**CONSTITUTION OF KINROSS & DISTRICT MEN’S SHED**

**OCTOBER 2018**

**CONTENTS**

|  |  |  |  |
| --- | --- | --- | --- |
| GENERAL | Page1-4 | Type of organisation, Scottish principal office, name, purposes, powers, liability, general structure. | Clauses1-10 |
| MEMBERS | Page5-6 | Qualifications for membership,Application, subscription, registration,register of members, withdrawal, transfer, re-registration, expulsion. | Clauses11-25 |
| DECISION MAKING BY THE MEMBERS | Page 7-10 | Members meetings, power to requestmembers meeting, notice, procedure at members meetings, meetings, voting at members meetings, written resolutions, minutes. | Clauses26-52 |
| BOARD (CHARITY TRUSTEES) | Page10-14 | Number, eligibility, election, retiral, re-election, termination of office, register of charity trustees, office bearers, powers of general duties, code of conduct. | Clauses53-80 |
| DECISION MAKING BY THE CHARITY TRUSTEES | Page15-16 | Notice, procedure at board meetings, Minutes. | Clauses81-96 |
| ADMINISTRATION | Page17 | Sub-committees, operation of accounts, accounting records and annual accounts. | Clauses97-105 |
|  MISCELLANEOUS | Page18 | Winding up, alterations to the constitution, interpretation. | Clauses106-111 |

**GENERAL**

**Type of organisation**

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

**Scottish Principal Office**

1. The principal office of the organisation will be in Scotland (and must remain in Scotland).

**Name**

1. The name of the organisation is “Kinross and District Men’s Shed”.

**Purposes**

1. The purpose of the organisation is to provide recreational facilities and advance the social needs, health and wellbeing of men of all ages and backgrounds living in the Kinross and surrounding areas

By: a) Creating, developing and maintaining a facility, namely a Men’s Shed.

 b) Offering opportunities for men in the Kinross area to meet and undertake

 creative, physical, purposeful and recreational activities of their choice.

 c) Reducing isolation of men in the area thus contributing to their physical and

 mental wellbeing.

 d) Developing the capacity of men in the Kinross area to share their skills and

 knowledge with others in the community.

**Powers**

1. The Kinross and District Men’s Shed has the power to do anything which is calculated to further its purpose or is conducive to doing so.
2. No part of the income or the property of the organisation may be paid or transferred (directly or indirectly) to the members- either in the course of the organisations existence or on dissolution- except where this is done in direct furtherance of the organisations charitable purposes.

**Liability of Members**

1. The members of the Kinross and District Men’s Shed have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
2. The members and charity trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

 **General Structure**

1. The structure of the Kinross and District Men’s Shed consists of :-
	1. 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 board and take decisions on changes to the constitution itself;
	2. The BOARD – who hold regular meetings and generally control the activities

 of the organisation; for example, the board is responsible for monitoring and

 controlling the financial position of the organisation.

1. The people serving on the board are referred to in this constitution as

 CHARITY TRUSTEES.

**MEMBERS**

**Qualification for membership**.

1. Membership is open to any man aged 18 or over who is currently resident in Kinross or surrounding areas who supports the purpose and the activities which the Kinross and District Men’s Shed exists to promote.
2. Employees of the Kinross and District Men’s Shed are not eligible for membership.

**Application for membership.**

1. Any man who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting. **All applications and information contained within will be covered by the 2018 GDPR Compliance Act.**

13a. If a disabled member requires a carer that carer must be present when they are in

 the shed or any shed activities.

1. The board may, at its discretion, refuse to admit any man to membership.
2. The board must notify each applicant promptly (in writing or e-mail) of its decision on whether or not to admit him to membership.

**Membership Subscription**

1. No membership subscription will be payable.

**Register of Members**

1. The board must keep a register of members, setting out:

17.1. for each current member:

17.1.1. His full name and address; and

17.1.2 the date on which he was registered as a member of the organisation;

17.2 Each former member- for at least six years from the date he ceased membership.

17.2.1. His name; and date; his membership ceased.

1. The board must ensure that the register of members is updated within 28 days of any change:
	1. which arises from a resolution of the board or a resolution passed by the

members of the Kinross and District Men’s Shed; or

* 1. which is notified to the Kinross and District Men’s Shed
1. If a member or a charity trustee of Kinross and District Men’s Shed requests a copy of the register of the members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out if this permitted in accordance with any current GDPR legislation.

