

CONSTITUTION FOR THE FIGHELDEAN VILLAGE HALL – A CHARITABLE UNINCORPORATED ASSOCIATION

Registered charity Number: 1022273

This Constitution dated 6th October 2021 supersedes the previous constitution dated 13th October 2011.

For the avoidance of doubt, it is declared that this amended Constitution does not alter the objects of the Charity and does not affect the Title under which the Village Hall land is held under the lease dated 6th November 1995.

1. Name

The name of the **Charity** is the **Figheldean Village Hall** registered Charity Number 1022273.

2. Objects

The **Objects** of the Charity are:

A) The property (hereinafter called 'the Hall') shall be held upon trust for the purposes of a village hall for the use of the inhabitants of the Village of Figheldean including Ablington and Alton in the County of Wilts (hereinafter called 'the Area of Benefit') without distinction of political, religious or other opinions, including use for meetings, lectures and classes, and for other forms of recreation and leisure-time occupation, with the object of improving the conditions of life for the said inhabitants.

3. Powers

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

- 3.1 To promote or carry out research.
- 3.2 To provide advice.
- 3.3 To publish or distribute information.
- 3.4 To co-operate with other bodies.
- 3.5 To support, administer or set up other charities.
- 3.6 To raise funds (but not by means of taxable trading).

3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).

3.8 To acquire or hire property of any kind.

3.9 To let dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).

3.10 To make grants and/or loans of money for such purposes or projects and subject to such terms, limitations and conditions as the Charity shall think fit.

3.11 To set aside funds for special purposes (including the acquisition of assets on behalf of the Charity) or as reserves against future expenditure.

3.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a responsible financial expert as the Management Committee consider necessary and having regard to the suitability of investments and the need for diversification).

3.13 To delegate the management of investments to a responsible financial expert, but only on terms that:

- (1) the investment policy is recorded in writing for the responsible financial expert by the Management Committee;
- (2) every transaction is reported promptly to the Management Committee;
- (3) the performance of the investments is reviewed regularly with the Management Committee;
- (4) the Management Committee are entitled to cancel the delegation arrangement at any time;
- (5) the investment policy and the delegation arrangement are reviewed at least once a year;
- (6) all payment due to the responsible financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Management Committee on receipt;
- (7) the responsible financial expert must not do anything outside the powers of the Management Committee.

- 3.14 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 3.15 Subject to sub-clause 8.3 to employ paid or unpaid agents, staff or advisers.
- 3.16 To enter into contracts to provide services to or on behalf of other bodies.
- 3.17 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 3.18 To pay the costs of forming the Charity.
- 3.19 To do anything else within the law which promotes or helps to promote the Objects.

4. Annual General Meetings (AGM)

- 4.1 An AGM must be held in every year by 31st March with at least 14 days' notice being given to the inhabitants of the area of benefit (the Villagers) by way of a notice of the AGM being placed in a conspicuous and prominent part of the Hall and published on local electronic media and displayed on official local notice boards.
- 4.2 At an AGM the Villagers are entitled to:
 - (1) receive the accounts of the Charity for the previous financial year;
 - (2) receive the report from the Chair on behalf of the Management Committee on the Charity's activities since the previous AGM;
 - (3) accept the retirement of some or all of the elected Management Trustees;
 - (4) appoint an auditor or independent examiner for the Charity where required;
 - (5) confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
 - (6) raise, discuss and determine any issues of policy or deal with any other business put before them by the Management Committee.
- 4.3 Any general meeting which is not an AGM is an Extra General Meeting (EGM).
- 4.4 An EGM may be called at any time by the Management Committee and must be called within 14 clear days after a written request to the Management Committee from at least 3 Management Trustees.

4.5 A Special Management Meeting may be called by the Chair, with the approval of at least 4 Management Trustees, on providing 24 hours written notice, this may be communicated via electronic means in accordance with clause 10 and by simultaneously issuing an Agenda to all current members of the Management Committee.

4.6 The Management Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending these meetings to exercise their rights to speak or vote at them. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms. See Clause 10.

5. The Management Committee Membership

5.1 The Management Committee (except Authorised Representatives) as charity trustees have control of the Charity and its property and funds.

5.2 Membership of the Management Committee is open to any individual or Authorised Representative (of an organisation listed in clause 9.1) interested in promoting the Objects of the Charity residing in areas of benefit.

5.3 The Management Committee may establish different classes of membership, prescribe their respective privileges and duties and set the amount of any subscriptions.

