

Charity Constitution

12th August 2023

Constitution of **Lee Hub Independent Community Library**, a Charitable Incorporated Organisation (CIO) with voting members other than its charity trustees.

Notes

The constitution is in two parts:

Part 1: The **purposes** of the charity and how its money and other property / assets can be used. It also contains the powers to change the constitution and to wind the charity up.

Part 2: The **administrative provisions**, including membership, the appointment of charity trustees, members and trustees meetings and the powers available to the trustees in running the charity.

Part 1

1. **Date of the constitution:**

Previous constitution registered 11 August 2021. This amended version was adopted at the AGM held on 12th August 2023.

The CIO and its property / assets will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. **Name:**

The CIO's name is **Lee Hub Independent Community Library** (in this document, known as Lee Hub and its members known as members of Lee Hub Library).

Charitable Incorporated Organisation registered number 1193198.

The principle office of this CIO is in England.

3. **Object(s):**

The objects of Lee Hub are for the public benefit of the inhabitants of Lee-on-the-Solent and its surrounding areas within Hampshire without discrimination on the grounds of age, race, gender, disability, sexual orientation, religion or other protected characteristic.

3.1.1 To advance education by the provision of an independent community library facility providing books, learning materials, equipment, information service and other educational and community resources.

3.1.2 To provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life.

3.1.3 To help young people, especially but not exclusively, through leisure time activities, so as to develop their capabilities that they may grow to full maturity as individuals and members of society.

3.1.4 To establish or secure the establishment of a community building (Lee Hub Independent Community Library) and to maintain or manage or co-operate with any statutory authority in the maintenance and management of such a building for activities promoted by the charity in furtherance of the above objects.

4. Powers

Lee Hub has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, Lee Hub's powers include power to:

4.1 Borrow money and to charge the whole or any part of its property / assets as security for the repayment of the money borrowed. Lee Hub must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.

4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property / assets and to maintain and equip it for use.

4.3 Trade in the course of carrying out the objects and primary purpose of Lee Hub.

4.4 Sell lottery tickets as a small society (including but not exclusively lottery, raffles, tombola, 100 club) in accordance with the Gambling Act 2005, in the course of carrying out the objects and primary purpose of Lee Hub.

4.5 Sell, lease or otherwise dispose of all or any part of the property / assets belonging to Lee Hub. In exercising this power, Lee Hub must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.

4.6 Employ and remunerate such staff / volunteers as are necessary for carrying out the work of Lee Hub. Lee Hub may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of those clauses.

4.7 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property / assets of Lee Hub to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

5.1 The income and property / assets of Lee Hub must be applied solely towards the promotion of the objects.

(a) A Lee Hub trustee is entitled to be reimbursed from the property / assets of Lee Hub or may pay out of such property / assets reasonable expenses properly incurred by him or her when acting on behalf of Lee Hub.

(b) A Lee Hub trustee may benefit from trustee indemnity insurance cover (Financial and Administration Liability) purchased at Lee Hub's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property / assets of Lee Hub may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Lee Hub Library. This does not prevent a member who is not also a trustee receiving:

(a) A benefit from Lee Hub as a beneficiary of Lee Hub.

(b) Reasonable and proper remuneration for any goods or services supplied to Lee Hub.

5.3 Nothing in this clause shall prevent a charity trustee or connected person* receiving any benefit or payment which is authorised by Clause 6.

* For a definition of Connected Person(s) refer to section 30, Interpretation, page 17

6. Benefits and payments to trustees and connected persons

6.1 General provisions

No trustee or connected person may:

- (a) Buy or receive any goods or services from Lee Hub on terms preferential to those applicable to members of the public.
- (b) Sell goods, services or any interest in land to Lee Hub.
- (c) Be employed by, or receive any remuneration from, Lee Hub.
- (d) Receive any other financial benefit from Lee Hub.

