



Charity Number: 508185

**Utterby Village Hall
Main Road
Utterby, Lincolnshire
LN11 0TQ**

CONSTITUTION

Background to Our Constitution

1. Utterby Village Hall was given in trust to the village of Utterby in 1948. The original Trust Deed of 27 January 1948 set out the administration and management provisions for the Charity and has been the governance document since then.
2. This Constitution does not change the original Trust Deed requirements, but builds on them, strengthened by Charity Commission guidance. It provides a modern, more accessible document, clearly setting out the rules for how the Charity is managed and administered in support of Utterby Village Hall.

A. Name

1. The name of the institution is Utterby Village Hall (“the Charity”). Charity number 508185.

B. Administration

1. The Charity and its property will be administered and managed in accordance with this Constitution, by the Members of the Management Committee, constituted by clause G of this Constitution (“the Management Committee”), subject to the matters set out below.

C. Objects

1. The Charity’s Objects (“the Objects”) state the purpose for the Hall’s existence in our Village. These are set out in the original Trust Deed:

“the purposes of physical and mental training, and recreation, and social, moral and intellectual development through the medium of reading and recreation rooms, library, lectures, classes and entertainments or otherwise as may be found expedient for the benefit of the inhabitants of the beneficial area, without distinction of sex or political, religious, or other opinions”

D. Powers

1. The Management Committee may exercise the following powers to achieve the Objects:
 - 1.1 Raise funds or invite and receive contributions by way of hire, donation and otherwise.
 - 1.2 Recruit suitable volunteers and staff as required to achieve the Objects.
 - 1.3 Do all other such lawful things as will further the Objects.

E. Membership

1. Membership of the Charity (“the Members”) will be made up of any person over the age of 18 years, resident in the Parish of Utterby and it’s immediate vicinity.

F. Named Officers

1. The Members will elect a Chair, a Secretary and a Treasurer at the Annual General Meeting of the Charity, who will hold office from the conclusion of that meeting.

G. The Management Committee

1. All members of the Management Committee will be designated as Management Trustees.
2. The Management Committee will consist of the following:
 - a. Seven elected Management Trustees, from Members, to include roles of Chair, Treasurer and Secretary.
 - b. Management Trustees representing Utterby Parish Organisations, selected by their Organisation (e.g. Utterby Parish Council, St Andrew's Church).
 - c. Management Trustees representing Regular Hirers, selected by their Group or Organisation.
 1. Regular Hirer Management Trustees, will be enlisted from not-for-profit and Charity Groups or Organisations.
 2. Regular Hirers, who use the Hall as part of a business, are not permitted to be Management Trustees.
 - d. Up to three Management Trustees may be co-opted from the Parish of Utterby by the Management Committee to represent interests not already represented by any other Organisation.
3. Any new Organisation formed in the Parish may select a representative to join the Committee as a Management Trustee, subject to approval by the majority of the Committee.
4. All the Members of the Management Committee will retire from office together at the Annual General Meeting after the date on which they came into office, but they may be re-elected or re-appointed.
5. The proceedings of the Management Committee will not be invalidated by any vacancy among their number.
6. Nobody will be appointed as a member of the Management Committee:
 - a. who is aged under 18
 - b. until they have signed the Trustee Declaration of acceptance and a show a willingness to act in the trusts of the Charity.

H. Determination of Membership of Management Committee

1. A member of the Management Committee will cease to hold office if they -
 - a. Are disqualified from acting as a member of the Management Committee as set out in "Automatic Disqualification Guidance for Charities" published 17 January 2018 (or any statutory re-enactment or modification of that provision).
 - b. Become incapable by reason of illness or injury of managing and administering their own affairs.
 - c. Are 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 or her office be vacated.
 - d. Do not act in a manner that upholds the Objects and Governance of the Charity.
 - e. Notify the Management Committee of a wish to resign. However, at least three Members of the Management Committee must remain in office when the notice of resignation is to take effect.

I. Trustees' Personal Interests

1. No Management or Holding Trustee will acquire any personal interest in property belonging to the Charity, or receive remuneration, or be interested in any contract entered into by the Management Committee, other than as a Trustee for the Charity.

