



Commonage Group Constitution Template for Small Groups

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SUAS

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Note

This is a template constitution for review and adaptation by commonage groups.

It is based on the constitutions developed by seven commonage groups in a pilot conducted in 2018 and 2019, with a further brief review in 2021.

Each constitution was developed over two facilitated commonage group meetings. Each constitution was unique with somewhat different provisions to cater for the circumstances of each group.

The process of reviewing and agreeing the constitution is an important part of group development. Each group must take ownership of their constitution, so it is important that they have time to go through the constitution in detail, reviewing and revising to fit their needs.

Constitution of (Proposed Group Name) Commonage Group,

Adopted on (Date of Inaugural Meeting)

1 Name

- 1.1 The name of the Organisation is the _____ (Proposed Group Name) _____ Commonage Group, referred to in this document as the Organisation.

2 Definitions

- 2.1 'The commonage' refers to the lands detailed in the First Schedule to this Constitution.
- 2.2 'Shareholder' refers to an individual who holds Shares/Grazing Rights over the Commonage as set out in the Second Schedule to this Constitution, whether owned or rented.

3 Address

- 3.1 The postal address of the Organisation shall be _____ (Insert address here, or 'The address of the Secretary') .

4 Membership

- 4.1 The membership of the Organisation will be made up of persons over 18 years of age:
- (a) Full Member, being shareholders who own/lease shares/grazing rights on the commonage.
(May also include other such people that the proposed members agree).
 - (b) Associate Members, being individuals who are not shareholders but have an interest in or impact on the management of the commonage as agreed by the Members.
- 4.2 All members must apply for membership.
- 4.3 A condition of membership is acceptance of and compliance with the rules of the Organisation.
- 4.4 Full and Associate Membership is to be approved only at a General Meeting of the Organisation by two-thirds of Full Members.
- 4.5 Only Full Members are entitled to vote at meetings of the Organisation.
- 4.6 *Detail here the voting arrangements as agreed by the eligible group members.*
(Options include; one member one vote; votes proportional to rights held on commonage; voting based on usage of the commonage; any other arrangement as agreed by eligible group members)
- 4.7 The Names and Addresses of all Members shall be lodged with the Secretary of the Organisation and recorded in a book and will be available for inspection by any Member of the Organisation.
- 4.8 A Member shall cease to be a Member if:
- (a) The Member gives written notice to the Secretary of the resignation of membership.
 - (b) The Member ceases to have an interest as specified above.
 - (c) The Member behaved in a manner inconsistent with the membership of the Organisation and the Organisation resolves at a General Meeting to remove the Member from membership of the Organisation.

5 Purpose and Objects.

- 5.1 The purpose of the Organisation is to ensure the good management of the commonage, including economic and ecological sustainability, in the interests of its shareholders and wider society in conjunction with other persons or bodies as appropriate.
- 5.2 The objects of the Organisation are to:
- (a) Organise cooperative efforts for the management of the commonage.
 - (b) Facilitate agreement with external bodies for the management of the commonage.
 - (c) Support the interests and rights of the commonage shareholders.
 - (d) Retain the capacity to deliver the agreed management plans for the commonage
- 5.3 Nothing in the Purpose or Objects shall imply that the rights of any of the shareholders have been transferred to the Organisation.

- 5.4 Any income and properties of the Organisation, whence so ever derived, shall be applied solely towards the promotion of its purpose and objects as set out in this Constitution. The Organisation is not set up for the purpose of profit.

6 Values

- 6.1 All members of the organisation undertake to abide by these values:
- (a) Members shall work for the best interests of the group as a whole
 - (b) Participation by all members is encouraged and supported
 - (c) Respect for each person and their contribution
 - (d) Inclusion of as many commonage shareholders as possible
 - (e) Communication and listening, ensuring all points of view are heard
 - (f) Equal Voice in discussions
 - (g) Transparency, including disclosure of any conflicts of interest

7 Powers

- 7.1 The Organisation has the power to:
- (a) Approve membership.
 - (b) Enter agreements with external bodies.
 - (c) Agree and ensure compliance with Organisation rules.
 - (d) Appoint the Officers of the Organisation and remove them as required.
 - (e) Develop a commonage management plan including the regulation of grazing on the commonage, respecting established shareholder rights.
 - (f) Manage the Organisation finances (if any), including regulating the receiving and distributing of relevant and available funds and issuing requests for or approval of proposed payments.
 - (g) Take any other lawful measures agreed by its members to achieve its purpose and objects.

