



Constitution of Sheddit! Men's Shed

Date of adoption: 30 December 2018

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GENERAL

1.0 NAME

1.1 The name of the Men's Shed is Shedditi! an unincorporated organisation, herein referred to as 'the Shed'.

2.0 TYPE OF ORGANISATION

2.1 The organisation will, upon adoption of this Constitution, be an Unincorporated Association.

3.0 NATIONAL LOCATION OF PRINCIPLE OFFICE

3.1 The principle office of the Shed is in England.

4.0 OBJECTS

4.1 The aims (objects) of the Shed are:

(a) To promote social inclusion for public benefit through the provision of a facility particularly for, but not exclusively for, men at risk of being socially excluded.

(b) To prevent social exclusion by promoting the opportunity for friendships, social engagement and skill sharing in a safe and enjoyable environment, in which members can meet and carry out creative projects acceptable to the Shed and of their own choosing, individually, jointly and for the benefit of the wider community.

(c) To promote good health and wellbeing to its members through active participation and, from time to time, providing opportunities for relevant health organisations to raise awareness of good health strategies for the benefit of the Shed.

(d) Contribute to their friends, families, the Men's Shed and the community.

5.0 POWERS

5.1 The Shed, its Steering Committee and members has/have power to:

(a) Raise, collect and obtain funds, receive grants and donations

(b) Use funds to carry out and in furtherance of the work of the Shed

(c) Acquire and manage buildings

(d) Cooperate with local authorities, other organisations, charities and community residents of Cambridgeshire in a common effort to achieve the Objects of the Shed and exchange knowledge and information

(e) Do anything which is lawful and considered to further its Objects or is conducive or incidental to doing so

6.0 GENERAL STRUCTURE

6.1 The structure of the Shed consists of:

- (a) The MEMBERS – who have the right to attend members’ meetings (including any Annual General Meeting) and have important powers under the constitution, in particular, the members appoint people to serve on the STEERING COMMITTEE and take decisions on changes to the constitution itself
- (b) The STEERING COMMITTEE – who hold regular meetings, and generally control the activities of the organisation; for example, the Steering Committee is responsible for monitoring and controlling the financial position of the Shed

MEMBERS

7.0 MEMBERSHIP

7.1 Those over 16 years of age who would benefit from the Shed may apply to join as Individual Members irrespective of religion, political views, nationality, disability or race.

7.2 Any individual who wishes to apply for membership and is below the age of 18 must first have parental consent

7.3 Membership lasts for one year and must be renewed annually at the price set by the Steering Committee for that year

7.4 Members or members of the general public may wish to give individual, additional donations to support the Shed. The amount of any donation will be at the member’s discretion. Personal details may be requested by the Steering Committee in order to claim Gift Aid.

7.5 The Steering Committee reserves the right to reject or terminate any membership, giving full written reason, should they unanimously agree it is in the best interests of the Shed. The member has the right to have their opinion heard before any decision and should have a witness, chosen by them, present.

7.6 Members must read and agree to the terms of this constitution on joining and must read and sign the Shed’s Code of Conduct and any other documents and policies deemed necessary by the Steering Committee.

7.7 Individual Members are entitled to vote at General Meetings.

7.8 The Steering Committee will adhere to the General Data Protection Regulation (GDPR) 2016 when keeping records of memberships.

8.0 MEMBERSHIP SUBSCRIPTION

8.1 An annual subscription, as set by the Steering Committee, shall be due upon acceptance of membership

9.0 LIFETIME MEMBERSHIP

9.1 The Shed may grant, by Special Resolution, Lifetime Membership to a member in recognition of long and outstanding service to the Shed and/or the local community.

9.2 A Lifetime Member shall not be liable to pay the annual membership fee, but shall be entitled to all privileges of membership including election to the Steering Committee.

10.0 REGISTER OF MEMBERS

10.1 The Steering Committee shall keep a register of members, setting out for each member:

(a) His/her full name and address and emergency contact information

(b) The date on which he/she was registered as a member of the organisation

10.2 The Steering Committee must ensure that the register of members is updated within 1 month of being notified in writing of any changes.

