



## Harlow Community Men's Shed

### Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

Date of First Constitution: 20<sup>th</sup> December 2019 – Last Amendment 22<sup>nd</sup> July 2021 (Issue 2)

Although called the Men's Shed, all are welcome but for simplicity only the male pronoun is used in this Constitution.

#### 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is: **Harlow Community Men's Shed**

#### 2. National location of Principal Office

The principal office of the CIO is in Harlow, Essex in England.

#### 3. Objects and Charitable Objectives.

The objects of the CIO is to promote social inclusion for the public benefit by preventing people (particularly, but not exclusively, older men), within Harlow and the surrounding area, from becoming socially excluded or isolated, 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 purpose of this clause 'socially excluded' means being excluded from society, or parts of society, or becoming isolated as a result of one or more of the following factors: unemployment; financial hardship; youth or old age; ill health (physical or mental) or bereavement.

#### 4. Powers

The CIO has power to do anything that is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- 4.1 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.2 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011; comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

#### 5. Application of income and property

The income and property of the CIO must be applied solely towards the promotion of the objects.

5.1 A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the CIO.  
A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

- (a) a benefit from the CIO as a beneficiary of the CIO;
- (b) reasonable and proper remuneration for any goods or services supplied to the CIO.

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

### **6.1 General provisions**

No charity trustee or connected person may:

- (a) buy or receive goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO.

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

A charity trustee must:

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

Any charity trustee absenting himself 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 CIO if it is wound up**

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

## **9. Membership of the CIO**

### **9.1 Admission of new members**

(a) **Eligibility** - Membership is open to anyone who:

- (i) - is over the age of 18
- (ii) - has completed and application form; and
- (iii) - agrees to be bound by the rules of the CIO

(b) **Admission procedure** The charity trustees:

- (i) - may require applications for membership to be made in any reasonable way that they decide;
- (ii) - shall, if they approve an application for membership, notify the applicant of their decision within 21 days
- (iii) - may refuse a membership application if they believe that it is in the best interests of the CIO for them to do so;
- (iv) - shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 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.

### **9.2 Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

### **9.3 Duty of members**

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

## **9.4 Termination of membership**

(a) Membership of the CIO comes to an end if:

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

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

- (i) - inform the member of the reasons why it is proposed to remove them from membership;
- (ii) - give the member at least 21 clear days notice in which to make representations to the charity trustees as to why they should not be removed from membership;
- (iii) - at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) - consider at that meeting any representations which the member makes as to why the member should not be removed
- (v) - and allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## **9.5. Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO.

## **9.6. Informal or associate (non-voting) membership**

(a) 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.

(b) 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 and voting**

**10.1** Any decision shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

**10.2** A resolution put to the vote of a meeting shall be decided on a show of hands.

**10.3** In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

**10.4** 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.

## **11. General meetings of members**

**11.1** There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months.

The notice of the AGM must include:

- (i) - the annual statement of accounts (duly audited or examined where applicable) and
- (ii) - the trustee's annual report
- (iii) - details of persons standing for election or re-election as trustees.

**11.2** Other general meetings of the members of the CIO may be held at any time.

(a) The charity trustees:

- (i) - must call the annual general meeting of the members of the CIO in accordance with sub-clause (11.1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) - may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

- (i) - they receive a request to do so from at least 10% of the members of the CIO; and
- (ii) - 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 CIO for more than 12 months, then just 5% need to make such a request.

(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 CIO 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 members first requested the meeting.

### **11.3 Notice of general meetings**

(a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members.

(b) The notice of any general meeting must:

- (i) - state the time and date of the meeting;
- (ii) - give the address at which the meeting is to take place;
- (iii) - 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; and
- (iv) - if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

### **11.4 Chairing of general meetings**

The Chairman of the CIO shall preside as chair of all meetings. If not available, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

### **11.5 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 the greater of 10% or 5 members.

(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 adjourned. The date, time and place at which the meeting will be resumed must be notified to the CIO members with at least seven clear days notice.

(d) If a quorum is not present within 15 minutes of the start time of the resumed meeting following an adjournment, the member or members present at the meeting constitute a quorum.

(e) 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.

### **11.7 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 that could properly have been transacted at the original meeting.

