendance register of the group

(b) any registered childminder or adult family carer who regularly accompanies a child on the register

(c) any other person who has an expertise which would be of assistance to the management committee and group or that represent outside bodies with which the group has close contact.

6. An employee of the group shall not be eligible for membership; a person who becomes an employee of the group after admission to membership shall automatically cease to be a member.

Application for membership

7. Any person who wishes to become a member must sign, and lodge with the group, a written application for membership, in most cases this will be the application to enrol a child into the group. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application.

Register of members

8. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

9. Any person who wishes to withdraw from membership shall sign, and lodge with the group, a written notice to that effect; on receipt of the notice by the group, s/he shall cease to be a member.

Expulsion from membership

10. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting, providing the following procedures have been observed:

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

11. The management committee shall convene an annual general meeting in (insert month) of each year (apart from the year in which the group is formed).

12. The business of each annual general meeting shall include:

(a) a report by the chair on the activities of the group

(b) the consideration and approval of the annual accounts of the group

(c) the appointment of an independent financial examiner

(d) the election/re-election of members to the management committee

(e) setting the attendance fees paid for children attending the group where applicable

13. The management committee may convene a special general meeting at any time.

14. In the event of the death or resignation of a committee member the vacancy may be filled by a member co-opted by the committee. These vacancies may be filled until the succeeding Annual General Meeting.

Notice of general meetings

15. At least 14 clear days' notice must be given in writing of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration. Notice of every general meeting shall be given in writing to all the members of the group, and to all the members of the management committee.

Procedure at general meetings

16. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one quarter of the total membership as represented on the group's membership list, present in person.

17. If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

18. The group's chairperson shall preside as chairperson of each general meeting; if the chair is not present within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

19. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

20. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

21. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared. The result of the secret ballot shall be declared at the meeting.

Eligibility

22.. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the group.

Termination of office

23. A member of the management committee shall automatically vacate office if:-

- (a) s/he becomes debarred under any statutory provision from being a charity trustee
- (b) s/he becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (c) s/he ceases to be a member of the group
- (d) s/he becomes an employee of the group
- (e) s/he resigns office by notice to the group
- (f) s/he is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Office bearers

24. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

25. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election. Committee members shall be entitled to serve for no more than three consecutive years.

Powers of management committee

26. Except as otherwise provided in this constitution, the group, its assets and undertakings shall be managed by the management committee, who may exercise all the powers of the group.

27. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

28. The management committee may co-opt up to two members at any one time. Co-opted members shall have a vote.

Personal interests

29. A member of the management committee who has a personal interest in any transaction or other arrangement which the group is proposing to enter into, must declare that interest at a meeting of the management committee; s/he will be debarred (in terms of clause 38) from voting on the question of whether or not the group should enter into that arrangement.

30. For the purposes of clause 29, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers, or any firm of which s/he is a partner, or any limited company of which s/he is a substantial shareholder or director, has a personal interest in that arrangement.

31. Provided that s/he has declared his/her interest and has not voted on the question of whether or not the group should enter into the relevant arrangement. A management committee member will not be debarred from entering into an arrangement with the group in which he/she has a personal interest (or is deemed to have a personal interest under clause 30) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

32. No member of the management committee may serve as an employee (full time or part time) of the group, and no member of the management committee may be given any remuneration by the group for carrying out his/her duties as a member of the management committee.

33. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

34. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

35. Matters arising at a meeting of the management committee which require a decision shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

36. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be a third of the members of the management committee including any two office bearers.

37. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; these persons shall not be entitled to vote however.

38. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which s/he has a personal interest which conflicts (or may conflict) with the interests of the group; s/he must withdraw from the meeting while an item of that nature is being dealt with.

39. For the purposes of clause 38, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/ she is a partner or any limited company of which he/ she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

40. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the group, act in the interests of the group; and, in particular, must:

- (a) seek, in good faith, to ensure that the group acts in a manner which is in accordance with its objects (as set out in this constitution)
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- (c) in circumstances giving rise to the possibility of a conflict of interest between the group and any other party put the interests of the group before that of the other party, in taking decisions as a member of the management committee
- (d) ensure that the group complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Operation of accounts and holding of property

41. The signatures of two out of three/four signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the group; at least one out of the two signatures must be a member of the management committee.

42. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the group (and their successors in office) or in name of a nominee company holding such property in trust for the group; any person or body in whose name the group's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

43. The management committee shall ensure that minutes are made of all proceedings at all types of meetings; a minute of any meeting shall include the names of those present, and shall be signed and dated by the chairperson of the meeting.

