

# **Ditchingham and District Men's Shed**



## **Constitution of a Charitable Incorporated Organisation**

**For**

## **Ditchingham and District Men's Shed**

This governing document is based on the Charity Commission's template for a CIO, Association model.

## **1 Name**

The name of the CIO shall be the Ditchingham and District Men's Shed hereinafter referred to as the Group, for which the principal (and sole) office location will be in East Anglia in England.

## **2 Objects**

To promote social inclusion for the public benefit by preventing people, particularly but not exclusively, men aged 18 or over within Ditchingham and surrounding area, from becoming socially excluded, relieving the needs of those people who are socially excluded and assisting them to integrate into society through the provision of facilities in which they can meet jointly or individually, to undertake creative, physical or recreational activities, learn or pass on skills and knowledge, and support each other socially.

For the purposes of this clause, "socially excluded" means being excluded from society, or parts of society, as a result of one or more of the following factors: unemployment; financial hardship; youth or old age; ill health (physical or mental).

## **3 Powers**

In furtherance of the above objectives, but not otherwise, the Group will have the powers to:-

- a) Provide services and publicise its activities
- b) Raise funds, receive grants and donations;
- c) Apply funds to carry out the work of the Group, eg to purchase, rent or lease property or equipment; d) Co-operate with other voluntary, charitable or statutory bodies;
- e) Do anything lawful and necessary to achieve the aims and purposes of the Group;
- f) In the interests of the Group and where it is necessary to do so, the Group may buy, sell and lease property, employ and remunerate staff and delegate investment management to a professional fund manager.

## **4 Membership**

- a) Membership of the Group will be open to anyone over the age of 18 who is interested in helping the Group to achieve its aims, willing to abide by the rules of the Group, and to pay any subscription fee agreed by the Management Committee.
- b) Every member will have one vote at General Meetings.
- c) The membership of any member may be terminated for good reason by the committee, eg, a serious breach of the appended rules and where the decision is considered to be in the best interests of the Group. The member has the right to be heard by the Trustees and to have another person present if required.
- d) All members will be required to fill in an application form and to read and sign this constitution, agreeing to be bound by the appended rules.
- e) The Trustees shall keep an up-to-date membership list.
- f) Prospective applicants for membership, once accepted, may, at some later time, be required to add to or amend their application, information and personal details.
- g) A registration fee is required (by those who can afford it, not a barrier to those who cannot) to become a member of the Group; membership will be renewable annually and payment may be by Bankers' Order if preferred.
- h) An Honorary membership may be bestowed on an individual who all, or the majority of charity trustees, regard highly, as a mark of respect for his/her ability or standing in the community; no fee is required with this particular membership status.

## **5 Application of income and property**

a) The income and property of the Group must be applied solely towards the promotion of the objects.

- A charity trustee is entitled to be reimbursed from the property of the Group, or may pay out of such property reasonable expenses properly incurred by him/her when acting on Group matters.
- A charity trustee may benefit from trustee indemnity insurance cover purchased at the Group's expense in accordance with the Charities Act 2011.

b) None of the Group's income or property may be paid or transferred by way of dividend, bonus or otherwise by way of profit to any Group member.

c) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6 Benefits and payments to charity trustees and connected persons**

a) General provisions. No charity trustee or connected person may:-

- buy or receive any goods or services from the Group on terms preferential to those applicable to members of the public;
- sell goods, services, or any interest in land to the Group;
- be employed by, or receive any remuneration from, the Group;
- receive any other financial benefit from the Group;
- unless the payment or benefit is permitted by sub-clause (b) of this clause, or authorised by the Court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

b) Scope and powers permitting trustees' or connected persons' benefits

- A charity trustee or connected person may receive a benefit from the Group as a beneficiary of the Group, provided that a majority of the trustees do not benefit in this way.
- A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Group where that is permitted in accordance with the Charities Act 2011.
- Subject to sub-clause (c) of this clause a charity trustee or connected person may provide the Group with goods that are not supplied in connection with services provided to the Group by the charity trustee or connected person.
- A charity trustee or connected person may receive interest on money lent to the Group at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Group. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- A charity trustee or connected person may take part in the normal trading and fundraising activities of the Group on the same terms as members of the public.

c) Payment for supply of goods only - controls

The Group and its charity trustees may only rely upon the authority provided by sub-clause (b) of this clause if each of the following conditions is satisfied:-

- The amount or maximum amount of the payment for the goods is set out in a written agreement between the Group and the charity trustee or connected person supplying the goods ("the supplier").
- The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- The other charity trustees are satisfied that it is in the best interests of the Group to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Group.
- The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- The reason for their decision is recorded by the charity trustees in the minute book.
- A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6

d) A "connected person" includes any person who is a relative, spouse, or partner of the charity trustee.

## **7 Conflicts of interest and conflicts of loyalty**

A charity trustee must:-

- declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Group or in any transaction or arrangement entered into by the Group which has not previously been declared; and
- recuse himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Group and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8 Liability of members to contribute to the assets of the Group if it is wound up**

If the Group is wound up, the members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## 9 Membership of the Group

### Admission of new member

#### a) Eligibility

Membership of the Group is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in this governing document.

A member may be an individual, a corporate body, or [an individual or corporate body representing] an organisation which is not incorporated.

#### b) Admission procedure

The charity trustees:

- may require applications for membership to be made in any reasonable way that they decide;
- may refuse an application for membership if they believe that it is in the best interests of the Group for them to do so;
- shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 14 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

#### c) Transfer of membership

Membership of the Group cannot be transferred to anyone else.

#### d) Duty of members

It is the duty of each member of the Group to exercise his or her powers as a member, in the way he or she decides in good faith would be most likely to further the purposes of the Group.

#### e) Termination of membership

##### 1) Membership of the Group comes to an end if:

- the member dies;
- the member sends a notice of resignation to the charity trustees; or
- any sum of money owed by the member to the Group is not paid in full within six months of its falling due;
- the charity trustees decide that it is in the best interests of the Group that the member in question should be removed from membership, and pass a resolution to that effect.

##### 2) Before the charity trustees take any decision to remove someone from membership of the Group they must:-

- inform the member of the reasons why it is proposed to remove him, her or it from membership;
- give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

- at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- consider at that meeting any representations which the member makes as to why the member should not be removed; and
- allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses

f) Informal or associate (non-voting) membership

- The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## 10 Members' decisions

### 1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Group may be taken either by vote at a general meeting as provided in sub clause (2) of this clause or by written resolution as provided in sub- clause (3) of this clause.

### 2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the Group may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting [(including votes cast by postal or email ballot, and proxy votes).

### 3) Taking ordinary decisions by written resolution without a general meeting

a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- a copy of the proposed resolution has been sent to all the members eligible to vote; and
- a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Group has specified.

b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

c) Eligibility to vote on the resolution is limited to members who are members of the Group on the date when the proposal is first circulated in accordance with paragraph (a) above.

d) Not less than 10% of the members of the Group may request the charity trustees to make a proposal for decision by the members.

e) The charity trustees must within 21 days of receiving such a request comply with it if:

f) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

g) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

h) Effect can lawfully be given to the proposal if it is so agreed.

Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

#### 4) Decisions that must be taken in a particular way

a) Any decision to remove a trustee must be taken in accordance with clause 15(b)

b) Any decision to amend this constitution must be taken in accordance with clause 15b of this constitution amendment of Constitution.

c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 to 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### 11 General meetings of members

#### 1) Types of general meeting

There must be an annual general meeting (AGM) of the Group's members. The Group will hold an Annual General Meeting (AGM) in October. The AGM must receive the annual statement of accounts (duly audited) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the Group may be held at any time providing due notice is given, 14 days minimum.