**Withdrawal from Membership.**

1. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him; he will cease to be a member as from the time the notice is received by Kinross and District Men’s Shed.

**Transfer of Membership**

1. Membership of Kinross and District Men’s Shed may not be transferred by a member.

**Re-registration of Members**

1. The board may, at any time, issue notices to members requiring them to confirm they wish to remain members of Kinross and District Men’s Shed, and allowing them 28

Days (running from the date of issue of the notice) to provide that confirmation to

the board.

1. If a member fails to provide confirmation to the board (in writing or e-mail) that he wishes to remain as a member of Kinross and District Men’s Shed before the expiry of the 28 day period referred to in clause 22, the board may expel him from membership.
2. A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28 day period.

**Expulsion from Membership**

1. Any person may be expelled from membership by way of a resolution passed by not

not less than two thirds of those present and voting at a members meeting, provided

the following procedures have been observed:-

* 1. At least 21 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
	2. The member concerned will be entitled to be heard on the resolution at the members meeting at which the resolution is proposed.

**DECISION MAKING BY THE MEMBERS**

**Members Meetings**

1. The board must arrange a meeting of members (an annual general meeting or “AGM”) in each calendar year.
2. The gap between one AGM and the next must not be longer than 15 months.
3. Notwithstanding clause 26 an AGM does not need to be held during the calendar year in which the Kinross and District Men’s Shed is formed; but the first AGM must still be held within 15 months of the date on which the Kinross and District Men’s Shed is formed.
4. The business of each AGM must include:-
	1. a report by the chair on the activities of Kinross and District Men’s Shed;
	2. consideration of the annual accounts of Kinross and District Men’s Shed;
	3. the election/re-election of charity trustees, as referred to in clauses 58-61.
5. The board may arrange a special members meeting at any time.

**Power to request the board to arrange a special members meeting**

1. The board must arrange a special members meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
	1. the notice states the purpose for which the meeting is to be held; and
	2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other provision.
2. If the board receive a notice under clause 31, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date they received the notice.

**Notice of Members Meetings**

1. At least 14 days clear notice must be given of any AGM or any special members meeting.
2. The notice calling a members meeting must specify in general terms what business is to be dealt with at the meeting; and
	1. in the case of a resolution to alter the constitution, must set out the exact terms

of the proposed alteration(s); or

* 1. in the case of any other resolution falling within clause 45 (requirement for

two-thirds majority) must set out the exact terms of the resolution.

1. The reference to (clear days) in clause 33 shall be taken to mean that, in calculating

 the period of notice,

* 1. the day after the notices are posted (or sent by e-mail) should be excluded; and
	2. the day of the meeting should also be excluded.
1. Notice of every members meeting must be given to all members of the organisation,

and to all the charity trustees; but the accidental omission to give notice to one or two members will not invalidate the proceedings at the meeting.

1. Any notice that requires to be given to a member under this constitution must be:-
	1. sent by post to the member, at the address last notified by him to the

organisation ; or

* 1. sent by e-mail to the member, at the e-mail address last notified by him to the

organisation.

**Procedure at members meetings**

1. No valid decisions can be taken at any members meeting unless a quorum is present.
2. The quorum for a members meeting is six members, present in person.
3. If a quorum is not present within 15 minutes after the time at which a members meeting was due to start – or if a quorum ceases to be present during a members meeting – the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
4. The chairman of the organisation should act as chairperson of each members meeting.
5. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the vice chair will take the chair. If he is also not present or willing the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

**Voting at members meetings**

1. Every member has one vote, which must be given personally. In the event of a tie the chair will have the casting vote.
2. All decisions at members meetings will be made by majority vote – with the exception of the types of resolution listed in clause 45.
3. 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 (or if passed by way of a written resolution under clause 49):
	1. a resolution amending the constitution;
	2. a resolution expelling a person from membership under article 25;
	3. a resolution directing the board to take a particular step (or directing the board not to take a particular step);
	4. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
	5. a resolution to the effect that all of the organisations property, rights and liabilities);
	6. a resolution for the winding up or dissolution of the organisation.
4. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
5. A resolution put to the vote at a members meeting will be decided on a show of hands – unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
6. The chairperson will decide how any secret ballot is to be conducted, and he will declare the result of the ballot at the meeting.

