

**Preston Capes  
Village Hall Charity  
(Charity No. 282040)**

**Report of Governing Document Sub-Committee**

**18 May 2022**

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## Recommendations to the Preston Capes Village Hall Management Committee

### Background

At the last Village Hall AGM held on 4th August 2021 a sub-committee 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 sub-committee 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 Governing Document.

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 (or for any other purpose). A change may only be made by the original representative resigning and the organisation putting forward a new representative.
6. Ordinary meetings of the MC are not public events like the AGM; 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”.

## Terms of Reference

Preston Capes Village Hall Charity is identified as the Project Sponsor.

To appoint and agree a sub-committee of volunteers to be drawn from those attending the AGM viz:

Andrew Bracher(AB), Mike Delacoe(MD), Roger Elkin(RE), David Grahamslaw(DG), Heather Wilson(HW)

The primary remit of the sub-committee being to assess the status of the Governing Document and recommend prioritised solutions to resolve any non-compliance issues.

The scope of the review commences with the Governing Document "Sealed with the Charity Commission 8<sup>th</sup> September 1981 [Ref 379(S)/81]". Sometimes referred to as 'The 1981 Document' See References.

The end of scope should be a revised, accurate, legal Governing Document approved by the Charity Commission and ready for presentation at the 2022 AGM

The end of scope is to deliver to the PCVH Management Committee (MC) a set of prioritised recommendations which, when actioned and adopted will fulfil and resolve any non-compliance issues and ensure a revised, accurate, legal Governing Document which can be updated by the MC for approval by the Charity Commission.

Out Of scope – Land & Premises. There is an ongoing matter concerning the Village Hall land and premises This is an entirely separate matter and rests completely with the Village Hall Management Committee and is outside the scope of this review.

## Method of approach

Preston Capes Village Hall Charity is identified as the Project Sponsor.

- Confirm the sub-committee membership; nominate a Chair and Secretary (minutes)
- Determine the current situation with representatives of at least the following:
  - o The Charity Commission
  - o ACRE {Action with Communities in Rural England}
  - o Daventry Volunteers – Local Opportunities
  - o Other areas identified during the review which are considered within scope.

## **Appendices**

### **Minutes**

#### **1 Inaugural Meeting. - Tuesday 26th October 2021 @ 17.00**

##### **Venue: Preston Capes Village Hall**

Present

AB: Andrew Bracher (minutes)

MD: Mike Delacoe

RE: Roger Elkin (chairman)

DG: David Grahamslaw

HW: Heather Wilson

#### **2 Agenda**

Terms of reference

Election of chairman

Summary of current situation

Outline of options / general discussion

Meeting close

#### **3 Terms of Reference**

At the last AGM of the PCVH Charity held on 4<sup>th</sup> August 2021 it was revealed that the Constitution had not been reviewed for some time. There was even doubt, expressed by some present, that the current Governing Document was even valid.

It was agreed by the members that a sub-committee should be set up, separate from the Management Committee (but to include a representative Trustee) to consider this matter and report back to Charity members.

The membership of the sub-committee was decided at the AGM as those present listed above.

#### **4 Election of Chairman**

It was agreed that the chairman should not be an existing Trustee. AB proposed RE to be chairman, seconded by DG. This was agreed unanimously.

AB volunteered to take the minutes.

#### **5 Summary of Current Situation**

The current situation was summarised. The current Governing Document is in doubt. The following documents are available:

- The 1981 version of the Governing Document.

## Preston Capes Village Hall Charity – Report of Governing Document Sub-Committee

- Minutes of the PCVH AGM held 24<sup>th</sup> July 2007, signed 16<sup>th</sup> December 2009, at which it was proposed to make changes to the Governing Document.
- A one sheet summary of the proposed changes, with handwritten comments presumably made at the AGM by the minutes secretary.
- A letter from Mike Eves(ME) to the Charity Commission dated 6<sup>th</sup> January 2009, enquiring as to the procedure for making Governing Document changes.
- ME's proposed changed Governing Document, presumably attached to the letter.
- A reply from the Charity Commission describing the procedure to make changes.

Recent enquiries at the Charity Commission have revealed that the Governing Document they hold is the 1981 version. No changes were notified. The letter to the Charity Commission and their response appears to be as far as it went.

For the Management Committee, the necessary next steps would have been to incorporate the proposed changes into an amendment to the 1981 Governing Document, and present this, along with a resolution to adopt it, for voting on at the next AGM / EGM. Apparently, this had not been done.

