

Resolution of the trustees of Stisted Village Hall passed on 20th February 2013

For the purposes of section 280 Charities Act 2011 (and in exercise of the power thereby given and of every other power enabling them) the trustees of Stisted Village Hall (registered charity number 246278) ("the Charity") hereby resolve that the trusts of the Charity as set out in a Conveyance dated 15th February 1939 made between G D Fairhead (1) G D Fairhead A K Motion H Clayton and W A McMillan (2) ("the Conveyance") should be modified as follows, with effect from the date of a further resolution to approve it (if passed) at the next Annual Meeting of the Village Hall:

1 Definitions:

"**Management Committee**" means the persons named in paragraph 3.2 and the persons hereafter elected appointed or co-opted in accordance with this resolution.

"**Objects**" means the objects of the Charity described in clause 1 of the Conveyance

"**Property**" means the property now held on the trusts of the Charity:-

Stisted Village Hall, Rectory Road, Stisted, Braintree, Essex, CM77 8AL (freehold) registered Title Number EX885125

Car park, allotments and community Orchard at Rectory Road, Stisted, Braintree, Essex, (freehold) registered Title Number EX777216 and EX875973

all which property is now vested in the Official Custodian for Charities

and

Allotment land, Rectory Road, Stisted, Braintree, Essex held for a term of 5 years from 29th September 2009 on the terms of a Lease dated 18th September 2009 and made between D J and M J Buston (1) R J Clark, D I Cruickshank and P D Bash (2)

and any other land subsequently acquired by the Charity

"**Secretary**" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity

"**paragraph**" means a paragraph of this resolution

2. Property Management

2.1 In relation to the freehold Property which is vested in the Official Custodian for Charities it is no longer necessary for the Charity to have separate trustees holding title thereto so the Management Committee shall carry out all functions of the trustees as set out in the Conveyance

2.2 In relation to the property comprised in the said lease dated 18th September 2009 the tenants named in the lease (being current members of the Management Committee) shall carry out all functions of trustees in accordance with the directions of the Management Committee.

3 Administration

3.1 Subject as mentioned in this paragraph 3.1, the arrangements set out in clauses 3 - 27 inclusive of the Conveyance (relating to the election or appointment of trustees and committee members and certain other duties powers and procedures) are revoked entirely and replaced by the arrangements set out in this resolution. The consent of Stisted Parish Council and Stisted Women's Institute to the removal of their rights to elect management committee members has been obtained. The Stisted Men's Institute is no longer in existence so its power to elect members of the management committee has lapsed in favour of the trustees of the Charity (as to one member) and the

parishioners of the Parish of Stisted at the Annual Meeting of the Village Hall (as to two members). By this resolution the trustees of the Charity consent to the removal of their power to appoint one member of the management committee. The consent of the parishioners to the removal of their right to elect two members of the management committee will be implicit in the further resolution to approve this resolution (if passed) at the next Annual Meeting of the Village Hall

- 3.2 The Charity and the 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. Initially the Management Committee shall comprise the following persons who shall hold office respectively until the end of the second, third, fourth or fifth Annual General Meeting to be held after the date of this resolution as specified following the name of each (who may then be re-elected or re-appointed)

<u>Name</u>	<u>AGM</u>
Richard John Clark	second
David Ian Cruickshank	third
Patricia Dorothy Bash	fourth
Derek Raymond Burrell	fifth

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.

- 3.3 The Management Committee must:

3.3.1 ensure that the Property 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

3.3.2 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.

- 3.4 The Management Committee must apply the income of the Charity in furthering the Objects.

4. Powers of the Management Committee

The Management Committee has the following powers, in addition to those conferred by law, which may be exercised only in promoting the Objects:

- 4.1 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
- 4.2 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
- 4.3 Subject to the restrictions imposed by the Charities Act 2011, to sell, lease or otherwise dispose of all or any part of the Property
- 4.4 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)

- 4.5 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)
- 4.6 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
- 4.7 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
- 4.8 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
- 4.9 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.
- 4.10 To insure the members of the Management Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 4.11 Other than where the Property is held by a custodian trustee, to permit any investments of the Charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of such stock broking company) as nominee for the Management Committee, and to pay such a nominee reasonable and proper remuneration for acting as such
- 4.12 To do anything else within the law which promotes or helps to promote the Objects. In the exercise of these powers the Management Committee members must always be mindful that they are charity trustees within the definition of Section 177 of the Charities Act 2011 as the persons having the general management and control of the administration of a charity.

5 The Management Committee

- 5.1 The first members of the Management Committee described in paragraph 3.2 shall hold office for the respective periods specified in that paragraph.
- 5.2 Subject to paragraph 5.1, the Management Committee shall consist of:
 - 5.2.1 not more than 6 elected members and may include not more than
 - 5.2.2 3 co-opted members.

All such members of the Management Committee are charity trustees for the purposes of Section 177 of the Charities Act 2011.

5.3 Elected members

The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in paragraph 12.7. Candidates for election as members shall be proposed by at least two persons qualified as parishioners to vote at the election who shall give to the Management Committee notice in writing of their intention at least fourteen days before the election and for seven days at least before the election the names and addresses of the candidates and their proposers shall be affixed to some conspicuous part of the Stisted Village Hall or other conspicuous place in the area of benefit and may also be displayed by such other means as the Management Committee think fit.