11.0 WITHDRAWAL OF MEMBERSHIP

11.1 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

12.0 TRANSFER OF MEMBERSHIP

12.1 Membership of the organisation may not be transferred.

13.0 CESSATION OF MEMBERSHIP

13.1 A person ceases to be a member of the Men's Shed if the person:

(a) dies, or

(b) resigns membership, or

(c) does not pay any monies due to the Men's Shed for fees, subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment, or

(d) is expelled from the Men's Shed.

STEERING COMMITTEE

14.0 NUMBER OF STEERING COMMITTEE MEMBERS

14.1 The maximum number of Steering Committee members is 10

14.2 The minimum number of Steering Committee members is 3

15.0 ELEGIBILITY

15.1 A person will not be eligible for election or appointment to the Steering Committee unless he/she is a member of the Shed.

15.2 A person will not be eligible for election or appointment to the Steering Committee if he/she has been disqualified from being a charity trustee under the Charities Act

15.3 A person will not be eligible for election or appointment to the Steering Committee if he/she has been disqualified from being a company director under the Company Director Disqualification Act

16.0 INITIAL STEERING COMMITTEE MEMBERS

- 16.1 The individuals who signed this constitution shall be deemed to have been appointed by the members as Steering Committee members with effect from the date of adoption of the constitution

17.0 **ELECTION, RETIRAL, RE-ELECTION**

- 17.1 At each AGM, the members may elect any member (unless he/she is debarred under clause 15) to serve as a Steering Committee member for a term of three years.
- 17.2 The Steering Committee may at any time appoint any member (unless he/she is debarred from clause 15) to be a Steering Committee member until the next Annual General Meeting of the organisation.
- 17.3 At each AGM, any Steering Committee members appointed by the Steering Committee since the previous AGM, and any Steering Committee members who have completed a term of three years since their election at an AGM, must retire from office – but may then be re-elected under clause 17.1.
- 17.4 A Steering Committee member retiring at an AGM will be deemed to have been re-elected unless: –
- 17.5 he/she advises the Steering Committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Steering Committee member; or
- 17.6 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 17.7 a resolution for the re-election of that Steering Committee member was put to the AGM and was not carried.

18.0 **TERMINATION OF OFFICE**

- 18.1 A Steering Committee member will cease to hold office if:
- (a) They become disqualified from being a charity trustee under the Charities Act
 - (b) They become disqualified from being a company director under the Company Director Disqualification Act
 - (c) They become incapable for medical reasons of carrying out his/her duties as a Steering Committee member – but only if that has continued (or is expected to continue) for a period of more than six months
 - (d) They cease to be a member of the organisation
 - (e) They give the Steering Committee notice of resignation, signed by him/her
 - (f) They are absent (without good reason, in the opinion of the Steering Committee) from more than three consecutive meetings of the Steering Committee – but only if the Steering Committee resolves to remove him/her from office

19.0 **OFFICE BEARERS**

- 19.1 The Steering Committee must elect from among themselves, a chair, a treasurer and a secretary
- 19.2 In addition to the office bearers required under clause 19.1, the Steering Committee may elect from among themselves further office-bearers should they consider it appropriate

20.0 **POWERS OF THE STEERING COMMITTEE**

20.1 The Steering Committee is appointed to:

- (a) Control and manage the affairs of the Men's Shed
- (b) Exercise any such functions as may be exercised by the Shed, other than those functions that are required under this constitution to be exercised by a general meeting of members of the Shed
- (c) Perform all such acts as are deemed to be necessary for the proper management of the affairs of the Shed.

21.0 **CODE OF CONDUCT**

21.1 The Steering Committee shall meet not less than three times per annum and shall consist of not less than three members at any one time including the Chairperson, Treasurer and Secretary – the Officers.