However, the Management Committee has been operating to the 2007 proposed version of the Governing Document since that time.

The 2007 document introduces the idea that three Trustees are separately elected and have sole responsibility for the running of the Charity. This is at odds with Charity Law, which states that all elected members of a Charity's Management Committee are equally liable for the running of the Charity. This matters because the smaller group is making decisions which all members would be legally responsible for - as AB put it, "a legal nonsense".

### 6 Outline of Options / General Discussion

The options available were discussed.

The simplest was seen to be to revert to the 1981 Governing Document. This requires no further contact with the Charity Commission. It was agreed that there was nothing much wrong with the 1981 version. All members of the Management Committee would be regarded as Trustees and should be added to the PCVH page on the Charity Commission website and notified to CAF bank as required.

Due to concerns expressed at earlier PCVH meetings, that the responsibilities of being a Trustee may be regarded as too onerous and prevent many sitting on the Management Committee, those immediately affected should be asked whether they would have a problem with this.

Action AB

**Action AB:** to ask those affected and report back.

A second option was to incorporate some or all of the 2007 proposed changes, or at least those legally possible, and follow the Charity Commission procedure for adopting these. It was felt that most of the

detailed changes actually come down to the same thing, the altered role of Trustees. However, it was agreed that a detailed comparison of the 1981 and 2007 documents should be carried out. Action AB

**Action AB:** to carry out a detailed comparison of the documents and report back.

Whatever is decided, some of the 1981 document was seen as out of date and in need of revision. For example the Cricket Club no longer exists and so is no longer in need of a Representative Member. Action RE, HW, AB, DG, MD

**Action all:** consider what changes are necessary.

MD said that he had approached a representative of ACRE and told them of our position and they had offered a meeting to discuss. It was felt by RE that whilst all offers of help may be welcome, it should be requested at the appropriate time. For example, they are not legal experts. When we have done more work ourselves it should become clearer where offers of assistance may be required.

A particular problem was seen as the status of the Representative Members. They are not elected, but rather appointed by their own organisations. If they are not elected then they are not Trustees in law. But if not, then they probably shouldn't vote in Management Committee meetings. It was felt that this was one area where ACRE may indeed be of some help, as this situation is presumably not uncommon and they may have come across a precedent. Action DG

**Action DG:** to distil relevant points regarding Representative Members.

HW also thought that Carella Davies at Daventry Volunteers may have a perspective on this and may have an arrangement for Associated Members.

**Action HW:** enquire with Carella Davies as to the status of their Associated Members.

## 7 Meeting Close

The Meeting closed at 18.30.

The next meeting is set for Tuesday 9<sup>th</sup> November 2021 at 17:00 in the Village Hall.

Meeting - Tuesday 9<sup>th</sup> November 2021 @ 17.00

1

**Venue: Preston Capes Village Hall**

Present

AB: Andrew Bracher (minutes)

MD: Mike Delacoe

RE: Roger Elkin (chairman)

DG: David Grahamslaw

HW: Heather Wilson

2 **Agenda**

Minutes of previous inaugural meeting 26<sup>th</sup> October 2021

Matters arising

Review of legal ownership of VH land

Review role, purpose, appointment of Trustees

Review role, purpose, appointment of Representative Members

Consider need for external help / advice

Any other business

Meeting close

3 **Minutes of Previous (inaugural) Meeting 26<sup>th</sup> October 2021.**

The minutes of the previous meeting were accepted unanimously with one small amendment.

4 **Matters Arising**

The action items from the previous meeting were discussed:

AB reported that he had informally asked the existing Management Committee members not currently regarded as Trustees whether they would have any problem being Trustees. They had said that they would not.

AB had produced and circulated a document detailing the differences between the 1981 and proposed 2007 Governing Documents.

All had read the circulated information.

DG had circulated a copy of the ACRE document information Sheet 40 ñ Village halls, governing documents and title deeds, suitably marked up to draw attention to sections relevant to our case.

HW reported that she had consulted Carella Davies (CD) at Daventry Volunteers, and CD felt that ACRE would be the best place to look for advice about Representative Members, but that if further advice were needed, she could enquire further.

5 **Review of Legal Ownership of VH Land**

MD informed the meeting that the Management Committee had some time ago

agreed a proposal by Mike Eves (ME) to change the Custodian Trustee from the Parish Council to the “Official Custodian for Charities” (a corporation created by statute to hold land on behalf of charities). MD reported that ME had progressed this matter as far as he could. It would now need to be completed by the current Trustees. MD was agreeable to taking over this task.

