

THE CHARITY COMMISSION FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Orders that from today, the

19 October 2010

this

SCHEME

will govern the charity

known as

ROWNEY GREEN PEACE MEMORIAL HALL (523186)

at

Worcestershire



Authorised Officer

RGPMH (THE CHARITY) - THE 2010 CONSTITUTION - A SUMMARY

(For reference only)

Subject	Gist of the subject	Para(s)
Area of benefit	RG and surrounding districts.	1
Admin of charity	Must be administered ONLY by these rules.	2
Object of charity	For recreation, for life enhancement.	4
AGM	Must give 2 wks public notice. Held annually, within a maximum of 15 months. All residents of area must have access to the meeting. Everyone over 18 can vote.	22
	AGM Business: Trustees to present annual report and accounts. Meeting to elect 3 to 6 trustees. (Existing can re-stand.) Their term will end at the END of the next AGM.	7, 8, 22
Trustee info pack	Must be provided on first appointment, and include a copy of the hall's: - constitution, equal opportunity statement, H&S, latest report/accounts.	10
Trustee register + declaration	Annually on appointment, all trustees must sign a register of acceptance. The register must show names & addresses, and dates of office.	11
Trustee team: - their powers	Provide & maintain equipment. Insure assets & liabilities. Raise funds. Appoint staff. Co-operate with other organisations. Make new rules. Create & supervise sub-teams.	6
	Can co-opt up to 4 members at a special mtg. Their term will end at the end of the next AGM.	9
Trustees MUST	Exercise their powers jointly, at proper meetings.	21
Trustees MAY:	Use the hall as do the other residents of the area. Claim reasonable expenses, properly incurred.	12
Trustees MUST NOT:	Be offered any preferential terms by the charity. Receive any financial benefit from the charity.	12
Other trustee rules:	<i>For trustee (or their family) as a supplier of paid for goods (or services?):</i>	<i>See 12(4)</i>
	<i>For terminating a trustee appointment:</i>	<i>See 13</i>
Trustee Meetings	"Ordinary": Min 4 per yr, 10 days notice. Called by chair or any 2 trustees.	16
	"Special": Any time. 7 days notice. Called by chair or any 2 trustees. The notice must include details of the business of meeting. (Exception: To co-opt members, 21 days notice required.)	9, 17
	Minutes: Must be kept by the secretary or other, with ready access given to all trustees.	20
	A quorum is one third of trustees.	18
Officer appointments	At their first ordinary meeting after the AGM, trustees must elect from their number, a chair and a vice chair.	14
	Trustees may appoint or dismiss other roles. The person may or may not be a trustee. (Remuneration may be paid, but NOT if a trustee).	15
Voting	Trustee and AGM decisions, must be made by majority voting of those present. (If the vote is tied, then the Chair has a second vote.)	19, 22
Winding-up	Disposal of assets.	4, 5, 6, 22, 24
Questions	For guidance interpreting the constitution, contact the Charity Commisn.	25

1. Definitions

In this scheme:

“charity” means the charity identified at the beginning of this scheme

“former governing document” means the Conveyance dated 5 February 1938

“committee” means the committee of management of the charity

“members” means the members of the committee (who are the charity trustees of the charity) acting under this scheme

“existing trustees” means the persons listed in part 1 of the schedule to this scheme

“AGM” means the annual general meeting

“area of benefit” means the parish of Rowney Green and surrounding districts in the County of Worcestershire

“village hall” means the building provided by the charity in accordance with clause 4 of this scheme

“the Commission” means the Charity Commission for England and Wales.

ADMINISTRATION

2. Administration

- (1) Subject to sub-clause (2) of this clause, the charity must be administered by the committee in accordance with this scheme. This scheme replaces the former governing document of the charity.
- (2) The charity must be administered by the existing trustees until the end of the first AGM held under this scheme. They must administer the charity in accordance with the provisions of this scheme.

3. Name of the charity

The name of the charity is Rowney Green Peace Memorial Hall.

OBJECT

4. Object of the charity

- (1) The object of the charity is the provision and maintenance of a village hall for use by the inhabitants of the area of benefit:

- (a) For meetings, lectures and classes, and other forms of recreation and leisure-time occupation, without distinction of political, religious or other opinions, and with the object of improving the conditions of life for the inhabitants
 - (b) For use on Sundays as, in the first instance, a place for religious instruction or other religious purposes and, if not needed for religious purposes, for recreational purposes as described in clause 4 (1) (a).
- (2) Subject to clause 5 and clause 24, the land identified in part 2 of the schedule to this scheme must be retained by the committee for use for the object of the charity.

5. Power to dispose of and replace designated land

The committee may sell, lease or otherwise dispose of all or any part of the land identified in part 2 of the schedule to this scheme provided:

- (1) they intend to replace the land disposed of with equivalent land to be used for the object of the charity; and
- (2) they comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the sale, lease or disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.