8 General Meetings

- 8.1 An Annual General Meeting of the Organisation shall be held in the month of **proposed month for AGM** in each year and fifteen months shall not elapse without an annual general meeting.
- 8.2 Notice of an Annual General Meeting must name it as such and be accompanied by a copy of the accounts (if any).
- 8.3 At the Annual General Meeting the following business will be discussed:
- (a) Apologies for absence.
 - (b) Minutes of the last Annual General Meeting.
 - (c) Matters arising.
 - (d) The acceptance of accounts for the previous financial year (if any).
 - (e) The appointment of any such auditors for the following year as required by law and/or by the Organisation.
 - (f) The election of the Officers of the Organisation.
 - (g) Motions on the agenda e.g. admittance of new Members.
 - (h) Such other business as shall be communicated to the Secretary for discussion at the meeting with due respect for the notice period for the meeting.
- 8.4 Other General meetings shall be called Extraordinary General Meetings and may be convened at any time and shall be convened within 35 days of receipt of a request from the Officers or a request in writing signed by at least **insert proportion** of the Full Members of the Organisation. Such requests must state the purpose for which the meeting is required.
- 8.5 The Secretary shall at least 30 days before any General Meeting send to every Member (Full and Associate) at their recorded address a notice in writing of that meeting stating the time and place

where it will be held and the general nature of the business to be conducted, to include the text of any resolution to be proposed including nominations for Officers.

- 8.6 A Member may appoint a proxy, who need not be a member, to attend a general meeting to speak and vote on his/her behalf. A proxy must be appointed in writing and the written appointment must be delivered to the Secretary of the Organisation at least 24 hours prior to the General Meeting of the Organisation.
- 8.7 No business is to be transacted at any meeting unless a quorum is present.
- (a) The quorum for the General Meetings shall be **insert proportion** of voting members.
 - (b) If a quorum is not present within 15 minutes of the time stated in the notice for the start of the meeting, it is to be adjourned to another time to be determined by the Members. If any adjournment is for longer than 14 days, at least 7 days' notice of the time and place at which it is to be resumed must be given in writing to all those entitled to notice of the meeting.
 - (c) If a quorum is not present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 8.8 All Members of the Organisation are entitled to attend all meetings.
- 8.9 At all meetings of the Organisation each Full Member shall vote, (as per condition 4.6 above) by show of hands or by recorded vote if requested by one or more Full Members.
- 8.10 All decisions of the Organisation at a General Meeting shall be decided by:
- (a) Consensus
 - (b) Where consensus cannot be reached, the meeting will be adjourned and independent mediation will be sought
 - (c) Group to insert here agreed provision for when mediation fails (to be decided by each group), e.g. chair has casting vote, voting by shareholding or dissolve the organisation**
- 8.11 Minutes of General Meetings will be taken by the Secretary who shall record them in a minute book or if absent by another Member appointed by the Chair, and will be laid before the next General Meeting for approval.
- 8.12 Unless a recorded vote is duly demanded, a declaration by the Chair that a resolution has been carried or not, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact.
- 8.13 A Member is entitled to inspect the minutes of all General Meetings and the accounting records, correspondence and other documents belonging to the Organisation, upon reasonable written notice to the Secretary.
- 8.14 A general meeting is chaired by:
- (a) the Chair or
 - (b) in the Chair's absence, a Member of the organisation selected by the Members present, or
- 8.15 No business may be transacted at any general meeting unless it was specified in the notice of the meeting or is of a trivial nature and the Chair of the meeting agrees.
- 8.16 The Chair of any meeting may, with the consent of the Members at the meeting, adjourn it from time to time and place to place. If any adjournment is for longer than 14 days, at least 7 days' notice of the time and place at which it is to be resumed must be given in writing to all those entitled to notice of the meeting.

9 Regular meetings

- 9.1 In addition to General Meetings, at least **insert proposed number of regular meetings** regular meetings are to be held during the year, one of which may be held at the time of the Annual General Meeting.
- 9.2 The quorum for regular meetings shall be half of voting members, and not less than two members. If a quorum is not present, then the provisions above for the quorum of an adjourned meeting shall apply.
- 9.3 The notice period for regular meetings shall be **insert number of** days.
- 9.4 All decisions at regular meetings shall be decided by:
- (a) A clear consensus where there are no objections

- (b) Where consensus cannot be reached, independent mediation will be sought
 - (c) Where mediation fails, an extraordinary general meeting will be called
- 9.5 Minutes of all meetings will be kept by the secretary of that meeting, or in the absence of the secretary by a member nominated and seconded at the meeting, and made available to all members within 14 days of the meeting. The minutes of each meeting are to be presented at the next meeting for review and approval.
- 9.6 As for General Meetings, a Member may appoint a proxy to attend, speak and vote on his/her behalf

