

Glangrwyney Village Hall (523659)

At a meeting of the management committee of the Charity held on 2013 the following resolution was passed in accordance with s.280 of the Charities Act 2011.

Resolution

That the governing document of the Charity, namely the First Schedule to the Lease and Trust Deed dated 1st April 1965 (as amended by a resolution of the management committee dated 29th March 2012), be amended in the following manner:

1. By the substitution of ‘Charity’ for ‘Foundation’ in clauses 1 and 14 of the First Schedule to the Lease and Trust Deed dated 1st April 1965;
2. By the substitution of ‘management committee’ for ‘Committee’ in clause 14 of the First Schedule to the Lease and Trust Deed dated 1st April 1965;
3. By the deletion of clauses 8 and 21 of the First Schedule to the Lease and Trust Deed dated 1st April 1965;
4. By the deletion in their entirety of the clauses contained in the resolution of the management committee dated 29th March 2012 and the substitution therefor of the following:

“2. Administration, repairs and insurance

2.1 The Charity, the Trust Property and other land acquired by the Charity (together hereinafter referred to as “Property”) and other property of the Charity 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.

2.2 The management committee must:

2.2.1 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

2.2.2 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.

3. The custodian trustee

3.1 Vale of Grwyney Community Council (“Community Council”) is the custodian trustee of the Charity and the provisions of Section 2(4) of the Public Trustee Act

1906 apply to the Community Council and to the management committee respectively in like manner as they apply to the public trustee and managing trustees.

- 3.2 The Community Council has no powers of management except such as are expressly conferred on it by this Deed.
- 3.3 The Community Council must do all that is asked of it by the management committee in relation to the Property unless it involves a breach of trust or involves a personal liability upon it. Provided it acts only in accordance with the lawful directions of the management committee, the Community Council will not be liable for the act and defaults of the management committee or any of its members.
- 3.4 The powers of appointing new or additional custodian trustees and of discharging custodian trustees are exercisable by the management committee alone, but the Community Council has the same power of applying to the court or to the Charity Commission for the appointment of a new custodian trustee as has any other trustee for a charity.

4. Powers of the management committee

The management committee has 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 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 clause 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 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 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 to remunerate any member of the management committee and any connected persons for services rendered to the Charity PROVIDED THAT:
- 4.11.1 the amount or maximum amount of the remuneration is set out in an agreement in writing between the management committee and the member concerned
- 4.11.2 such member and all connected persons (if any) shall not be present at or take part in any discussions or decision relating to such remuneration or the performance and supervision of such services
- 4.11.3 any decision to remunerate such member and any connected persons shall be taken unanimously by the other members present and voting at the meeting at which the decision is made
- 4.11.4 the other members are satisfied that they have explored all other avenues of service provision by third parties and that the services rendered by the member or any connected persons and the payment of remuneration are in the best interests of the Charity
- 4.11.5 the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member and any connected persons to the Charity
- 4.11.6 the other members are satisfied that the services rendered to the Charity are of special value to the Charity having regard to such member's ability, qualifications,

or experience and/or to the level of remuneration for which he/she has agreed to provide them

- 4.11.7 all deliberations and decisions of the management committee under the above are minuted and the secretary is instructed to display the minute of such deliberations and decisions on the Charity's notice board immediately after the minutes have been approved
- 4.11.8 the number of such members for the time being in receipt of remuneration do not exceed a minority of the members of the management committee and
- 4.11.9 the management committee has had regard to any guidance given by the Charity Commission concerning the making of such agreement;
- 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 management committee shall consist of:
 - 5.1.1 a Chair, Treasurer, Secretary and at least two other charity trustees (but without any upper limit) all of whom must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 11.7, and
 - 5.1.2 up to 4 co-opted members.
- 5.2 Co-opted charity trustees must be appointed at a duly constituted meeting of the management committee.

Term of office

- 5.3 Subject to clauses 7.1 and 7.2 the period of office of charity trustees starts:
 - 5.3.1 in the case of elected charity trustees, at the end of the annual general meeting at which they are elected
 - 5.3.2 in the case of co-opted members, from the date of their co-option.
- 5.4 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

- 5.5 In the event of a casual vacancy, the management committee must minute it at their next meeting. 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 charity trustees

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

Register of charity trustees

5.7 The management committee 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 for becoming a charity trustee

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

6.1.1 unless he or she has a residential address in the Specified Area (as defined in clause 11.2) SAVE THAT charity trustees co-opted to the management committee do not require such residence qualification

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

6.1.3 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

6.1.4 in circumstances such that, had he or she already been a member of the management committee, he or she should have been disqualified from office under the provisions of clause 7.1.

