CONSTITUTION OF

[organisation Name]

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**CONSTITUTION**

# 1. Organisation Name

1.1 The organisation hereby constituted will be called [organisation name].

1.2 Its shortened name will be xxxx. (hereinafter referred to as ‘the organisation’).

1.3 The organisation’s NPO registration number is **xxx-xxx NPO** (as stated in the Registration Certificate).

1.4 **Body corporate**

The organisation shall:

* + - exist in its own right, separately from its employees, students and board of directors (also referred to as Office Bearers);
    - continue to exist even when its employees, students and board of directors changes;
    - be able to own property and other possessions;
    - be able to sue and be sued in its own name.

# **2.** **Objectives**

(a) The organisation’s main objectives are to:

1. Connect youth in the [city name] area and elsewhere in [country name] with new opportunities in sport, art, education and leadership.

1.1 Establish a structured skateboarding and education program for youth 5 – 17

1.2 Establish a Youth Leadership program allowing youth to mentor and teach their peers through volunteer and employment opportunities.

* 1. Engage [organisation name] participants and other youth communities in [country name] in formal and informal feedback processes in order to monitor the relevance and quality of the organisation’s activities; make adjustments as necessary.

1. Provide children/adolescents in [country name] (ages 5-17) with safe, supervised sporting facilities suitable for skateboarding and other sports.
2. Focus especially on reaching youth who endure discrimination based on their gender, orientation, ethnicity, religious beliefs, physical or cognitive disabilities, income and other factors.
3. Provide platforms for [country name] youth to represent and express themselves within their own communities and internationally.
4. Develop professional and practical vocational opportunities in the sports and education fields.

(b) The organisation’s secondary objectives will be to:

1. Raise funds to pay for the main objectives.
2. Coordinate with other N.P.Os/ N.G.Os, Government entities and the private sector in the fields of sports, education, youth and employment.
3. Obtain registration/association status to be able to grant Continued Professional Development accreditation (CPD points).

# 3. Income and property

3.1 The organisation will keep a record of everything it owns.

3.2 The organisation may not give any of its money or property to its employees or board of directors. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.

3.3 An employee of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation. Receipts must be produced for this.

3.4 Employees or directors of the organisation do not have rights over material or intellectual property belonging to the organisation.

# 4. Management & Board of Directors

## 4a. Management Committee

4a.1 The organisation will set up a Management Committee consisting of not less than two people or persons.

4a.2 The Management Committee will be made up of two or more or all of the following people and/or positions –

* **General Manager**
  + Responsible for the oversight and general management of the project site, ensuring that all departments can be run to the best of their ability and collaborate together in a clean, safe and secure environment.
  + Ensure that the focus of the project site is aimed at providing a high-quality learning environment for all [organisation name] students.
  + Provide leadership to project based staff, and build relationships and provide links between local and international staff members.
  + Responsible for ensuring the organisation works towards the long-term strategic goals as set out in the ‘strategic plan
  + Responsible for providing the board with monthly updates regarding the organisation’s operations and programs

* **Programs Officer**
  + Responsible for all aspects of coordinating Educator teams, training, student engagement, and program implementation and monitoring at the project level.
  + Work closely with the Community Educator, General Manager and the international Programs team to provide high quality innovative programs to local youth.
  + Oversee the implementation of all programs curriculums to organisational international standards.
* **Finance Officer**
  + Responsible for the day-to-day finances of the organisation
  + Responsible for ensuring all internal controls and process are followed as per the organisation’s finance manual

4a.3 The primary role of the Management Committee is to oversee the day-to-day operations of the organisation and ensure that all organisational resources are being directed towards achieving the organisation’s objectives as outlined in clause 2 (2a.1 – 2b.3) of this constitution.

4a.4 The Management Committee will meet once a month, in the first week of the month, to discuss the progress of the organisation and any issues the organisation is facing – at least two people from the Management Committee must be present in the meeting to make decisions that can be carried forward.