Unless the payment or benefit is permitted by sub-clause 6.2 of this clause, or authorised by the court or the prior written consent of the Charity Commission ('the Commission') has been obtained. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

- (a) A Lee Hub trustee or connected person may receive a benefit from Lee Hub as a beneficiary provided that it is available generally to the members of Lee Hub Library and all inhabitants in the area.
- (b) A Lee Hub trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to Lee Hub where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (6.3) of this clause a Lee Hub trustee or connected person may provide Lee Hub with goods that are not supplied in connection with services provided to Lee Hub by the trustee or connected person.
- (d) A Lee Hub trustee or connected person may receive interest on money lent to Lee Hub at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Lee Hub trustee or connected person may receive rent for premises let by the trustee or connected person to Lee Hub. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or rent or other terms of the lease are under discussion.
- (f) A Lee Hub trustee or connected person may take part in the normal trading and fundraising activities of Lee Hub on the same terms as members of the public.

6.3 Payment for supply of goods only – controls

Lee Hub and its trustees may only rely upon the authority provided by sub-clause (6.2) (c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between Lee Hub and the trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of Lee Hub to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to Lee Hub.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the trustees (secretary) and minuted.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In sub-clauses 6.2 and 6.3

A “connected person” includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A Lee Hub trustee must:

7.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Lee Hub or in any transaction or arrangement entered into by Lee Hub which has not previously been declared; and

7.2 Absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of and any personal interest (including but not limited to any financial interest).

Any trustee 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 trustees on the matter.

8. Liability of members to contribute to the assets of Lee Hub if it is wound up

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

Part 2

9. Membership of Lee Hub Library

9.1 Admission of new members

(a) Eligibility

Membership of Lee Hub Library is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause 9.2 of this clause.

A member may be an individual or a named individual representing an organisation which is not incorporated provided they fulfil one or more of Lee Hub's objects, in **section 3**.

(b) Admission procedure

Lee Hub trustees:

- (i) May require applications for membership to be made in any reasonable way that they decide
- (ii) Shall approve an application for membership on payment of an annual donation (if over 18 years old) and completion of an application / renewal form
- (iii) May refuse an application for membership or renewal if they believe that it is in the best interests of Lee Hub for them to do so
- (iv) Shall, if they decide to refuse an application for membership or renewal, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership or renewal shall be final.

9.2 Transfer of membership

Membership of Lee Hub Library cannot be transferred to anyone else.

9.3 Duty of members

It is the duty of each member of Lee Hub Library to exercise his or her powers as a member of Lee Hub Library in the way he or she decides in good faith would be most likely to further the purposes of Lee Hub.

9.4 Termination of membership

(a) Membership of Lee Hub Library comes to an end if:

- (i) The member dies
- (ii) The member sends a notice of cancellation to the trustees; or
- (iii) The member has let their membership expire and / or not renewed their membership.
- (iv) The trustees decide that it is in the best interests of Lee Hub that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the trustees take any decision to remove a member of Lee Hub Library they must:

- (i) Inform the member of the reasons why it is proposed to remove them as a member of Lee Hub Library.
- (ii) Give the member at least 21 clear days' notice in which to make representations to the trustees as to why they should not be removed as a member of Lee Hub Library.
- (iii) At a duly constituted meeting of the trustees, consider whether or not the member should be removed from Lee Hub Library.
- (iv) Consider at that meeting any representations which the member makes as to why they should not be removed; and
- (v) Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.5 Membership donations

Lee Hub will require members to pay reasonable annual donation to Lee Hub.

9.6 Informal or associate (non-voting) members

Lee Hub has no provision for informal or associate non-voting members. Only current members of Lee Hub Library have voting rights.

10. Members' decisions

10.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause **10.4** of this clause, decisions of the members of Lee Hub Library may be taken either by vote at a general meeting as provided in sub-clause **10.2** of this clause or by written resolution as provided in subclause **10.3** of this clause.