5.4 The Management Committee must keep a register of Holding Trustees and Management Trustees.

5.5 The Management Committee shall consist of not more than 16 voting individuals, who are Management Trustees:

5.5.1. Up to 12 Management Trustees elected at the AGM. Also see clause 5.12.

5.5.2. The Management Committee may elect a further 4 co-opted Management Trustees, appointed by resolution of the Management Trustees, to serve until the next AGM.

5.6 Non-voting Authorised Representatives (see clause 9) may attend Management Committee regular meetings.

5.7 Of the 12 elected Management Trustees, 3 of the elected Management Trustees must retire at each AGM either voluntarily or by rotation, according to length of service.

- 5.8 A retiring Management Trustee who remains qualified (in accordance with the Charities Act) may offer themselves for re-election.
- 5.9 Every Management Trustee, including co-opted Management Trustees, after appointment or re-appointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Management Committee.
- 5.10 A Management Trustee's term of office automatically terminates if he or she:
- 5.10.1. is disqualified under the Charities Act from acting as a charity trustee;
 - 5.10.2. is incapable, whether mentally or physically, of managing his or her own affairs and the registration of an Enduring Power of Attorney or Lasting Power of Attorney confirming the same shall be conclusive in this regard;
 - 5.10.3. is absent without notice from 2 consecutive meetings of the Management Committee and is asked by a majority of the other members of the Management Committee to resign;
 - 5.10.4. ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other members of the Management Committee on resuming membership of the Charity before the next AGM);
 - 5.10.5. resigns by written notice to the Management Committee (but only if at least 2 members of the Management Committee will remain in office);
 - 5.10.6. is removed by resolution passed by all the other members of the Management Committee after they have invited the views of the Committee member concerned and considered the matter in the light of any such views.
- 5.11 A technical defect in the appointment of a management Trustee, of which the Management Committee is unaware at the time, does not invalidate decisions taken at a meeting.
- 5.12 The Management Committee is to appoint 3 Holding Trustees who shall be responsible for holding the Charity's assets. Unless otherwise determined by the Management Committee legal title to any land owned by the Charity shall be vested in the Official Custodian of Charities on behalf of the Charity.
- 5.13 A Holding Trustee's term of office automatically terminates if he or she:
- 5.13.1. is disqualified under the Charities Act from acting as a charity trustee;

5.13.2. is incapable, whether mentally or physically, of managing his or her own affairs and the registration of an Enduring Power of Attorney or Lasting Power of Attorney confirming the same shall be conclusive in this regard;

5.13.3. ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other members of the Management Committee on resuming membership of the Charity before the next AGM);

5.13.4. resigns by written notice to the Management Committee (but only if at least 1 Holding Trustees will remain in office);

5.13.5. is removed by resolution passed by all the other members of the Management Committee after they have invited the views of the Committee member concerned and considered the matter in the light of any such views.

5.14 The Holding Trustees shall be invited by the Management Committee to attend all Management Committee meetings and be entitled to freely contribute to matters discussed at such meetings, but shall not be entitled to vote, or make any decisions relating to the use, investment or disposal of the Charities Assets unless they believe a proposed course of action would be contrary to the Constitution or to Charity Commission regulations. In this instance no vote can be taken until written Charity Commission guidance has been received.

6. Management Committee proceedings

6.1 The Management Committee must hold at least 2 EGMs, in addition to the AGM each year. Only Holding Trustees, Management Trustees, co-opted Management Trustees and Authorised Representatives are entitled to participate.

6.2 A quorum at a meeting of the Management Committee is 6 Management Trustees.

6.3 A meeting of the Management Committee may be held either in person or by suitable electronic means agreed by the Management Committee in which all participants may communicate with all other participants(see clause 10).

6.4 Those participating at Management Committee meetings by suitable electronic means agreed by the Management Committee in which participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

6.5 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

6.6 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Management Committee chosen by the Management Committee present presides at each meeting of the Trustees.

6.7 Every issue may be determined by a simple majority of the votes cast at a meeting of the Management Committee but a resolution, which is in writing and signed by all the Management Committee, is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

6.8 Except for the Chair of the meeting, who has a second or casting vote, every Management Trustee has one vote on each issue.

6.9 A procedural defect of which the Management Committee is unaware at the time does invalidate decisions taken at a meeting of the Management Committee.

