

Constitution

Of

Darlington (Darlo) Mens Shed

1. NAME

The name of the Group is Darlo Mens Shed (hereinafter called the Shed).

2. AREA OF BENEFIT

The area of benefit of Darlo Men's Shed shall be Darlington and it's surrounding environment in County Durham.

3. PURPOSE

The shed is established to promote personal development, positive mental health and physical activities for the benefit of individuals from in and around Darlington and it's surrounding environment in County Durham to advance the health, well-being and education of its members by providing a safe and happy environment where its members can, in the company of others,

- (i) pursue hobbies, pastimes and interests,
- (ii) learn new skills, practice and pass on old skills,
- (iii) promote their own and other men's health and well-being,
- (iv) promote the mentoring of younger men.

4. POWERS

In furtherance of the above purposes, but not further or otherwise the Shed may:

- a) open a bank account, obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method and shall conform to any relevant requirements of the law
- b) provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objects of the Shed.
- c) co-operate with and support other organisations with similar purposes.
- d) recruit and train volunteers with the relevant skills to carry out the purposes of the Shed.

- e) provide, assist in providing or secure the provision of safe and practical facilities and practical assistance for the beneficiaries or facilities for the benefit of the general public in the area of benefit.
- f) employ and pay any person or persons, NOT being a trustee to supervise, organise and carry on the work of the Shed and make all reasonable and necessary provision for the payment of remuneration to employees.
- g) do all such other lawful things as are necessary to further the purposes of the Shed.

5. TRUSTEES

- a) The Shed shall be managed by a committee of trustees who are appointed at the Annual General Meeting.
- b) The Shed will have the following officers:
 - A Chair
 - A Secretary
 - A Treasurer

The Shed may also appoint trustees to the positions of:

- A Vice Chair
 - An Assistant Secretary
 - An Assistant Treasurer
 - Activities officer
 - Marketing officer
 - Additional officers as deemed necessary
- c) No trustee can hold a position of office for more than three consecutive years.
 - d) A trustee must be a full member of the Shed.
 - e) A trustee may not appoint anyone to act on his or her behalf at a meeting of the trustees.
 - f) No one may be appointed a trustee if he or she would be disqualified from acting as a trustee under the provisions of clause 6.
 - g) No husband/wife, partner or close relative of a paid member of staff can be a trustee.
 - h) No husband / wife or partner of another trustee can be a trustee.

6. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee must cease to hold office if he or she:

- a) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b) ceases to be a member of the Shed;
- c) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- d) resigns as a trustee by notice to the Shed (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- e) is absent without the permission of the trustees from all their meetings held within a period of three consecutive months and the trustees resolve that his or her office be vacated.

7. MEMBERSHIP

Membership of the Club shall be open to the following irrespective of ethnic identity, disability, age, gender, political party, nationality, sexual orientation, marital status or religion.

Membership shall be of two kinds:

- (a) any persons within the area of benefit who support the objects of the Shed and whose application for membership are accepted by the committee; such members shall be called Full Members and shall be entitled to vote at meetings of the Shed. Each full member is entitled to one vote. Those aged 18 and over shall be eligible to be nominated for election to be a trustee.
- (b) Well-wishers anywhere or persons who, in the opinion of the trustees have special knowledge or experience to offer the Shed: such members shall be called Associate Members and shall NOT have the right to vote at meetings of the Shed.

The trustees will keep an up-to-date membership both full and associate list. The membership list must detail:

- The full name of the member
- The full address of the member
- A contact telephone number (if available)
- An email address (if available)
- Contact details for next of kin

The trustees may remove a person's membership if they believe it is in the best interests of the Club. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.

8. TRUSTEE MEETINGS – AGM

- a) The AGM must be held every year, with 14 days notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.
- b) There must be at least 6 members present at the AGM for there to be quorum.
- c) Any motion for consideration at the annual general meeting must be in the Secretary's hands no later than 14 days prior to the date of the meeting.
- d) Every full member has one vote.
- e) The trustees must present the annual report and accounts.
- f) Any full member may stand for election as a trustee provided they are over 18 years old.
- g) Members must elect between 6 and 10 trustees to serve for the next year. The trustees must retire at the next AGM but may stand for re-election.
- h) The business of the annual general meeting shall include:
 - adoption of annual report and accounts
 - election of the trustees
 - appointment of an independent examiner.

9. TRUSTEE MEETINGS

The duty of the trustees will be to carry out the purpose, provide the management and control the affairs of the Shed.

- a) Trustees must hold at least 4 meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. Vice/assistant positions may also be elected. Trustees may act by majority decision.
- b) At least 50% of trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- c) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- d) During the year, the trustees may co-opt up to 2 additional trustees. They must stand down at the next AGM but are eligible to stand for election at the AGM. These co-optees may have voting rights.
- e) The trustees may make reasonable additional rules to help run the Shed. These rules must not conflict with this constitution or the law.
- f) In the event of any trustees resigning before expiry of office the other trustees shall co-opt a member to fill this vacancy. In the event of an Officer resigning, a replacement shall be elected by the trustees from amongst its own members.
- g) All trustees shall resign at the AGM but shall then be eligible for re-election. Trustees not holding a position of office can not serve for a period of more than five consecutive years.
- h) Trustees may invite any persons with particular knowledge, experience or skill to attend meetings on special issues but without having the right to vote.
- i) Trustees may set up sub-committees and working groups from time to time, establishing their terms of reference and any delegated responsibilities as appropriate.

10. FINANCE

- a) Money and property must only be used for the Club's purposes.
- b) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request and will be submitted for consideration at the Annual General Meeting.
- c) The accounts shall be audited by an auditor or auditors appointed by the Annual General Meeting OR examined by any independent person who shall be appointed at the Annual General Meeting.
- d) The financial year of the Club shall run from 1 April to 31 March.
- e) Trustees cannot receive any money or property from the Club, except to refund reasonable out of pocket expenses, unless permitted by law. All expenses must be supported by receipts.
- f) Money must be held in the Club's bank account. Any cheques issued shall be signed by two of any three nominated signatures of which one must be the Treasurer. No cheque signatories can be related.

11. INDEMNITY

The Shed shall indemnify and keep indemnified every officer, member, volunteer and employee of the Shed from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising there from) made or brought against the Shed in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall NOT extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this indemnity.

12. GENERAL MEETINGS

If the trustees consider it is necessary to change the constitution, or wind up the Shed, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from the majority of members. All members must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Winding up** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.

- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer qualify as a charity.

- (3) Trustees may also call a General Meeting to consult the membership.

13. SETTING UP THE SHED

This constitution was adopted by the members of the Shed at a general meeting held on _____

Signed

Print name