21.2 Decisions at Committee meetings must be voted on and only matters with a majority vote will be considered approved.

21.3 Members of the Steering Committee must be elected at Annual General Meetings AGM.

21.4 Should the number of members on the Steering Committee be less than three and no more than ten at any time, interim members can be appointed to the Steering Committee, but must step down and stand to be elected at the next AGM.

21.5 Nominations from Individual Members of the Shed to appoint a member to the Steering Committee must be in writing and given to the Secretary no later than seven days prior to an AGM. Should the number of nominations be less than the number of vacancies then verbal nominations shall be accepted at the AGM and elected at the discretion of the voting members.

21.6 The Steering Committee elected at an AGM shall have the power to co-opt further members to the Committee, provided that the number of co-opted members shall not exceed one third of the total membership of the Steering Committee. Co-opted members shall have the right to vote.

21.7 Any member of the Steering Committee that fails to attend three consecutive Committee meetings without reasonable excuse shall lose their place on the Steering Committee. Any position resulting from failure to attend may be filled by co-option in accordance with clause 17.2

22.0 **FUNCTION OF THE COMMITTEE**

22.1 The Committee shall make such decisions and regulations as its members consider appropriate for the efficient conduct of the Shed.

22.2 The Committee may appoint sub-committees, advisory groups or working parties of its own members and other persons as it may from time to time decide necessary for the carrying out of its work and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their work to the Committee.

23.0 CHAIRING MEETINGS

23.1 All meetings of the Committee or of any of its sub-committees shall be presided over by its Chairperson. If the Chairperson is not present, those present may elect one of their number to take the Chair.

24.0 GENERAL MEETINGS

24.1 An Annual General Meeting shall be held every year, with 21 days notice given to all members, notifying them of the date, venue and agenda.

24.2 Minutes must be kept of each AGM, made available in draft form to all members within four weeks of the meeting and agreed at the following AGM.

24.3 Every Individual Member has a vote. In the event of a tie the Chairman will have a casting vote.

24.4 All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 24.5

24.5 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting

- (a) a resolution amending the constitution;
- (b) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- (c) a resolution approving the amalgamation of the organisation with another Men's Shed
- (d) a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another Men's Shed (or agreeing to the transfer from another Men's Shed of all of its property, rights and liabilities);
- (e) a resolution for the winding up or dissolution of the organisation.

24.6 Extraordinary General Meetings may be called at any time felt reasonable by two-thirds of the Steering Committee should they need members to vote on matters concerning the alteration of this constitution.

24.6 The quorum at General Meetings shall be 10%.

25 WRITTEN RESOLUTION BY MEMBERS

25.1 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

26 FINANCE AND PROPERTY

26.1 Any money or property obtained by the Shed shall be used only for the benefit of the Shed and its members, and in the furtherance of its Objects.

- 26.2 Any bank account opened for the Shed shall be in the name of the Shed.
- 26.3 Any cheques shall be signed by the Treasurer and one other member of the Steering Committee.
- 26.4 Members of the Steering Committee shall not receive money from the Shed, except to reimburse reasonable out of pocket expenses.
- 26.5 A record of all monetary transactions shall be kept by the Treasurer and an overview presented at each Committee meeting. Annual accounts must be produced for the AGM and available to view by any member at any time once produced.

27 DISSOLUTION

- 27.1 The Shed may be wound up at any time if agreed by two-thirds of the members present and voting at any General Meeting, as per clause 24.5
- 27.2 In the event of dissolution, any assets remaining after all debts have been paid shall be given to another organisation with similar aims.

28 INDEMNITY

- 28.1 The Shed shall indemnify and keep indemnified every officer, member and volunteer from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith and arising therefrom) made or brought against the Shed in connection with its activities, the actions of its Officers, members or volunteers, or in connection with its property and equipment. This indemnity shall not extend to wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member or volunteer sought to be made liable.

29 ALTERATIONS TO THE CONSTITUTION

- 29.1 This constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 24.5) or by way of a written resolution of the members.

SIGNED BY:

PRINT NAME:

(Chairperson)

(Treasurer)

(Secretary)

DATE SIGNED: