

## **Village Hall (301392)**

### **Shalford Village Hall Management Committee**

**This is the governing document of the Charity as at 8<sup>th</sup> January 2014. It comprises the Trust Deed dated 6<sup>th</sup> March 1945 as amended on 8<sup>th</sup> January 2014.**

To all to whom these Presents shall come Guy Gilbey Gold of Abbots Hall Shalford in the County of Essex Esquire Ariel Margaret Crittall of Pages Shalford aforesaid the wife of Major John Francis Crittall and the Reverend Reginald Bromley Vaizey of the Vicarage Shalford aforesaid Clerk in Holy Orders Send Greeting

Whereas by a conveyance bearing even date herewith and made between the said Guy Gilbey Gold of the one part and the said Guy Gilbey Gold Ariel Margaret Crittall and the Reverend Reginald Bromley Vaizey of the other part the hereditaments more particularly described in the First Schedule hereunder written (hereinafter referred to as "the trust premises") were conveyed to the Guy Gilbey Gold Ariel Margaret Crittall and the Reverend Reginald Bromley Vaizey in fee simple Upon trust for and for the purpose of a Village Hall Institute Reading Room Recreation Premises and Sports Field for the Parish of Shalford aforesaid upon the terms and provisions in these presents contained.

NOW THESE PRESENTS WITNESS the said Guy Gilbey Gold Ariel Margaret Crittall and the Reverend Reginald Bromley Vaizey DO hereby declare as follows:

1. The village hall constituted by this Trust Deed is a charitable trust and is hereinafter called "Charity"). The beneficiaries of the Charity are the residents of the Parish of Shalford, Essex (hereinafter called "area of benefit"). The provisions of the Second Schedule hereto shall govern the control and management of the administration of the Charity.
2. The trust premises and all other hereditaments which may from time to time be assured to trustees upon the same or similar trust shall be held Upon trust to permit the same to be appropriated and used in perpetuity as a Village Hall Institute Reading Room Recreation Premises and Sports Field for the benefit of the residents of the said Parish or otherwise in accordance with the trusts hereinafter declared.

IN WITNESS WHEREOF the said Guy Gilbey Gold Ariel Margaret Crittall and the Reverend Reginald Bromley Vaizey have hereunto set their hands and seals this sixth day of March One thousand nine hundred and forty-five

THE FIRST SCHEDULE hereinbefore referred to

All that piece or parcel of freehold land situate in the Parish of Shalford in the said County of Essex forming part of the Enclosure Numbered 117 on the Ordnance Survey Map of the said Parish (1897 Edition) and abutting in part on the south or south east sides of the road leading from Braintree to Saling and containing five acres or thereabouts which said piece or parcel of land is bounded on the south west and in part on the north west by land reserved by the said Guy Gilbey Gold for a roadway forty feet in width and on the south east and east by other land belonging to the said Guy Gilbey Gold and is more particularly delineated for purposes of identification only with the measurements thereof (such measurements being

little more or less) on the plan drawn on the said conveyance of even date herewith and thereon coloured pink Together with the Village Hall erected by the said Guy Gilbey Gold on some part or other of the said piece or parcel of land.

THE SECOND SCHEDULE hereinbefore referred to

**1. Administration, repairs and insurance**

1.1 The Charity, the trust premises and all other property must be administered by the management committee. The members of the management committee are the charity trustees within the meaning of Section 177 of the Charities Act 2011. The management committee must act reasonably and prudently in all matters relating to the Charity and must always pursue the interests of the Charity to the exclusion of personal prejudices and interests.

1.2 The management committee must:

1.2.1 ensure that the trust premises and all buildings thereon and other property of the Charity are at all times kept in repair and sufficiently insured against all insurable risks including fire, theft and public liability and must whenever necessary procure a professional valuation for such purposes and

1.2.2 take out such insurance as the management committee considers necessary to protect the Charity's property including but not limited to public liability insurance (to include the liability of the Charity to its volunteers) and employer's liability insurance.

