**NOTE: This Model Governing Document is provided as guidance for NPOs in the preparation of a Governing Document. The document can be adopted as the NPO sees fit but Controllers of NPOs must ensure that the Governing Document is appropriate to the circumstances of the organisation.**

**Model Governing Document**

**(CONSTITUTION)**

**Adopted on (*enter date*), at a meeting of the members of the organisation and recorded in the minutes of the meeting.**

1. **Name**

The name of the organisation is [*to be completed*] (***the organisation***).

1. **Date and Place of Establishment**

The organisation was established on [*to be completed*] in the country of the [*to be completed*].

1. **Purpose**

The organisation was formed as a non-profit organisation pursuant to the NPO Regulations 2014 to [*to be completed*].

1. **Objects**

The objects of the organisation are—

[*the objects should be stated fully*]

1. **Statement of Good Governance**

The controllers of the organisation must ensure the good governance of the organisation by implementing the risk management framework set out in NPO Guideline No.1/2019.

1. **Classes of members**
2. The membership of the organisation consists of ordinary members, and any of the following classes of members— [*the names of the classes (if any) should be stated fully*]
3. The number of ordinary members is unlimited.
4. **New membership**
5. An applicant for membership of the organisation must be proposed by 1 member of the organisation (the ***proposer***) and seconded by another member (the ***seconder***).
6. An application for membership must be—
7. in writing; and
8. signed by the applicant and the applicant’s proposer and seconder; and
9. in the form decided by the management committee.
10. **Membership fees**

The membership fee for each ordinary membership and for each other class of membership (if any)—

1. is the amount decided by the members from time to time at a general meeting; and
2. is payable when, and in the way, the management committee decides.
3. **Admission and rejection of new members**
4. The management committee must consider an application for membership at the next committee meeting held after it receives—
5. the application for membership; and
6. the appropriate membership fee for the application.
7. The management committee must decide at the meeting whether to accept or reject the application.
8. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
9. The secretary of the organisation must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
10. **When membership ends**
11. A member may resign from the organisation by giving a written notice of resignation to the secretary.
12. The resignation takes effect at—
13. the time the notice is received by the secretary; or
14. if a later time is stated in the notice—the later time.
15. The management committee may terminate a member’s membership if the member—
16. is convicted of an indictable offence; or
17. does not comply with any of the provisions of these rules; or
18. has membership fees in arrears for at least 2 months; or
19. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the organisation.
20. Before the management committee terminates a member’s membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
21. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
22. **Appeal against rejection or termination of membership**
23. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
24. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
25. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.
26. **General meeting to decide appeal**
27. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
28. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
29. Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
30. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
31. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.
32. **Register of members**
33. The management committee must keep a register of members of the organisation.
34. The register must include the following particulars for each member—
35. the full name of the member;
36. the principal residential address of the member;
37. the date of admission as a member;
38. the date of death or time of resignation of the member;
39. details about the termination or reinstatement of membership;
40. any other particulars the management committee or the members at a general meeting decide.
41. The register must be open for inspection by members of the organisation at all reasonable times.
42. A member must contact the secretary to arrange an inspection of the register.
43. However, the management committee may, on the application of a member of the organisation, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
44. **Prohibition on use of information on register of members**
45. A member of the organisation must not—
46. send material to, another member of the organisation for the purpose of advertising for political, religious, charitable or commercial purposes; or
47. (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the organisation for the purpose of advertising for political, religious, charitable or commercial purposes.
48. Subsection (1) does not apply if the use or disclosure of the information is approved by the organisation.
49. **Appointment or election of secretary**
50. The secretary must be an individual who is—
51. a member of the organisation elected by the organisation as secretary; or
52. any of the following persons appointed by the management committee as secretary—
53. a member of the organisations management committee;
54. another member of the organisation;
55. another person.
56. The management committee must ensure a secretary is appointed or elected for the organisation within 1 month after incorporation.
57. If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the organisation within 1 month after the vacancy happens.
58. If the management committee appoints a person mentioned in subsection (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
59. However, if the management committee appoints a person mentioned in subsection (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
60. If the management committee appoints a person mentioned in subsection (1)(b)(iii) as secretary, the person does not become a member of the management committee.
61. In this rule— ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.
62. **Removal of secretary**
63. The management committee of the organisation may at any time remove a person appointed by the committee as the secretary.
64. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
65. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.
66. **Functions of secretary**