6.10 If any Villager has any general issues concerning the operation of the Charity, or the day to day running of the Hall, they must make a personal written, signed submission, to the Management Committee secretary at their published address, at least 24 hours prior to the start of a scheduled meeting. Any such issues will be tabled at the appropriate part of the meeting.

7. Management Committee powers

The Management Committee have the following powers in the administration of the Charity.

7.1 At a meeting of the Management Committee, to be held immediately after the AGM, the 3 Holding Trustees, and the remaining Management Trustees will elect up to a total of 12 Management Trustees from the nominations.

7.2 The Management Trustees will appoint a Chair, Treasurer and Secretary from among their number at the same meeting convened at clause 7.1.

7.3 The Holding and Management Trustees, either after the AGM or when any such nominations are made, will note all applications for the positions of Authorised Representative from those entitled organisations (see clause 9.1). The Trustees retain the right at any time to ask any such organisations to reconsider a nomination.

7.4 To delegate any of their functions to sub-committees consisting of two or more individuals appointed by them (but at least two members of every sub-committee must be Management Trustees and all proceedings of such sub-committees must be minuted, approved by the sub-committee, and reported promptly to the Management Committee).

7.5 To make standing orders consistent with this Constitution to govern proceedings at general meetings.

7.6 To make rules consistent with the Constitution to govern their proceedings and proceedings of committees.

7.7 To make regulations consistent with this Constitution to govern the administration of the Charity (including the operation of bank accounts and the commitment of funds).

7.8 To resolve, or establish procedures to assist the resolution of, disputes within the Charity.

7.9 To appoint the Holding Trustees, (who shall be entitled to attend the meetings of the Management Committee if they so desire).

7.10 To exercise any powers of the Charity which are not reserved to a general meeting.

7.11 In the absence of a clear indication to the contrary, any rules, regulations, procedures or other similar process made pursuant to the powers contained within this clause shall remain operative notwithstanding the subsequent replacement or amendment of the Rules. Likewise, any rules, regulations, procedures or other similar process in force prior to the date of these Rules shall remain operative but only to the extent such do not contradict these Rules.

8. Benefits to members and Management Committee

8.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Villagers or the Management Committee.

8.2 No Management Trustee may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:

8.2.1 under clause 8.2.3 (contractual payments);

8.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

8.2.3 interest at a reasonable rate on money lent to the Charity;

8.2.4 a reasonable rent or hiring fee for property let or hired to the Charity;

8.2.5 an indemnity in respect of any liabilities properly incurred in running the Charity (including the cost of a successful defence to criminal proceedings);

8.2.6 payment to a company in which the Management Trustee has no more than a 1 per cent shareholding;

8.2.7 charitable benefits in his or her capacity as a beneficiary; and

8.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charity Commission).

8.3 A Management Trustee may not be an employee of the Charity, but a Management Trustee, or connected person, may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit, but only if:

8.3.1 the goods or services are actually required by the Charity;

8.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Management Committee in accordance with the procedure in sub-clause 8.4; and

8.3.3 not more than two members of the Management Committee are interested in anyone such contract in any one financial year.

8.4 Whenever a Management Trustee has a personal interest in a matter to be discussed at a meeting of the Management Committee or a committee, he or she must;

8.4.1 declare an interest before the meeting or at the meeting before discussions begins on the matter;

8.4.2 be absent from that part of the meeting unless expressly invited to remain in order to provide information;

8.4.3 not be counted in the quorum for the part of the meeting;

8.4.4 be absent during the vote and have no vote on the matter.

9. Authorised Representative

9.1 The following organisations shall be entitled to nominate an Authorised Representative to the Management Trustees for consideration and approval. The Authorised Representative shall be entitled to attend, but not vote, at meetings of the Management Committee, unless the Authorised Representative is also a Management or Co-opted Management Trustee: -

Figcheldean Parish Council;
St Michael & All Angels Parochial Church Council;

Figheldean Lunch Club;
Indoor Sports/Activities Clubs.

9.2 An Authorised Representative shall be entitled to receive the following from the Management Committee secretary: -

9.2.1 Copies of Management Committee minutes;

9.2.2 Agendas for Management Committee meetings and;

9.2.3 Any other material that the Management Committee consider pertinent.

9.3 Agendas for the Management Committee meetings shall be sent to Authorised Representatives prior to the date of the meeting at the address contained in the members register.

9.4 An Authorised Representative shall be entitled to raise issues connected to the organisation they represent at any meeting of the Management Committee.

