

Rotherwick Village Hall Charity (charity number 258630) ("the Charity")

In accordance with the powers contained in section 280 of the Charities Act 2011 and all other powers them enabling the Trustees of the Charity resolve that the provisions of the Trust Deed of the Charity dated 19 December 1931 ("the Trust Deed") shall be amended as follows:-

1. Paragraphs 5, 6, 7, 8,9,10,11,16,17 and 18 of the Trust Deed shall be deleted in their entirety.

2. At the end of Paragraph 4 of the Trust Deed there shall be inserted the following wording:-

"4.1 In this Deed the following expressions have the following meanings

'connected persons' means and includes, in relation to a member of the management committee:

- that person's spouse or long term partner
- that person's relatives, namely their children, parents, grandchildren, grandparents, brothers, sisters and their spouses and
- persons related by marriage

'holding/custodian trustees' means the Official Custodian for Charities and any other holding/custodian trustees from time to time appointed by the Charity in accordance with this Trust Deed

'management committee' means the charity trustees appointed in accordance with Paragraph 11 and "trustee" means a member of the management committee

'Objects' means the objects of the Charity described in Paragraph 14 of the Trust Deed

'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 Rotherwick Village Hall The Street Rotherwick Hants

"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.

2.2 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.

2.3 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."

3. A new Paragraph 5 shall be inserted in the Trust Deed as follows:-

"5. 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. A new Paragraph 6 shall be added to the Trust Deed as follows:-

"6. A person shall cease to be a member of the management committee if he:

6.1 is disqualified from acting as a member of the management committee by virtue of Section 178 of the Charities Act 2011

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

6.3 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 Paragraph 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."

5. A new Paragraph 7 shall be added to the Trust Deed as follows:-

"7. Until the end of the first annual general meeting to be held after the date hereof, the management committee shall comprise the following persons:
Ray Beech, Polly A'Court, John Cutler, Sue Cutler, Amanda Palmer, Sue Scrutton and Lisa Sharp"

6. A new Paragraph 8 shall be added to the Trust Deed as follows:-

"8. 8.1 The management committee must:

8.1.1 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

8.1.2 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.

8.2 The management committee must firstly apply:

8.2.1 the Charity's income and

8.2.2 if the management committee think fit, expendable endowment and

8.2.3 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).

8.3 After payment of these costs, the management committee must apply the remaining income in furthering the Objects.

8.4 The management committee may also apply for the Objects:

8.4.1 expendable endowment and

8.4.2 permanent endowment, but only on such terms for the replacement of the amount spent as the Charity Commission may approve by order in advance. "

7. A new Paragraph 9 shall be added to the Trust Deed as follows:-

"the powers of appointing new or additional holding trustees and of discharging holding trustees are exercisable by the management committee alone, but the holding trustees have the same power of applying to the court or to the Charity Commission for the appointment of a new holding trustee as has any other trustee for a charity. The holding trustees are disqualified from holding office as members of the management committee and no member of the management committee may be appointed a holding trustee so long as he or she remains in office as such member."

8. A new Paragraph 10 shall be added to the Trust Deed as follows:-

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

10.1 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

10.2 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

10.3 subject to Paragraph 20 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

10.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)

- 10.5 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)
- 10.6 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
- 10.7 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
- 10.8 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
- 10.9 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.
- 10.10 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)
- 10.11 to remunerate any member of the management committee and any connected persons for services rendered to the Charity PROVIDED THAT:
 - 10.11.1 the amount or maximum amount of the remuneration is set out in an agreement in writing between the management committee and the member concerned
 - 10.11.2 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
 - 10.11.3 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

- 10.11.4 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
 - 10.11.5 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
 - 10.11.6 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
 - 10.11.7 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
 - 10.11.8 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
 - 10.11.9 the management committee has had regard to any guidance given by the Charity Commission concerning the making of such agreement.
 - 10.12 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
 - 10.13 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."
9. A new Paragraph 11 shall be added to the Trust Deed as follows:-
- "11.1 The first members of the management committee described in Paragraph 4.1 shall hold office until the end of the first annual general meeting of the Charity.
 - 11.2 Subject to Paragraph 11.1, the management committee shall consist of:
 - 11.2.1 Up to 10 elected members
 - 11.2.2 Up to 2 co-opted members.

All such members of the management committee are charity trustees for the purposes of charity law.

- 11.3 The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in Paragraph 18.7 and the period of office starts at the end of the annual general meeting at which they are elected
- 11.4 Co-opted members must be appointed at a duly constituted meeting of the management committee and the period of office starts at the date of co-option.
- 11.5 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.
- 11.6 The management committee must give each new member on their first appointment a copy of this Deed and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.
- 11.7 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.
- 11.8 No person may be elected or appointed as a member of the management committee:
 - 11.8.1 unless he has attained the age of 18 years or
 - 11.8.2 if he is disqualified from acting as a member of the committee by virtue of Section 178 of the Charities Act 2011 or
 - 11.8.3 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 6.
 - 11.8.4 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.
- 11.9 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).
- 11.10 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 11 or (b) convened a special general meeting in accordance with Paragraph 18.7.