10.2 Taking ordinary decisions by vote

Subject to sub-clause **10.4** of this clause, any decision of the members of Lee Hub Library may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

10.3 Taking ordinary decisions by written resolution without a general meeting.

(a) Subject to sub-clause **10.4** of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (i) A copy of the proposed resolution has been sent to all the members eligible to vote; and
- (ii) A simple majority of Lee Hub Library members has signified its agreement to the resolution in a document or documents which are received at Lee Hub's premises within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature and library membership number.

(b) The resolution in writing may comprise several copies to which one or more members has signified

their agreement.

- (c) Eligibility to vote on the resolution is limited to those who are members of Lee Hub Library on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of Lee Hub Library may request the trustees to make a proposal for decision by the members.
- (e) The trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

10.4 Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause **15(2)**, page 12
- (b) Any decision to amend this constitution must be taken in accordance with clause **28**, page 16 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve Lee Hub must be taken in accordance with clause **29**, page 17 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of Lee Hub to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

(11) General meetings of members

11.1 Types of general meeting

There must be an annual general meeting (AGM) of the members of Lee Hub Library. The first AGM must be held within 18 months of the registration of Lee Hub, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13. Other general meetings of the members of Lee Hub may be held at any time. All general meetings must be held in accordance with the following provisions.

11.2 Calling general meetings

- (a) Lee Trustees:
 - (i) Must call the annual general meeting of the members of Lee Hub in accordance with sub-clause **11.1** of this clause, and identify it as such in the notice of the meeting; and
 - (ii) May call any other general meeting of the members of Lee Hub Library at any time.
- (b) Lee Hub trustees must, within 21 days, call a general meeting of the members of Lee Hub Library if:

- (i) They receive a request to do so from at least 10% of the members of the Lee Hub Library; and
 - (ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of Lee Hub Library for more than 12 months, then sub-clause **(b)(i)** of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the Lee Hub trustees at the request of the members of Lee Hub Library must be held within 28 days from the date on which it is called.
- (g) If the Lee Hub trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) Lee Hub must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Lee Hub trustees to duly call the meeting, but Lee Hub shall be entitled to be indemnified by the trustees who were responsible for such failure.

11.3 Notice of general meetings

- (a) The Lee Hub trustees, or, as the case may be, the relevant members of Lee Hub Library, must give at least 14 clear days' notice of any general meeting to all members.
- (b) If it is agreed by not less than 90% of all members of Lee Hub Library, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause **11.3(a)** of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) State the time and date of the meeting;
 - (ii) Give the address and / or electronic communication tool at which the meeting is to take place;
 - (iii) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) If a proposal to alter the constitution of Lee Hub is to be considered at the meeting, include the text of the proposed alteration;
 - (v) Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause **22** (use of electronic communication), details of where the information may be found on the Lee Hub's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice

was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by Lee Hub.

11.4 Chairing of general meetings

The person nominated as chair by the Lee Hub trustees under clause **19,(2)** (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of Lee Hub Library who are present at a general meeting shall elect a chair to preside at the meeting.

11.5 Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of Lee Hub Library unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or 10 members.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair, or be notified to Lee Hub's Library members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.6 Voting at general meetings

(a) Any decision other than one falling within clause **10.4** (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every Lee Hub Library member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) At the meeting at which it was demanded; or

(ii) At some other time and place specified by the chair; or

(iii) Through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting

shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.7 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Lee Hub trustees

12.1 Functions and duties of Lee Hub Trustees

Lee Hub trustees shall manage the affairs of Lee Hub and may for that purpose exercise all the powers of Lee Hub. It is the duty of each trustee:

(a) To exercise his or her powers and to perform his or her functions as a trustee of Lee Hub in the way he or she decides in good faith would be most likely to further the purposes of Lee Hub; and

(b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) Any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) If he or she acts as a trustee of Lee Hub in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 Eligibility for trusteeship

(a) Every trustee must be a natural person.

