



Constitution of Midmar Men's Shed

Version 1.2

Date of adoption: 11th December 2018

Last Updated: 22nd May 2022

1.0 NAME

1.1 The name of the Men's Shed is "*Midmar Men's Shed*", a charitable organisation, herein referred to as 'the Shed'.

2.0 OBJECTS

2.1 The aims (objects) of the Shed are:

(a) To provide recreational facilities or organise recreational activities aimed particularly - though not exclusively - at men, with the aim of promoting their social inclusion and general improving their conditions of life.

(b) 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 members or the community.

3.0 POWERS

3.1 The Shed has power to do anything which is lawful and considered to further its Objects or is conducive to doing so. In particular, the Shed has 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 and wider community

(c) Acquire and manage buildings

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

4.0 MEMBERSHIP

4.1 Those over 18 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. A written application form should be submitted to one of the management committee, to be considered at the next Committee meeting. A written reply will be issued promptly thereafter.

4.2 Membership lasts for one year and must be renewed annually at the price set by the Management Committee for that year.

4.3 The Management Committee may create a membership in addition to Individual Members (voting members) at any time, should they wish, to allow people to support the Shed without attendance. Such members shall be called Supporter Members and will have no voting rights at general meetings.

- 4.4 Members 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 Management Committee in order to claim Gift Aid.
- 4.5 The Management 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.
- 4.6 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 Management Committee.
- 4.7 Individual Members are entitled to vote at General Meetings.
- 4.8 The Management Committee will adhere to the General Data Protection Regulation (GDPR) 2016 when keeping records of memberships.
- 4.9 Members wishing to withdraw must give signed written notice to any of the Management Committee. Membership will cease from the time that the notice is received, and all relevant records will be updated within two weeks.

5.0 MANAGEMENT COMMITTEE

- 5.1 The Management 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.
- 5.2 Decisions at Committee meetings must be voted on and only matters with a majority vote will be considered approved.
- a) 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.
 - b) Every charity trustee has one vote, which must be given personally.
 - c) All decisions at board meetings will be made by majority vote; 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.
- 5.3 Members of the Management Committee must be elected at the Annual General Meeting (AGM).
- 5.4 Should the number of members on the Management Committee be less than three and no more than ten at any time, interim members can be appointed to the Management Committee, but must step down and stand to be elected at the next AGM.
- 5.5 Nominations from Individual Members of the Shed to appoint another member to the Management 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.

- 5.6 The Management 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 Management Committee. Co-opted members shall have the right to vote.
- 5.7 Any member of the Management Committee will automatically cease to hold their position if:
- a) They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act of 2005.
 - b) They become incapable for medical reasons of carrying out their duties as a charity trustee for a period of more than twelve months
 - c) They cease to be a member of the Shed
 - d) They give the Shed their signed notice of resignation
 - e) They are absent without good reasons (in the opinion of the other Officers) for three consecutive Management Committee meetings
 - f) The remaining Officers believe that they have committed a material breach of the code of conduct for charity trustees
- 5.8 The offices of Chairperson, Treasurer, and Secretary shall not be held by any one person for more than three consecutive years. Other members of the Management Committee shall not hold their position for more than three consecutive years. Officers must ensure that their duties are documented and handed over to their successor.
- 5.9 In order to best reflect the needs and wishes of the local community, members of the Management Committee must be existing Shed members and permanently reside within five miles of the Midmar Hall.
- 5.10 The Officers are responsible for ensuring that all Officer, Management Committee, and SCIO & OSCR documentation is updated within four weeks of any role appointments or changes.
- 5.11 Each member of the Management Committee shall comply with the code of conduct (incorporating detailed rules on conflict of interest) at all times.
- 5.12 Any member of the Management Committee with a conflict of interest between the Shed and any other party must disclose the conflicting interest and refrain from participating in the deliberation or decision-making regarding the matter in question.

6.0 FUNCTION OF THE COMMITTEE

- 6.1 The Committee shall make such decisions and regulations as its members consider appropriate for the efficient conduct of the Shed.
- 6.2 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.

7.0 MEETINGS

- 7.1 All meetings of the Members, Officers, Management Committee, or any sub-committees shall be presided over by the Chairperson. If the Chairperson is not present, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

7.2 Minutes of all meetings shall be taken and made available to all Shed members within four weeks.

8.0 GENERAL MEETINGS

8.1 An Annual General Meeting (AGM) shall be held every year, with a minimum of 21 days notice given to all members, notifying them of the date, venue and agenda.

8.2 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.

8.3 Every Individual Member has a vote, which must be given personally. In the event of a tie the Chairperson will have a casting vote.

8.4 All decisions at the AGM will be made by majority vote, with the exception of the types of resolutions listed below, which will require a three-quarter majority.

- a) Amendments to the constitution
- b) Expulsion of a Shed member,
- c) Directing the Officers or Management Committee to take (or not take) a course of action
- d) Amalgamating the Shed with another SCIO, or adopting another SCIO's constitution
- e) Transferring the Shed's property, rights, or liabilities to another SCIO

8.5 Votes will be decided by a show of hands, unless the Chairperson, or at least three Members, request a secret ballot. The Chairperson will decide on how any secret ballot is conducted, and the results will be declared before the AGM has ended.

8.6 The quorum at General Meetings shall be 10% of the total membership.

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

9.0 FINANCE AND PROPERTY

9.1 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.

9.2 Any bank account opened for the Shed shall be in the name of the Shed.

9.3 Any cheques shall be signed by the Treasurer and one other member of the Management Committee.

9.4 Members of the Management Committee shall not receive money from the Shed, except to reimburse reasonable out of pocket expenses.

9.5 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.

10.0 DISSOLUTION

- 10.1 The Shed may be wound up at any time if agreed by
 - i) three-quarters of the members present and voting at any General Meeting, and
 - ii) two thirds of the Officers

- 10.2 In the event of dissolution, any surplus assets available to the organisation 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

11.0 INDEMNITY

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. The Treasurer shall effect a policy of insurance in respect of this indemnity.

SIGNED BY:

PRINT NAME:

(Chairperson)

(Treasurer)

(Secretary)

DATE SIGNED:

TABLE OF AMMENDMENTS

| Date | Version | Sections Changed | Agreed by |
|-------------|----------------|--|------------------|
| 25/02/2019 | Ver. 1.1 | 2.1 - updated to meet SCIO requirements 5.2 - more information added 10.2 - updated to fit SCIO requirements 10.3 - removed decommissioning fund clause | DS, JW, PT |
| 22/05/2022 | Ver.1.2 | 5.8 - Updated election cycle of office bearers | PT, NB |
| 11/12/2024 | Ver. 1.2a | Updated formatting to be consistent with other MMS documents | NB |
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