

Gnosall Library, Environment and Nurture Hub

GLEAN Hub Constitution

Date of adoption of first constitution: 4th July 2016

Date of adoption of amended constituent: 22nd July 2017

Changing the name from GLEAN (Gnosall Library – Education and Nurture to GLEAN Hub (Gnosall Library, Environment and Nurture Hub) in recognition of its proposed wider role in the future)

1. Name

The name of the Organisation is Gnosall Library, Environment and Nurture Hub (abbreviated hereafter to GLEAN Hub)

2. Location

The office of GLEAN Hub is c/o Gnosall Parish Council, Parish Office, Grosvenor Centre, High Street, Gnosall, Stafford ST20 0EX

3. Objects

The object of GLEAN Hub is to provide a lively library and information service that is valued and well-used by the people of Gnosall.

The aim in the near future is to set up GLEAN Hub as a community library project within a new Charitable Incorporated Organisation (CIO) for the Parish of Gnosall.

4. Powers

The Committee of GLEAN Hub has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the Committee may exercise the following powers:

- a) Power to raise funds and invite and receive contributions
- b) Power to organise activities, events, lectures, discussions and to produce leaflets and other publicity material.
- c) Power to consult the public by arranging meetings and surveys.
- d) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advice with them.
- e) Power to purchase, take on lease or hire property in furtherance of the objects.
- f) Power to pay reasonable out of pocket expenses to committee members and volunteers for costs incurred in carrying out GLEAN Hub's business
- g) Power to remunerate any member of the Committee for professional services rendered to GLEAN Hub.
- h) Power to insure and arrange any insurance cover necessary against all such risks incurred by GLEAN Hub and volunteers in the course of their duties
- i) Power to do all such other lawful things as is necessary for the achievement of the objects.
- j) Power to employ paid members of staff, who must not be members of the committee

5. Application of income and property

- a) The income and property of GLEAN Hub must be applied solely towards the promotion of the objects.

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- b) A committee member may benefit from indemnity insurance cover purchased at GLEAN Hub's expense.
- c) None of the income or property of GLEAN HUB may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of GLEAN Hub.

6. Conflicts of interest and conflicts of loyalty

A committee member must:

- a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with GLEAN Hub or in any transaction or arrangement entered into by GLEAN Hub which has not previously been declared.
- b) Absent himself or herself from any discussions of GLEAN Hub in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of GLEAN and any personal interest (including but not limited to any financial interest). Any member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the committee on the matter.

7. Liability of members to contribute to the assets of GLEAN Hub if it is wound up

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

8. Committee

- **Functions and duties of the GLEAN Hub project committee**

The committee shall manage the affairs of GLEAN Hub and may for that purpose exercise all the powers of GLEAN Hub. It is the duty of each committee member:

- a) To exercise his or her powers and to perform his or her functions in the way he or she decides in good faith would be most likely to further the purposes of GLEAN Hub.
 - b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having.
- **Eligibility for committee membership**
No individual may be appointed as a committee member of GLEAN Hub if he or she is under the age of 18 years
 - **Number of committee members**
There will be no less than 3 and no more than 8 members. If the number falls below this minimum, the remaining member(s) may act only to call a meeting, or appoint a new committee member.
 - **Names of first GLEAN Hub committee members**
See document: GLEAN Hub Constitutional Members

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9. Appointment of GLEAN Hub committee

- a) Apart from the first committee, every member must be appointed for a term of three years by a resolution passed at a properly convened meeting of GLEAN Hub.
- b) In selecting individuals for appointment as members, the committee must have regard to the skills, knowledge and experience needed for the effective administration of GLEAN Hub.
- c) Nominated Committee Member:-
 - i. Gnosall Parish Council may appoint one member.
 - ii. Any appointment must be made at a meeting held according to the ordinary practice of GLEAN Hub.
 - iii. Each appointment must be for a term of three years.

10. Information for new committee members

The committee will make available:

- a) a copy of the current version of this constitution; and
- b) a copy of GLEAN Hub's latest Annual Report and statement of accounts.

11. Retirement and removal of committee members

- a) A member ceases to hold office if he or she:
 - i. retires by notifying GLEAN Hub in writing (but only if enough members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - ii. is absent without the permission of the committee from all their meetings held within a period of six months and the committee resolve that his or her office be vacated;
 - iii. Dies.
- b) Any person retiring as a committee member is eligible for reappointment.

12. Taking of decisions by the GLEAN Hub committee

Any decision may be taken either:

- a) At a committee meeting.
- b) By resolution in writing or electronic form agreed by all of the committee, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more members has signified their agreement.

13. Committee Meetings

a) Calling meetings

- i. Any member may call a committee meeting.
- ii. Subject to that, the committee shall decide how their meetings are to be called, and what notice is required.

- b) **Chairing of meetings** The committee may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the members present may appoint one of their number to chair that meeting.

c) Procedure at meetings

- i. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two members, or the number

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nearest to one third of the total number of committee members, whichever is greater, or such larger number as the committee may decide from time to time. A member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

- ii. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- iii. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

d) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the committee in which each participant may communicate with all the other participants.
- (b) Any member participating at a meeting by suitable electronic means agreed as above in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

14. Membership of GLEAN Hub

- a) The members of GLEAN Hub shall be its committee members for the time being. Membership of GLEAN Hub cannot be transferred to anyone else.
- b) Any member who ceases to be on the committee automatically ceases to be a member of GLEAN Hub.

15. Informal or associate (non-voting) membership

- a) The GLEAN Hub committee 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.

16. Decisions which must be made by the members of GLEAN Hub

Any decision to:

- a) Amend the constitution of GLEAN Hub;
- b) Wind up or dissolve GLEAN Hub (including transferring its business to any other organisation) must be made by a resolution of the members of GLEAN Hub.

17. General meetings of members

a) Calling of general meetings of members

The committee may designate any of their meetings as a general meeting of the members of GLEAN Hub. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of GLEAN Hub as specified in clause 16 (Decisions which must be made by the members of GLEAN Hub).

b) Notice of general meetings of members

The minimum period of notice required to hold a general meeting of the members of GLEAN Hub is 14 days.

18. Annual General Meeting

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- a) There shall be an annual general meeting, which shall be held as soon, as practicable after the end of GLEAN Hub 's financial year. Members shall be given at least 14 days notice. The Committee shall present the report and accounts of GLEAN Hub for the preceding year.
- b) Nominations for election to the Executive Committee must be made by members of GLEAN Hub in writing before the commencement of the meeting.
- c) The quorum at the general meeting shall be five members.

19. Amendment of constitution

This constitution can only be amended:

- a) By resolution agreed in writing by all members of GLEAN Hub; or
- b) By a resolution passed by a 75% majority of those voting at a general meeting of the members of GLEAN Hub called in accordance with clause 17 (General meetings of members).

20. Voluntary winding up or dissolution

GLEAN Hub may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve GLEAN Hub can only be made:

- a) at a general meeting of the members of GLEAN Hub called in accordance with clause 17 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. By a resolution passed by a 75% majority of those voting, or
 - ii. By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - iii. By a resolution agreed in writing by all members of GLEAN Hub.
- b) Subject to the payment of all GLEAN Hub's debts:
 - i. Any resolution for the winding up of GLEAN Hub, or for the dissolution of GLEAN without winding up, may contain a provision directing how any remaining assets of GLEAN Hub shall be applied.
 - ii. If the resolution does not contain such a provision, the committee must decide how any remaining assets of GLEAN Hub shall be applied.
 - iii. In either case the remaining assets must be applied for purposes the same as or similar to those of GLEAN Hub.