(b) No one may be appointed as a trustee:

- If he or she is under the age of 16 years; or

- If he or she would automatically cease to hold office under the provisions of clause **15,(1),(f)**.

(c) No one is entitled to act as a trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way Lee Hub trustees decide, his or her acceptance of the office of trustee.

(d) At least one of the trustees of Lee Hub must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of Lee Hub trustees, or appoint a new trustee.

12.3 Number of Lee Hub trustees

(a) There should be not less than three nor more than twelve elected trustees and not more than one ex-officio trustee.

(b) There must be at least three Lee Hub trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.

(c) The maximum number of trustees that can be appointed is as provided in sub-clause (a) of this

clause. No trustee appointment may be made in excess of these provisions.

12.4 First Lee Hub trustees

(a) The first trustees of Lee Hub:

1. Christine McGrew	Chair	10/12/2020
2. Judy Raponi	Treasurer	09/03/2021 – 15/10/21
3. Paul Twine	Secretary	10/12/2020 – 11 /08/21
4. Yvonne Campbell	Committee	10/12/2020 – 01/09/21
5. Olivia Buckland	Committee	10/12/2020
6. Christine Currie	Committee	09/03/2021 – 06/10/21
7. Sabrina Alipayo	Committee	09/03/2021 – 07/03/22

(b) Current trustees of Lee Hub:

1. Christine McGrew	Chair	10/12/2020
2. Kathleen Giles	Secretary / Interim Treasurer	18/10/2021
3. Olivia Buckland	Committee	10/12/2020
4. Steven Lannin	Committee	22/03/2023
5. Kim Webster	Committee	14/07/2023

13. Appointment of Lee Hub trustees

13.1 Elected trustees

- (a) At the first annual general meeting of the members of Lee Hub all the elected trustees shall retire from office;
- (b) At every subsequent annual general meeting of the members of Lee Hub, one-third of the elected charity trustees shall retire from office. If the number of elected trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one trustee, he or she shall retire;
- (c) The trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (d) The vacancies so arising may be filled by the decision of the members of Lee Hub Library at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;
- (e) The Lee Hub trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed in accordance with clause 15 (retirement and removal of charity trustees), or as an additional trustee, provided that the limit specified in clause 12,(3) on the number of trustees would not as a result be exceeded;
- (f) A person re-appointed by the members of Lee Hub Library shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the Lee Hub trustees shall retire at the conclusion of the annual general meeting next following the date of his or her appointment, and shall not be counted for the purpose of determining which of the trustees is to retire by rotation at that meeting.

13.2 Ex officio trustee

A Hampshire County Councillor (Lee Division) for the time being (“the office holder”) shall automatically,

by virtue of holding that office (“ex officio”), be a Lee Hub trustee. If unwilling to act as a trustee, the office holder may:

- (a) Before accepting appointment as a trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- (b) After accepting appointment as a trustee, resign under the provisions contained in clause 15 (retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

14. Information for new Lee Hub trustees

Unless there are exceptional circumstances, new trustees must commit to attend regular Lee Hub trustee meetings. Lee Hub cannot justify trustees who are distant as the essence of the Board of Trustees is to understand the community we serve through engagement on site and at regular events, speaking to members, volunteers, business / community partners and supporters.

The Lee Hub trustees will make available to each new trustee, on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) A copy of Lee Hub’s latest trustees’ annual report and statement of accounts.

15. Retirement and removal of Lee Hub trustees

15.1 A Lee Hub trustee ceases to hold office if he or she:

- (a) Retires by notifying Lee Hub in writing, giving one months notice, (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) Is absent without the permission of the Lee Hub trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) Dies;
- (d) In the written opinion, given to Lee Hub, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (e) Is removed by the members of Lee Hub Library in accordance with sub-clause **(15.2)** of this clause; or
- (f) Is disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

15.2 A Lee Hub trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the trustees and members of Lee Hub Library called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a simple majority of votes cast at the meeting.