The secretary’s functions include, but are not limited to—

1. calling meetings of the organisation, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the organisation; and
2. keeping minutes of each meeting; and
3. keeping copies of all correspondence and other documents relating to the organisation; and
4. maintaining the register of members of the organisation.
5. **Membership of management committee**
6. The management committee of the organisation consists of a president, treasurer, and any other members the organisation members elect at a general meeting.
7. A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the organisation.
8. At each annual general meeting of the organisation, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
9. A member of the organisation may be appointed to a casual vacancy on the management committee under rule 21.
10. **Electing the management committee**
11. A member of the management committee may only be elected as follows—
12. any 2 members of the organisation may nominate another member (the ***candidate***) to serve as a member of the management committee;
13. the nomination must be—
14. in writing; and
15. signed by the candidate and the members who nominated him or her; and
16. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
17. each member of the organisation present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
18. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
19. A person may be a candidate only if the person—
20. is an adult; and
21. is not ineligible to be elected as a member.
22. A list of the candidates’ names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the organisation for at least 7 days immediately preceding the annual general meeting.
23. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
24. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
25. whether or not the organisation has public liability insurance; and
26. if the organisation has public liability insurance—the amount of the insurance.
27. **Resignation, removal or vacation of office of management committee member**
28. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
29. The resignation takes effect at—
30. the time the notice is received by the secretary; or
31. if a later time is stated in the notice—the later time.
32. A member may be removed from office at a general meeting of the organisation if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
33. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
34. A member has no right of appeal against the members removal from office under this rule.
35. **Vacancies on management committee**
36. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the organisation to fill the vacancy until the next annual general meeting.
37. The continuing members of the management committee may act despite a casual vacancy on the management committee.
38. However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to—
39. increase the number of management committee members to the number required for a quorum; or
40. call a general meeting of the organisation.
41. **Functions of management committee**
42. Subject to these rules or a resolution of the members of the organisation carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the organisation.
43. The management committee and the controllers shall:

* be responsible for the proper administration of their organisation;
* safeguard and protect the assets of their organisation;
* act in the best interests of their organisation;
* avoid any conflict between their personal interests and those of the organisation;
* act reasonably and prudently in all matters relating to their organisation.

A controller is defined in the NPO Regulations 2014 as “a person who owns, controls or directs a non-profit organisation and includes –

1. A trustee of a trust, where the non-profit organisation is established as a trust;
2. A director of a company, where the non-profit organisation is established as a company;
3. A general partner of a partnership, where the non-profit organisation is established as a partnership;
4. A person responsible for the management and administration of an unorganisation, where the non-profit organisation is established as an unorganisation;
5. A person not specified in i, ii, iii, or iv where the non-profit organisation is established by that person”.

A member of the management committee is a controller for the purpose of this Constitution and the NPO Regulations 2014.

1. **Meetings of management committee**
2. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
3. The management committee must meet at least once every 4 months to exercise its functions.
4. The management committee must decide how a meeting is to be called.
5. Notice of a meeting is to be given in the way decided by the management committee.
6. The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
7. A committee member who participates in the meeting as mentioned in subsection (5) is taken to be present at the meeting.
8. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
9. A member of the management committee must not vote on a question about a contract or proposed contract with the organisation if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
10. The president is to preside as chairperson at a management committee meeting.
11. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
12. **Quorum for, and adjournment of, management committee meeting**
13. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
14. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
15. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
16. the meeting is to be adjourned for at least 1 day; and
17. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
18. If, at an adjourned meeting mentioned in subsection (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
19. **Special meeting of management committee**
20. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
21. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
22. A request for a special meeting must state—
23. why the special meeting is called; and
24. the business to be conducted at the meeting.
25. A notice of a special meeting must state—
26. the day, time and place of the meeting; and
27. the business to be conducted at the meeting.
28. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.
29. **Minutes of management committee meetings**
30. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
31. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
32. **Appointment of subcommittees**
33. The management committee may appoint a subcommittee consisting of members of the organisation considered appropriate by the committee to help with the conduct of the organisations operations.
34. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
35. A subcommittee may elect a chairperson of its meetings.
36. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
37. A subcommittee may meet and adjourn as it considers appropriate.
38. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
39. **Acts not affected by defects or disqualifications**
40. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
41. Subsection (1) applies even if the act was performed when—
42. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
43. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.
44. **Resolutions of management committee without meeting**
45. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
46. A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.
47. **Annual general meetings**

Each annual general meeting must be held—

1. at least once each year; and
2. within 6 months after the end date of the organisation's reportable financial year.
3. **Business to be conducted at annual general meeting of level 1 organisations and particular level 2 and 3 organisations**

The following business must be conducted at each annual general meeting of the organisation—

