



# Friends of Church Stretton Library

Supporting the library in the heart of the community

## Terms of Reference

*NB This is a summary of the decision making processes detailed in our constitution which is to be registered with the Charity Commission.*

Friends of Church Stretton will be a membership based charity (CIO) with a board of trustees responsible for managing its affairs. It is the duty of each charity trustee to work to further the purposes of the charity.

### Our purpose

We will support the provision of a community library and information centre in Church Stretton to promote education, cultural activities and lifelong learning in Church Stretton and the surrounding area.

Run events and activities which support education, culture and the health and wellbeing of residents and visitors.

Encourage the involvement of the local community in all we do without distinction of gender, age, sexual orientation, race, disability, religion or political opinions.

Friends of Church Stretton library **will**

- Proactively encourage the local community to make use of library facilities
- Raise funds to support and enhance the work of the library
- Run a programme of activities supporting lifelong learning, culture and promoting health and social well being
- Provide volunteers to support - but not replace library staff - and enhance the work of the library
- Act as a link between the Church Stretton Library Service and the wider community
- Work in collaboration with other local groups and organisations to support a coordinated approach
- Encourage involvement of local community in all we do, without distinction of gender, sexual orientation, race, disability, religion or political opinions

### Membership

Membership of the charity is free and open to anyone living in the Stretton area aged 16 plus who supports our purpose. Members can vote at General Meetings and nominate individuals for election of trustees.

The trustees must call an AGM once a year. Not more than fifteen months may elapse between successive AGMs. The AGM must receive the annual statement of accounts and the trustees' annual report, and must elect trustees as required.

Friends of Church Stretton Library, Church Stretton Library, Church Street, Church Stretton SY6 6DQ  
-Email [churchstrettonlibrary@outlook.com](mailto:churchstrettonlibrary@outlook.com) - Charity Number 1182554



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The notice for the AGM must also include the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or details of where the information may be found on the charity's website.

The charity trustees may call other general meeting at any time. Trustees must give members at least 14 days' notice of AGM's or general meetings including the agenda.

If at least 10 % of the members request that a general meeting be called, stating the nature of the business they want dealt with, the trustees must respond within 21 days by calling a general meeting.

The notice of any general meeting must 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 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

The chair of the trustees shall chair the general meeting if available. Otherwise the members who are present at a general meeting shall elect a chair to preside at the meeting.

## **Quorum for AGM & General Meetings**

No business may be transacted at a meeting unless a quorum is present. A quorum is 15 members, or 5% of the total membership, whichever number is greater.

If a quorum is not present within 15 minutes of the starting time of a meeting the chair must adjourn the meeting, unless the meeting has been called at the request of members in which case the meeting is closed.

If at any time during a 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

Members must be given at least seven clear days' notice of when adjourned meetings will resume. 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.

## **Members' decisions**

Decisions of the members may be taken by vote at a general meeting passing by a simple majority of votes cast at the meeting except for the following situations:

- a. Any decision to remove a trustee
- b. Any decision to amend the constitution
- c. Any decision to wind up or dissolve the CIO

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.

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.



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**a) A resolution to remove a charity trustee** has to be passed by two thirds of the members present. This vote cannot be taken unless the trustee has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the reasons given to justify their removal from office, and that they have been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

**b) Any decision to amend the charities constitution** can only be carried with a 75% majority of members present at a general meeting. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

**c) Any decision to wind up or dissolve the charity** can only be carried with 75% majority of members present at a general meeting.

## Trustees

There must be at least five charity trustees and no more than twelve. Charity trustees will be elected by members at the AGM. At the first AGM all charity trustees will stand for election. At subsequent AGM's, one third of the elected charity trustees shall retire. Those retiring will be those who have been longest in office.

The members or the charity trustees may at any time decide to appoint a new charity trustee. This can be to replace a charity trustee who has retired or as an additional charity trustee, provided that this would not lead to more than the maximum number of trustees being appointed. A trustee appointed by the charity trustees shall retire at the next annual general meeting but is eligible to then stand for election.

Retiring trustees who have served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

## Meetings of trustees

The trustees shall meet at least once a month. Any charity trustee may call a meeting of the charity trustees. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four charity trustees or half of the total number of charity trustees which ever number is greater. A charity 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.

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

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

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

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;



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(3) meetings of the charity trustees and committees of charity 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;

(4) decisions made by the charity trustees otherwise than in meetings.

### **Conflicts of interest and conflicts of loyalty**

A charity trustee must:

1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
2. absent himself or herself from any discussions of the charity 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 the CIO and any personal interest (including but not limited to any financial interest).