Accounting records and annual accounts

44. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements. At each meeting of the committee the treasurer will present an up to date written statement of accounts to the committee. Bank statements should also be available for inspection.

45. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions, they shall ensure that an audit is carried out by a qualified auditor or by a capable independent examiner where an audit is deemed unnecessary.

Dissolution

46. If the management committee determines that it is necessary that the group be dissolved, it shall convene a general meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

47. If a proposal by the management committee to dissolve the group is confirmed by a two-thirds majority of those present and voting at the general meeting, the management committee shall have power to dispose of any assets held by or on behalf of the group - and any assets remaining after satisfaction of the debts and liabilities of the group shall be transferred to the Early Years Scotland with its charitable objects or some other charitable body having objects similar to those of the group; the identity of the body or bodies to which such assets are transferred shall be determined by the group members at, or prior to, the time of dissolution. With permission of Early Years Scotland, tangible assets e.g. toys can be passed on to another pre-school group with charitable purposes.

48. For the avoidance of doubt, no part of the income or property of the group shall (otherwise than in pursuance of the group's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the group's existence or on dissolution.

Alterations to the constitution

49. Subject to clause 50, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clause 16.

50. No amendment to clauses 2, 3, 47 or 48 of the constitution may be made if the effect would be that the group would cease to be a charity.

Interpretation

51. For the purpose of this constitution, "charitable" shall be interpreted as charitable within the meaning ascribed to it in terms of the Charities & Trustee Investment (Scotland) Act 2005 and also in terms of the Taxes Acts, including any statutory amendment or re-enactment for the time being in force.

This constitution was adopted by
..... (name of group)

On (date)

Signature

Name

Address

.....

..... Postcode

Position

Signature

Name

Address

.....

..... Postcode

Position

Guidelines

What to do with this constitution:

- (a) Keep the original copy in a safe place; ensure it is signed by two office bearers and dated.
- (b) File two or three photocopies for your own use, for example when applying for a grant.
- (c) Always keep at least one copy in your own files to refer to. (d) All management committee members should have a copy.
- (e) Every member of your group should be given a copy. Spare copies should be made available at the group's Annual General Meeting.

In addition, if your group requires charitable status:

Apply to the Office of the Scottish Charities Regulator for their application pack. The pack is made up of the following five documents and can be downloaded from the OSCR website or paper versions can be acquired from OSRC.

- Becoming a Charity in Scotland - leaflet
- Application form
- Guidance notes to help you complete the form
- Charity Trustee Declaration form
- General guidance booklet on the Charity Test

OSCR's contact details: Tel: 01382 220446 email: info@oscr.org.uk website: www.oscr.org.uk

To apply for charitable status, you must complete and send OSCR paper versions of the following documents:

- OSCR's application form

This form lets OSCR collect the information needed to allow them to make a decision on your organisation's application for charitable status, to complete its entry on the Scottish Charity Register and send you your annual return form in future years.

- OSCR's Charity Trustee Declaration forms

These assure OSCR that the prospective charity trustees (who may also be called office bearers) are aware of their responsibilities and are not disqualified from acting as charity trustees. Random checks will be carried out on prospective trustees to ensure that the declarations made are true.

- A copy of your constitution. Please note OSCR only require a copy of the signed and dated page (page 9) of this constitution – not the whole document.
- A recent statement of accounts

These are the latest accounts to have been signed by the prospective charity trustees and the auditor or independent capable examiner as appropriate. If your organisation is only in the process of being set up you will not have a statement of accounts yet and this requirement will not apply.

- A document detailing your organisation's activities or intended activities

This could be any document which sets out the activities your organisation intends to carry out. The criteria for considering an application for membership in the group should be included in this document. Your group also needs to demonstrate that it provides public benefit in terms of education and social development.

You should send your application to: OSCR, 2nd Floor, Quadrant House, 9 Riverside Drive, Dundee, DD1 4NY

Once your application has been received, OSCR will acknowledge it or let you know if they need any additional information within 10 working days. Once all of the information has been received, they will provide you with a reference number and a contact name. In straightforward cases OSCR aim to provide you with a decision on charitable status within three months of your initial application. If your case is complex, or if OSCR need to come back to you for clarification on a number of occasions, this process may take longer.



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Early Years Scotland is a company limited by guarantee registered in Scotland Registration No 86932 and a Scottish Charity Registration No SC003725