

Orleton Village Hall 520975

This is the constitution of Orleton Village Hall, Charity 520975, as adopted by due resolution at the annual general meeting of 20th June 2016, superseding as Governing Document the Conveyance of 13th February 1967.

1 Charity

The property hereby conveyed (hereinafter called "the Trust Property") shall be held upon trust for the purposes of a Village Hall for the use of the inhabitants of Orleton and the neighbourhood (hereinafter called "the area of benefit") without distinction of sex or of political religious or other opinions and in particular for use for meetings lectures and classes and for other forms of recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

2 Administration, repairs and insurance, and use of income and capital

2.1 The Charity, the Trust Property and the trust fund must be administered by the charity trustees.

The charity trustees are the charity trustees within the meaning of Section 177 of the Charities Act 2011. The charity trustees 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.

2.2 The charity trustees must:

2.2.1 ensure that the Trust Property and all buildings thereon and other Trust 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

2.2.2 take out such insurance as the charity trustees 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.

2.3 The charity trustees must apply the Charity's income only for the objects ("Objects") described in paragraph 1.

3 The Official Custodian for Charities

3.1 The Trust Property was vested in the Official Custodian for Charities by an Order dated 9th December 2014.

4 Powers of the charity trustees

The charity trustees have the following powers, 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 charity trustees 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 Trust Property necessary for the achievement of the Objects and to maintain and equip it for use

- 4.3 subject to paragraph 17 and subject to the restrictions imposed by the Charities Act 2011, to sell, lease or otherwise dispose of all or any part of the Trust Property and other property comprised in the trust fund
- 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 Trust 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 Trust 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 charity trustees) 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 charity trustees may think fit. Such sub-committees shall be answerable to the charity trustees and all their acts and proceedings must be fully and promptly reported to the charity trustees
- 4.9 to delegate to any one or more of charity trustees any business of the Charity which is within the professional or business competence of such member or members. The charity trustees must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the charity trustees at which the decision to delegate is made
- 4.10 to insure the members of the charity trustees 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 Trust Property and the trust fund is held by a custodian trustee, to permit any investments comprised in the trust fund to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the charity trustees, 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 charity trustees 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 charity trustees

5.1 The charity trustees shall consist of:

5.1.1 up to 6 elected charity trustees

5.1.2 up to 12 appointed charity trustees

5.1.3 and may include not more than

5.1.4 up to 4 co-opted charity trustees

Elected charity trustees

5.2 The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 9.3.

Appointed charity trustees

5.3 The charity trustees shall maintain a list of user bodies that they consider to be supportive of the Objects and which have indicated a wish to appoint a charity trustee of the Charity. Each listed user body shall have the right to appoint one charity trustee. Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary.

5.3.1 Where any application for the right to appoint a charity trustee is received from any existing or newly-formed body operating in the area of benefit, the charity trustees may, with the approval of not less than two-thirds of all the charity trustees, add such body to the list of user bodies and allow such body to appoint a charity trustee.

5.3.2 The charity trustees may, with the approval of not less than two-thirds of all the charity trustees, remove a body from such list of user bodies.

5.3.3 A minute of the relevant resolution, authenticated by the chairman, should be (a) placed with the title deeds and (b) kept with the charity trustees' working papers.

Co-opted charity trustees

5.4 Co-opted charity trustees must be appointed at a duly constituted meeting of the charity trustees

Term of office

5.5 Subject to paragraphs 5.6 and 5.7, the period of office of the charity trustees starts:

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

5.5.2 in the case of appointed charity trustees 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 or her appointment is received by the secretary

5.5.3 in the case of co-opted charity trustees, from the date of their co-option.

5.6 All charity trustees 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

5.7 In the event of a casual vacancy, the charity trustees 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 charity trustees. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the charity trustees at which he or she was so elected.

New charity trustees

5.8 The charity trustees must give each new charity trustee on their first appointment a copy of this governing document and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of members

5.9 The charity trustees must keep a register of the name and address of every charity trustee and the dates on which their terms of office begin and end.

6 Eligibility to be a charity trustee

6.1 No person may be elected or appointed as a charity trustee:

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

6.1.2 if he or she is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011 or

6.1.3 in circumstances such that, had he or she already been a charity trustee, he or she should have been disqualified from office under the provisions of paragraph 7.

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

7 Termination of office of charity trustees

7.1 A person shall cease to be a charity trustee if he or she:

7.1.1 is disqualified from acting as a charity trustee by virtue of Section 178 of Charities Act 2011

7.1.2 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months or

7.1.3 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his office be vacated; PROVIDED that where a charity trustee disqualified under this paragraph is an appointed charity trustee of a listed user body the charity trustees must advise the appointing user body of the disqualification and the user body shall have the right within one month to appoint an alternative charity trustee.

7.2 A person shall cease to be a charity trustee if he or she notifies the charity trustees in writing of his or her wish to resign (but only if at least three charity trustees will remain in office when the notice of resignation is to take effect).

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

8 Charity trustees not to be personally interested

Except with the prior written approval of the Charity Commission, no charity trustee 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

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 the property of the Charity (except in order to hold it as a trustee of the Charity).

9 Officers

Chairman and Vice-chairman

9.1 At their first ordinary meeting in each year after the annual general meeting, the charity trustees 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

9.2 The charity trustees shall appoint a secretary and treasurer and may remove them from office at their discretion. The offices may be held by:

9.2.1 charity trustees (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 charity trustees think fit).

10 Meetings of the charity trustees

10.1 The charity trustees must hold at least two ordinary meetings in each year.

10.2 Meetings of the charity trustees may be arranged by the charity trustees at their meetings or may be called at any time by the chairman or any two charity trustees upon not less than ten days' notice having been given to all other charity trustees.