J. Meetings and Proceedings of the Management Committee

1. The Management Committee will hold at least three Ordinary Meetings (OM) each year.
 - a. Additional meetings may be called at any time by the Chair, or by any two Management Trustees, with not less than 4 days notice being given of the matters to be discussed.
 - b. If the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
2. The Chair will lead the meetings of the Management Committee. If the Chair is absent from any meeting, Management Trustees present will choose one of their number to be Chair of the meeting before any other business is transacted.
3. There will be a quorum when at least one third of the number of Members of the Management Committee are present at a meeting. Business may be discussed and minuted but voting cannot take place and binding decisions cannot be made.
4. Every matter at a Committee Meeting will be determined by a majority of votes of the Management Trustees present. In the case of equality of votes, the Chair will have a second or casting vote.
5. The Secretary of the Management Committee will take minutes and keep electronic copies. These will be shared with the Committee.
6. The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings. No rule may be made which is inconsistent with this Constitution.
7. The Management Committee may carry out some business by email between meetings.
 - a. Committee business may involve reading and approving documents, quotes and policies.
 - b. Where a vote is required on a matter, the rule at J4 above will still apply with responses made by email.
8. The Management Committee may appoint one or more sub-committees consisting of three or more Management Trustees. This may be for the purpose of supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any sub-committees will be minuted and promptly reported to the Management Committee for final approval.

K. Annual General Meeting

1. There will be an Annual General Meeting (AGM) of the Charity which will be held in April each year, or as soon as practicable thereafter.
2. Every AGM will be called by the Management Committee with at least 21 days notice being given.
3. All the Members of the Charity will be entitled to attend and vote at the meeting.
4. Notice of the AGM will be posted on the Hall's website, social media accounts and Hall notice boards. Invitations will also be hand delivered to Members' doors.
5. The Management Committee will present an Annual Report and accounts for the preceding year.
6. All Management Trustees will be elected at the AGM.
7. Nominations for election to the Management Committee must be made by Members, Organisations and Regular Hirers, to the Secretary, at least 14 days before the AGM. Should nominations exceed vacancies, election will be by ballot.
8. Minutes of the AGM will be taken, stored electronically and published on the Hall's website.

L. Special General Meetings

1. The Management Committee may call a Special General Meeting (SGM) of the Charity at any time, with at least 21 days notice, stating the business to be discussed.
2. Additionally, if at least ten Members request such a meeting, in writing, stating the business to be considered, the Secretary will call such a meeting.
3. Notice of any SGM will be posted on the Hall's website, on the Hall's notice boards and invitation notes delivered to Members' doors.
4. Minutes of any SGM will be taken, stored electronically and published on the Hall's website.

M. Property

1. The Management Committee will ensure that all land held by, or in trust for the Charity, will be vested in not less than three individuals appointed by the Management Committee as Holding Trustees or in the Official Custodian for Charities' 'land holding' service (The Official Custodian).
 - a. Holding Trustees will act in accordance with the lawful directions of the Management Committee and may be removed by the agreement of the Management Committee.
 - b. Holding Trustees will not be liable for the acts and defaults of its Members provided they act only in accordance with the lawful directions of the Management Committee.

N. Hire of the Hall

1. The booking process and Terms of Hire are set down in the Hall Hire Agreement which is posted on the Village Hall's website.
 - a. Applications to hire Utterby Village Hall are made by contacting the Secretary and completing a Hall Hire Booking form. If the Application is approved, the document amounts to a contract between the Management Committee and the Hirer of the Hall for the activity or event described.
 - b. The Hire Agreement is also signed as part of this contract, before hire commences,
2. Regular Hirers will sign the Hire Agreement on their first hire and then this Agreement will serve as ongoing, with reviews as or when necessary.
3. The Chair, or the Management Committee, may use discretion to waive or vary the standard charges as deemed appropriate.
4. The hire application procedure will be followed in all cases for any use of the Village Hall.
5. The Management Committee will draw up and review policies and procedures for the safe and effective operation of the Hall. These policies will be published on the Hall website and paper copies kept in a file at the Hall.

