

Holton Village Hall (Charity Number 273526)

Governing document

This is the governing document of the Charity as at 3rd May 2017. It comprises the Schedule to the Conveyance and Trust Deed dated 28th October 1974 as amended on 3rd May 2017.

1. Objects

The property hereby conveyed (hereinafter called the trust property) shall be held upon trust for the purposes of a village hall for the use of the inhabitants of the Parish of Holton in the County of Oxford (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. Parish Council

The Parish Council of Holton shall be the custodian trustee of the Charity and the provisions of subsection (2) of section 4 of the Public Trustee Act 1906 shall apply to the said Council and to the charity trustees respectively in like manner as they apply to the Public Trustee and managing trustees. The following paragraphs explain the powers exercisable by the custodian trustee:

2.1 the custodian trustee has no powers of management except such as are expressly conferred on it by this governing document

2.2 the custodian trustee has the custody of all securities and documents of title relating to the trust property but the charity trustees or any of them have free access thereto and are entitled to take photocopies of them

2.3 the custodian trustee must do all that is asked of it by the charity trustees in relation to the trust property unless it involves a breach of trust or involves a personal liability upon it. Provided the custodian trustee acts only in accordance with the lawful directions of the charity trustees, the custodian trustee shall not be liable for the act and defaults of the charity trustees

2.4 the powers of appointing a new custodian trustee and of discharging a custodian trustee are exercisable by the charity trustees alone, but the custodian trustee has the same power of applying to the court or to the Charity Commission for the appointment of a new custodian trustee as has any other charity trustee for a charity.

3. Administration, repairs and insurance

3.1 The Charity, the trust property and other land acquired by the Charity and other property of the Charity must be administered by the charity trustees. The charity trustees are the charity

trustees within the meaning of Section 177 of the Charities Act 2011. They 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 charity trustees must:

3.2.1 ensure that the trust 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 charity trustees consider 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.

After payment of these costs, the charity trustees must apply the remaining income in the trusts declared in paragraph 1 of this governing document ("Objects").

4. Powers of the charity trustees

The charity trustees have the following powers, which may be exercised only in promoting the Objects:

4.1 to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the charity trustees 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 trust 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 Trust 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 or to seek grant aid as may be required for maintaining, extending or improving the Trust 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 Trust property and the trust fund with repayment of the money so borrowed or granted (but only in accordance with the restrictions imposed by the Charities Act 2011)

4.6 to employ staff (who shall not be any of the charity trustees) and to make all reasonable and necessary provision for the payment of pensions, and all other costs of employment required by statute or regulation 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 charity trustees may think fit. Such sub-committees shall be answerable to the charity trustees and all their acts and proceedings must be fully and promptly reported to the charity trustees
- 4.9 to delegate to any one or more of the charity trustees any business of the Charity which is within the professional or business competence of such charity trustee(s). The charity trustees must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the charity trustees at which the decision to delegate is made. The charity trustees must exercise reasonable supervision over any such charity trustee(s) acting on their behalf under this provision and must ensure that all their acts and proceedings are fully and promptly reported to the charity trustees
- 4.10 to insure the charity trustees 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)
- 4.1 1 to remunerate any charity trustee and any connected person for services rendered to the Charity PROVIDED THAT:
- 4.1 1.1 the amount or maximum amount of the remuneration is set out in an agreement in writing between the charity trustees and the charity trustee concerned
- 4.11.2 such charity trustee 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
- 4.11.3 any decision to remunerate such charity trustee and any connected persons shall be taken unanimously by the other charity trustees present and voting at the meeting at which the decision is made
- 4.11.4 the other charity trustees are satisfied that they have explored all other avenues of service provision by third parties and that the services rendered by the charity trustee or any connected persons and the payment of remuneration are in the best interests of the Charity
- 4.11.5 the other charity trustees are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such charity trustee and any connected persons to the Charity

4.11.6 the other charity trustees are satisfied that the services rendered to the Charity are of special value to the Charity having regard to such charity trustee's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them

4.11.7 all deliberations and decisions of the charity trustees 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

4.11.8 the number of such charity trustees for the time being in receipt of remuneration do not exceed a minority of the charity trustees and

4.11.9 the charity trustees have had regard to any guidance given by the Charity Commission concerning the making of such agreement.

For the purpose of this sub-paragraph, 'connected person' means and includes, in relation to a charity trustee:

- that person's spouse or long term partner
- that person's relatives, namely their children, parents, grandchildren, grandparents, brothers, sisters and their spouses and
- persons related by marriage

4.12 to do anything else within the law which promotes or helps to promote the Objects. In the exercise of these powers the charity trustees must always be mindful that they are charity trustees within the definition of Section 177 of the Charities Act 2011 as the persons having the general management and control of the administration of a charity.

5. The charity trustees

Number of trustees

5.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or charity trustees may act only to call a meeting of the charity trustees, or to appoint a new charity trustee. The charity trustees shall consist of:

5.1.1 up to seven individuals elected in accordance with clause 5.2;

5.1.2 one individual appointed by Holton Parish Council in accordance with clause 5.3;

5.1.3 and up to five individuals co-opted in accordance with clause 5.4.

