

**SHARDLOW VILLAGE HALL**  
**CONSTITUTION**

**DATE:** 2021

**1. OBJECTS AND TRUST PROPERTY**

- 1.1 The property described in clause 1.2 (hereinafter called the "**Trust Property**") shall be held upon trust for the purpose of a village hall and other related purposes for the use of the inhabitants of the Parish of Shardlow and Great Wilne in the County of Derby (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.
- 1.2 The Trust Property consists of the land conveyed to the Shardlow and Great Wilne Parish Council on 25th September 1970 and shall include any further land acquired from time to time.

**2. POWERS**

- 2.1 The charity has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the charity has power to:
  - 2.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The charity must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
  - 2.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 2.1.3 pursuant to clause 17, sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
  - 2.1.4 employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 15 and provided it complies with the conditions of that clause; and
  - 2.1.5 deposit or invest surplus funds not needed as a balance for working purposes and arrange for the investments or other property of the charity to be held in the name of a nominee, 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.

**3. ADMINISTRATION BY COMMITTEE**

- 3.1 The charity shall be administered in conformity with the provisions of this constitution by the committee of management hereinafter constituted (and hereinafter called the "**Committee**") who shall be the charity trustees of the charity within the meaning of section 177 of the Charities Act 2011.
- 3.2 The Parish Council of Shardlow and Great Wilne 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 Committee respectively in like manner as they apply to the Public Trustee and managing trustees.

**4. COMMITTEE OF MANAGEMENT**

- 4.1 Except as hereinafter in this clause provided, the Committee shall consist of not less than 3 and not more than 11 elected members.
- 4.2 The period of office of members shall commence at the end of the annual general meeting at which they were elected.

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- 4.3 All members of the committee 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 reappointed.
- 4.4 Upon the occurrence of a casual vacancy the Committee shall cause a note thereof to be entered in their minute book at their next meeting. A casual vacancy in the office of elected member may be filled by the Committee and the period of office of an elected member elected to fill a casual vacancy shall commence at the end of the meeting of the Committee at which he was so elected.
- 4.5 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 Commission (the "**Commission**") or the Secretary of State for Education and Science (hereinafter called the "**Secretary of State**").

## **5. FAILURE TO APPOINT**

- 5.1 The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment election or qualification of any member.

## **6. DECLARATION OF MEMBERS**

- 6.1 No person shall be entitled to act as a member of the Committee 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 constitution.

## **7. MEMBERS NOT TO BE PERSONALLY INTERESTED IN THE CHARITY**

- 7.1 Except in special circumstances authorised by the court or with the prior written consent of the Commission, no member of the Committee 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.

## **8. DETERMINATION OF MEMBERSHIP**

- 8.1 Any member who is adjudged bankrupt or who makes a composition or arrangement with his creditors or who is incapacitated for acting, or who communicates in writing to the Committee a wish to resign shall thereupon cease to be a member.

## **9. MEETINGS OF THE COMMITTEE**

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

## **10. CHAIRPERSON AND VICE-CHAIRPERSON OF THE COMMITTEE**

- 10.1 The Committee at their first meeting in each year after the annual general meeting shall elect one of their number to be chairperson of their meetings and may elect one of their number to be vice-chairperson. The chairperson and vice-chairperson shall continue in office until their respective successors are elected.
- 10.2 If the chairperson is absent from any meeting, the vice-chairperson (if any) shall preside; otherwise the members present shall, before any other business is transacted, choose one of their number to preside at the meeting.

## **11. VOTING IN COMMITTEE**

- 11.1 Every matter shall (except as in this constitution provided) be determined by the majority of the members of the Committee present and voting on the question. In case of equality of votes the chairperson of the meeting shall have a second or casting vote.

## **12. ANNUAL GENERAL MEETING**

- 12.1 There shall be an annual general meeting in connection with the charity which shall be held in the month of June in each year or as soon as practicable thereafter.

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- 12.2 All inhabitants of the Area of Benefit of eighteen years of age and upwards shall be entitled to attend the annual general meeting, but shall have no vote.
- 12.3 Public notice of every annual general meeting shall be given in the Area of Benefit 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 Committee think fit.
- 12.4 The Committee shall present to each annual general meeting the report and accounts of the charity for the preceding year.

### **13. REPAIRS AND INSURANCE**

- 13.1 The Committee shall cause all the buildings and other property of the charity at all times to be kept in repair and sufficiently insured against first, theft, public liability and other insurable risks.

### **14. APPLICATION OF INCOME**

- 14.1 After satisfying its obligations under clause 13 hereof, the Committee shall as and when it thinks fit apply the net yearly income for the purpose of the charity.
- 14.2 The income and property of the charity must be applied solely towards the promotion of the objects contained within clause 1.
- 14.3 A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- 14.4 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.
- 14.5 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.
- 14.6 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 15.

### **15. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES**

- 15.1 No charity trustee or connected person may:
  - 15.1.1 buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
  - 15.1.2 sell goods, services, or any interest in land to the charity;
  - 15.1.3 be employed by, or receive any remuneration from, the charity; or
  - 15.1.4 receive any other financial benefit from the charity,unless the payment or benefit is permitted by clause 16 or authorised by the court or the prior written consent of the Commission has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### **16. SCOPE AND POWERS PERMITTING TRUSTEES' BENEFITS**

- 16.1 A charity trustee or connected person may receive a benefit from the charity as a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- 16.2 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, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 16.3 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 (also known as the base rate).

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16.4 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

16.5 A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

## **17. FURTHER ENDOWMENTS**

17.1 The Committee may receive any additional donations or endowments for the general purposes of the charity and it may also accept donations or endowments for any special objects connected with the charity not inconsistent with the provisions of this constitution.

## **18. MINUTES AND ACCOUNTS**

18.1 The Committee shall provide and keep a minute book and books of account (electronically). All proper statements of account in relation to the charity shall be prepared annually as prescribed by section 130 of the Charities Act 2011 and copies thereof shall be sent to the Parish Council of Shardlow and Great Wilne.

## **19. LETTING OR SALE**

19.1 If the Committee decides at any time that on the ground of expense or otherwise it is necessary or advisable to discontinue the use of the Trust Property in whole or in part for the purposes stated in clause 1.1 it shall call a meeting of the Committee, inviting the inhabitants of the age of eighteen years or upwards of the Area of Benefit, on not less than fourteen days' notice, (stating the terms of the resolution that will be proposed thereat), which shall be posted in a conspicuous place or places on the Trust Property, and if such decision shall be confirmed by three-quarters of the members of the Committee present and voting at such meeting, the Committee may with the consent of the Commission 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, in the sole discretion of the Committee, as aforesaid be applied either in the purchase of other property, approved by the Committee, 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 Commission 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 constitution.

## **20. RULES**

20.1 Within the limits prescribed by this constitution the Committee may from time to time make and alter rules for the management of the charity and in particular with reference to:

20.1.1 the terms and conditions upon which the Trust Property may be used by persons or bodies other than the Committee for the purposes specified in this constitution and the sum (if any) to be paid for such use;

20.1.2 the deposit of money at a proper bank and the safe custody of documents;

20.1.3 the appointment of an auditor;

20.1.4 the engagement and dismissal of such officers servants and agents as the Committee may consider necessary and the payment of such persons (not being members of the committee);

20.1.5 the summoning and conduct of meetings including the number of members who shall form a quorum thereat, provided that at meetings of the Committee the quorum shall not be less than one third of the total number of the members for the time being.