15.3 A resolution to remove a trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of Lee Hub library.

16. Reappointment of Lee Hub Trustees

Unless there are exceptional circumstances, existing trustees must commit to attend regular Lee Hub trustee meetings. Lee Hub cannot justify trustees who are distant as the essence of the Board of Trustees is to understand the community we serve through engagement on site and at regular events, speaking to members, volunteers, business / community partners and supporters. Any person who retires as a Lee Hub trustee by rotation or by giving notice to Lee Hub is eligible for reappointment on this basis, either in a previous capacity or in a different office, in accordance with clause (6) [voting at general meetings].

17. Taking of decisions by Lee Hub Trustees

Any decision may be taken either:

- At a meeting of the Lee Hub trustees; or
- By resolution in writing [or electronic form] agreed by a majority of all of the trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the trustees has signified their agreement. Such a resolution shall be effective provided that,
 - A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the trustees; and
 - The majority of all of the trustees has signified agreement to the resolution in a document or documents [or electronic form] which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the trustees have previously resolved, and delivered [or electronic form] to Lee Hub at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Delegation by Lee Hub Trustees

18.1 The Lee Hub trustees may delegate any of their powers or functions to a workgroup, committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.

18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements –

- (a) A workgroup or committee(s) may consist of two or more persons, but at least one member of each workgroup or committee(s) must be a Lee Hub trustee;
- (b) The acts and proceedings of any workgroup or committee(s) must be brought to the attention of the Lee Hub trustees as a whole as soon as is reasonably practicable; and
- (c) The Lee Hub trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Lee Hub trustees

19.1 Calling meetings

- (a) Any trustee may call a meeting of the Lee Hub trustees
- (b) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

19.2 Chairing of meetings

The trustees 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 trustees present may appoint one of their number to chair that meeting.

19.3 Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three trustees, or the number nearest to two thirds of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A trustee 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.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

19.4 Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

(b) Any trustee participating at a meeting by suitable electronic means agreed by the trustees 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.

20. Saving provisions

20.1 Subject to sub-clause **20.2** of this clause, all decisions of the Lee Hub trustees, or of a committee of Lee Hub trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- Who was disqualified from holding office;
- Who had previously retired or who had been obliged by the constitution to vacate office;
- Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the Lee Hub trustees at a quorate meeting.

20.2 Sub-clause **20.1** of this clause does not permit a Lee Hub trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of Lee Hub trustees if, but for clause **20.1**, the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

21.1 Lee Hub shall execute documents by signature.

21.2 A document is validly executed by signature if it is signed by at least two of the Lee Hub trustees.

22. Use of electronic communications

22.1 Lee Hub will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) The requirement to provide within 21 days to any member of Lee Hub Library on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) Any requirements to provide information to the Commission in a particular form or manner.

22.2 To Lee Hub

Any member of Lee Hub Library or trustee of Lee Hub may communicate electronically with Lee Hub to an address specified by Lee Hub for the purpose, so long as the communication is authenticated in a manner which is satisfactory to Lee Hub.

22.3 By Lee Hub

(a) Any member of Lee Hub Library or trustee of Lee Hub, by providing Lee Hub with his or her email address or similar, is taken to have agreed to receive communications from Lee Hub in electronic form at that address, unless the member has indicated to Lee Hub his or her unwillingness to receive such communications in that form.

(b) The Lee Hub trustees may, subject to compliance with any legal requirements, by means of publication on its website;

(i) Provide the members with the notice referred to in clause **11.3** (Notice of general meetings);

(ii) Give Lee Hub trustees notice of their meetings in accordance with clause **19.1** (calling meetings) and;

(iii) Submit any proposal to the members or trustees for decision by written resolution or postal vote in accordance with Lee Hub's powers under clause **10** (members' decisions), **10.3** (Decisions taken by resolution in writing), or the provision for postal voting **10.3,(a)**.