MD reported that the land does not appear to be registered with the Land Registry and this needs to be done as well, including the creation of an accurate map showing the boundaries of the land. Action MD

## 6 **Review Role, Purpose, Appointment of Trustees**

This topic was discussed again, both in the light of the documents circulated and the Charity Commission web page for our charity which shows three trustees and six volunteers. RE expressed the view that this was inaccurate. MD said that this was not information that we had entered explicitly, but rather auto-generated by the web-site in response to our annual return.

It was agreed that this possibly misleading view would be fixed as a result of our deliberations once the full membership had decided on the preferred course of action.

DG read through the sections of ACRE Information Sheet 40 he had marked up and explained their significance. The meeting discussed how these might apply to our case.

AB said that the way forward seemed to be to prepare a set of amendments to the 1981 Governing Document, so that these could be presented to the membership at an AGM or EGM for consideration and voting, in accordance with the Charity Commission guidance laid out in booklet “The essential trustee: what you need to know, what you need to do (CC3)”

Although this work could perhaps be started, it was felt by the meeting that this would be better done after a meeting with ACRE.

**ACRE** :Action with Communities in Rural England. Described via their web site as a national charity that has been around since 1987, speaking up for and supporting rural communities. A network of county based local charities supporting members with the knowledge, skills and connections needed to improve their community.

AB felt that certain changes in the 2007 proposal had merit and should be included in any case, for example a sensible meeting quorum lacking in the 1981 original, and to remove the Representative Member for the (now defunct) Cricket Club.

## 7 **Review Role, Purpose, Appointment of Representative Members**

This topic was discussed again and agreed to be one of the most difficult areas. Representative Members would almost certainly not want to be regarded as trustees, with the responsibilities that that brings. And as they are not elected, but appointed by their organisations, they could not

be anyway. However, it is then doubtful that they should have the same voting rights on committee as elected members.

It was felt that this was a matter that ACRE might provide assistance.

**8 Consider Need for External Help /Advice**

Following on from previous discussion, it was felt that ACRE could answer questions on:

- The role of trustees and the apparently odd arrangement for these in the

proposed 2007 Governing Document. If this was judged to be impossible then this matter could finally be laid to rest. - The role / voting rights of Representative Members.

- The necessity (or otherwise) of changing the Custodian Trustee.

MD was tasked with setting up a meeting with ACRE, whether physical or on Zoom,  
at the earliest opportunity.

Action MD

**9 Any Other Business**

There was no other business.

**10 Meeting Close**

The Meeting closed at 18.10.

The next meeting is set provisionally for Tuesday 23<sup>rd</sup> November 2021 at 17:00 in the Village Hall but may change as a result of any scheduled ACRE meeting.

Subsequent to this meeting contact with ACRE resulted in a ZOOM enabled meeting held on December 7<sup>th</sup> with the Sub Committee meeting rescheduled to December 14<sup>th</sup> 2021.

Meeting - Tuesday 14<sup>th</sup> December 2021 @ 17.00

1

**Venue: Preston Capes Village Hall**

Present

AB: Andrew Bracher (minutes)

MD: Mike Delacoe

RE: Roger Elkin (chairman)

DG: David Grahamslaw

Apologies

HW: Heather Wilson

2 **Agenda**

Minutes of previous meeting

Matters arising

Review of ACRE Zoom meeting

Next steps: recommendations to Management Committee

Any other business

Meeting close

3 **Minutes of Previous Meeting**

The minutes of the previous meeting were accepted unanimously.

4 **Matters Arising**

The action items from the previous meeting were discussed:

MD reported that he had been contacted by the solicitors who are now gathering all the necessary information to proceed with the Land Registry. The land plan has been prepared and is ready.

MD reported that no further progress had been made with the transfer of the Custodian Trustee. He suggested it prudent to wait until the above work was complete before proceeding. All agreed.

A Zoom meeting was arranged and held on 7<sup>th</sup> December 2021, attended by AB, MD and DG. This was discussed under the next agenda item.

5 **Review of ACRE Zoom Meeting**

The salient points from the Zoom meeting were presented and discussed:

- The current Governing Document is the 1981 version. The changes proposed in 2007 were never made.
- It is a well-constructed Governing Document and there is no need to change it if we don't want to.
- If we do want to change it, we should do so under Section 280 of the Charities Act 2011. This allows for simple administrative changes.