10 Officers

- 10.1 The Organisation will have elected Officers of the Organisation comprising of a Chair and a Secretary, either of whom may also serve as Treasurer if there are only two members of the organisation.
- 10.2 The Officers shall firstly be elected at an inaugural General Meeting of the Organisation in accordance with the following rules:
- (a) The Officers will remain in office until the next Annual General Meeting of the Organisation when the new Officers are elected.
 - (b) Any Officer may stand for re-election.
 - (c) If no nominations are received, those present at a General Meeting may agree to appoint officers at that meeting.
- 10.3 A person will cease to be an Officer by:
- (a) Ceasing to be a member.
 - (b) Resigning from office by written notice to the Organisation.
- 10.4 An Officer is not entitled to appoint an alternative or proxy to act as Officer on their behalf.
- 10.5 Officers must act in accordance with the decisions and policies of the Organisation and may not make any material decisions outside of the meetings of the Organisation.
- 10.6 The chair shall
- (a) Ensure the good functioning of the meetings of the Organisation.
 - (b) Act as spokesperson for the Organisation.
- 10.7 Aside from when chairing meetings of the organisation, the Chair may nominate another member to deputise as vice-Chair who shall deputise for the Chair when the Chair is unavailable.
- 10.8 The Secretary shall
- (c) Record the minutes of all meetings of the Organisation in writing and make them available to members without delay.
 - (d) Help the Chair in organising meetings.
 - (e) Receive, report on and reply to all correspondence of the Organisation.
- 10.9 The Treasurer shall manage the finances of the Organisation as set out in the provisions below.

11 Liabilities

- 11.1 No Officer will be responsible or liable for any loss suffered by the Organisation as a result of the discharge of their duties on its behalf except such loss as arises from his/her wilful default, and shall be entitled to be indemnified out of the assets of the Organisation for all expenses and other necessary liabilities incurred in the discharge of their duties.

12 Finance

- 12.1 All money raised by or on behalf of the Organisation shall be applied to further the Objects of the Organisation and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any Member or employee of the Organisation or the re-payment of vouched out-of-pocket expenses.
- 12.2 The Treasurer shall receive all moneys due to the Organisation.
- 12.3 The Treasurer shall ensure that proper accounts of the finances of the Organisation are kept, showing all transactions including money received and expended, directly or on its behalf, and its assets and liabilities, in such a way as to explain its transactions clearly to all members.

- 12.4 A statement of accounts for the last financial year shall be submitted by the Treasurer to the Annual General Meeting.
- 12.5 If the Organisation has a bank account, all moneys received by the Organisation will be credited to this account without undue delay.
- 12.6 If so agreed by the Organisation at a General Meeting, a bank account shall be opened in the name of the Organisation in any financial institution of its choice. The Members shall authorise the Treasurer and one other member to sign cheques on behalf of the Organisation ('the Authorised Signatories'). All cheques must be signed by not less than two Authorised Signatories, unless the situation arises where there is only one member, in which case one signature will be sufficient.
- 12.7 The Organisation may require, by resolution at a General Meeting, that accounts are audited at least once a year by an auditor appointed at the Annual General Meeting.

13 Data Protection

- 13.1 Members consent to the Organisation obtaining, recording, holding and retaining personal data solely for the purposes of the Organisation, either on computer or in a manual filing system, and consent to the use of all such data including its necessary disclosure to third parties for the proper and effective functioning of the Organisation and in accordance with law only.

14 Miscellaneous

- 14.1 The Organisation is not a partnership, or joint venture, and nothing in this constitution constitutes a contract of employment or agency.

15 Notices

- 15.1 Notice given under this Constitution:
- (a) to the Organisation, shall be sent by post or delivered to the Secretary at the postal address of the Secretary recorded in the minutes of the last general meeting.
 - (b) to Members for General Meetings, is to be delivered personally or sent by post to the last address of the Member known to the Organisation.
 - (c) To Members for regular ordinary meetings may be delivered by such electronic communication as is agreed at a General Meeting.
- 15.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given.
- 15.3 A notice shall be deemed to be given 48 hours after posting.

16 Alteration

- 16.1 The Constitution of the Organisation may be amended by resolution at a General Meeting of the Organisation with the concurring votes of not less than three-quarters of those voting Members present.

17 Dissolution

- 17.1 The Organisation shall be dissolved on the passing of a resolution to that effect with the concurring votes of not less than three-quarters of those voting Members present at a General Meeting.
- 17.2 Upon the dissolution of the Organisation, any surplus funds (if any) remaining after the satisfaction of all its debts and liabilities shall be divided equally between all Members.

FIRST SCHEDULE

The lands as outlined on map below

SECOND SCHEDULE

GRAZING DETAILS

Details of shareholding (e.g. area / collops / grazing rights).

Appendix 1: Minutes of Inaugural Meeting

Appendix 2: Application to join Group

Name:

Address:

To Secretary of insert_group_name Commonage Group,

I hereby apply to become a member of the group and agree to be bound by its constitution.

Signature: _____

Date: _____