

Background

At the last Village Hall AGM held on 4th August 2021 a subcommittee was tasked with reviewing the Governing Document (GD) and making recommendations to the Management Committee (MC) as to what changes, if any, might be desirable.

There was also considerable doubt as to which version of the current GD was the valid one, following suggestions to change the 1981 original made at the 2007 AGM, and confusion as to which version was held by the Charity Commission. The subcommittee was asked to investigate this.

Findings

After investigation, it transpires that the version of the GD held by the Charity Commission, and thus the valid one, is the 1981 original document. The changes suggested in 2007 were never formally made, even though the MC seems to have been working to a draft drawn up based on these.

The subcommittee sought advice from Northamptonshire ACRE as to our current position and the legality and desirability of making the kinds of changes suggested in 2007. In particular, the role and definition of "Trustee", the role of Representative Members as opposed to Elected Members, the role of Co-Opted Members, and generally how legally to make changes to the GD.

The result of this consultation is the following. Firstly, points that are a legal requirement and that therefore must be done; then some recommendations for changes to the GD.

Legal Requirements

1. The current legal Governing Document is the 1981 original version NOT the 2007 suggested draft.
2. All members of the MC, whether elected, appointed representatives or co-opted, are Charity Trustees in law. All are equally responsible for the running of the charity. (The MC shouldn't be worried about this putting off potential MC members. People must be prepared to take responsibility for the decisions they take part in making.)
3. All Trustees (as above) should be registered on the Charity Commission web site and also with the CAF Bank as part of their legal requirements.
4. All Trustees should sign the minute book at the beginning of their Trusteeship. (If a minute book does not exist or cannot be found, one should be started.) All should also sign a Trustee eligibility form confirming they're not disqualified from acting as a Charity Trustee.
5. Each Representative Trustee is a single designated individual; there is no possibility of "substitution" at a particular meeting if that individual is unable to attend. If, however, a

Representative Trustee resigns part way through the year, the organisation concerned may appoint a replacement as outlined in Clause 11 of the GD.

6. Ordinary meetings of the MC are not public events like the AGM is; the public have no right to attend.
7. The GD can be changed under Section 280 of the Charities Act 2011. This allows for simple administrative changes. The MC would do this. As our charity has no membership list, there is no need to present or vote on these changes at an AGM or EGM.
8. A paragraph should be written for each change, that amends the 1981 GD, and each should be voted on and agreed by the MC. The agreed changes should then be uploaded to the Charity Commission website.

GD Suggested Changes

The GD is a well-constructed one and there is no particularly urgent need to change it. However, we would suggest the following to clarify and bring certain aspects up to date.

- As we have difficulty in attracting Representative Members, we should increase the number of Elected Members to (e.g.) “at least three and up to five” rather than exactly three.
- The Cricket Club is now defunct and its Representative Member should be removed. A letter from the outgoing Cricket Club captain should be sought confirming this, and kept on file.
- Para 19 (4) makes no sense and should be redrafted to define a sensible quorum, such as “half the Members or three Members whichever is the larger”.