(c) Lee Hub trustees must

(i) Take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal;

(ii) Send any such notice or proposal in hard copy form to any member or trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

Lee Hub must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and trustees.

24. Minutes

The Lee Hub trustees must keep minutes of all:

24.1 Appointments of officers made by the trustees;

24.2 Proceedings at general meetings of Lee Hub;

24.3 Meetings of the trustees and committees of trustees including:

- The names of the trustees present at the meeting;

- The decisions made at the meetings; and
- Where appropriate the reasons for the decisions;

24.4 Decisions made by the trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

25.1 The Lee Hub trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of Lee Hub, within 10 months of the financial year end.

25.2 The Lee Hub trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of Lee Hub entered on the Central Register of Charities.

26. Rules

The Lee Hub trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of Lee Hub, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of Lee Hub on request.

27. Disputes

If a dispute arises between members of Lee Hub about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

28.1 This constitution can only be amended:

- (a) by resolution agreed in writing by all members of Lee Hub; or
- (b) by a resolution passed by a simple majority of votes cast at a general meeting of the members of Lee Hub.

28.2 Any alteration of clause 3 (Objects), clause 29 (voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of Lee Hub Library or persons connected with them, requires the prior written consent of the Charity Commission.

28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

28.4 A copy of any resolution altering the constitution, together with a copy of Lee Hub's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

29.1 As provided by the Dissolution Regulations, Lee Hub may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Lee Hub can only be made:

(a) At a general meeting of the members of Lee Hub Library called in accordance with clause [11] (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 members 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

(b) By a resolution agreed in writing by all members of Lee Hub Library.

29.2 Subject to the payment of all Lee hub's debts:

(a) Any resolution for the winding up of Lee Hub, or for the dissolution of Lee Hub without winding up, may contain a provision directing how any remaining assets of Lee Hub shall be applied.

(b) If the resolution does not contain such a provision, the Lee Hub trustees must decide how any remaining assets of Lee Hub shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Lee Hub.

29.3 Lee Hub must observe the requirements of the Dissolution Regulations in applying to the Commission for Lee Hub to be removed from the Register of Charities, and in particular:

(a) The Lee Hub trustees must send with their application to the Commission:

(i) A copy of the resolution passed by the members of Lee Hub;

(ii) A declaration by the trustees that any debts and other liabilities of Lee Hub have been settled or otherwise provided for in full; and

(iii) A statement by the trustees setting out the way in which any property / assets of Lee Hub has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) The Lee Hub trustees must ensure that a copy of the application is sent within seven days to every member and employee / volunteer of Lee Hub, and to any trustee of Lee Hub who was not privy to the application.

(4) If Lee Hub is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution: "**connected person**" means:

(a) A child, parent, grandchild, grandparent, brother or sister of the Lee Hub trustee;

(b) The spouse or civil partner of the Lee Hub trustee or of any person falling within sub-clause (a) above;

(c) A person carrying on business in partnership with the Lee Hub trustee or with any person falling within subclause (a) or (b) above;

(d) An institution which is controlled –

- (i) By the Lee Hub trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
- (ii) By two or more persons falling within sub-clause (d)(i), when taken together
- (e) A body corporate in which –
 - (i) The trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

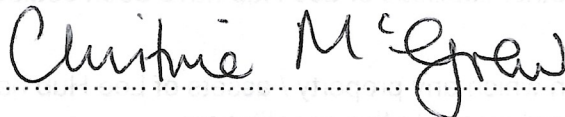
The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations. “charity trustee” means a charity trustee of the CIO. In this constitution referred to as “Lee Hub trustee or trustee of Lee Hub.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

*

Date of Constitution: Approved at Annual General Meeting on 12th August 2023

Signatures on behalf of the board of trustees:



Christine McGrew (Chair) 12/08/2023



Kathleen Giles (Secretary) 12/08/23