

ASHURST VILLAGE HALL (Registered Charity Number 305341)

GOVERNING DOCUMENT

This is the governing document of the Charity as at 17th May 2018. It comprises the Charity Commission Scheme dated 24th November 1964 which governs the administration of the Ashurst Village Hall Foundation, which was founded and regulated by a Deed dated 6th November 1909, as amended by a resolution taken in accordance with S280 of the Charities Act 2011 at the charity's Annual General Meeting on 17th May 2018.

1. The Foundation

In this Scheme the expression "The Foundation" means the Foundation called the Village Hall, in the Parish of Ashurst, in the Administrative County of West Sussex, founded and regulated by a Deed dated 6th November 1909.

2. Charity

The Charity is a charitable trust whose name is Ashurst Village Hall. The Foundation and its endowment (including the particulars specified in the Schedule hereto) shall be administered in conformity with the provisions of this governing document by the Committee of Management hereinafter constituted as the charity trustees thereof:

3. Objects

The object of the Foundation shall be the provision and maintenance of a village hall for the use of the inhabitants of Ashurst and the neighbourhood without distinction of sex or of political, religious or other opinions, and in particular 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.

4. Administration, repairs and insurance, and use of income and capital

4.1 The Charity, the Property and the trust fund 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.

4.2 The management committee must:

4.2.1 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

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- 4.2.2 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.
- 4.3 The management committee must firstly apply:
- 4.3.1 the Charity's income and
- 4.3.2 if the management committee think fit, expendable endowment and
- 4.3.3 when the expenditure can properly be charged to it, its permanent endowment in meeting the proper costs of administering the Charity and of managing its property (including the repair and insurance of its buildings).
- 4.4 After payment of these costs, the management committee must apply the remaining income in furthering the Objects.

5. Vesting in the Official Custodian for Charities

- 5.1 The holding trustees and all persons holding any interest in land beneficially owned by the Charity must take such steps as may be necessary for the purpose of vesting in the Official Custodian for Charities all freehold and leasehold lands belonging to the Charity.

6. Powers of the management committee

The management committee has the following powers, which may be exercised only in promoting the Objects:

- 6.1 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
- 6.2 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
- 6.3 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)
- 6.4 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)

- 6.5 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
- 6.6 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
- 6.7 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
- 6.8 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.
- 6.9 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)
- 6.10 other than where the 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 London Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the management committee, and to pay such a nominee reasonable and proper remuneration for acting as such
- 6.11 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.

7. The management committee

7.1 The management committee shall consist of:

7.1.1 up to 7 charity trustees elected in accordance with clause 7.2

7.1.2 up to 4 charity trustees appointed in accordance with clause 7.3 and

7.1.3 up to 2 co-opted members.

All such members of the management committee are charity trustees for the purposes of charity law. There must be at least three charity trustees.

Elected members

7.2 The elected charity trustees must be elected at an annual general meeting or a special general meeting at which all inhabitants of the area of benefit of 18 years and upward are entitled to attend and vote in accordance with clause 14.7.

Appointed members

7.3 The charity trustees 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 charity trustee of the Charity. Each listed user body shall have the right to appoint one charity trustee.

7.4 Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary.

7.5 The person appointed need not be a member of the relevant appointing body.

7.6 The management committee must promptly report any vacancy in the office of an appointed member to the body entitled to fill it.

7.7 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. 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. The charity trustees may, with the approval of (a) the body concerned and (b) not less than two-thirds of all the charity trustees, remove a body from such list of user bodies.

Co-opted members

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

Term of office

- 7.9 Subject to Clauses 7.10 and 7.11, the period of office of members of the management committee starts:

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

7.9.2 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
Subject to clause 9, the period of office of appointed charity trustees ends on the day on which notification of his or her removal is received by the Secretary.

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

- 7.10 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

- 7.11 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

- 7.12 The management committee must give each new member 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

- 7.13 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.

8. Eligibility for membership of the management committee

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

- 8.1.1 unless he has attained the age of 18 years or
- 8.1.2 if he is disqualified from acting as a member of the committee by virtue of Section 178 of the Charities Act 2011 or
- 8.1.3 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 Clause 9.

8.2 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.

9. Termination of Membership of the management committee

9.1 A person shall cease to be a member of the management committee if he:

- 9.1.1 is disqualified from acting as a member of the management committee by virtue of Section 178 of the Charities Act 2011
- 9.1.2 becomes incapable by reason of a mental disorder, illness or injury of managing and administering his own affairs or
- 9.1.3 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.

9.2 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).

9.3 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 Clause 7 or (b) convened a special general meeting in accordance with Clause 14.7.

10. Members not to be personally interested

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

- 10.1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Clause 6.10 and reimbursement of out of pocket expenses properly incurred in fulfilling the decisions of the charity trustees.
- 10.2 have a financial interest in the supply of goods or services to the Charity or
- 10.3 take or hold any interest in any property belonging to the Charity, otherwise than as a trustee for the purposes thereof.