5.4 Co-opted members

Co-opted members must be appointed at a duly constituted meeting of the Management Committee.

5.5 Term of office

Subject to paragraphs 5.6 and 5.7, the period of office of members of the Management Committee starts:

5.5.1 in the case of elected members, at the end of the annual general meeting at which they are elected

5.5.2 in the case of co-opted members, from the date of their co-option.

5.6 Subject to clause 3.2, each member of the Management Committee retires from office at the end of the fourth annual general meeting next after the date on which such member came into office but may be re-elected or reappointed.

5.7 Casual vacancies

A casual vacancy in the office of an elected member may be filled by the Management Committee. The period of office of a member appointed to fill a casual vacancy starts at the end of the meeting of the Management Committee at which he or she was appointed.

5.8 New members

The Management Committee must give each new member on their first appointment a copy of the Conveyance and a copy of this resolution and any amendments made to either, and a copy of the Charity's latest report and statement of accounts.

5.9 Register of members

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.

6. Eligibility for Membership of the Management Committee

6.1 No person may be elected or appointed as a member of the Management Committee:

6.1.1 unless he is ordinarily resident in the parish of Stisted and has attained the age of 18 years or

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

6.1.3 in circumstances such that, had he already been a member of the Management Committee, he should have been disqualified from office under the provision of paragraph 7.

6.2 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.

7. Termination of Membership of the Management Committee

7.1 A person shall cease to be a member of the Management Committee if he:

7.1.1 is disqualified from acting as a member of the Management Committee by virtue of Section 178 of the Charities Act 2011

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

7.1.3 ceases to be ordinarily resident in the parish of Stisted or is absent without the permission of the Management Committee from all their meetings held within a period of six months and (in either case) the Management Committee resolve that his office be vacated

7.2 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).

7.3 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 5 or (b) convened a special general meeting in accordance with paragraph 12.7

8. Members not to be personally interested

Except with the prior written approval of the Charity Commission, no member of the Management Committee may:

8.1 Receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to paragraph 4.10 or the indemnity provided pursuant to paragraph 16

8.2 Have a financial interest in the supply of goods or services to the Charity or

8.3 Acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).

9. Officers

9.1 Chairman and vice-chairman

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.

9.2 Secretary and treasurer

The Management Committee shall appoint a Secretary and treasurer and may remove them from office at their discretion. The offices may be held by:

9.2.1 members (who must not receive any reward for acting) or

9.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Management Committee think fit).

10. Meetings of the Management Committee

10.1 The Management Committee must hold at least two ordinary meetings in each year.

- 10.2 The first meeting of the members of the Management Committee must be called by the chairman or if no meeting has been called within three months after the date of this resolution by any two of the first members of the Management Committee. Subsequent meetings 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.
- 10.3 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.
- 10.4 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.
- 10.5 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.
- 10.6 Except where otherwise provided in this resolution, every issue may be determined by a simple majority of the votes cast at a meeting of the Management Committee.
- 10.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 10.8 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.

11. 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:

- 11.1 the Secretary or
- 11.2 another suitable person appointed by the Management Committee to do so.

12. Annual General Meeting and Special Meetings

- 12.1 The first annual general meeting must be held within twelve months after the date of this resolution and subsequent annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 12.2 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.
- 12.3 The first annual general meeting after the date on which this resolution takes effect must be convened by the first members of the Management Committee described in paragraph 3.2 and subsequent annual general meetings by the Management Committee. Public notice of every annual general meeting must be given at least twenty-one days before the date thereof by affixing a notice to some conspicuous part of the Stisted Village Hall or other conspicuous place in the area of benefit and by such other means (if any) as the Management Committee think fit.
- 12.4 There shall be a quorum when at least five people are present at an annual general meeting.
- 12.5 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.

- 12.6 The Management Committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.
- 12.7 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.
- 12.8 The Secretary or other person appointed by the Management Committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 12.9 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.

13. Annual Report and Return and Accounts and Notification of Changes

- 13.1 The Management Committee must comply with their obligations under the Charities Act 2011 with regard to:
 - 13.1.1 the keeping of accounting records for the Charity;
 - 13.1.2 the preparation and auditing or independent examination of annual statements of account for the Charity;
 - 13.1.3 the transmission of the statements of account to the Charity Commission;
 - 13.1.4 the preparation of an Annual Report and its transmission to the Charity Commission;
 - 13.1.5 the preparation of an Annual Return and its transmission to the Charity Commission;
 - 13.1.6 notifying the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 13.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by 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. Rules

Within the limits prescribed by the Conveyance and this resolution the Management Committee may from time to time make and alter rules for the management of the Charity and in particular with reference to:

- 15.1 the terms and conditions upon which the Property may be used by persons or bodies other than the Management Committee and the sum (if any) to be paid for such use

- 15.2 the deposit of money at a proper bank or building society and the safe custody of documents
- 15.3 the appointment of an auditor or an independent examiner
- 15.4 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)
- 15.5 the summoning and conduct of meetings.

16. Indemnity

The members of the Management Committee, any holding/custodian trustees or their successors in title, and the Official Custodian for Charities 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.