

Charity Name : Hartlebury Parish Hall.

Charity Number: 523151

Resolution
of
HARTLEBURY PARISH HALL

Passed in accordance with Section 280 of the Charities Act 2011.

At General Meeting of the Charity convened on **16 April 2014** at **18.30** at **Hartlebury Parish Hall** the following resolutions were duly passed:

RESOLUTION 1.

To delete the following provisions that form part of the Historic Documents (comprising of a lease dated 30th May 1962 ('the Original Lease'); a lease renewal dated 24th January 2006 and a supplementary constitution dated 15th September 2010):

The contents of the First Schedule to the Original Lease to be deleted in its entirety and be replaced with the following:

Administrative Provisions of Hartlebury Parish Hall

Hartlebury Parish Hall (registered charity number 523151).

Introduction

In addition to the Lease, Original Lease and Supplementary Constitution, the trustees of Hartlebury Parish Hall have implemented the following administrative provisions to benefit the day to day administration of the Charity.

1. Definitions and interpretation

1.1 In this document:

'area of benefit' means the Parish of Hartlebury and the neighbourhood;

'the Charity' means Hartlebury Parish Hall (registered charity number 523151);

'Charity Commission' means the Charity Commission of England and Wales or its successor as regulator of the Charity and all other charities of England and Wales.

'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; or
- persons related by marriage;

'expendable endowment' means capital of the Charity which may be so spent;

'Lease' refers to the Lease dated 24th January 2006 between Hartlebury Parish Council and Madeline Cresswell, Muriel Matthews, June Tansley and Malcolm Vernon Owen acting as trustees of the Charity;

'management committee' means the present charity trustees and future charity trustees of the Charity;

'Objects' means the objects of the Charity as per the Original Lease as defined in clause 2;

'Parish Council' means the Hartlebury Parish Council and/or its successors in title;

'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;

'Property' means the building known as Hartlebury Parish Hall as defined in the Lease;

'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.

2. Charity and Constitution - Background

2.1 The Charity was constituted by a lease dated 30th May 1962 ('the Original Lease') whereby the Property (as defined in the Original Lease) was leased to the Charity and the Charity constituted. A new lease of the Property was granted dated 24th January 2006 ('the Lease'). A supplementary constitution dated 15th September 2010 ('the Supplementary Constitution'), the Original Lease and the Lease are called 'the Historic Documents'

2.2 The Charity has been run in accordance with the Historic Documents and the Trustees have now resolved to supplement the Original Lease and with effect from the date of this document and the provisions set out in this document shall constitute the Constitution of the Charity in addition to the previous terms detailed in the Historic Documents.

2.3 This document confirms that the Charity is a charitable trust whose name is Hartlebury Parish Hall

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

3.1 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. Until the end of the first annual general meeting to be held after the date hereof, the management committee shall comprise of the members as stated in clause 5.1

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.

3.2 The management committee must:

3.2.1 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

3.2.2 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.

3.3 The management committee must firstly apply:

3.3.1 the Charity's income and

3.3.2 if the management committee think fit, expendable endowment and

3.3.3 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).

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

3.5 The management committee may also apply for the Objects:

3.5.1 expendable endowment and

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

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, grants 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 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 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 (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 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 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
 - 4.11.2 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
 - 4.11.3 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

- 4.11.4** 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
- 4.11.5** 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
- 4.11.6** 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 and
- 4.11.7** the number of such members for the time being in receipt of remuneration does not exceed a minority of the members of the management committee
- 4.12** 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 International 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
- 4.13** 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 117 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** Until the end of the first annual general meeting to be held after the date hereof, the management committee shall comprise the following persons:

Roger C Inman
Anthony J Hardwick
Helen Pearce
Joanne Latham
George Ward
Derek Stocker
Andrew Cupper
Raymond Kirby
David Gwilliam
Madeline Cresswell
John Maughan

- 5.2** Subject to Clause 5.1, the management committee shall consist of:

- 5.2.1** 6 elected members
- 5.2.2** 6 appointed members and may include not more than
- 5.2.3** 2 co-opted members.

All such members of the management committee other than the co-opted members are charity trustees for the purposes of charity law.

Elected members

- 5.3** The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 7.3. Elected members may not serve as elected members for more than six consecutive years. After six consecutive years, an elected member shall retire at the annual general meeting falling on the expiry of such six consecutive years, or if the six years expire between annual general meetings, the elected member shall retire at the next annual general meeting to occur. In respect of the elected members in office at the date of adoption of this constitution, the period of six consecutive years shall, if they are reappointed at the first annual general meeting after the date of adoption of this constitution commence on such date.

Appointed members

- 5.4** Each of the following bodies (as renamed or reconstituted from time to time) may from time to time and subject to the provisions of this clause 5 appoint, remove or replace one member:

Hartlebury Parish Council
St. James Church, Hartlebury, Parochial Church Council
Hartlebury W.I.
Hartlebury Gardening Club
Hartlebury History Society
Hartlebury Football and Tennis Club (one member)

- 5.5** Any such appointment, removal or replacement must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary. An appointment, removal or replacement will normally be made with effect from an annual general meeting and for such purpose must not be made more than two months before the annual general meeting. Notwithstanding the foregoing, notice to fill a casual vacancy or remove a member of the management committee may be given at any time. Subject to clause 5.12 an appointment shall be for a maximum of 6 years.
- 5.6** The person appointed need not be a member of the relevant appointing body.
- 5.7** The management committee must promptly report any vacancy in the office of an appointed member to the body entitled to fill it.
- 5.8** Where any application for representation on the management committee is received from any existing or newly-formed body operating in the area of benefit, the management committee may, with the approval of not less than two-thirds of all the members of the management committee, allow such body to appoint, remove or replace a member of the management committee in the same manner as if such organisation had been named in Clause 5.4. 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.