11. Officers

Chairman and vice-chairman

- 11.1 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

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

12. Meetings of the Management Committee

- 12.1 The management committee must hold at least two ordinary meetings in each year.
- 12.2 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.
- 12.3 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.
- 12.4 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.
- 12.5 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.

- 12.6 Except where otherwise provided in this Constitution, every issue may be determined by a simple majority of the votes cast at a meeting of the management committee.
- 12.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 12.8 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.

13. 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:

- 13.1 the secretary or
- 13.2 another suitable person appointed by the management committee to do so.

14. Annual General Meeting and Special Meetings

- 14.1 Annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 14.2 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.
- 14.3 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 Property or other conspicuous place in the area of benefit and by such other means as the convenors think fit.
- 14.4 There shall be a quorum when at least seven people are present at an annual general meeting.
- 14.5 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.
- 14.6 The management committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.
- 14.7 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.

- 14.8 The secretary or other person appointed by the management committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 14.9 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.

15. Accounts

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

- 15.1 the keeping of accounting records for the Charity
- 15.2 the preparation of annual statements of account for the Charity
- 15.3 the auditing or independent examination of the statements of account for the Charity and
- 15.4 the transmission of the statements of account of the Charity to the Charity Commission.

16. 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.

17. 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.

18. 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.

19. Taking of decisions by charity trustees

Any decision may be taken either:

- 19.1 at a meeting of the charity trustees; participating at such a meeting shall qualify as being present at the meeting; or
- 19.2 by a resolution in writing or in electronic form agreed by a simple majority of all the charity trustees entitled to receive notice of a meeting of charity trustees or of a committee of charity trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the charity trustees or (as the case may be) a committee of charity trustees duly convened and held provided that:
 - 19.2.1 a copy of the resolution is sent or submitted to all the charity trustees eligible to vote; and
 - 19.2.2 a simple majority of charity trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

20. Amendment of the Constitution

- 20.1 Subject to the provisions of this clause, this Constitution may be amended.
- 20.2 With the exception of an amendment made by virtue of Clause 7.8, any other amendment must be made by a resolution passed at either the annual general meeting or a special general meeting.
- 20.3 The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- 20.4 No amendment must be made which would vary this clause.
- 20.5 The prior written approval of the Charity Commission must be obtained to any amendment which would:
 - 20.5.1 vary Clauses 3 (objects) or 10 (members not to be personally interested)
 - 20.5.2 remunerate (other than out of pocket expenses) or provide any benefit to be obtained by the charity trustees

20.5.3 change the name of the Charity

20.5.4 vary the powers of investment exercisable by the management committee.

20.6 The management committee must:

20.6.1 promptly send to the Charity Commission a copy of any amendment made under sub-clause 20.2 and

20.6.2 keep a copy of such amendment with this Constitution.

21. Rules

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

21.1 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 Constitution and the sum (if any) to be paid for such use

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

21.3 the appointment of an auditor or an independent examiner

21.4 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)

21.5 the summoning and conduct of meetings.

22. Indemnity

The members of the management committee and the holding/custodian trustees 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.

Recital:

23. Questions under Scheme

If any question arises as to the construction of this Scheme, or as to the regularity or the validity of any acts done or about to be done under this Scheme, it shall be determined by the Secretary of State *, upon such application made to them for the purpose as they think sufficient, and such determination shall be binding on the Committee and all persons claiming under the Foundation.

24. Interpretation

The Interpretation Act 1889 shall apply for the interpretation of this Scheme as it applies for the interpretation of an Act of Parliament.

25. Date of Scheme

The date of this Scheme shall be the day on which it is established by an Order of the Secretary of State.*

The Secretary of State for Education and Science* orders that the foregoing Scheme be established. Given under the Official Seal of the Secretary of State for Education and Science on 24th November 1964.

*Note that the functions of the Secretary of State are now those of the Charity Commissioners of England and Wales.

Definitions and interpretation

1.1 In this Governing Document:

‘area of benefit’ means the Parish of Ashurst

‘the Charity’ means Ashurst Village Hall

‘management committee’ means the charity trustees of the Charity

‘permanent endowment’ means property of the Charity (i.e. land, buildings, investments or cash) which the management committee may not spend as if it were income without the prior approval by order of the Charity Commission; and expendable endowment means capital of the Charity which may be so spent

‘Property’ means the property described in the Schedule below

‘secretary’ means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity

‘trust fund’ means all property monies and other assets of the Charity from time to time other than the Property.

1.2 Words importing the singular only shall include the plural; words denoting one gender shall include each gender and all genders; and words importing natural persons shall include also corporations.

1.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Schedule:

Site and buildings of Ashurst Village Hall, Ashurst, Steyning, West Sussex BN44 3AP. Extent: 350 square yards.

Land Registry Title No WSX357345.

Registered proprietor: The Official Custodian for Charities on behalf of The Trustees of Ashurst Village Hall of P.O. Box 1227, Liverpool L69 3UG.