9.5 The Management Committee secretary must receive written notice of any issue(s) that any Authorised Representative wishes to raise with the Management Committee no less than 14 clear days prior to the date of the next Management Committee meeting. Written notice should be addressed to the Management Committee secretary at their published address and formally receipted by the secretary. This correspondence may be communicated via electronic means (see clause 10).

9.6 An Authorised Representative shall ordinarily be nominated not more than 1 month before the AGM provided that an organisation registered with the Management Committee which fails to nominate an Authorised Representative before such meeting shall make the nomination as soon as practical thereafter. Each organisation must notify the Management Committee secretary, in writing, the name of its nominated Authorised Representative. This correspondence may be communicated via electronic means (see clause 10).

9.7 The period of office for an Authorised Representative shall commence as follows: -

9.7.1 in the case of an Authorised Representative appointed before an AGM, at the end of the AGM.

9.7.2 in the case of an Authorised Representative appointed after an AGM, on the day the Management Committee approves the nomination from the Club or Association list in clause 9.1.

9.8 In the event of an application for representation being received from any existing or newly formed organisation in the area of benefit, the Management Committee may, upon a resolution supported at a duly convened meeting of the Management Committee by the vote of a majority or not less than two thirds of the members of the Management Committee, allow such organisation to nominate an Authorised Representative in the same manner as if such organisation had been named in clause 9.1. A minute of the resolution of the meeting, signed by the Chair and the secretary of the Management Committee shall be kept with the Committees working papers.

9.9 For the avoidance of doubt, nothing shall prevent an Authorised Representative from putting themselves forward for appointment as a Management Trustee, subject to the qualifying criteria being met (see clause 5.9).

10. Use of electronic communication

The Management Committee will comply with the requirements of the Communications Provisions in the General Regulations in the use of electronic communications and in particular:

10.1 the requirement to provide, within 21 days to any member on request, a hard copy of any document or information sent to the member otherwise than in hard copy form;

10.2 any requirements to provide information to the Charity Commission in a particular form or manner.

To Figheldean Village Hall

10.3 Any Charity Trustee or Authorised Representative may communicate electronically with the Hall to an address specified by the Hall for the purpose, so long as the communication is authenticated, in a manner which is satisfactory to the Hall.

By Figheldean Village Hall

10.4 Any Charity Trustee or Authorised Representative may, subject to compliance with any legal requirements, by means of publication on its website:

10.4.1 Provide the Trustees and eligible Authorised Representative with the notice referred to in clause 4.1, 4.4 and 4.5.

10.4.2 The Charity Trustees must take reasonable steps to ensure that all Trustees and Authorised Representative are promptly notified of the publication of any such notice;

10.4.3 Send any such notice in hard copy form to any Charity Trustee or Authorised Representative who has not consented to receive communications in electronic form.

11. Property and Funds

11.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with clause 3.12 until needed.

11.2 Investments and other property of the Charity may be held:

11.2.1 in the names of the Management Committee for the time being (or in the corporate name of the Management Committee if incorporated under the Charities Act);

11.2.2 in the name of a nominee company acting under the control of the Management Committee or of a responsible financial expert acting on their instructions;

11.2.3 in the name of 3 Holding Trustees for the Charity who may be appointed (and removed) by resolution of the Management Committee;

11.2.4 in the name of a trust corporation as a Holding Trustee for the Charity, which must be appointed (and may be removed) by deed executed by the Management Committee;

11.2.5 in the case of land, by the Official Custodian for Charities under an order of the Charity Commission or the Court.

11.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.

11.4 Any nominee company acting under sub-clause 11.2.2, any trust corporation appointed under sub-clause 11.2.4 and any custodian appointed under sub-clause 11.3 may be paid reasonable fees.

12. Records and Accounts

12.1 The Management Committee must comply with the requirements of the Charities Act as to the keeping of financial records, the audit of independent examination of accounts and the preparation and transmission to the Commission of:

12.1.1 annual returns;

12.1.2 annual reports; and

12.1.3 annual statements of account.

12.2 The Management Committee must keep proper records of:

12.2.1 all proceedings at general meetings;

12.2.2 all proceedings at meetings of Trustees;

12.2.3 all reports of committees; and

12.2.4 all professional advice obtained.

12.3 Accounting records relating to the Charity must be made available for inspection by any Management Trustee at any time during normal office hours and may be made available for inspection by Villagers if the Management Committee so decide.