- The Management Committee (MC) would do this work. As our charity has no membership list, there is no need to present or vote on these changes at an AGM or EGM.
- The MC should write a paragraph for each change that amends the 1981 Governing Document, and each should be voted on and agreed. The agreed changes should then be uploaded on the Charity Commission website.
- Representative Trustees and Co-Opted Trustees are Trustees just like elected ones. Once on the MC all are equal and share equal responsibility for the running of the charity.
- We shouldn't be worried about this putting off potential MC members. People must be prepared to take responsibility for decisions they take part in making.
- Each Representative Trustee must be a single nominated representative for the year. No substitution is allowed.
- MC meetings are not public meetings like the AGM. The public have no right to attend.
- All Trustees should sign the minute book at the beginning of their Trusteeship.

## **6 Next Steps: Recommendations to Management Committee**

As the responsibility to make changes to the Governing Document lies with the MC the role of our committee now is to make recommendations to them, including:

- Informing them of the points from the ACRE meeting.
- Highlight actions that must be carried out due to Charity Law, such as the registration of all Trustees on the Charity Commission website.
- Recommendations for changing the Governing Document.

Recommendations for changes to the Governing Document were discussed. It was felt that these are likely to be relatively few, but might include:

- Increasing the number of Elected Trustees to up to five rather than exactly three.
- Decreasing the number of Representative Trustees to three, with the removal of the now defunct Cricket Club.
- Clarity on what the quorum for MC meetings should be.

It was felt that a draft of these recommendations could now be made.

Action AB

With specific reference to the Cricket Club, proof that the club indeed no longer exists should be sought by the MC before making this change, for example a letter from the previous club secretary.

Further clarity was also felt necessary as to what the role and rights of members elected to fill a casual vacancy were, as described in section 6.4 and 11.

This was perhaps another question for ACRE.

Action MD

7 **Any Other Business**

There was no other business.

8 **Meeting Close**

The Meeting closed at 18.15.

No date was set for the next meeting pending completion of above action items.

**Meeting. - Monday 24th January 2022 @ 19.00**

**Venue: Preston Capes Village Hall**

Present (Review Sub-Committee)

AB: Andrew Bracher (minutes)

RE: Roger Elkin (chairman)

DG: David Grahamslaw

HW: Heather Wilson

Apologies (Review Sub-Committee)

MD: Mike Delacoe

Present (Management Committee)

RB: Rachel Bracher

RH: Rachel Hale

JW: Jill Whitwell

Apologies (Management Committee)

PB: Peter Bull

GH: Gerard Hoare

**2 Agenda**

- Presentation of recommendations to the Management Committee (MC) by the Governing Document Review Sub-committee
- Discussion on the above
- Any other business

**3 Presentation of Recommendations to the Management Committee (MC) by the Governing Document Review Sub-committee**

(see AGM held 4<sup>th</sup> August 2021)

In accordance with its Terms of Reference handed down at the VH AGM the sub-committee had investigated the situation and produced a number of recommendations, under the following categories:

- Matters of Charity Law that must be followed.
- Recommendations for changes to the Governing Document.

It should be noted that the ongoing matter of the Village Hall Land and Premises rests solely with the Management Committee and is outside the scope of this review.

The best source of relevant information was 'The Essential Trustee' published by the Charities Commission and available on the web at no charge. It is comprehensive yet well written in layman's language.

The help and constructive advice provided by ACRE (Action with Communities in Rural England) was acknowledged. This had clarified many issues and provided cost saving guidance.

The first item addressed the fundamental question of which version of the Governing Documents prevails. The Charity Commission has

confirmed that the 1981 version is considered to be the definitive version for legal purposes.

The substantive requirement from the Charity Commission, from which much of the guidance follows, was that all members of the Management Committee, whether elected, appointed representatives, or co-opted, are Charity Trustees in Law. All are equal, and all are equally responsible for the running of the charity.

A number of recommended changes to the Governing Document were presented, along with the appropriate way to make such changes.

#### 4 Discussion

The various recommendations were reviewed, and actions identified together with those responsible for pursuing the actions.

