



OTTERTON VILLAGE HALL COMMITTEE

Revised Constitution adopted on 28th January 2015

CONSTITUTION

PART 1

INTRODUCTION

Otterton Village Hall is a Registered Charity (Number 203780), run and maintained by Trustees for the benefit of the residents of the parish of Otterton. Its status arises from and is defined in a Deed which sets out the Charity Commission Scheme relating to it sealed on 30th October 1964 and subsequent amendment on 15th March 1995.

The Charity is responsible for the activities of, within, and on behalf of Otterton Village Hall and the physical property as defined in the Lease between The Rt Hon Lord Clinton and The Rev E.C Grimaldi dated 18th March 1924, and augmented by a Lease dated 12th October 1960.

The Charity will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution, adopted by the Charity on 28th January 2015.

1) OBJECT OF THE CHARITY

The object of the Charity is the provision and maintenance of a village hall for the use of the inhabitants of Otterton and the neighbourhood without distinction of sex, race, religious, political or other opinions, and in particular for the use of meetings, lectures, classes and for other forms of recreation and activities, with the object of improving the living conditions of the said inhabitants

2) POWERS

The charity may exercise such powers as it sees fit in lawful furtherance of the above Objects, subject to any provisions set out in this document

3) APPLICATION OF INCOME AND PROPERTY

- a) The income and property of the charity shall be applied solely towards the promotion of the objects:-
 - i) a Charity Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property of the charity reasonable expenses properly incurred by him or her when acting on behalf of the charity
 - ii) a Charity Trustee may benefit from Trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- b) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee from receiving:
 - i) a benefit from the charity in the capacity of a beneficiary of the charity
 - ii) reasonable and proper remuneration for any goods or services supplied to the charity

4) BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

- a) General provisions. No Charity Trustee or connected person may:
 - i) buy or receive any services from the charity on terms preferential to those applicable to members of the public
 - ii) sell goods, services or any interest in land to the charity
 - iii) be employed by, or receive remuneration from the charity
 - iv) receive any other financial benefit from the charity

Unless the payment is permitted by sub-clause (b) of this clause, or authorised by the court or the Charity Commission for England and Wales (the Commission). In this clause, a financial benefit means a benefit, direct or indirect, which is either money or has monetary value. A connected person means a spouse or civil partner, child, parent, grandparent, brother, sister of the Trustee or a person carrying on business with the Trustee

- b) Scope and powers permitting trustees' or connected persons' benefits:
 - i) a Charity Trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity
 - ii) a Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with any subject to the conditions in, section 185 of the Charities Act 2011, provided to the charity by the Charity Trustee or connected person.
 - iii) a Charity Trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (base rate)

5) DISSOLUTION

- a) If the members resolve to dissolve the charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- b) The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- c) The Trustees must apply any remaining money or property.
 - i) directly for the objects.
 - ii) by transfer to any charity or charities for purposes the same or similar to the charity.
 - iii) in such manner as the Commission may approve in writing in advance.

- d) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the Trustees are to apply the remaining property or assets of the charity and the Trustees must comply with the resolution if it is consistent with paragraphs (i)-(iii) inclusive in sub-clause (c) above.
- e) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- f) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

6) AMENDMENT OF CONSTITUTION

- a) The charity may amend any provision contained in Part 1 of this constitution provided that:
 - i) no amendment may be made that would have the effect of making the charity cease to be a charity at law.
 - ii) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity.
 - iii) no amendment may be made to clause 3 or 4 of Part 1 without the prior written authority of the Charity Commission of England and Wales
 - iv) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a General meeting.
- b) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a General meeting.
- c) A copy of any resolution amending this constitution shall be sent to the Commission within 21 days of it being passed.

PART 2

7) MEMBERS

All residents of Otterton Parish aged 18 and over are members of the charity

8) ANNUAL GENERAL MEETING

- a) An Annual General Meeting of the Charity shall be held once a year in or near the month of January at such time and place as the Management Committee shall decide.
- b) At least 14 days' notice of this meeting, including a copy of the Agenda, must be posted in a conspicuous place or places in the parish.
- c) All inhabitants of the parish over the age of 18 are entitled to attend and vote.
- d) The standing Chairman will preside over the Annual General Meeting until the election of the new committee.
- e) An Annual General Meeting shall be quorate if attended by at least a number of people equivalent to one third of the number of members of the Management Committee. In the event that no quorum is present or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened not less than 21 days later, clear notice of this being given in the same fashion as was required for the original meeting.