12.4 A copy of the Charity's latest available statement of account must be supplied on request to any management Trustee or Villager. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

13. Notices

13.1 Notices under the Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to Villagers generally) may be published in any suitable journal (electronic or otherwise) and circulating in the area of benefit or any journal (electronic or otherwise) distributed by the Charity or by placing a notice in the Hall itself in a conspicuous and prominent place, and on the principal official village notices boards.

13.2 The address at which a Management Trustee, Holding Trustee or Authorised Representative are entitled to receive notices at the address noted in the register of members (or, if none, the last known address).

13.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

13.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

13.3.2 2 clear days after being sent by first class post to that address;

13.3.3 3 clear days after being sent by second class post or overseas post to that address;

13.3.4 on the date of publication of a journal or newspaper containing the notice;

13.3.5 on being handed to the Management Committee member or its authorised representative personally or, if earlier,

13.3.6 as soon as the Management Committee member acknowledges actual receipt;

13.3.7 on the day the notice is put up for display in the Hall.

13.4 A technical defect in giving of notice of which the Villagers or the Management Committee are unaware at the time does not invalidate decisions taken at a meeting.

14. Amendments

14.1 This Constitution may, on the application of the Management Committee, be altered from time to time by order of the Charity Commissioners.

15. Incorporation

15.1 The Management Committee may apply to the Charity Commission under the Charities Act for a certificate of incorporation relating to the Management Committee but only after consulting the members at a general meeting.

15.2 The Management Committee may transfer the assets and liabilities of the Charity to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the Villagers of the Charity will be entitled to benefit.

15.3 On transfer under clause 15.2 the Management Committee must ensure that all necessary steps are taken as to:

15.3.1 the transfer of land and other property;

15.3.2 the novation of contracts of employment and transfer of pension rights; and

15.3.3 the trusteeship of any property held for special purposes.

16. Dissolution

16.1 If at any time the Management Committee decide to dissolve the Charity, the Management Committee will remain in office as Charity Trustees and will be responsible for the orderly winding up of the Charity's affairs.

16.2 After making provision for all outstanding liabilities of the Charity, the Management Committee must apply the remaining property and funds in one or more of the following ways:

16.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

16.2.2 directly for the Objects or charitable purposes within or similar to the Objects; or

16.2.3 in such other manner consistent with charitable status as the Charity Commission approve, in writing, in advance.

16.3 A final report and statement of account relating to the Charity must be sent to the Charity Commission.

17. Interpretation

In this Constitution:

17.1 'AGM' means an annual general meeting of the Charity;

'area of benefit' means the Village of Figheldean including Ablington and Alton in the County of Wiltshire;

'Authorised Representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity;

'the Chair' means the chair of the Charity elected after the AGM;

'the Charity' means the charity comprised in the Constitution;

'charity trustees' has the meaning prescribed by section 177 of the Charities Act;

'the Charities Act' means the Charities Act 2011;

'clear day' means 24 hours from midnight following the relevant event;

'the Commission' means the Charity Commissioners for England and Wales;

'connected person' means those covered under the provisions of Section 118 of the Charities Act 2011;

(<http://www.legislation.gov.uk/ukpga/2011/25/section/118>)

'co-opted Member' means those members of the Management Committee who are appointed by the Management Committee in accordance with clause 5.5.2;

‘custodian’ has the meaning prescribed by section 17(2) of the Trustee Act 2000;

‘EGM’ means an extra general meeting of the members of the Charity which is not an AGM;

‘elected Member’ means those members of the Management Committee who are elected at the AGM;

‘responsible financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 and 2012.

‘financial year’ means the Charity’s financial year – Jan - Jan;

‘firm’ includes a limited liability partnership;

‘fundamental change’ means such a change as would not have been within the reasonable contemplation of a person making a donation to the Charity.

‘holding trustee’ means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;

‘independent examiner’ has the meaning prescribed by section 353(1) of the Charities Act 2011.

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘Villager’ refers to someone residing in the area of benefit of the Charity;

‘months’ means calendar months;

‘the Objects’ means the charitable objects of the Charity set out in clause 2;

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of raising funds and not for the purpose of actually carrying out the Objects;

‘trust corporation’ has the meaning prescribed by section 205(1)(xxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);

‘Management Trustee’ means a member of the governing body of the Charity;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

17.2 Reference to an Act of Parliament are reference to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

ADOPTED AT A MEETING HELD AT FIGHELDEAN VILLAGE HALL ON:
SIGNED

Name:

Signature:

(Name and signature of chair of the meeting)