**2. Powers of the management committee**

The management committee has the following powers, which may be exercised only in promoting the Charity's objects ("Objects"):

2.1 to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the management committee must not undertake any trading activities which are liable to tax other than charity trading and must conform to relevant requirements of the law

2.2 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use

2.3 subject to paragraph 15 and subject to the restrictions imposed by the Charities Act 2011, to sell, lease or otherwise dispose of all or any part of the Property and other property comprised in the trust fund

2.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)

2.5 to borrow money by mortgage or otherwise or to seek grant aid as may be required for maintaining, extending or improving the Property or any part thereof or erecting any building thereon or for any work carried on therein and to charge the whole or any part of the Property and the trust fund with repayment of the money so borrowed or granted (but only in accordance with the restrictions imposed by the Charities Act 2011)

- 2.6 to employ staff (who shall not be members of the management committee) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants
- 2.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them
- 2.8 to appoint, constitute and provide clear terms of reference for, such sub-committees as the management committee may think fit. Such sub-committees shall be answerable to the management committee and all their acts and proceedings must be fully and promptly reported to the management committee
- 2.9 to delegate to any one or more of the members of the management committee any business of the Charity which is within the professional or business competence of such member or members. The management committee must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the management committee at which the decision to delegate is made. The management committee must exercise reasonable supervision over any such member or members acting on their behalf under this provision and must ensure that all their acts and proceedings are fully and promptly reported to the management committee
- 2.10 to do anything else within the law which promotes or helps to promote the Objects.

### **3. The management committee**

3.1 The management committee shall consist of:

3.1.1 7 elected members

3.1.2 3 appointed members

and may include not more than

3.1.3 2 co-opted members.

All such members of the management committee are charity trustees for the purposes of charity law.

#### **Elected members**

3.2 The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in paragraph 8.3.

#### **Appointed members**

3.3.1 The management committee shall maintain a list of user bodies that they consider to be supportive of the Charity's objects and which have indicated a wish to appoint a member of the management committee. Each listed user body shall have the right to appoint one member. Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary. An appointment must not be made more than two months before the annual general meeting.

- 3.3.2 Where any application for the right to appoint a member of the management committee is received from any existing or newly-formed body operating in the area of benefit, the management committee may, with the approval of not less than two-thirds of all the members of the management committee, add such body to the list of user bodies and allow such body to appoint a member.
- 3.3.3 The management committee may, with the approval of not less than two-thirds of all the members of the management committee, remove a body from such list of user bodies.
- 3.3.4 A minute of the relevant resolution, authenticated by the chairman, should be (a) placed with the title deeds and (b) kept with the management committee's working papers.
- 3.3.5 The person appointed need not be a member of the relevant appointing body.
- 3.3.5 The management committee must promptly report any vacancy in the office of an appointed member to the body entitled to fill it.
- 3.3.6 Where any application for representation on the management committee is received from any existing or newly-formed body operating in the area of benefit, the management committee may, with the approval of not less than two-thirds of all the members of the management committee, allow such body to appoint a member of the management committee. A minute of the relevant resolution, authenticated by the chairman and the secretary, should be (a) placed with the title deeds and (b) kept with the management committee's working papers.

### **Co-opted members**

- 3.4 Co-opted members must be appointed at a duly constituted meeting of the management committee.

### **Term of office**

- 3.5 Subject to paragraphs 3.6 and 3.7, the period of office of members of the management committee starts:
  - 3.5.1 in the case of elected members, at the end of the annual general meeting at which they are elected
  - 3.5.2 in the case of appointed members appointed at the annual general meeting in any year, at the end of that meeting or, in the case of an appointed member appointed after such annual general meeting, or to fill a casual vacancy, on the day on which notification of his appointment is received by the secretary
  - 3.5.3 in the case of co-opted members, from the date of their co-option.
- 3.6 All members of the management committee retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or reappointed.

### **Casual vacancies**

- 3.7 In the event of a casual vacancy, the management committee must minute it at their next meeting and, if in the office of an appointed member, notify as soon as possible

the proper appointing body who may on such notice appoint an alternative member to represent them. A casual vacancy in the office of an elected member may be filled by the management committee. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the management committee at which he or she was so elected.

#### **New members**

- 3.8 The management committee must give each new member on their first appointment a copy of this Constitution and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

#### **Register of members**

- 3.9 The management committee must keep a register of the name and address of every member of the management committee and the dates on which their terms of office begin and end.