O. Receipts and Expenditure

1. The funds of the Charity, including hire fees, donations, contributions and grants, will be paid into an account operated by the Management Committee in the name of the Charity at a bank that the Management Committee will decide.
2. All cheques drawn on the account must be signed by two of the named authorised signatories.
3. The funds belonging to the Charity will be applied only in furthering the Objects.

See also Financial Governance Policy

P. Accounts

1. The Management Committee will comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:
 - a. the keeping of accounting records for the Charity.
 - b. the preparation of quarterly and annual statements of account for the Charity.
 - c. the requirements for auditing of the statements of account of the Charity.

See also Financial Governance Policy

Q. Annual Return

1. The Management Committee will comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

See also Financial Governance Policy

R. Annual Report

1. The Management Committee will prepare an Annual Report and comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to any required transmission of the report to the Charity Commission.

S. Alterations to the Constitution

1. Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by the Management Committee with at least two thirds majority.
 - a. No amendment may be made to clause A (the name of Charity), clause C (the Objects), clause I (Trustees Personal Interest), clause T (Dissolution) or clause S (Alterations to the Constitution), without the prior consent in writing of the Charity Commission.
 - b. No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
2. A copy of any amendment made under this clause will be sent to the Charity Commission.

T. Dissolution

1. The Management Committee may decide on the grounds of expense or otherwise that it is necessary or advisable to discontinue the use of the Trust Premises, in whole or in part.
2. A meeting of all Members will be called, with not less than 14 days notice being given, stating the terms of the resolution to be proposed.
3. The Management Committee, with the consent of the Charity Commission, will have the power to let or sell the Trust Premises (or part thereof), if the proposal is confirmed by a majority of those Members present.
4. Any assets remaining, after the satisfaction of any proper debts and liabilities, shall be used to either purchase other premises approved by the Committee, to be held in trust and used to carry out the provisions set out in this Constitution, or to be used towards another charitable purpose and Objects for the benefit of the residents of Utterby, as may be approved by the Charity Commission.
5. Any money arising from the sale of any assets shall be invested in the name of the Management Trustees until the objectives stated at paragraph T4 are achieved.
Any income from this investment shall be accumulated (for as long as allowed by law) or used for any charitable purpose that falls within the original remit of the Utterby Village Hall Trust (para 1 of the first schedule of the original Trust Deed).
6. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

Adoption of the Constitution

This constitution was affirmed and adopted at a Management Committee Meeting on 16 September 2024 by the following Management Trustees -

- Simon Lashbrooke-Small
- Di Bateman
- Paul Crane
- Andrew Lashbrooke-Small
- Chris Bateman
- Tina Bryan
- Ann Van Spall
- Clare Jones
- Melanie Whitehall
- Valerie Sawford
- Shane Richards

GLOSSARY

THE TRUST DEED

THE CHARITY

Utterby Village Hall is the Charity, set up to carry out the Objects as detailed in the original Trust Deed of 1948 (paragraph C1 of this Constitution).

THE MEMBERS

Anyone aged 18 or over from the parish of Utterby and surrounding areas is considered a Member of the Charity.

HIRERS

Individuals, organisations or groups that hire the Hall for activities, either on a regular or ad hoc basis.

THE MANAGEMENT COMMITTEE & MANAGEMENT TRUSTEES

The group of people, elected from the Members, to run and manage the Charity.

The members of the Management Committee are all designated as Management Trustees with the responsibilities set out in this Constitution.

HOLDING TRUSTEES

Is a Village Hall Trustee with no responsibility for the day to day management of the Hall. They hold the legal title to the Hall only.

THE CHARITY COMMISSION

The Charity Commission is an independent, non-ministerial government department accountable to Parliament. The Commission looks after more than 180,000 registered charities as of March 2024, including large national and multi-national charities.

THE OFFICIAL CUSTODIAN OF CHARITIES' 'LAND HOLDING' SERVICE (THE OFFICIAL CUSTODIAN)

The Official Custodian is an entity created by the Charities Act 2011 whose main function is to hold land belonging to a charity on trust for the charity.