**Written resolutions by members**

1. A resolution agreed 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.

**Minutes**

1. The board must ensure that proper minutes are kept in relation to all members meetings.
2. Minutes of members meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
3. The board shall make available copies of the minutes referred to in clause 50 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 96 and with consideration to GDPR regulations 2018.

**BOARD**

**Number of charity trustees**

1. The maximum number of charity trustees is eight.
2. The minimum number of charity trustees is five.

**Eligbility**

1. A person will not be eligible for selection or appointment to the board unless he is a member of the organisation.
2. A person will not be eligible for selection or appointment to the board if he is:-

56.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

56.2. an employee of the organisation.

**Initial Charity Trustees**

1. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

**Election, retiral, re-election**

1. At each AGM, the members may elect any member (unless he is debarred from membership under clause 55) to serve as a charity trustee for a term of three years.
2. The board may at any time appoint any member (unless he is debarred from membership under clause 55) to be a charity trustee until the next AGM of the organisation.
3. At each AGM, any trustees appointed by the board since the previous AGM, and any trustees who have completed a term of office of three years since their election at an AGM, must retire from office – but may then be re-elected under clause 58.
4. A charity trustee retiring at an AGM will be deemed to have been re-elected unless:-
	1. he advises the board prior to the conclusion of the AGM that he does not wish to be re-appointed as a charity trustee; or
	2. an election process was held at the AGM and he/she was not among those elected/reelected through the process; or
	3. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

**Termination of Office**

1. A charity trustee will automatically cease to hold office if;
	1. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	2. he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
	3. he/she ceases to be a member of the organisation
	4. he/she becomes an employee of the organisation
	5. he/she gives the organisation a notice of resignation, signed by him/her;
	6. he/she is absent (eithout good reason, in the opinion of the board) from more than three consecutive meetings of the board – but only if the board resolves to remove him/her from office;
	7. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 79(;
	8. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistant breach of his/her duties under section 66 (1) or (2) of the Charities and Trustee Investment (Scotland) act 2005;
	9. he/she is removed from office by a resolution of the members passed at a members meeting.
2. A resolution under paragraph 62.7, 62.8 or 62.9 shall be valid only if:
	1. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution fir his/her removal is to be proposed;
	2. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote and
	3. (in the case of a resolution under paragraph 62.7 or 62.8) at least two thirds (to the nearerst round number) of the charity trustees then in office vote in favour of the resolution.

**Register of Charity Trustees**

1. The board must keep a register of charity trustees, setting out
	1. for each current charity trustee:
		1. his/her full name and address;
		2. the date on which he/she was appointed as a charity trustee;
		3. any office held by him/her in the organisation
	2. for each former charity trustee – for at least 6 years from the date on which he/she ceased to be a charity trustee:
		1. the name of the charity trustee;
		2. any office held by him/her in the organisation and
		3. The date on which he/she ceased to be a charity trustee.
2. The board must ensure that the register of charity trustees is updated within 28 days of any change:
	1. which arrises from a resolution of the board or a resolution passed by the members of the organisation or;
	2. which is notified to the organisation.
3. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; of the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out – if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

**Office-bearers**

1. The charity trustees must elect (from among themselves) a chair, a vice-chair, a treasurer and a secretary.

 68. In addition to the office-bearers required under clause 67, the charity trustees may elect

 (from among themselves) further office-bearers if they consider that appropriate.

69. All of the office bearers will cease to hold office at the conclusion of each AGM, but

may then be re-elected under clause 67 or 68.

 70. A person elected to any office will automatically cease to hold that office:

 70.1 If he/she ceases to be a charity trustee; or

 70.2 If he/she gives to the organisation a notice of resignation from that office, signed

 By him/her.

**Powers of the Board**

 71. Except where the constitution states otherwise, the organisation (and its assets and

 operations) will be managed by the board; and the board may exercise all the powers

 of the organisation.

 72. A meeting of the board at which a quorum is present may exercise all powers

 exercisable by the board.

 73. The members may, by way of a resolution passed in compliance with clause 45

 (requirements for two-thirds majority), direct the board to take any particular step or

 direct the board not to take any particular step; and the board shall give effect to any

 such direction accordingly.