#### **4. Eligibility for membership of the management committee**

- 4.1 No person may be elected or appointed as a member of the management committee:

4.1.1 unless he or she has attained the age of 18 years or

4.1.2 if he or she is disqualified from acting as a member of the committee by virtue of Section 178 of the Charities Act 2011 or

4.1.3 in circumstances such that, had he already been a member of the management committee, he should have been disqualified from office under the provisions of paragraph 5.

- 4.2 No person shall be entitled to act as a member of the management committee whether on a first or any subsequent entry into office until after signing in the minute book of the management committee a declaration of acceptance and willingness to act in the trusts of the Charity.

#### **5. Termination of Membership of the management committee**

- 5.1 A person shall cease to be a member of the management committee if he or she:

5.1.1 is disqualified from acting as a member of the management committee by virtue of Section 178 of the Charities Act 2011

5.1.2 becomes incapable by reason of a mental disorder, illness or injury of managing and administering his own affairs or

5.1.3 is absent without the permission of the management committee from all their meetings held within a period of six months and the management committee resolve that his office be vacated; PROVIDED that where a member disqualified under this clause is an appointed member of an organisation the management committee must advise the appointing organisation of the disqualification and the organisation shall have the right within one month to appoint an alternative member to represent them on the management committee.

- 5.2 A person shall cease to be a member of the management committee if he notifies the management committee in writing of his wish to resign (but only if at least three members of the management committee will remain in office when the notice of resignation is to take effect).
- 5.3 The members of the management committee may not all resign at the same time unless and until they have (a) co-opted or procured the appointment of at least three new members in accordance with paragraph 3 or (b) convened a special general meeting in accordance with paragraph 8.3.

## **6. Members not to be personally interested**

Except with the prior written approval of the Charity Commission, no member of the management committee may:

- 6.1 receive any benefit in money or in kind from the Charity or
- 6.2 have a financial interest in the supply of goods or services to the Charity or
- 6.3 acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).

## **7. Officers**

### **Chairman and vice-chairman**

- 7.1 At their first ordinary meeting in each year after the annual general meeting, the management committee shall elect a chairman and may elect a vice-chairman of their meetings. The chairman and vice-chairman remain in office until their respective successors are elected.

### **Secretary and treasurer**

- 7.2 The management committee shall appoint a secretary and treasurer and may remove them from office at their discretion. The offices may be held by:
- 7.2.1 members (who must not receive any reward for acting) or
- 7.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the management committee think fit).

## **8. Meetings of the Management Committee**

- 8.1 The management committee must hold at least two ordinary meetings in each year.
- 8.2 Meetings of the management committee may be arranged by the members of the management committee at their meetings or may be called at any time by the chairman or any two members of the management committee upon not less than ten days' notice having been given to all other members.
- 8.3 A special meeting may be called at any time by the chairman or any two members of the management committee upon not less than seven clear days' notice being given to all other members of the management committee of the matters to be discussed.

- 8.4 If the chairman is absent from any meeting, the vice-chairman (if any) shall preside; otherwise the members present must, before any other business is transacted, choose one of their number to be chairman of the meeting.
- 8.5 There shall be a quorum when at least one third of the number of members of the management committee for the time being or three members, whichever is the greater, are present at a meeting.
- 8.6 Except where otherwise provided in this Second Schedule, every issue may be determined by a simple majority of the votes cast at a meeting of the management committee.
- 8.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 8.8 The proceedings of the management committee shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any members.

## 9. **Recording of Meetings**

The management committee must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any member of the management committee. The minute book must be retained by:

- 9.1 the secretary or
- 9.2 another suitable person appointed by the management committee to do so.

## 10. **Annual General Meeting and Special Meetings**

- 10.1 Annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 10.2 All inhabitants of the area of benefit of 18 years and upward must be entitled to attend and vote at the annual general meeting. The management committee may allow inhabitants who are under 18 to attend (but not vote at) the meeting.
- 10.3 Annual general meetings shall be convened by the management committee. Public notice of every annual general meeting must be given in the area of benefit of at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the trust premises or other conspicuous place in the area of benefit and by such other means as the convenors think fit.
- 10.4 There shall be a quorum when at least seven people are present at an annual general meeting.
- 10.5 The chairman of the management committee must be the chairman of an annual general meeting. In his absence the chair must be taken by the vice-chairman (if any), failing which by any other member of the management committee chosen by the management committee, failing which by such person as the persons present shall by lot determine.
- 10.6 The management committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.