All general meetings must be held in accordance with the following provisions

#### 2) Calling general meetings

a) The charity trustees:

- must call the annual general meeting of the members of the Group in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- may call any other general meeting of the members at any time.

b) The charity trustees must, within 14 days, call a general meeting of the members of the Group if:

- they receive a request to do so from at least 10% of the members of the Group; and
- the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

c) If, at the time of any such request, there has not been any general meeting of the members of the Group for more than 12 months, then sub-clause (b) of this clause shall have effect as if 5% were substituted for 10%.

d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

f) Any general meeting called by the charity trustees at the request of the members of the Group must be held within 28 days from the date on which it is called.

g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

h) A general meeting called in this way must be held not more than 3 months after the date when the 3.

i) The Group must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Group shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

### 3) Notice of general meetings

a) The Secretary will give all members 14 days' notice of any Special General Meeting together with notice of the business to be discussed. The notice of any general meeting must state the time and date of the meeting and give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting. If a proposal to alter the Group's constitution is to be considered at the meeting, include the text of the proposed alteration.

b) For the AGM include with the notice, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 Use of electronic communication), details of where the information may be found on the Group's website.

c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

d) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Group.

### 4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19 (b) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Group who are present at a general meeting shall elect a chair to preside at the meeting.

### 5) Quorum at general meetings

a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

b) Subject to the following provisions, the quorum for general meetings shall be 5. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be

announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.

e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

#### 6) Voting at general meetings

a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

d) A poll may be taken:

- at the meeting at which it was demanded; or
- at some other time and place specified by the chair; or
- through the use of postal or electronic communications

e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

#### 7) Representation of corporate members

A corporate body that is a member of the Group may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Group.

The representative is entitled to exercise the same powers on behalf of the corporate body as the corporate body could exercise as an individual member of the Group.

#### 8) Adjournment of meetings

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting

## 12 Charity trustees

### 1) Functions and duties of charity trustees

- The charity trustees shall manage the Group's affairs and may for that purpose exercise all the powers of the Group. It is the duty of each charity trustee:

a) to exercise his or her powers and to perform his or her functions as a trustee of the Group in the way he or she decides in good faith would be most likely to further the Group's purposes; and

b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- any special knowledge or experience that he or she has or holds himself or herself out as having; and
- if he or she acts as a charity trustee of the Group in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### 2) Eligibility for trusteeship

a) Every charity trustee must be a natural person.

b) No one may be appointed as a charity trustee:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause 15(a).

c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### 3) Number of charity trustees

a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

b) There is no maximum number of charity trustees that may be appointed to the Group. c) First charity trustees:

The first charity trustees of the Group are as follows:-

Mr F G Hartwell      Chairman

Mr J V Lange          Secretary

Mr A Larkin            Treasurer

Mr D Goward

Mr T Powley

d) The duties of the Chairman will be:-

- to preside at all meetings of the Group;
- as may be required by the charity trustees, to act as the principal spokesperson on public occasions or when representations are being made on behalf of the Group to public bodies

e) The duties of the Secretary will be:-

- to prepare in consultation with the Chairman, the agenda for the meetings;
- to take and keep minutes of AGM and special general meetings;
- to collect and disseminate information on all matters affecting the Group.

f) The duties of the Treasurer will be:-

- to supervise the financial affairs of the Group;
- to ensure that proper accounts are kept with regards to all monies received by and paid out by the Group;
- to arrange the accounts to be independently audited in good time prior to the AGM;
- to manage all financial activity with two (2) signatures.

### **13 Appointment of charity trustees**

a) At the first annual general meeting of the Group's members, all the charity trustees shall retire from office;

b) At every annual general meeting of the Group's members, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office, but if there is only one charity trustee, he or she shall retire;

c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;

e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

f) A person so appointed by the members of the Group shall retire in accordance with the provisions of sub clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

### **14 Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of the Group's latest trustees' annual report and statement of accounts.

## **15 Retirement and removal of charity trustees**

a) A charity trustee ceases to hold office if he or she:

- retires by notifying the Group in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings); is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- dies;
- in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

b) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a majority of votes cast at the meeting.

c) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Group.

## **16 Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the Group is eligible for reappointment after a year or more has elapsed.