All such individuals are charity trustees for the purposes of charity law.

Elected charity trustees

5.2 The elected charity trustees must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 12.4.

Appointed charity trustee

5.3 Procedure

5.3.1 Such appointment must be made according to the ordinary practice of Holton Parish Council and must be notified in writing to the secretary. Other than to replace a casual vacancy, no appointment may be made more than two months before the annual general meeting.

5.3.2 The individual appointed must be a member of Holton Parish Council.

Co-opted charity trustees

5.4 Co-opted charity trustees must be appointed at a duly constituted meeting of the charity trustees.

Term of office

5.5 Subject to clauses 6.1 and 6.2 the period of office of charity trustees starts:

5.5.1 in the case of elected charity trustees, at the end of the annual general meeting or special general meeting at which they are elected

5.5.2 in the case of the appointed charity trustee, at the end of the annual general meeting in any year or, in the case of a charity trustee appointed after such annual general meeting, or to fill a casual vacancy, on the day on which notification of his or her appointment is received by the secretary. Subject to clause 7, the period of office of the appointed charity trustee ends on the day on which notification of his or her removal is received by the secretary.

5.5.3 in the case of co-opted charity trustees, from the date of their co-option.

5.6 All charity trustees, other than the charity trustee appointed under clause 5.3, 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 reappointed.

Casual vacancies

5.7 In the event of a casual vacancy, the charity trustees must minute it at their next meeting.

charity trustee

5.7.1 A casual vacancy in the office of an elected may be filled by the charity trustees. The period of office of an individual elected to fill a casual vacancy starts at the end of the meeting of the charity trustees at which he or she was so elected.

5.7.2 A casual vacancy in the office of the appointed charity trustee must be notified as soon as reasonably practicable by the secretary to Holton Parish Council which may appoint a replacement in accordance with clause 5.3;

New charity trustees

5.8 The charity trustees must give each new charity trustee on their first election or appointment a copy of the charity's governing document and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of charity trustees

5.9 The charity trustees must keep a register of the name and address of every charity trustee and the dates on which their terms of office begin and end.

6. Eligibility for becoming a charity trustee

6.1 No person may be elected or appointed as a charity trustee:

6.1 . 1 unless he or she has attained the age of 18 years or

6.1.2 if he or she is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011 or

6.1.3 in circumstances such that, had he or she already been a charity trustee, he or she should have been disqualified from office under the provisions of clause 7.1.

6.2 No person shall be entitled to act as a charity trustee whether on a first or any subsequent entry into office until after signing in the minute book of the charity trustees a declaration of acceptance and willingness to act in the trusts of the Charity.

7.Termination of trusteeship

7.1 A person shall cease to be a charity trustee if he or she:

7.1 . 1 is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011

7.1 .2 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months

charity trustee

7.1 .3 is absent without the permission of the from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated or

7.1 .4 three-quarters of the charity trustees present at a meeting of the charity trustees decide that it is in the best interests of the Charity that the charity trustee in question should be removed as a charity trustee, and pass a resolution to that effect. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the charity trustees.

7.2 A person shall cease to be a charity trustee if he or she notifies the charity trustees in writing of his or her wish to resign (but only if the minimum number of charity trustees (3) will remain in office when the notice of resignation is to take effect).

7.3 The charity trustees may not all resign at the same time unless and until they have:

7.3. 1 provided that the charity trustees have not exercised their right to co-opt charity trustees in accordance with clause 5.1, exercised such right and co-opted at least three new charity trustees in accordance with clause 5.1 and/or

7.3.2 convened a special general meeting in accordance with clause 12.4 for the purpose of seeking the election of charity trustees.

8. Duties of the charity trustees

8.1 Except with the prior written approval of the Charity Commission, no charity trustee may:

8. 1 .1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to clause 4.10 and remuneration paid in accordance with paragraph 4.1 1 or

8.1.2 have a financial interest in the supply of goods or services to the Charity or

8.1 .3 acquire or hold any interest in trust property of the Charity (except in order to hold it as a trustee of the Charity).

8.2 A charity trustee must:

charity trustee

- 8.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
- 8.1.2 absent himself or herself from any discussions of the in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

9. Officers

Chair and vice-chair

9.1 At their first ordinary meeting in each year after the annual general meeting, the charity trustees shall elect a chair and may elect a vice-chair of their meetings. The chair and vicechair remain in office until their respective successors are elected

Secretary and treasurer

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

9.2.1 charity trustees (who must not receive any reward for acting) or

9.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the charity trustees think fit).

10. Meetings of the charity trustees

10.1 The charity trustees must hold at least four ordinary meetings in each year.

10.2 Meetings of the charity trustees may be arranged by the charity trustees at their meetings or may be called at any time by the Chair or any two charity trustees upon not less than ten days' notice having been given to all other charity trustees.