4a.5 The Management Committee will be responsible for the employment of all full and part-time staff, volunteers, interns and or any other persons who are interested in working with the organisation in whatever capacity required by the organisation.

4a.6 The Management Committee will be primarily accountable to the Board of Directors of the organisation.

## 4b. Board of Directors

4b.1 The Board of Directors are the Directors/Advisory Board/Board/Office Bearers of the organisation.

4b.2 The Board of Directors must include all of the following positions –

* **Chairperson**
  + Provide leadership to [organisation name]’s board to achieve a sustainable national entity. The Board Chair will support and sustain the work of [organisation name]and provide governance, leadership and strategic fundraising support.
  + Coordinate an annual performance evaluation of the Executive Director
  + Act as an ambassador for [organisation name]
  + Call special meetings for the Board where necessary and appropriate
  + Keep abreast of activities of [organisation name and its Management Committee
  + Act as liaison between [organisation name’s management and the board
  + Coordinate with the Executive Director to develop and set the agendas for meetings of the Board and to act as Chair at meetings of the Board.
  + Assess and make recommendations to the Board annually regarding the effectiveness of the Board as a whole, the Committees of the Board and individual Directors.
  + Ensure that regularly, upon completion of the ordinary business of a meeting of the Board, the Directors hold discussions without the Management Committee present.
  + Ensure that the strategies and policies agreed by the Board are effectively implemented by the Management Committee.
  + Arrange informal meetings of the Directors at least annually, and ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.
* **Treasurer** 
  + Responsible for financial oversight
  + Assist in audit process
* **Secretary** 
  + Responsible for communication between board members
  + Organizing board meetings
  + Taking minutes at board meetings
  + Ensure board meets all statutory requirements and stays updated on the latest developments that affect or may affect the organisation
* **Board Representative**
  + Responsible for representing the board and decisions made by the board on matters regarding the organisation i.e. bank, tax, official matters, registrations etc. requiring presence and/or authority of the Office Bearers
  + Primary link and contact between the General Manager and the Board of Directors
  + Required to meet with the General Manager once a quarter for an update on the organisation’s operations

The remainder of the Board of Directors will be ordinary Directors who will be briefed on their responsibilities by the Chairperson or other directors.

4b.3 The primary function of the Board of Directors is to provide oversight to the organisation and ensure that the organisation is meeting or working towards achieving its goals and objectives - the Board of Directors will also be responsible for the governance of the organisation.

4b.4 The Board of Directors will be made up of not less than four people – at least two-thirds of the Board of Directors need to be in attendance at all meetings; this will constitute a quorum.

4b.5 Each Director will serve for one year, but can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.

4b.6 The Board of Directors will meet quarterly or every three months to discuss the progress of the organisation – Directors will be notified and receive the agenda to the meeting at least two weeks before the meeting is to take place.

4b.7 Minutes will be taken by the Secretary of the board at every meeting to record the Board of Directors’ decisions. The minutes shall be confirmed as a true record of proceedings and shall thereafter be signed by the Chairperson.

4b.7 If a Director is unable to attend a meeting, they should let the Secretary of the Board know at least five days before the meeting is to take place – if a Director is unable to attend three meetings in a row without notifying the Secretary of the Board, then the remaining Directors may find a new member to take that person’s place.

4b.8 The Existing Directors are responsible for appointing new Directors – new Directors must receive a majority vote in order to be appointed as a Director of the organisation; in the case the votes are tied, the deciding vote rests with the chairperson of the organisation.

4b.9 Where possible, and in order to avoid conflicts of interest, employees of the organisation should not be appointed as Directors; the two should remain as separate as possible. However, an exception for the Board Representative position can be made in the situation that an employee of the organisation is the best candidate for this role.

# 5. Powers of the organisation

5.1 The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.

5.2 The Management Committee has the power and authority to raise funds or to invite and receive contributions.

5.3 The Management Committee has the power to buy, hire or exchange for any property that it needs to achieve its objectives.

