

THE NFP CEO

CEO Constitution Checklist

A practical governance guide for NFP CEOs

Use this checklist to review your organisation's constitution from a CEO risk, governance, and operational alignment perspective.

Designed for nonprofit and for-purpose CEOs, this checklist helps you identify where constitutional provisions may create risk, constrain operations, or if you are not aware of them quietly undermine good governance.

This is not legal advice. It is a practical CEO tool to help you know what to check, what to question, and when to seek specialist advice.

How to Use This Checklist

- Use this as a self-assessment at least once a year
- Always review before an AGM, board election, or when considering constitutional amendments
- Treat unchecked items as flags, not failures
- Escalate complex or contentious issues early

Why the Constitution Matters

- I have read the current constitution in full
- I understand which operational decisions may be constrained by the constitution
- I have checked where current operations may differ from constitutional requirements
- I know when and how the constitution needs to be complied with (e.g. AGMs, disputes, director elections)

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Objects Clause

- I have reviewed the objects clause recently
- All current programs sit clearly within the objects
- All fundraising activities align with the objects
- Advocacy activities are permitted under the objects
- Planned innovations or new ventures fit within the objects
- If the constitution is old, I have checked whether the objects are overly narrow

Membership: Eligibility and Status

- I know who can be a member (individuals, organisations, classes of members)
- I know whether life members exist and how they are appointed
- Membership eligibility criteria are clear and understood operationally
- The constitutional process for becoming a member aligns with what we do
- The process for ceasing membership is clear
- Grace periods for unpaid fees align with the constitution

Membership Voting Rights

- I know which members can vote
- I know whether voting is equal or weighted across membership types
- I understand how votes are counted at general meetings
- Any non-voting member classes (e.g. students) are clearly defined
- Members understand their voting rights before attending meetings

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Disputes and Discipline

- I have read the dispute resolution and disciplinary provisions
- I understand the process for disciplining or removing members
- Natural justice requirements are understood and respected
- I know when to pause and seek legal or governance advice
- There is a clear escalation pathway for disputes

General Meetings and AGMs

- I know the required notice period for general meetings and AGMs
- I have checked for any non-standard or extended notice requirements
- I know the quorum requirements
- I understand how being “present” is defined (in-person, online, proxy)
- I know who is entitled to attend
- I know who is entitled to vote

Board Elections and Director Appointments

- I know whether directors are elected, appointed, or both
- I understand the nomination process for elected directors
- I know when nominations must be called
- I know what documentation nominees must submit
- AGM notices include all required information about director elections
- I have mapped the election process on a timeline

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Board Composition and Structure

- I know the minimum and maximum number of directors
- I understand any required board composition rules
- Representative requirements for directors are clear
- I know whether independent directors are permitted
- If permitted, I know how independent directors are appointed
- I know how the chair is selected (board decision or member vote)

Director Terms, Rotation, and Exit

- I know the length of director terms
- I understand any rotation or retirement requirements
- I know whether directors can stand for re-election
- I understand how directors resign or are removed
- I understand potential political or reputational risk which may arise in board exits

Payments, Alternates, and Delegation

- I know whether directors can be paid fees
- I know whether alternate directors are permitted
- I understand which powers the board cannot delegate
- I have searched the constitution for key governance terms (e.g. quorum, delegate, CEO, chair)

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Changing the Constitution

- I understand the process for changing the constitutional
- I understand the need for a special resolution
- I have considered which provisions may be hardest to change (especially membership-related)
- I have allowed sufficient time for member communication
- I have planned for objections, concerns, and resistance

Final CEO Sense-Check

- I know where the constitution may not align with operations
- I know where practice and governance may be or could be misaligned
- I know which issues require legal advice
- I am not relying on “we’ve always done it this way” without checking constitutional provisions

Tip: The constitution usually only becomes visible when something goes wrong. Use this checklist proactively, i.e. before AGMs, disputes, or governance issues force it (and your knowledge of it) into the spotlight.

About The NFP CEO

The NFP CEO podcast supports new and aspiring CEOs in the for-purpose sector with practical insights on governance, leadership, strategy, and growth.

If this checklist was useful, share it with a colleague and listen to the full episode on constitutions for deeper context - <https://player.captivate.fm/episode/3ce3a1af-e5ba-40c1-9a5f-311973a46c3c/>