**Charity Trustees- General Duties**

 74. Each of the charity trustees has a duty, in exercising functions as a charity trustee

 To act in the interests of the organisation; and, in particular, must:-

 74.1 seek in good faith, to ensure that the organisation acts in a manner which is

 In accordance with its purposes;

 74.2 act with the care and diligence which is reasonable to expect of a person who

 is managing the affairs of another person;

 74.3 in circumstances giving rise to the possibility of a conflict of interest between

 the organisation and any other party;

 74.3.1 put the interests of the organisation before that of the other party;

 74.3.2 where any other duty prevents him/her from doing so, disclose the conflict of

 interest to the organisation and refrain from participating in any deliberation

 or decision of the other charity trustees to the matter in question;

 74.4. Ensure that the organisation complies with any direction, requirement, notice

 or duty imposed under or by virtue of the Charities and Trustee Investment

 (Scotland) Act 2005.

 75. I addition to the duties outlined in clause 74, all of the charity trustees must take

 such steps as are reasonably practicable for the purpose of ensuring:-

 75.1. that any breach of any of those duties by a charity trustee is corrected by

 the charity trustee concerned and not repeated; and

 75.2 that any trustee who has been in a serious and persistent breach of those

 duties is removed as a trustee.

 76. Provided he/she has declared his/her interest – and has not voted on the question of

 whether or not the organisation should enter into the arrangement – a charity

 trustee will not be debarred from entering into an arrangement with the organisation

 in which he/she has a personal interest; and (subject to clause 77 and to the

 provisions relating to remuneration for the services contained in the Charities

 and Trustee Investment (Scotland) Act 2005), he/she may retain any personal

 benefit which arises from that arrangement.

 77. No charity trustee may serve as an employee (full time of part time) of the

 organisation; and no charity trustee may be given any remuneration by the

 organisation for carrying out his/her duties as a charity trustee.

 78. The charity trustees may be paid all travelling expenses reasonably incurred by

 them in connection with carrying out their duties.

**Code of Conduct for Charity Trustees**

 79. Each of the charity trustees shall comply with the code of conduct (incorporating

 detailed rules on conflict of interest) prescribed by the board from time to time.

 80. The code of conduct referred to in clause 79 shall be supplemental to the provisions

 relating to the conduct of charity trustees contained in this constitution and the

 duties imposed on charity trustees under the Charities and Trustee Investment

 (Scotland) Act 2005; and all relevant provisions of this constitution shall be

 interpreted and applied in accordance with the provisions of the code of conduct

 in force from time to time.

**Decision making by the Charity Trustees**

**Notice of board meetings**

 81. Any charity trustee may call a meeting of the board or ask his secretary to call a

 meeting of the board.

 82. At least 7 days notice must be given of each board meeting, unless (in the opinion

 of the person calling the meeting) there is a degree of urgency which makes that

 inappropriate (in which case a minimum of 48 hours notice be given).

**Procedure at Board Meetings**

 83. No valid decisions can be taken at a board meeting unless a quorum is present;

 The quorum for board meetings is 3 charity trustees (if there are the minimum of

 3 trustees on the board) and two thirds if there are four or more trustees, present

 in person.

 84. If at any time the number of charity trustees in office falls below the number stated

 as the quorum in clause 83, the remaining charity trustee(s) will have the power

 to fill the vacancies or call a member’s meeting but will not be able to take any

 other valid actions.

 85. The chair of the organisation should act as chairperson of each board meeting.

 86. I f the chair is not present within 15 minutes after the time at which the meeting

 was due to start (or is not willing to act as chairperson), the charity trustees present

 at the meeting must elect (from among themselves) the person who will act as

 chairperson of that meeting.

 87. Every charity trustee has one vote, which must be given personally.

 88. All decisions at board meetings will be made by majority vote.

 89. If there is an equal number of votes for and against any resolution, the chairperson

 of the meeting will be entitled to a second (casting) vote.

 90. The board may, at its discretion allow any person to attend and speak at a board

 meeting notwithstanding that he/she is not a charity trustee – but on the basis that

 that he/she must not participate in decision making.

 91. A charity trustee must not vote at a board meeting (or at a meeting of a

 sub-committee ) on any resolution which relates to a matter in which he/she has a

 personal interest or duty which conflicts (or may conflict with the interests of the

 organisation; he/she must withdraw from the meeting while it is discussed.

 92. For the purposes of clause 91:-

 92.1 an interest held by an individual who is “connected” with the charity

 Trustee under section 68(2) of the Charities and Trustee Investment

 (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc

 Shall be deemed to be held by that charity trustee;

 92.2 a charity trustee will be deemed to have a personal interest in relation to a

 particular if a body in relation to which he/she is an employee, director,

 member of the management committee, officer or elected representative

 has an interest in that matter.

**Minutes**

 93. The board must ensure that proper minutes are kept in relation to all board

 meetings and meetings of sub-committees.

 94. The minutes to be kept under clause 93 must include the names of those present;

 and (so far as possible) should be signed by the chairperson at the meeting.

 95. The board shall (subject to clause 96) make available copies of the minutes

 referred to in clause 93 to any member of the public requesting them.

 96. The board may exclude from any copy minutes made available to a member of

 the public under clause 95 any material which the board considers ought to be

 confidential – on the grounds that allowing access to such material could cause

 significant prejudice to the interests of the organisation or on the basis that the

 material contains reference to employee or other matters which would be

 inappropriate to divulge.

**Administration**

**Delegation to Sub-committees**

 97. The board may delegate any of their powers to sub-committees; a sub-committee

 must include at least one charity trustee, but other members of a sub-committee

 need not be charity trustees.

 98. The board may also delegate to the chair of the organisation (or the holder of any

 other post) such of their powers as they consider appropriate.

 99. When delegating powers under clause 97 or 98, the board must set out appropriate

 conditions ( which must include an obligation to report regularly to the board).

 100. Any delegation of powers under clause 97 or 98 may be revoked or altered by the

 board at any time.

 101. The rules of procedure for each sub-committee, and the provisions relating to

 membership of each sub-committee, shall be set by the board.

**Operation of Accounts**

 102. Subject to clause 103, the signatures of two out of three signatories appointed by

 the board will be required to in relation to all operations (other than the lodging

 of funds) on the bank and building society accounts held by the organisation;

 at least one out of two signatures must be the signature of a charity trustee.

 103. Where the organisation uses electronic facilities for the operation of any bank or

 building society account, the authorisations required for operations on that

 account must be consistent with the approach reflected in clause 102.

**Accounting Records and Annual Accounts**

 104. The board must ensure that proper accounting records are kept, in accordance

 with all applicable statutory requirements.

 105. The board must prepare annual accounts, complying with all relevant statutory

 requirements; if an audit is required under any statutory provisions (or if the

 board consider an audit would be appropriate for some other reason), the board

 should ensure that an audit of the accounts is carried out by a qualified auditor.

**Miscellaneous**

**Winding Up**

 106. If the organisation is to be wound up or dissolved, the winding-up or dissolution

 process will be carried out in accordance with the procedures set out under the

 Charities and Trustee Investment (Scotland) Act 2005.

 107. Any surplus assets available to the organisation immediately preceding its winding

 up or dissolution must be used for purposes which are the same as – or which

 closely resemble – the purposes of the organisation as set out in this constitution.

**Alterations to the Constitution**

 108. This constitution may (subject to clause 109) be altered by resolution of members

 passed at a members meeting (subject to achieving the two thirds majority referred

 to in clause 45) or by way of a written resolution of the members.

 109. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain

 steps (eg change of name, an alteration to the purposes, amalgamation, winding up)

 without the consent of the office of the Scottish Charity Regulator (OSCR).

**Interpretation**

 110. References in this constitution to the Charities and Trustee Investment (Scotland)

 Act 2005 should be taken to include:-

 110.1 any statutory provision which adds to, modifies or replaces that Act; and

 110.2 any statutory instrument issued in pursuance of that Act or in pursuance

 of any statutory provision falling under paragraph 110.1 above.

 111. In this constitution:-

 111.1 “charity” means a body which is either a Scottish Charity” within the

 Meaning of section 13 of the Charities and Trustee Investment

 (Scotland) Act 2005 or a “charity” within the meaning of section 1of

 the Charities Act 2006, providing (in either case) that its objects are

 limited to charitable purposes;

 111.2 “charitable purpose” means a charitable purpose under section 7 of the

 Charities and Trustee Investment (Scotland) Act 2005 which is also

 regarded as a charitable purpose in relation to the application of the

 Taxes Acts.