POWERS OF THE COMMITTEE

6. Powers of the committee

In addition to any other powers which they have, the committee may exercise the following powers in furtherance of the object of the charity:

- (1) Power to sell, lease or otherwise dispose of all or any part of the charity's property which is not required by clause 4 to be retained for the object of the charity. (The committee must comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the sale, lease or disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.)
- (2) Power to provide and maintain furniture and equipment for use in the village hall.
- (3) Power to appoint staff (who must not be members) and pay them reasonable remuneration, including pension provision for them and their dependants.
- (4) Power to insure against public liability and, if appropriate, employers' liability; and to insure the buildings of the charity to their full value against fire and all other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant).
- (5) Power to raise funds.

- (6) Power to co-operate with other charities, voluntary bodies and statutory authorities. The committee may exchange information and advice with them.
- (7) Power to make rules and regulations consistent with this scheme for the management of the charity.
- (8) Power to create sub-committees and delegate such functions to those sub-committees as the committee shall decide. (The committee must exercise reasonable supervision over sub-committees and sub-committees must promptly report their acts and proceedings to the committee.)

COMMITTEE

7. Committee of management

- (1) Subject to clause 9, there shall be elected to the committee of management no fewer than 3 and no more than 6 elected members.
- (2) The members of the committee are the trustees of the charity.
- (3) The term of office of all members will end at the end of the AGM following the date on which they came into office. They may be re-elected or re-appointed.

8. Elected members

- (1) The elected members must be elected at the AGM by the inhabitants of the area of benefit who are eligible to vote.
- (2) The appointments will be effective from the end of the AGM at which the appointments are made.

9. Co-opted members

- (1) The committee may appoint no more than 4 co-opted members.
- (2) The appointment must be made at a special meeting of the committee.
- (3) The appointment will be effective from the end of that meeting until the end of the following AGM.

10. New members

The committee must give each new member on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts, and any charity policy and procedural documents.

11. Register of members

- (1) The committee must keep a register of the name and address of every member and the dates on which their terms of office begin and end.
- (2) Before acting as a member, every member must (whether on their first appointment or on any later re-appointment) sign in the register a declaration of acceptance and willingness to act as a trustee of the charity.

12. Payments to members

- (1) All members may use the village hall as inhabitants of the area of benefit in accordance with the object of the charity.
- (2) A member may receive from the charity reasonable expenses properly incurred, or to be incurred, by him or her when acting on behalf of the charity.
- (3) No member may:
 - (a) buy or receive goods or services from the charity on terms preferential to those applicable to other members of the public; or
 - (b) receive any payment or other financial benefit from the charity; or
 - (c) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity);unless the payment or transaction is:
 - (d) permitted in accordance with, and subject to the conditions in, section 73A or 73F of the Charities Act 1993 (*services includes goods supplied in connection with the service and includes trustee indemnity insurance*); or
 - (e) permitted in accordance with, and subject to the conditions in, sub-clause 4 of this clause; or
 - (f) previously and expressly authorised in writing by the Commission.
- (4) A member may receive payment for goods supplied to the charity, provided that:
 - (a) the sums paid to the member do not exceed an amount that is reasonable in all the circumstances; and
 - (b) the member is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the charity; and
 - (c) the other members are satisfied that it is in the interests of the charity to contract with that member, rather than with someone who is not a member (in reaching that decision, the members must have balanced the advantages and disadvantages of contracting with a member); and

- (d) the reason for their decision is recorded by the members; and
 - (e) the number of members in receipt of any payments authorised by clause 12 (3) and 12 (4) are a minority of the members then in office.
- (5) In this clause:
- (a) “charity” includes any company in which the charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company;
 - (b) “member” includes any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the member or any person living with the member as his or her partner.

13. Termination of membership

A member will cease to be a member if he or she:

- (1) is disqualified from acting as a trustee by section 72 of the Charities Act 1993; or
- (2) is absent without the permission of the members from all their meetings held within a period of 12 months and the members resolve that his or her office be vacated; or
- (3) gives not less than one month’s notice in writing of his or her intention to resign (but only if at least one third of the total number of members will remain in office when the notice of resignation is to take effect).

OFFICERS

14. Chair and vice chair

- (1) At their first meeting in each year after the AGM the members must elect from their number a chair and a vice chair for their meetings.
- (2) The members present at a meeting must elect one of their number to chair the meeting if the chair or vice chair is not present or these positions are vacant.

15. Secretary and treasurer

The committee may appoint a secretary, treasurer and booking secretary. The offices may be held by:

- (1) members (who must not receive any reward for acting and who may be dismissed as secretary, treasurer or booking secretary at any time); or
- (2) some other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the committee think fit).