	RECOMENDATONS	ACTION(S)
4.1	All MC members, being trustees, should be registered on the Charity Commission website, and also CAF bank notified.	MC asap
4.2	All trustees should sign the minute book at the start of their trusteeship, i.e. as soon as is practicable after each AGM. In the absence of a Minute Book then one would need to be established along with the defined procedure.	MC From next meeting
4.3	All trustees should also sign a trustee eligibility form and declaration that they are not disqualified from acting as a Charity Trustee. A suitable example form was available from ACRE.	MC by next AGM
4.4	Ordinary meetings of the MC are not public events. The public have no right to attend.  It was questioned, then, how events which involve volunteers as well as trustees could be planned and managed.  The best way to achieve this was felt to be to appoint a sub-committee to organise each event. The organisers may not be trustees, but could be invited to attend meetings when the event was being discussed.	MC to ensure a workable process exists
4.5	The mechanism for changing the Governing Document was deemed to be adequate and covered by following section 280 of the Charities Act, which allows for simple administrative changes. An independent review by ACRE had found the existing 1981 GD was excellent of its type with no significant compelling reason to make changes.  To make changes, a paragraph should be written for each change, which amends the 1981 GD. This should then be voted on and agreed by the MC. The agreed paragraphs should then be uploaded to the Charity Commission website.	MC as and when required

- 4.6 Representative Trustees to be named individuals who cannot be changed for the purposes of a particular meeting, i.e. the role cannot be delegated.
- If they resign part way through the year the resultant vacancy may be filled by a new individual appointed by their organisation.
- 4.7 One suggested change was, as it was proving difficult to attract Representative Members, to increase the number of Elected Members to e.g. “at least three and up to five”. MC as required
- 4.8 Another suggested change was to remove known defunct Representative(s) e.g. The Cricket Club. Where possible, written authority from the organisation concerned should be gained before such a change was carried out. MC as needed
- 4.9 It was recommended that the paragraph defining the necessary quorum was unworkable and should be replaced at the earliest opportunity by a practical solution. MC with some urgency

Those present from the Management Committee indicated approval of the Recommendations as reviewed by this meeting.

The Recommendations should now be tabled for discussion and approval at the next meeting of the Management Committee.

The MC meeting should identify the procedure for sign off / acceptance and adopting these changes to the Governing Document as the agreed way forward.

## 5 **Any Other Business**

There was no other business.

## 6 **Meeting Close**

The Meeting closed at 20.15.

## References

### ACRE (Action with Communities in Rural England)

*Described via their web site as a national charity that has been around since 1987, speaking up for and supporting rural communities. A network of county based local charities supporting members with the knowledge, skills and connections needed to improve their community.*

ACRE produces detailed information and advice used by its members to support the volunteers who managed England's 10,000+ rural community buildings. This is a comprehensive list of resources specifically for village halls which can be purchased from ACRE on request.

<https://acre.org.uk/publications-resources/#5>

39. Village halls and Incorporation (Sept 2013)

### Daventry Volunteer – Local Opportunities

Daventry Volunteer Centre (DVC) has been a registered Charity (No: 802879) since 1990 with NCVO Quality Standards Accreditation. The work of DVC is based around NCVO's 5 core functions for Volunteer Centres and the Voluntary and Community Sector (VCS) Membership of DVC includes around 300 local not-for profit-organisations.

Our members are offered capacity building support (funded through Daventry District Council) plus good practice information and advice, information on the DVC website, regular e-bulletins including consultations, funding information, and access to free or low cost training opportunities, the quarterly DVC Newsletter, and membership of the Daventry VCS Forum.

<http://daventryvolunteers.org.uk/about-us/>

### The Charity Commission

<https://www.gov.uk/government/collections/list-of-charity-commission-cc-guidance-publications>

The essential trustee: what you need to know, what you need to do (CC3)

Charity emergency appeals: starting, running and supporting charitable emergency appeals (CC40)

Link to PCVH on Charity Commission web site.

<https://register-of-charities.charitycommission.gov.uk/charity-search/-/charity-details/282040/what-who-how-where>

*Original Governing Document\_8Sep1981.pdf inserted here.*

Sealed 8th September 1981

379(S)  
81.

County - Northamptonshire.  
Parish - Preston Capes.  
Charity - Village Hall.

L1.  
152,883.

Stamp £1

Scheme including appointment of  
Trustees and vesting.

## CHARITY COMMISSION.

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In the matter of the Charity known as the Village Hall, in the Parish of Preston Capes, in the County of Northamptonshire, comprised in a conveyance dated the 9th December 1930; and  
In the matter of the Charities Act, 1960.