1. receiving the organisation's financial statement, and audit report, for the last reportable financial year;
2. presenting the financial statement and audit report to the meeting for adoption;
3. electing members of the management committee;
4. appointing an auditor or an accountant for the present financial year (*if applicable*);
5. **Notice of general meeting**
6. The secretary may call a general meeting of the organisation.
7. The secretary must give at least 14 days’ notice of the meeting to each member of the organisation.
8. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
9. The management committee may decide the way in which the notice must be given.
10. However, notice of the following meetings must be given in writing—
11. a meeting called to hear and decide the appeal of a person against the management committee's decision—
12. to reject the person's application for membership of the organisation; or
13. to terminate the person's membership of the organisation;
14. a meeting called to hear and decide a proposed special resolution of the organisation.
15. A notice of a general meeting must state the business to be conducted at the meeting.
16. **Quorum for, and adjournment of, general meeting**
17. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the organisation's last general meeting plus 1.
18. However, if all members of the organisation are members of the management committee, the quorum is the total number of members less 1.
19. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
20. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the organisation, the meeting lapses.
21. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the organisation—
22. the meeting is to be adjourned for at least 7 days; and
23. the management committee is to decide the day, time and place of the adjourned meeting.
24. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
25. If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
26. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
27. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
28. **Procedure at general meeting**
29. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
30. A member who participates in a meeting as mentioned in subsection (1) is taken to be present at the meeting.
31. At each general meeting—
32. the president is to preside as chairperson; and
33. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
34. the chairperson must conduct the meeting in a proper and orderly way.
35. **Voting at general meeting**
36. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
37. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
38. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
39. The method of voting is to be decided by the management committee.
40. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
41. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
42. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
43. **Special general meeting**
44. The secretary must call a special general meeting by giving each member of the organisation notice of the meeting within 14 days after—
45. being directed to call the meeting by the management committee; or
46. being given a written request signed by—
47. at least 33% of the number of members of the management committee when the request is signed; or
48. at least the number of ordinary members of the organisation equal to double the number of members of the organisation on the management committee when the request is signed plus 1; or
49. being given a written notice of an intention to appeal against the decision of the management committee—
50. to reject an application for membership; or
51. to terminate a person's membership.
52. A request mentioned in subsection (1)(b) must state—
53. why the special general meeting is being called; and
54. the business to be conducted at the meeting.
55. A special general meeting must be held within 3 months after the secretary—
56. is directed to call the meeting by the management committee; or
57. is given the written request mentioned in subsection (1)(b); or
58. is given the written notice of an intention to appeal mentioned in subsection (1)(c).
59. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
60. **Proxies**

An instrument appointing a proxy must be in writing.

1. **Minutes of general meetings**
2. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
3. To ensure the accuracy of the minutes—
4. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
5. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the organisation that is a general meeting or annual general meeting, verifying their accuracy.
6. If asked by a member of the organisation, the secretary must, within 28 days after the request is made—
7. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
8. give the member copies of the minutes of the meeting.
9. The organisation may require the member to pay the reasonable costs of providing copies of the minutes.
10. **By-laws**
11. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the organisation.
12. A by-law may be set aside by a vote of members at a general meeting of the organisation.
13. **Alteration of rules**
14. These rules may be amended, repealed or added to by agreement of two thirds of the members of the organisation where such a resolutions is passed at a general meeting of the members, and two thirds of the members of the management committee at a meeting where such a resolution is passed at a meeting of the management committee.
15. **Funds and accounts**
16. The funds of the organisation must be kept in an account in the name of the organisation in a financial institution decided by the management committee.
17. Records and accounts must be kept in the English language and must show and explain the organisation’s transactions, within and outside the TCI, and must be sufficiently detailed to show that the organisation’s funds have been used in a manner consistent with its purposes, objectives and activities. The organisation must also keep financial records that show the source of the gross annual income of the organisation.
18. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
19. A payment by the organisation of $100 or more must be made by cheque or electronic funds transfer.
20. If a payment of $100 or more is made by cheque, the cheque must be signed by any 2 of the following—
21. the president;
22. the secretary;
23. the treasurer;
24. any 1 of 3 other members of the organisation who have been authorised by the management committee to sign cheques issued by the organisation.
25. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
26. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
27. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
28. All expenditure must be approved or ratified at a management committee meeting.
29. **General financial matters**
30. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
31. The income and property of the organisation must be used solely in promoting the organisation's objects and exercising the organisation's powers.
32. The organisation must keep a record of the value of the assets of the organisation.
33. The organisation must submit annual financial statements to the NPO Supervisor, in accordance with the NPO Regulations 2014. The financial statements must include details of annual income and the source of the income, annual expenses, the value of the assets of the organisation, significant donations and the types of programs and services of the NPO.
34. The organisation must know the beneficiaries of their funding and any organisation with which they have an organisation. The organisation must carry out appropriate due diligence on individuals and organisations that the organisatiion receives funds from, gives money to or work closely with before receiving funds or giving funds.
35. **Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the organisation. The records of the organisation shall be kept for a period of at least five years. The records of the organisation shall be produced to the NPO Supervisor or law enforcement authorities, when lawfully requested, within forty-eight hours.

1. **Financial year**

The end date of the organisation's financial year is [*insert date*] in each year.

1. **Distribution of surplus assets to another entity**

On the closing of the organisation, any surplus assets must not be paid or transferred to members or office-bearers of the organisation but must be transferred to another non-profit organisation, whether in the Turks and Caicos Islands or elsewhere —

1. specified in the governing instrument; or
2. designated by resolution of the members at a meeting of the organisation called for the purpose of making such a designation or for purposes that include the making of such a designation.”.

Signed: ………………………………………………….

President

and one of the following:

………………………………………………….

Secretary

………………..…………………………………

Treasurer