

Understanding Governing Documents

What is a governing document?

If something goes wrong with the car or a kitchen appliance breaks, what do you do? For many of us, this is the first time we consult the instruction manual - if we can find it of course!

A governing document is a charity's instruction manual, and every charity has one. It sets out the purposes of the charity and the rules the trustees must follow.

When the Charity Commission gives advice to trustees, we almost always refer them to the charity's governing document first as, often, it contains the answer to their question.

Why are governing documents so important?

It's clear from the queries the Charity Commission receives that some trustees have never seen their governing document or don't even know it exists. However, just as reading an instruction manual before you use an appliance can avoid problems, familiarising yourself with your governing document can ensure the charity operates smoothly and prevent things from going wrong.

As the people legally responsible for the proper running of the charity, it's essential that trustees know what's in the charity's governing document. We recommend that copies are issued to new trustees as part of their induction to the charity.

The Commission holds copies of the governing documents of all registered charities and you can request a copy using the link below.

[Request for a copy of the governing document](#)

What are the types of governing documents?

Governing documents can be in a variety of different forms, but the three main ones are:

- Constitutions – used for unincorporated membership organisations;
- Memorandum and Articles of Association – for companies limited by guarantee and registered at Companies House; and
- Trust Deeds – for fairly small or simple organisations with no members.

Other types of documents include conveyances, wills, Royal Charters and Charity Commission schemes.

What do they contain?

Governing documents vary considerably, but they generally include:

- the charity's name
- objects or purposes – what the charity is set up for;
- powers – how the charity will achieve its objects;
- trustees – who the trustees are and how they are appointed;

- amendments – how trustees can change the governing document; and
- dissolution – how to wind up and what happens to any remaining assets.

Other clauses may deal with membership, meetings and bank accounts.

Our guidance [CC21 - Choosing and Preparing a Governing Document](#) contains more about governing documents and has links to our model documents.

Can governing documents be changed?

Sometimes trustees need to change their charity's governing document to make sure it continues to operate effectively. The Charity Commission may need to approve such changes but often trustees have the power to make changes themselves. Again, the first thing the trustees need to do is check what the governing document says about making changes.

Our guidance [CC36 - Changing your Charity's Governing Document](#) contains more about making amendments.

In all cases we need to be informed of the changes being made so we can keep the Register of Charities up to date.

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