MEETINGS OF COMMITTEE

16. Ordinary meetings

- (1) The committee must hold at least four ordinary meetings in each year.
- (2) Ordinary meetings require at least 10 days notice.
- (3) The chair, or any two members, may call an ordinary meeting at any time.

17. Special meetings

- (1) The chair, or any two members, may call a special meeting at any time.
- (2) Special meetings require at least 7 days notice, except that meetings to consider the appointment of a co-opted member require at least 21 days notice.
- (3) The notice calling a special meeting must include details of the business to be transacted at the meeting.
- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

18. Quorum

- (1) Subject to clause 18 (2), no business may be transacted at a meeting unless there are present at least one-third of the total number of members.
- (2) If there is fewer than one third of the total number of members in office, the committee can form a quorum for the purpose of filling vacancies in its number, but may not conduct any other business.

19. Voting

- (1) Every matter must be decided by majority decision of the members present and voting at a duly convened meeting of the committee.
- (2) The chair of the meeting may cast a second or casting vote only if there is a tied vote.

20. Recording of meetings

The committee must keep a proper record of its meetings. The record must be retained by:

- (1) the secretary; or
 - (2) another suitable person appointed by the committee to do so
- who must allow the members access to it.

21. Members to act jointly

The members must exercise their powers jointly, at properly convened meetings.

ANNUAL GENERAL MEETING

22. Annual general meeting

- (1) An annual general meeting must be held annually and within 15 months of the previous annual general meeting.
- (2) All inhabitants of the area of benefit of 18 years and upward must be allowed to attend and vote at the meeting. The committee may allow inhabitants who are under 18 to attend but not vote at the meeting.
- (3) The first AGM after the date of this scheme must be called by the existing trustees within 12 months of that date. Every other meeting must be called by the committee.
- (4) Public notice of the meeting must be given in the area of benefit at least 14 days before the meeting and must include placing a notice in a conspicuous place or places at, in the first instance, the charity's property or at another well used public building.
- (5) The chair of the existing trustees shall chair the first meeting. The chair of the committee shall chair subsequent meetings. The vice-chair shall chair the meeting if the chair is not present. The persons present must elect one of their number to chair the meeting if neither the chair nor the vice-chair are present.
- (6) At the meeting the committee must present the report and accounts for the last financial year. The existing trustees must present the report and accounts to the first meeting.
- (7) Every matter must be decided 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.

CHARITY PROPERTY

23. Use of income and capital

- (1) The committee must firstly apply:
 - (a) the charity's income; and
 - (b) if the committee think fit, expendable endowment; and
 - (c) when the expenditure can properly be charged to it, its permanent endowmentin meeting the proper costs of administering the charity and of managing its assets.
- (2) After payment of these costs, the committee must apply the remaining income in furthering the object of the charity.
- (3) The committee may also apply for the object of the charity:
 - (a) expendable endowment; and
 - (b) permanent endowment, but only:
 - (i) where it is permitted in accordance with, and subject to the conditions in, section 75, section 75A or section 75B of the Charities Act 1993 (*power of unincorporated charities to spend capital*); or
 - (ii) on such terms, including for the replacement of the amount spent, as the Commission may approve by order in advance.

24. Sale of land

- (1) Subject to the provisions of this clause, the committee may sell all or any part of the land identified in part 2 of the schedule to this scheme. (The committee must comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.)
- (2) The committee may only sell the land if:
 - (a) the committee decides that the land is no longer required for use as a village hall; and
 - (b) the decision to sell is confirmed by a resolution passed at a meeting of the inhabitants of the area of benefit of age 18 years and above. At least 14 days notice of the meeting must be given by advertising in a local newspaper and by fixing notices in a conspicuous place or places on the land. The notices must set out the terms of the resolution.
- (3) The proceeds of sale may be either:

- (a) invested and the income applied in furtherance of the object of the charity; or
- (b) applied towards other charitable objects for the benefit of the inhabitants of the area of benefit, if such charitable expenditure is confirmed by a resolution passed by the inhabitants at a meeting which complies with clause 24 (2) (b).

GENERAL PROVISIONS

25. Questions relating to the Scheme

The Commission may decide any question put to it concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

PART 1

Annie Cowles
Michael Fellows
Nan Fellows
Clare Kenny
William John Savage
Nigel Derek Walker

PART 2

All that freehold land more particularly described in a Conveyance dated 5 February 1938 and made between Albert Edward Wheeler and Edgar Gough Quinney of the first part and Edgar Gough Quinney, Ernest Chalmers, George Apps, Milton Thomas Gough Quinney, Florence Hale and Ellen Priddy of the second part and Richard Arthur Wiggin and Arthur Hunt of the third part and now known as Rowney Green Peace Memorial Hall, Rowney Green, Worcestershire.