Policy number	**2**
Policy name:	Governing Document / CIC 36 / Asset lock from articles of association
Version Number:	7
Developed by:	Gill Thomas
Policy status:	Approved
Effective Date:	30th November 2023
Reviewed on:	1st Review – 30th November 2024 2nd Review – 28th April 2025 3rd Review – 24th February 2026
Next Review due by:	24th February 2027
Applicable to:	Staff members, Governing Board, Customers

Revision History

Version	Date	Revision description/Summary of changes	Author
1	21/07/2023	Transferred information from the Articles of Association into easy read format, added additional information about Directors	Gill Thomas
2	28/07/2023	Added details of new Director - Ashley Sykes	Gill Thomas
3	02/11/2023	Added details of new Director - Lawrence Buckley	Gill Thomas
4	30/11/2023	Removed details of Director – Gill Thomas (Resigned)	Gill Thomas
5	19/01/2024	Added details of new Director – Sandra Forey	Michael Perry
6	20/02/24	Removed details of Director – Ashley Sykes (resigned)	Michael Perry
7	02/05/2024	Added details of new Director - MISS MAISY JO MATHESON	Michael perry
8	31/03/2025	Reviewed	Michael Perry
9	24/05/2025	Added C36 and Asset Lock from articles of association	michael Perry
10	24/02/2626	Removed duplicated paragraph in section 3	Mike Styring

1. About us

Sew Mindful Crafts is a non-for-profit company, this means we operate as a business but any profits that are made go back into the business, to help us run it and improve it.

Our purpose is to support our community and the City of Doncaster to help:

- People connect
- Reduce isolation
- Build positive mental health and resilience
- Learn new skills, (including literacy and numeracy)
- Build confidence
- Promote independence
- Reduce costs and waste by having the skills to mend, repair and repurpose clothing/fabrics and accessories.

We do this by offering a range of different crafting activities and workshops in a safe and welcoming space; these include but are not limited to:

- Sewing
- Dressmaking
- Quilting
- Knitting
- Crochet
- Needle felting
- Paper crafting

2. Aims

The aims of Sew Mindful Crafts are to provide a safe and welcoming space to bring people together, improve health and wellbeing, reduce loneliness, build confidence, promote independence and to help people learn.

We aim to make crafting more accessible to our community and the City of Doncaster by providing a well-equipped and specialist workshop area and offering a wide range of activities and workshops. This will remove some of the barriers people may experience when trying to engage in crafting activities (like the financial cost of equipment and the opportunity to attend activities).

3. How we make decisions

We have a team of Directors who are responsible for the management and running of Sew Mindful Crafts.

We have a minimum membership requirement of three unrelated[1] Directors, we have not specified a maximum number of Directors. We have a nominated Chair of Directors.

Our Directors meet quarterly to review, discuss, and agree decisions about how Sew Mindful Crafts is being run and will continue to be run. Any decision of the Directors is made by a majority decision at a meeting, unless they have agreed to discharge specific decision making to a nominated individual.

We have two Directors who are an individual PSC (Person with Significant Control). This means they have more than 25% of the voting rights on decisions, but no more than 50%. The minimum number (quorum) of Directors that must be present at a meeting to make the proceedings of that meeting valid is three unrelated[1] Directors.

Meetings may be called more frequently than quarterly and by exception if required. The process for calling an exceptional Directors' meeting is detailed in the Articles of Association of Sew Mindful Crafts[2], but briefly is:

- Two Directors may call a meeting
- Seven days notice will be given, unless it's been agreed that a shorter notice period is acceptable, or the circumstances are urgent
- The meeting can take place either in person or electronically.

We make decisions at our meetings by a majority of votes, or a decision can be made without a meeting if the Directors unanimously agree on the decision. Each Director only has one vote, if there is an equal count in the voting then the Chair has a second or casting vote.

Our Directors must declare if they have a conflict of interest and will not have a vote in that matter. The Directors will record and maintain a register of Directors interests.

Any person who is willing to act as a Director and is permitted to do so by law, can be appointed to be a Director by a decision of the Directors.

A person will cease to be a Director if:

[1]This means they can't be married to, be in a civil partnership with, living with, be in a long-term relationship with, or related through a long-term partner with another Director.

[2] Available online from Companies House IN01 Application to register a company

- They are prohibited by law
- A bankruptcy order is made against that person
- They give notice to resign, but only if three unrelated Directors remain in office when the resignation takes effect
- They fail to attend three consecutive meetings of the Directors
- The remaining Directors unanimously agree that the Director should be removed.

Our Directors do not receive any payment for their role as a Director, however if they provide other services to Sew Mindful Crafts then they may receive payment for those specific services. Our Directors may be paid reasonable expenses that they incur as a result of their attendance at any meetings relating to Sew Mindful Crafts e.g. travel expenses.

We keep a written record of our meetings and our decisions, these written records are signed as being accurate by the Chair of the next succeeding meeting, after confirmation by other attending Directors.

Our Directors will comply with the requirements of the Companies Act and keep financial records, audit our accounts and submit the following to the Registrar of Companies:

- Annual reports
- Annual returns and
- Annual statement of accounts

A full and detailed copy of the Articles of Association of Sew Mindful crafts CIC can be accessed online from Companies House - IN01 Application to register a company

4. Who are our Directors?

Our Directors are all people that are invested in our aims and in our community and The City of Doncaster, and they either live or have lived in the area. They come from a range of backgrounds and have different skills and experience to ensure our decision making is informed, balanced and in the best interests of our community.