## **17 Taking of decisions by charity trustees**

Any decision may be taken either at a meeting of the charity trustees; or

a) by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Group at its principal office or such other place as the trustees may resolve.

## **18 Delegation by charity trustees**

a) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

b) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -

- a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19 Meetings and proceedings of charity trustees**

a) Calling meetings

- Any charity trustee may call a meeting of the charity trustees.
- All members will be given at least 14 days' notice of any meeting and advised as to what will be on the agenda.

b) Chairing of meetings:

The charity trustees may appoint one of their numbers to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

c) Procedure at meetings

- No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 5 of which 3 shall be charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- Questions arising at a meeting shall be decided by a majority of those eligible to vote. • In the case of an equality of votes, the chair shall have a second or casting vote

## **20 Saving provisions**

This clause is not relevant to the Ditchingham and District Men's Shed Group.

## **21 Execution of documents**

The Group shall execute documents either by signature. A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **22 Use of electronic communications**

The Group will comply with the requirements of the Communications Provisions in the General Regulations and in particular;

- a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- b) any requirements to provide information to the Commission in a particular form or manner.

## **23 Keeping of Registers**

The Group must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **24 Minutes**

The charity trustees must keep minutes of all:

- a) appointments of officers made by the charity trustees;
- b) proceedings at general meetings of the Group, Annual and Special meetings of the charity trustees including:-
  - the names of the trustees present at the meeting;
  - the decisions made at the meetings and where appropriate, the reasons for the decisions;
  - decisions made by the charity trustees otherwise than in meetings.

## **25 Accounting records, accounts, annual reports and returns, register maintenance**

a) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Group, within 10 months of the financial year end.

b) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Group entered on the Central Register of Charities.

## **26 Rules**

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Group, but such rules or bye laws must not be inconsistent with any provision of this constitution. A copy of the current Shed Rules is appended to this document (Appendix 2) and will be clearly displayed within the Shed.

## **27 Disputes**

If a dispute arises between members of the Group about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **28 Amendment of constitution**

As provided by clauses 224-227 of the Charities Act 2011:

a) This constitution can only be amended:-

- by resolution agreed in writing by all the Group's members; or
- by a resolution passed by a 75% majority of votes cast at a general meeting of the Group's members.

b) Any alteration of clause 2 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Group or persons connected with them, requires the prior written consent of the Charity Commission.

c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

d) A copy of any resolution altering the constitution, together with a copy of the Group's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **29 Voluntary winding up or dissolution**

1) As provided by the Dissolution Regulations, the Group may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Group can only be made:

a) at a general meeting of the members of the Group called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

b) by a resolution passed by a 75% majority of those voting, or

c) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

d) By a resolution agreed in writing by all members of the Group.

e) Subject to the payment of all the Group's debts:

f) Any resolution for the winding up of the Group, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining Group's assets shall be applied.

g) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets shall be applied.

h) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Group.

i) The Group must observe the requirements of the Dissolution Regulations in applying to the Commission for the Group to be removed from the Register of Charities, and in particular:

j) The charity trustees must send with their application to the commission:

- A copy of the resolution passed by the members of the Group;
- A declaration by the charity trustees that any debts and other liabilities of the Group have been settled or otherwise provided for in full; and

- A statement by the charity trustees setting out the way in which any property of the Group has been or is to be applied prior to its dissolution in accordance with this constitution;
- The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Group, and to any charity trustee who was not privy to the application.
- If the Group is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **30 Finance**

- a) Any money obtained by the Group will only be used for the Group.
- b) Any payments made to officers, or members, will only be for reimbursement of reasonable expenses.
- c) Any bank accounts opened for the Group will be in the name of the Group.
- d) Any cheques issued will be signed by the Treasurer and one other nominated official.
- e) Accounts will be independently examined at least once a year, the most recent of which any member or interested body can see upon request.

### **Appendices:-**

- 1 Mission Statement
- 2 Rules of the Ditchingham and District Men's Shed
- 3 Equal Opportunities Policy

Rev E Wednesday, 12 July 2017