6.2 No person shall be entitled to act as a charity trustee 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 trusteeship

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 the Charities Act 2011

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

7.1.3 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 or

7.1.4 three-quarters of the charity trustees decide at a meeting of the management committee that it is in the best interests of the Charity that the charity trustee in

question should be removed as a charity trustee, and pass a resolution to that effect. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the charity trustees.

- 7.2 A person shall cease to be a charity trustee if he or she notifies the management committee in writing of his or her wish to resign (but only if at least four 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 at least four new charity trustees in accordance with clause 5.1.2 or (b) convened a special general meeting in accordance with clause 11.7.

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

9. Meetings of the management committee

- 9.1 The management committee must hold at least four ordinary meetings in each year.
- 9.2 Meetings of the management committee may be arranged by the charity trustees at their meetings or may be called at any time by the Chair or any two charity trustees upon not less than ten days' notice having been given to all other charity trustees.
- 9.3 A special meeting may be called at any time by the Chair 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.
- 9.4 If the Chair is absent from any meeting, the Secretary shall preside; otherwise the charity trustees present must, before any other business is transacted, choose one of their number to be chairman of the meeting.
- 9.5 There shall be a quorum when at least four charity trustees for the time being are present at a meeting.
- 9.6 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 management committee.

- 9.7 The Chair of the meeting may cast a second or casting vote only if there is a tied vote.
- 9.8 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 charity trustee.

10. 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 charity trustee. The minute book must be retained by:

- 10.1 the Secretary or
- 10.2 another suitable person appointed by the management committee to do so.

11. Annual general meeting and special meetings

- 11.1 Annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 11.2 All persons of 18 years and upward entered on to the local authority electoral register and resident or allowed to vote within the combined geographical area covered by the electoral wards of Glangrwyney and Llangenny (“Specified Area”) must be entitled to attend and vote at general meetings of the Charity. The management committee may allow such persons who are under 18 to attend (but not vote at) the meeting.
- 11.3 Annual general meetings shall be convened by the management committee. Public notice of every annual general meeting must be given in the Specified Area of at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the Property or other conspicuous place in the Specified Area and by such other means as the convenors think fit.
- 11.4 There shall be a quorum when at least seven people who are eligible to attend and vote in accordance with clause 11.2 are present at a general meeting.
- 11.5 The Chair must be the chairman of an annual general meeting. In his or her absence the chair must be taken by the Secretary, failing whom by any other charity trustee chosen by the management committee, failing which by such person as the persons present shall by lot determine.
- 11.6 The management committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.
- 11.7 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 Specified Area giving reasons for the request, call, a special general meeting of the Charity. 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.

- 11.8 The Secretary or other person appointed by the management committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 11.9 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.

12. Accounts

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

- 12.1 the keeping of accounting records for the Charity
- 12.2 the preparation of annual statements of account for the Charity
- 12.4 the auditing or independent examination of the statements of account for the Charity and
- 12.5 the transmission of the statements of account of the Charity to the Charity Commission.

13. 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.

14. 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.

15. 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 charity trustees.

16. Rules

Within the limits prescribed by this governing document 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 Property or any part of the trust fund may be used by persons or bodies other than the management committee for the purposes specified in this governing document 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 charity trustees)
- 16.5 the summoning and conduct of meetings.

17. Disposal of Trust Property, Incorporation and Dissolution

- 17.1 Subject to the provisions of this clause:
 - 17.1.1 if the management committee decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of the Property and the trust fund in whole or in part for the Objects, the management committee may sell the Property and other property comprised in the trust fund 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;
 - 17.1.2 if the management committee decides that the Charity should incorporate, the management committee may transfer or require the transfer of the Property and the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity.
- 17.2 The management committee 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 Specified Area 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 Property and advertised in a newspaper circulating in the Specified Area or in the Charity's newsletter or on the Charity's website.
- 17.4 Following the sale of the Property and the trust fund in whole or in part in the circumstances described in clause 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 management committee and to be held upon the trusts of the Charity for to 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 Objects.
- 17.6 In the event of the Charity being dissolved 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.

18. Indemnity

The charity trustees and the custodian trustee or their successors in title 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.”

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Chair