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THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES HEREBY ORDER that the following Scheme be approved and established:-

### S C H E M E.

1. Administration of Charity.

The above-mentioned Charity and the property thereof specified in the schedule hereto and all other the property (if any) of the Charity shall be administered and managed in conformity with the provisions of this Scheme.

### TRUSTEES.

2. Trustees and vesting.

- (1) The Parish Council of Preston Capes shall be the Custodian Trustee of the Charity.
- (2) The land with the building thereon specified in the said schedule is hereby vested in the said council for all the estate and interest therein belonging to or held in trust for the Charity.
- (3) Until the end of the first annual general meeting to be held as hereinafter provided the existing Trustees of the Charity at the date of this Scheme shall be the Managing Trustees of the Charity as the charity trustees thereof within the meaning of section 46 of the Charities Act, 1960, but from and after the end of that meeting the Committee of Management hereinafter constituted shall be the Managing Trustees of the Charity as the charity trustees thereof as aforesaid.

### OBJECT.

3. Object of Charity.

- (1) The Object of the Charity shall be the provision and maintenance of a village hall for the use of the Inhabitants of the Parish of Preston Capes (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.
- (2) The said land and building shall be held upon trust for the purposes of a village hall as aforesaid.

### COMMITTEE OF MANAGEMENT.

4. Constitution.

Subject as hereinafter provided, the Committee of Management (hereinafter referred to as the Committee) shall consist when complete of seven persons (hereinafter referred to as Members) being

Three Elected Members and  
Four Representative Members.

5. Elected Members.

Subject as hereinafter provided for casual vacancies, the Elected Members shall be appointed at the annual general meeting to be held as hereinafter provided and shall hold office from the end of the annual general meeting at which they are appointed.

6. Representative Members.

- (1) One Representative Member shall be appointed by each of the following organisations:

The Preston Capes Parish Council,  
The Preston Capes Women's Institute,  
The Preston Capes Cricket Club, and  
The Preston Capes Parochial Church Council.

(2) Each organisation shall notify the name of the person appointed by it to the secretary of the Committee.

(3) The appointment of a Representative Member may be made not more than one month before the annual general meeting and the term of office of a Representative Member so appointed shall commence at the end of that meeting.

(4) If an organisation entitled to appoint a Representative Member fails to do so within the said period of one month before the annual general meeting the appointment shall be made as soon as practicable after that meeting. The term of office of a Representative Member so appointed and of a Representative Member appointed to fill a casual vacancy shall commence on the day on which notification is received by the said secretary.

7. Co-optative Members.

The Committee may appoint if they think fit not more than two Co-optative Members. Each appointment of a Co-optative Member shall be made at a meeting of the Committee to take effect from the date of that meeting.

8. Termination of membership

(1) Any Member who is adjudged bankrupt or makes a composition or arrangement with his or her creditors or who is incapacitated from acting or who communicates in writing to the Committee a wish to resign shall thereupon cease to be a Member.

(2) All the Members shall 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 re-appointed.

9. Additional Representative Members.

The Committee shall have power by a resolution passed at a duly constituted meeting by the votes of not less than two-thirds of the Members for the time being to allow the appointment of an additional Representative Member by any organisation in the area of benefit not already named in this Scheme.

10. Alteration of constitution of Committee.

The constitution of the Committee as hereinbefore provided may on the application of the Committee be altered from time to time by Order of the Charity Commissioners.

11. Casual vacancies.

(1) Upon the occurrence of a casual vacancy that Committee shall cause a note thereof to be entered in their minute book at their next meeting and in the case of a vacancy in the office of Representative

Member shall cause notice thereof to be given as soon as possible to the organisation entitled to fill the vacancy.

(2) A casual vacancy in the office of Elected Member may be filled at a meeting of the Committee to take effect from the date of that meeting.

12. Failure to appoint.

The proceedings of the Committee shall not be invalidated by any vacancy among its Members or by any failure to appoint or any defect in the appointment or qualification of a Member.

13. Declaration by Members.

No person shall be entitled to act as a Member whether on a first or on any subsequent entry into office until after signing in the 'minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of this Scheme.

14. Members not to be personally interested.

Except in special circumstances with the approval in writing of the Commissioners no Member shall take or hold any interest in any property belonging to the Charity otherwise than as a trustee for the purposes thereof, or receive any remuneration, or be interested in the supply of work or goods, at the cost of the Charity.