## **12. Charity trustees**

### **12.1 Functions and duties of charity trustees**

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

(a) to exercise his powers and to perform his functions as a trustee of the CIO in the way he decides in good faith would be most likely to further the purposes of the CIO; 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:

(i) - any special knowledge or experience that he has or holds himself out as having; and

(ii) - if he acts as a charity trustee of the CIO 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.

### **12.2 Eligibility for trusteeship**

(a) Every charity trustee must be a member of Harlow Community Men's Shed.

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

(i) - if he is under the age of 18 years; or

(ii) - if he would automatically cease to hold office under the provisions of clause 15.1 (f).

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

### **12.3 Number of charity trustees**

(a) There must be at least THREE charity trustees consisting of a:

(i) Chairman

(ii) Secretary

(iii) Treasurer

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) The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

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

**13.1** The trustees shall be elected at the AGM.

**13.2** Each trustee will be formally proposed and seconded by members of the CIO

**13.3** Eligibility to be a Trustee;

- (i) Every Trustee must be a natural person
- (ii) Every Trustee must be a member of the CIO
- (iii) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he has expressly acknowledged (in whatever way the trustees decide) his acceptance of the office of trustee.

**13.4** In the event that there are more proposed trustees than vacancies an election will be held by secret ballot.

**13.5** The Secretary shall keep and maintain an up-to-date list of all members who must notify the Secretary of any changes to their personal or contact details.

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

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

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

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

**15.1** A charity trustee ceases to hold office if he:

- (a) retires by notifying the CIO 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);
- (b) 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 office be vacated;
- (c) dies;
- (d) 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;
- (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
- (f) 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).

**15.2** 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 two-thirds majority of votes cast at the meeting.

**15.3** 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 CIO.

### **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. Trustees may be reappointed if they wish to stand for another year and are proposed in accordance with clause 13.2 and if necessary, - clause 13.4.

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

Any decision may be taken either:

(a) at a meeting of the charity trustees; or

(b) 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:

(i) - 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

(ii) - 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 CIO at its principal office or such other place as the trustees may resolve.

## **18. Delegation by charity trustees**

**18.1** 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.

**18.2** 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) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) 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

(c) 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**

### **19.1 Calling meetings**

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

**19.2** The Chairman will chair the meeting. If he is unavailable the trustees may appoint one of their number to chair the meeting.

### **19.3 Procedure at meetings**

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to 50% 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 is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

## **20. 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 CIO;
- (c) meetings of the charity trustees and committees of charity trustees including:
  - (i) - the names of the trustees present at the meeting;
  - (ii) - the decisions made at the meetings; and
  - (iii) - where appropriate the reasons for the decisions;
- (d) decisions made by the charity trustees otherwise than in meetings.

## **21. Finance**

**21.1** The CIO will open and maintain a bank account at bank with a branch in Harlow

**21.2** All 5 trustees will be signatories to this account with two signing any and all cheques. In normal circumstances, one signatory will be the Treasurer

**21.3** The financial year for the CIO will be from 1<sup>st</sup> April to 31<sup>st</sup> March each year

**21.4** The Treasurer shall prepare the accounts to be set out as required by the Charity Commission in time for them to be audited and submitted to all members at the AGM.

**21.5** All income raised by the CIO can only be used to further its purpose and charitable objectives.

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

**22.1** 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 CIO, within 10 months of the financial year end.

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

## **23. Rules**

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

## **24. Disputes**

If a dispute arises between members of the CIO 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.

## **25. Amendment of constitution**

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

**25.1** This Constitution can only be amended by resolution agreed in writing by all members of the CIO or by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

**25.2** Any alteration of clause 3 (Objects), clause [26] (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 CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

**25.4** A copy of any resolution altering the constitution, together with a copy of the CIO'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.

## **26. Voluntary winding up or dissolution**

**26.1** As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made at a general meeting of the members of the CIO 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 by a resolution passed by a 75% majority of those voting

**26.2** Subject to the payment of all the CIO's debts:

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

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

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

**26.3** The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

- (i) - a copy of the resolution passed by the members of the CIO;
- (ii) - a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
- (iii) - a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

**26.4** If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **27. Interpretation**

In this Constitution: "**connected person**" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled by the charity trustee or any connected person.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

"**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.

"**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.