Co-opted members

- 5.9** Co-opted members must be appointed at a duly constituted meeting of the management committee by majority decision and are appointed, without voting rights and for a limited period for specific tasks or projects.

Term of office

- 5.10** Subject to Clauses 5.11 and 5.12, the period of office of members of the management committee starts:

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

5.10.2 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

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

5.11 One third (or if their number is not three or a multiple of three, the number nearest to one third) of the elected members of the management committee shall retire from office at the end of each annual general meeting but they may, subject to clause 5.3, be re-elected or reappointed. The members of the management committee to retire shall be those elected members who have been longest in office since their last appointment. If any elected members of the management committee were appointed on the same day those to retire (unless they otherwise agree amongst themselves) shall be determined by the drawing of lots.

5.12 Notwithstanding the provisions of clause 5.5, no person may act as an appointed member of the management committee for more than 6 years (in aggregate) unless the other members of the management committee by majority decision agree in which case such member may continue from year to year subject to the annual approval of the other members of the management by majority decision. On expiry of six years (in aggregate) in office or any subsequent periods of 1 year where consent has been given by the management committee to his continuation in office, such member shall cease to be an appointed member of the management committee unless such consent has been given as provided above.

Casual vacancies

5.13 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

5.14 The management committee must give each new member on their first appointment a copy of this document and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of members

5.15 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.

6. Eligibility for Membership of the management committee

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

6.1.1 unless he has attained the age of 18 years; or

6.1.2 if he is disqualified from acting as a member of the committee by virtue of Section 178 of the Charities Act 2011; or

6.1.3 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 7.

6.2 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.

7. Termination of Membership of the management committee

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

7.1.1 is disqualified from acting as a member of the management committee 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 own affairs;

7.1.3 his term of office expires without him being re-elected or in the case of an appointed member, consent being given to his continuation in office;

7.1.4 is absent without the permission of the management committee from all their meetings held within a period of three 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; or

7.1.5 is an appointed member and his appointing body removes or replaces him.

7.2 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).

7.3 The members of the management committee may not all resign at the same time unless and until they have (a) procured the appointment of at least three new members in accordance with Clause 6 or (b) convened a special general meeting in accordance with Clause 11.7.

8. Officers

8.1 Chairman and Vice-chairman

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 shall remain in office until their respective successors are elected. The Chairman shall not hold office as such for more than three years.

8.2 Secretary and Treasurer

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

8.2.1 management committee members (who must not receive any reward for acting) or

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

9. Meetings of the Management Committee

- 9.1** The management committee must hold at least two ordinary meetings in each year.
- 9.2** The first meeting of the members of the management committee must be called by the chairman or if no meeting has been called within three months after the date of this document by any two of the first members of the management committee. Subsequent 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.
- 9.3** A special meeting may be called at any time by the chairman or any two members upon not less than seven clear days' notice being given to all other members of the management committee of the matters to be discussed.
- 9.4** 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.
- 9.5** There shall be a quorum when at least one third of the number of members of the management committee (excluding co-opted members) for the time being or three members, whichever is the greater, are present at a meeting.
- 9.6** Except where otherwise provided in this document, every issue may be determined by a simple majority of the votes cast at a meeting of the management committee.
- 9.7** The chairman 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 members.

10. Recording of Meetings

- 10.1** 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:
- 10.1.1** the secretary or;
 - 10.1.2** another suitable person appointed by the management committee to do so.

11. Annual General Meeting and Special Meetings

- 11.1** The Charity must hold an annual general meeting within twelve months after the date of this document and subsequent annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 11.2** 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.

- 11.3** The first annual general meeting after the date of this document must be convened by the first members of the management committee described in Clause 5.1 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.
- 11.4** There shall be a quorum when at least five people are present at an annual general meeting.
- 11.5** 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, 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.
- 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 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.
- 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 Part 8 of 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
- 12.3** the auditing or independent examination of the statements of account for the Charity and
- 12.4** 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 Part 8 of 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 Section 169 of 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 members of the management committee.

16. Amendment of this document

16.1 Subject to the provisions of this clause, this document may be amended.

16.2 With the exception of an amendment made by virtue of Clause 5.8, any other amendment must be made by a resolution passed at either the annual general meeting or a special general meeting.

16.3 The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.

16.4 No amendment must be made which would vary this clause.

16.5 This clause does not apply to amendments which would:

16.5.1 vary the Objects, any provisions relating to conflicts of interest and any clauses in respect of disposal of trust property, incorporation and dissolution.

16.5.2 vary the composition of the management committee or the terms on which members hold office (other than amendments made under Clause 5.8)

16.5.3 change the name of the Charity

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

16.6 The management committee must:

16.6.1 promptly send to the Charity Commission a copy of any amendment made under sub-clause 16.2 and

16.6.2 keep a copy of such amendment with this document.

RESOLUTION 2.

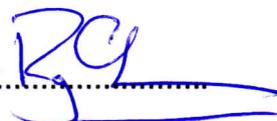
The Second Schedule of the Original Lease be deleted in its entirety.

AGREEMENT

The undersigned, being a trustee entitled to vote on the circulation date stated above, hereby irrevocably agrees to the Resolution:

Roger C Inman

Signed.....



Anthony J Hardwick

Signed.....

Helen Pearce

Signed.....

Joanne Latham

Signed.....

George Ward

Signed.....

Derek Stocker

Signed.....

Madeline Cresswell

Signed.....