#### MEETINGS AND PROCEEDINGS OF THE COMMITTEE

15. Meetings of the Committee.

The Committee shall hold at least two ordinary meetings in each year. A special meeting may be summoned at any time by the chairman or by any two Members upon seven clear days' notice being given to all the other Members of the matters to be discussed.

16. Chairman.

(1) At the first meeting in each year after the annual general meeting the Committee shall elect one of their number to be chairman of their meetings until the commencement of the first meeting after the annual general meeting in the following year and may also elect one of their number to be vice-chairman. The chairman and vice-chairman shall always be eligible for re-election.

(2) If the chairman and vice-chairman (if any) are absent from any meeting of the Committee the Members shall choose one of their number to be chairman of the meeting before any other business is transacted.

17. Voting.

Except as hereinbefore provided every matter shall be determined by the majority of votes of the Members present and voting on the question but in case of equality of votes the chairman of the meeting shall have a second or casting vote.

18. Minutes and accounts.

A minute book and books of account shall be provided and kept by the Committee.

19. Rules.

Within the limits prescribed by this Scheme the Committee may from time to time make and alter rules for the conduct of their business and for the summoning and conduct of their meetings and in particular with reference to -

(1) the terms and conditions upon which the said building may be used for the purposes specified in this Scheme by persons or bodies other than the Committee and the sum (if any) to be paid for such use;

(2) the appointment of an auditor, treasurer and such other unpaid officers as the Committee may consider necessary and the fixing of their respective terms of office;

(3) the engagement and dismissal of such paid officers and servants as the Committee may consider necessary; and

(4) the number of Members who shall form a quorum at meetings of the Committee, provided that the number of Members who shall form a quorum shall not be less than the total number of Members for the time being.

#### INSURANCE.

20. Insurance.

The Committee shall insure the said building and the furniture and effects therein to the full value thereof against fire and other usual risks and shall suitably insure against risk arising out of the ownership of property and the employment of persons.

#### APPLICATION OF INCOME.

21. Receipts and expenditure.

(1) The income of the Charity including all payments for the use of the said building and all donations for the benefit thereof shall be paid into a trust account at such bank as the Committee shall from time to time prescribe.

(2) The moneys standing to the credit of the said account shall be applied as the Committee shall decide in insuring as aforesaid, in maintaining and repairing the said building and the furniture and effects therein and in paying all rent (if any), rates, taxes, salaries of paid officers and servants and other outgoings and in otherwise furthering the object of the Charity.

22. Surplus cash.

Sums of cash at any time belonging to the Charity and not needed for immediate working purposes shall be invested in trust for the Charity.

#### ANNUAL GENERAL MEETING.

23. Annual general meeting.

(1) There shall be an annual general meeting in connection with the Charity which shall be held in the month of May in each year or as soon as practicable thereafter.

(2) All inhabitants of the area of benefit of 18 years of age and upward shall be entitled to attend and vote at the annual general meeting.

(3) The first annual general meeting shall be convened by the existing Trustees of the Charity and every subsequent annual general meeting shall be convened by the Committee.

(4) Public notice of every annual general meeting shall be given in the area of benefit at least 14 days before the date thereof.

(5) Before any other business is transacted at the first annual general meeting after the date of this Scheme, the persons present thereat shall appoint a chairman of the meeting. The chairman of subsequent annual general meetings shall be the chairman for the time being of the Committee, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

(6) The Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

#### GENERAL PROVISIONS.

24. Donations

The Committee may accept any donations or property for the general purposes of the Charity and they may also accept donations or property for any special objects connected with the Charity not inconsistent with the provisions of this Scheme.

25. Questions under Scheme.

Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done or about to be done under this Scheme shall be determined by the Commissioners upon such application made to them for the purpose as they think sufficient.

#### SCHEDULE.

Land situated at Preston Capes in the County of Northamptonshire with the building thereon known as the Village Hall and being the land comprised in the above-mentioned conveyance dated the 9th December 1930 and made between Sir Charles Valentine Knightly of the first part, William Rose Smith and Mabel Mills of the second part and the said Sir Charles Valentine Knightly and four others of the third part..

£79.19 cash on deposit account at the Daventry branch of Lloyds Bank Limited.

£28.04 cash on deposit account at the said branch of the said bank (Building Fund).

This schedule is made up to the 28th August 1981.

Sealed by Order of the Commissioners this 8th day of September 1981.

L.S.