Mick Perry (Chair & PSC with at least 25% of the voting rights on decisions, but no more than 50%) – related to Tracy Perry

Mick is the founding member of Sew Mindful Crafts, alongside his wife Tracy. He's suffered with anxiety for many years and has personal experience of the things that can help. He wanted to create a community space for people to come together, socialise and build friendships, whilst taking part in different crafting activities, and Sew Mindful Crafts

CIC was born. He previously worked as a builder, running his successful building business for over 30 years.

Tracy Perry (PSC with at least 25% of the voting rights on decisions, but no more than 50%) - related to Mick Perry
Tracy is a successful businesswoman. She's worked in and around crafting for around 30 years, starting out as a machinist, going on to then work in retail in a fabric and furnishings shop and then starting her own business in 2014. In 2017 she opened her own bricks and mortar fabric and haberdashery store, Sew Cute Fabrics in Edlington, where she grew up.

Lawrence Buckley – Unrelated to any other Director
Lawrence is a company Director (Metro Locksmiths Ltd) & a former Youth & Community Worker who was involved in running a young dads project for Rotherham YMCA in the Dearne Valley before working for YMCA England delivering youth work sessions with young offenders in HMYOI Wetherby & HMP Newhall. In his time working at HMP Newhall he ran the Friday night craft session on the juvenile wing of the prison and delivered the Youth Achievement Awards scheme.

Sandra Forey – Unrelated to any other Director
Sandra has over 40 years experience in bookkeeping and admin, she has worked for several companies over the years and enjoys this role, she has a passion for sewing and crafting in her spare time. And loves long walks with her dogs, Sandra has now joined the team at Sew Mindful Crafts and offers her time and knowledge with the admin and bookkeeping.

Maisy Matheson – Unrelated to any other Director.
Maisy has 6 years of experience within customer service and administration starting out as an insurance advisor and office administrator. She is now a locksmith, fire & security engineer. She has lived many places across the world being brought up around the army, leading her to have a can do attitude and the ability to speak and relate to new people from all backgrounds. She is also dog obsessed, having two dogs of her own, Bert and Doris.

Sew Mindful Crafts
Mindfulness crafts for all ages

Please ensure this form is placed at the top of your application, if posted to Companies House, and the Company Name is consistent throughout all documents

CIC 36

Declarations on Formation of a Community Interest Company[1]

Please complete in typescript, or in bold black capitals.

Company Name in full

SEW MINDFUL CRAFTS C.I.C
Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community[2]. [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below][3]

The company's activities will provide benefit to ...

ADULTS AND CHILDREN OF ALL AGES WITH A VIEW TO PROMOTING GOOD MENTAL HEALTH

COMPANY NAME | SEW MINDFUL CRAFTS C.I.C.

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	**How will the activity benefit the community?** *(The community will benefit by...)*
TO OFFER CRAFT WORKSHOPS RANGING FROM SEWING AND QUILTING, KNITTING AND CROCHET, NEEDLEFELTING AND PAPERCRAFTING	THE COMMUNITY WILL BENEFIT BY BEING ABLE TO ACCESS WORKSHOPS WHICH ARE NOT AVAILABLE IN THE AREA OR SURROUNDING AREAS. YOUNG AND OLD PEOPLE WILL BENEFIT FROM LEARNING NEW SKILLS AND HOBBIES. BY COMING TOGETHER WITH OTHERS THIS WILL ALLEVIATE THE LONELINESS THAT MANY PEOPLE FEEL, ENABLING THEM TO SOCIALISE AND HAVE FUN, THIS CAN ONLY HAVE A POSITIVE EFFECT ON YOUR MENTAL HEALTH WHICH IS THE ULTIMATE AIM OF
	SEW MINDFUL CRAFTS C.I.C. WE ARE HOPING TO OFFER AS MANY FREE PLACES AS POSSIBLE TO HELP INCLUDE PEOPLE WHO WOULD MISS OUT ON THESE FANTASTIC OPPORTUNITES DUE TO LOW INCOMES.
If the company makes any surplus it will be used for... BUYING MORE EQUIPMENT FOR MORE CLASSES, TUTORS AND VENUES. THE AIM IS TO HAVE WORKSHOPS TO SUIT EVERYONE AND AS REGULARLY AS WE CAN.	

(Please continue on separate sheet if necessary.)

COMPANY NAME | SEW MINDFUL CRAFTS C.I.C

SECTION C:

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

   (a) a political party;
   (b) a political campaigning organisation; or
   (c) a subsidiary of a political party or of a political campaigning organisation.[4]

SECTION D:

If this section is not completed your application will be rejected.

TYPED NAMES ARE NOT ACCEPTABLE AND WILL BE REJECTED

Each person who will be a first director of the company **must** sign the declarations.

[Signed or scanned signatures *are* allowed.]

Signed	J Perry	Date	12/02/22
Signed	T Perry	Date	12/02/22
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be

Tel

The Companies Act 2006

Articles of Association

of

[INSERT NAME] [Community Interest Company/C.I.C. *delete as applicable*]

INTERPRETATION

1. Defined Terms

1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock[2]

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.

3.4 If— (a) the Company is wound up under the Insolvency Act 1986; and (b) all its liabilities have been satisfied any residual assets shall be given or transferred to one or more asset-locked bodies approved by the Regulator for this purpose

4. Not for profit

4.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects[3]

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to adults and children of all ages to promote good mental health].