- 10.7 The management committee may convene, and the secretary shall, within 21 days of receiving a written request so to do signed by not less than 10 inhabitants of the area of benefit giving reasons for the request, call, a special general meeting of all the inhabitants of the area of benefit of eighteen years and upwards. Public notice must be given of any such meeting, specifying the business to be discussed, in the same way as for an annual general meeting.
- 10.8 The secretary or other person appointed by the management committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 10.9 Every matter for consideration at an annual general meeting or a special general meeting must be decided (save as otherwise provided herein) by majority decision of those present and voting. The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

## 11. **Accounts**

The management committee must comply with their obligations under the Charities Act 2011 with regard to:

- 11.1 the keeping of accounting records for the Charity
- 11.2 the preparation of annual statements of account for the Charity
- 11.3 the auditing or independent examination of the statements of account for the Charity and
- 11.4 the transmission of the statements of account of the Charity to the Charity Commission.

## 12. **Annual Report**

The management committee must comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Charity Commission.

## 13. **Annual Return**

The management committee must comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Charity Commission.

## 14. **Receipts and Expenditure**

The income of the Charity, including all donations and bequests, must be paid into an account operated by the management committee in the name of the Charity at such bank or building society as the management committee shall from time to time decide. All cheques and orders for payment of money from such account shall be signed by at least two members of the management committee.

## 15. **Disposal of trust property and incorporation**

- 15.1 Subject to the provisions of this paragraph,



- 15.1.1 if the management committee decides at any time that on the grounds of expense of otherwise it is necessary or advisable to discontinue the use of the trust premises in whole or in part for the Objects, the management committee may sell the trust premises and other property of the Charity or any part of it on such terms as may be approved by the management committee in accordance with the provisions of Sections 117 to 123 of the Charities Act 2011;
  - 15.1.2 if the management committee decides that the Charity should incorporate, the management committee may transfer or require the transfer of the trust premises and other property of the Charity or any part of it to the new charitable corporate body having the same objects as the Charity.
- 15.2 The management committee may only do so if:
- 15.2.1 the decision to sell or incorporate is confirmed by a resolution passed at a special general meeting of the inhabitants of the age of 18 years and upward of the area of benefit and
  - 15.2.2 such resolution is passed by three-quarters of such inhabitants present and voting at such meeting.
- 15.3 Not less than fourteen days' notice of such special general meeting (stating the terms of the resolution that will be proposed) must be posted in a conspicuous place or placed on the trust premises and advertised in a newspaper circulating in the area of benefit.
- 15.4 Following the sale of the trust premises and other property of the Charity in whole or in part in the circumstances described in paragraph 15.1.1, all monies belonging to the Charity including the proceeds of sale of any fixtures and fittings (after satisfaction of any liabilities properly payable) must be applied:
- 15.4.1 in the purchase or lease of other property approved by the management committee and to be held upon the trusts of the Charity for to such charitable purposes as near thereto as circumstances permit or
  - 15.4.2 towards such other charitable purposes or objects for the benefit of the inhabitants of the area of benefit as may be approved by the Charity Commission.
- 15.5 Pending such application, such monies must be invested and any income arising shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income to be applied as the capital of such investments or must be used in furthering the purposes specified in this Trust Deed.

## 16. **Rules**

Within the limits prescribed by this Trust Deed the management committee may from time to time make and alter rules for the management of the Charity and in particular with reference to:

- 16.1 the terms and conditions upon which the trust premises may be used by persons or bodies other than the management committee for the purposes specified in this Trust Deed and the sum (if any) to be paid for such use
- 16.2 the deposit of money at a proper bank or building society and the safe custody of documents
- 16.3 the appointment of an auditor or an independent examiner
- 16.4 the engagement or dismissal of such officers, servants and agents as the management committee may consider necessary and the payment of such persons (not being members of the management committee)
- 16.5 the summoning and conduct of meetings.

17. **Indemnity**

The members of the management committee shall be entitled to an indemnity out of the assets of the Charity against all liabilities properly incurred by them in the management of the affairs of the Charity.