10.3 A special meeting may be called at any time by the chairman or any two charity trustees upon not less than seven clear days' notice being given to all other charity trustees 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 the charity trustees for the time being or three charity trustees, whichever is the greater, are present at a meeting.

10.6 Except where otherwise provided in this governing document, every issue may be determined

by a simple majority of the votes cast at a meeting of the charity trustees.

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 charity trustees shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any charity trustees.

11 Recording of Meetings

The charity trustees must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any charity trustee. The minute book must be retained by:

11.1 the secretary or

11.2 another suitable person appointed by the charity trustees to do so.

12 Annual general meeting and special meetings

12.1 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 charity trustees may allow inhabitants who are under 18 to attend (but not vote at) the meeting.

12.3 Annual general meetings are called by the charity trustees. 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 Property or other conspicuous place in the area of benefit and by such other means as the convenors 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 charity trustees must be the chairman of an annual general meeting. In his or her absence the chair must be taken by the vice-chairman (if any), failing which by any other member of the charity trustees chosen by the charity trustees, failing which by such person as the persons present shall by lot determine.

12.6 The charity trustees must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.

12.7 The charity trustees 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 charity trustees 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 Accounts

The charity trustees must comply with their obligations under the Charities Act 2011 with regard to:

- 13.1 the keeping of accounting records for the Charity
- 13.2 the preparation of annual statements of account for the Charity
- 13.3 the auditing or independent examination of the statements of account for the Charity and
- 13.4 the transmission of the statements of account of the Charity to the Charity Commission.

14 Annual Report

The charity trustees 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.

15 Annual Return

The charity trustees 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.

16 Receipts and Expenditure

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

17 Disposal of Trust Property and Incorporation

17.1 Subject to the provisions of this paragraph,

- 17.1.1 if the charity trustees decide at any time that on the grounds of expense of otherwise it is necessary or advisable to discontinue the use of the Trust Property and the trust fund in whole or in part for the Objects, the charity trustees may sell the Trust Property and other property comprised in the trust fund or any part of it on such terms as may be approved by the charity trustees in accordance with the provisions of Sections 117 to 123 of the Charities Act 2011;
- 17.1.2 if the charity trustees decide that the Charity should incorporate, the charity trustees may transfer the Trust Property and of the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity.

17.2 The charity trustees may only do so if:

- 17.2.1 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
- 17.2.2 such resolution is passed by three-quarters of such inhabitants present and voting at such meeting.

17.3 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 Property and advertised in a newspaper circulating in the area of benefit or in the charity's newsletter or on the charity's website.

17.4 Following the sale of the Trust Property and the trust fund in whole or in part in the circumstances described in paragraph 17.1.1, 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:

17.4.1 in the purchase or lease of other property approved by the charity trustees and to be held upon the trusts of the Charity or for such charitable purposes as near thereto as circumstances permit or

17.4.2 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.

17.5 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 governing document.

18 Amendment of this governing document

18.1 Subject to the provisions of this paragraph, this governing document may be amended by a resolution passed at either the annual general meeting or a special general meeting.

18.2 The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.

18.3 No amendment must be made which would vary this paragraph.

18.4 The prior written approval of the Charity Commission must be obtained to any amendment which would:

18.4.1 vary paragraphs 1 (objects), 8 (Charity trustees not to be personally interested), 17 (Disposal of Trust Property and Incorporation) and 21 (Dissolution).

18.4.2 change the name of the Charity

18.4.3 vary the powers of investment exercisable by the charity trustees.

18.5 The charity trustees must:

18.5.1 promptly send to the Charity Commission a copy of any amendment made under paragraph 18.1 and

18.5.2 keep a copy of such amendment with this governing document.

19 Rules

Within the limits prescribed by this governing document the charity trustees may from time to time make and alter rules for the management of the Charity and in particular with reference to:

19.1 the terms and conditions upon which the Trust Property or any part of the trust fund may be

used by persons or bodies other than the charity trustees for the purposes specified in this governing document and the sum (if any) to be paid for such use

19.2 the deposit of money at a proper bank or building society and the safe custody of documents

19.3 the appointment of an auditor or an independent examiner

19.4 the engagement or dismissal of such officers, servants and agents as the charity trustees may consider necessary and the payment of such persons (not being members of the charity trustees)

19.5 the summoning and conduct of meetings

20 Indemnity

The charity trustees, the 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.

21 Liquidation

If the charity trustees decide at any time that on the ground of expense or otherwise it is necessary or advisable to discontinue the use of the Trust Property in whole or in part for the purpose stated in paragraph 1 it shall call a Meeting of the inhabitants of the age of 18 years or upward of the area of benefit of which Meeting not less than fourteen days notice (stating the terms of the Resolution that will be proposed thereat) shall be posted in a conspicuous place or places on the Trust Property and advertised in a newspaper circulating in the area of benefit and if such decision shall be confirmed by a majority of such inhabitants present at such Meeting and voting the Committee may with the consent of the Charity Commission let or sell the Trust Property or any part thereof.

All moneys arising from such letting or sale (after satisfaction of any liabilities properly payable thereout) shall with such consent as aforesaid be applied either in the purchase of other property approved by the Committee and to be held upon the trusts for the purpose and subject to the provisions hereinbefore set forth (including this power) or as near thereto as circumstances will permit or 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 and meanwhile such moneys shall be invested to the name of the Official Trustee of Charitable Funds and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used for any purpose for which the income of the Trust Property may properly be applied.