- f) The business of the meeting shall be:
 - i) to approve the annual report of the management committee which shall include a report of the Accounts of the charity for the preceding financial year and a report of the work and activities of the charity.
 - ii) to appoint such auditors or independent examiners as are required by law to audit and/or examine the accounts of the charity for the forthcoming financial year.
 - iii) to elect members of the Management Committee for the forthcoming year, including Chairman, Secretary and Treasurer.
 - iv) to approve a list of village hall user groups each of which shall be entitled to nominate one member to the Management Committee for the forthcoming year.
 - v) to consider and vote upon any proposal to alter this Constitution.
 - vi) to consider any other business of which due notice has been given in writing to the Secretary no less than 21 days before the meeting and has been included in the notice of the meeting referred to above.
- g) Each member shall have one vote but if there is equality of votes the Chairman shall have a casting vote in addition to any other vote he or she may have.

9) SPECIAL GENERAL MEETINGS

- a) A Special General Meeting may be called by the Chair of the Management Committee.
 - i) at any time at his or her discretion.
 - ii) upon receipt of a written request to do so signed by not less than 10 members of the charity and giving reasons for the request.
- b) At least 14 days clear notice of a Special General Meeting, including a copy of the Agenda, must be posted in a conspicuous place or places in the parish.
- c) A Special General Meeting shall be quorate if attended by at least a number of people equivalent to one third of the number of members of the Management Committee. In the event that no quorum is present or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened not less than 21 days later, clear notice of this being given in the same fashion as was required for the original meeting.
- d) All members of the charity present at the meeting shall be eligible to vote.
- e) The business of the meeting shall be to discuss only such matters as are on the agenda.

10) MANAGEMENT COMMITTEE.

- a) The Charity and its property shall be managed and administered by a committee comprising Trustees elected in accordance with this constitution.
- b) A Trustee must be aged over 18, an inhabitant of the parish of Otterton or the nominated representative of an approved village hall user group as set out in a list to be approved at the Annual General Meeting each year.
- c) The committee shall consist of a maximum of 14 Trustees who shall be elected yearly at the Annual General Meeting. All Trustees must retire at the next Annual General Meeting after they come into office but may stand for re-election at the same meeting.

- d) The committee may appoint up to 2 additional members who may be co-opted by the committee at any time. They shall have the same voting rights as other committee members and shall serve until the next Annual General Meeting.
- e) A member of the committee shall cease to hold office if he or she:
 - i) is disqualified from holding office by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory modification or re-enactment of that provision),or
 - ii) ceases to be a member of the charity.
 - iii) becomes incapable by reason of mental disorder, illness or injury of managing his or her affairs in the written opinion, given to the charity, of a registered medical practitioner treating that person, or
 - iv) is absent without permission of the committee from 2 consecutive meetings in any calendar year and the committee resolve that he or she shall cease to hold office, or
 - v) gives written notice of resignation to the Secretary.

11) OFFICERS

- a) The Committee shall have the following officers:
 - i) a Chair,
 - ii) a Secretary.
 - iii) a Treasurer.
- b) The officers will be elected at the Annual General Meeting each year. All officers shall hold office until the next Annual General Meeting when they may stand for re-election.

12) POWERS OF TRUSTEES

- a) The Trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - i) to raise funds.
 - ii) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use.
 - iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Trustees must comply as appropriate with sections 117 – 122 of the Charities Act 2011.
 - iv) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 – 126 of the Charities Act 2011.
 - v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information with them.
 - vi) to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objects.
 - vii) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects.
 - viii) to set aside income as a reserve for future expenditure as necessary.
 - ix) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity

- x) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
 - xi) to do all such other lawful things as are necessary for the achievement of the objects.
- b) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
 - c) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

13) ORDINARY MEETINGS OF THE COMMITTEE.

- a) The Committee shall meet at least 2 times per year and at least 7 days written notice of meetings shall be given to all Trustees. A Special meeting may be summoned at any time by the Chairman or by any 5 Trustees with 7 days clear notice.
- b) A quorum at Management Committee shall be not less than one third of all its members.
- c) Decisions are determined by majority of votes cast by Trustees present at the meeting. The Chairman shall hold a casting vote if required.
- d) Minutes must be kept of all meetings, resolutions and decisions of the Trustees and these shall be made available for inspection by any member of the charity within 7 days of a written request to the Secretary.
- e) The management committee shall comply with its obligations under the Charities Act 2011 (or any statutory modification or re-enactment of that Act) with respect to the keeping of accounting records for the charity, preparation of annual statements of the accounts for the charity, auditing or independent examination of such statements, the preparation of an annual report and annual return, and transmission of such reports, returns and statements to the Charity Commission for England and Wales as required.
- f) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- g) The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.
- h) Any member of the charity may attend meetings of the Management Committee as an observer without the right to participate in the proceedings or to vote.