5.4 The Management Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

5.5 The Board of Directors have a right to form sub-committees. The decisions that sub-committees take must be presented to the Management Committee. The Management Committee must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee’s meeting. By agreeing to decisions the Management Committee ratifies them for the organisation.

5.6 The constitution will decide on the powers and functions of the Board of Directors.

5.7 The Management Committee and/or Board of Directors do not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office bearers of the organisation.

5.8 Directors are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the Director is performing functions for or on behalf of the organisation.

5.9 The functions of the organisation is to fulfil the objectives set out in clause 2.

# 6. Meetings and procedures for the Board of Directors

6.1 The Chairperson, or two Directors, can call a special meeting if they want to. But they must let the other Directors know the date of the proposed meeting not less than 21 days before it is due to take place. They must also tell the other Directors which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Director, then those calling the meeting must give the other Director(s) not less than 30 days’ notice.

6.2 The Chairperson shall act as the chairperson of the Board of Directors. If the Chairperson does not attend a meeting, then members of the Board of Directors who are present choose which one of them will chair that meeting. This must be done before the meeting starts.

6.3 There shall be a quorum whenever such a meeting is held.

6.4 When necessary, the Directors will vote on issues. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.

6.5 Minutes of all meetings must be kept safely and always be on hand for members to consult.

6.6 If the Board of Directors, thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the Board of Directors on its activities. It should do this regularly.

# 7. Annual general meetings

The annual general meeting must be held once every year, towards the end of the organisation’s financial year (31 December of each year).

The organisation should deal with the following business, amongst other agenda items, at its annual general meeting:

* Agree to the items to be discussed on the agenda;
* Write down who is there and who has sent apologies because they cannot attend;
* Read and confirm the previous meeting’s minutes with matters arising;
* Chairperson’s report;
* Treasurer’s report;
* Changes to the constitution that members may want to make;
* Elect new office bearers;
* General;
* Close the meeting.

# 8. Finance

8.1 An Accounting Officer/Audit partner shall be appointed by the Management Committee each year - their duty is to audit and check on the finances of the organisation and provide Audited Financial Statements by 31 March of each year for the previous financial year’s finance activities.

8.2 The local Finance Officer’s job is to control the day-to-day finances of the organisation. The local Finance Officer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the organisation’s finances.

8.4 The financial year end of the organisation is on 31 December.

8.5 The organisation’s accounting records and reports must be ready and handed to the Director of Non-profit Organisations within ten months after the financial year end.

8.6 Funds may be used for operational expenses (e.g. facility running costs, learning materials, salaries, staff training, international staff support, consultant fees, insurance, vehicle maintenance) and necessary capital expenditure (e.g., furniture, fittings, equipment, facility improvements, vehicles, IT equipment).

8.7 Any leases entered into or signed by an individual or individuals and a lessor but are paid by [organisation name] out of its, [organisation name], bank account, are actually leases between the organisation and the lessor, not the individual or the individuals and the lessor.

# 9. Changes to the constitution

9.1 Only the Board of Directors have the authority to make changes to the constitution – the Management Committee have no powers whatsoever to make changes to the constitution.

9.2 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the Board of Directors who are at the annual general meeting or special general meeting. Directors must vote at this meeting to change the constitution.

9.3 Two thirds of the Board of Directors shall be present at a meeting before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in 7.3

9.4 A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

9.5 No amendments may be made which would have the effect of making the organisation cease to exist.

# 10. Dissolution/Winding-up

10.1 The organisation may close down if at least two-thirds of the Board of Directors present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

10.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to any of the employees or Directors of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation’s Directors can decide what organisation this should be.

# 11. Adoption of the constitution

This constitution was approved and accepted by members of

[organisation name]

At a special (general) meeting held on ..........................

Day/Month/Year

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Chairperson Secretary