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

11.11.1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Paragraph 10.10 and remuneration paid in accordance with Paragraph 10.11 or

11.11.2 have a financial interest in the supply of goods or services to the Charity or

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

11.12 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.

11.13 The management committee shall appoint a secretary and treasurer and may remove them from office at their discretion. The offices may be held by:

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

11.13.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the management committee think fit)."

10. A new Paragraph 16 shall be added to the Trust Deed as follows:-

16.1 The management committee must hold at least two ordinary meetings in each year.

16.2 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.

16.3 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.

16.4 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.

16.5 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.

- 16.6 Except where otherwise provided in this Deed, every issue may be determined by a simple majority of the votes cast at a meeting of the management committee.
- 16.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 16.8 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. A new Paragraph 17 shall be added to the Trust Deed as follows:-
- "17. 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:
- 17.1 the secretary or
- 17.2 another suitable person appointed by the management committee to do so."
12. A new Paragraph 18 shall be added to the Trust Deed as follows:-
- "18.1 The first annual general meeting must be held within twelve months after the date of this Deed and subsequent annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 18.2 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.
- 18.3 The first annual general meeting after the date of this Deed must be convened by the first members of the management committee described in Paragraph 7 and subsequent annual general meetings 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.
- 18.4 There shall be a quorum when at least five people are present at an annual general meeting.
- 18.5 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.
- 18.6 The management committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.

- 18.7 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.
- 18.8 The secretary or other person appointed by the management committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 18.9 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. A new Paragraph 21 shall be added to the Trust Deed :-
- "21. The management committee must comply with their obligations under Part 8 and Part 10 of the Charities Act 2011 with regard to:
- 21.1 the keeping of accounting records for the Charity
- 21.2 the preparation of annual statements of account for the Charity
- 21.3 the auditing or independent examination of the statements of account for the Charity and
- 21.4 the transmission of the statements of account of the Charity to the Charity Commission.
- 21.5 The management committee must comply with their obligations under Part 8 and 10 of the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Charity Commission.
- 21.6 The management committee must comply with their obligations under Part 8 of the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Charity Commission.
- 21.7 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."
14. A new Paragraph 22 shall be added to the Trust Deed :-
- "22.1 Subject to the provisions of this Paragraph,
- 22.1.1 if the management committee decides at any time that on the grounds of expense of 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 or require the sale of 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 117-121 and section 124 of the Charities Act 2011;

22.1.2 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.

22.2 The management committee may only do so if:

22.2.1 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

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

22.3 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 area of benefit.

22.4 Following the sale of the Property and the trust fund in whole or in part in the circumstances described in Paragraph 22.1, 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:

22.4.1 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

22.4.2 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.

22.5 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 Deed.

22.6 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."

15. A new Paragraph 23 shall be added to the Trust Deed as follows:-

- "23.1 Subject to the provisions of this Paragraph, this Deed may be amended by a resolution passed at either the annual general meeting or a special general meeting.
- 23.2 The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- 23.3 No amendment must be made which would vary this Paragraph.
- 23.4 The prior written approval of the Charity Commission must be obtained to any amendment which would:
- 23.4.1 vary Paragraphs 14 (objects), 11 (members not to be personally interested) and 22 (disposal of trust property, incorporation and dissolution).
- 23.4.2 vary the composition of the management committee or the terms on which members hold office
- 23.4.3 change the name of the Charity
- 23.4.4 vary the powers of investment exercisable by the management committee.
- 23.5 The management committee must:
- 23.5.1 promptly send to the Charity Commission a copy of any amendment made under sub-Paragraph 23.1 and
- 23.5.2 keep a copy of such amendment with this Deed.
- 23.6 Within the limits prescribed by this Deed the management committee may from time to time make and alter rules for the management of the Charity and in particular with reference to:
- 23.6.1 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 Deed and the sum (if any) to be paid for such use
- 23.6.2 the deposit of money at a proper bank or building society and the safe custody of documents
- 23.6.3 the appointment of an auditor or an independent examiner
- 23.6.4 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)
- 23.6.5 the summoning and conduct of meetings.
- 23.7 The members of the management committee, 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."

Signed by the trustees of the Charity as a Deed

.....
.....

In the presence of:-

Witness signature

Witness name

Witness address

Dated 2013

This resolution was approved at a meeting of the residents of the Parish of Rotherwick held on day of 2013 at Rotherwick Village Hall The Street Rotherwick Hants.

Signed by the Chairman of the meeting:-

.....

Dated 2013