10.3 If the Chair is absent from any meeting, the Vice-Chair shall preside; otherwise the charity trustees present must, before any other business is transacted, choose one of their number to be chair of the meeting.

charity trustee

- 10.4 There shall be a quorum when at least three charity trustees for the time being are present at a meeting.
- 10.5 Except where otherwise provided in this governing document, every issue may be determined by a simple majority of the votes cast at a meeting of the charity trustees.
- 10.6 The chair of the meeting may cast a second or casting vote only if there is a tied vote.

10.7 The proceedings of the charity trustees shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any charity trustee.

11. Recording of meetings

The charity trustees must keep proper minutes of their meetings which, after approval by the trustees as a correct record, shall be signed by the chair to signify this. The minute book must be available for inspection upon reasonable request by any charity trustee. The minute book must be retained by:

11.1 the Secretary or

11.2 another suitable person appointed by the charity trustees to do so.

12. Annual general meeting and special general meetings

12.1 Annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.

12.2 All inhabitants of the area of benefit whose age is at least the age at which individuals may vote in national and local elections ("voting age") must be entitled to attend and vote at the annual general meeting. The charity trustees may allow inhabitants who are under voting age to attend (but not vote at) the meeting

12.3 Annual general meetings shall be convened by the charity trustees. 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 trust property or other conspicuous place in the area of benefit and by such other means as the convenors think fit.

12.4 The charity trustees 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 the Charity. 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.

12.5 There shall be a quorum when at least seven people who are eligible to attend and vote in accordance with clause 12.2 are present at an annual or special general meeting.

12.6 The Chair of the charity trustees must be the chair of an annual or special general meeting. In his or her absence the chair must be taken by the vice-chair, failing whom by any other charity trustee chosen by the charity trustees, failing which by such person as the persons present shall by lot determine.

12.7 The charity trustees must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.

12.8 The Secretary or other person appointed by the charity trustees must keep minutes of proceedings at every annual general meeting and special general meeting.

12.9 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 chair of the meeting may cast a second or casting vote only if there is a tied vote.

13. Accounts

The charity trustees must comply with their obligations under the Charities Act 2011 with regard to:

13.1 the keeping of accounting records for the Charity

13.2 the preparation of annual statements of account for the Charity

13.3 the auditing or independent examination of the statements of account for the Charity and

13.4 the transmission of the statements of account of the Charity to the Charity Commission.

14. Annual Report

The charity trustees must comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Charity Commission.

15. Annual Return

The charity trustees must comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual return and its transmission to the Charity Commission.

16. Receipts and Expenditure

The income of the Charity, including all donations and bequests, must be paid into an account operated by the charity trustees in the name of the Charity at such bank or building society as the charity trustees shall from time to time decide. All cheques and orders for payment of money from such account shall be signed by at least two charity trustees.

17. Rules

Within the limits prescribed by this governing document the charity trustees may from time to time make and alter rules for the management of the Charity and in particular but without limitation with reference to:

- 17.1 the terms and conditions upon which the trust property or any part of the trust fund may be used by persons or bodies other than the charity trustees for the purposes specified in this governing document and the sum (if any) to be paid for such use
- 17.2 the deposit of money at a proper bank or building society and the safe custody of documents
- 17.3 the appointment of an auditor or an independent examiner
- 17.4 the engagement or dismissal of such officers, servants and agents as the charity trustees may consider necessary and the payment of such persons (not being charity trustees)
- 17.5 the summoning and conduct of meetings.

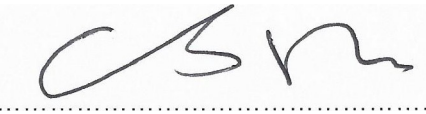
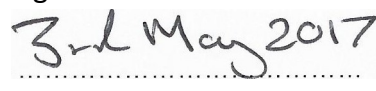
18. Indemnity

The charity trustees and the custodian trustee or their successors in title shall be entitled to an indemnity out of the assets of the Charity against all liabilities properly incurred by them in the management of the affairs of the Charity.

19. Letting or sale

If the charity trustees decide at any time that on the ground or otherwise it is necessary or advisable to discontinue that the trust property in whole or in part for the purposes stated in clause 1 they shall call a meeting of the inhabitants of the age of eighteen or upwards of the area of benefit of which meeting not less fourteen days' notice (stating the terms of the resolution that will be proposed thereat) shall be posted in a conspicuous place or places on the trust property and advertised in a newspaper circulating in the area of benefit and if such decision shall be confirmed by three-quarters of the inhabitants present and voting at such meeting the charity trustees may with the consent of the Charity Commissioners or the Secretary of State let or sell the trust property or any part thereof. All moneys arising from such letting or sale (after satisfaction of any liabilities properly payable thereout) shall with such consent as aforesaid be applied either in the purchase of other property approved by the charity trustees and to be held upon the trusts for the purposes and subject to the provisions hereinbefore set forth (including this power) or as near thereto as circumstances shall permit or towards such other charitable purposes or objects for the benefit of the inhabitants of the area of benefit as may be approved by the Charity Commissioners or the Secretary of State and meanwhile such moneys shall be invested and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used in

furthering the purposes specified in this deed.

Signed 
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Date

Christopher Roerig
Chairman
Holton Village Hall Trustee Management Committee