

## DEED OF TRUST FOR THE SPELDHURST VILLAGE HALL FOUNDATION

Preamble. The original Declaration of Trust for the Speldhurst Village Hall Foundation was created by Herbert Stephen Lawrence, Stuart Kaye Machattie Powell and Godfrey John Chandler on 30 April 1966 and was registered at the Charity Commission as the Speldhurst Village Hall Foundation charity number 287945. The Charity Commissioners for England and Wales issued an Order made under section 26 of the Charities Act 1993 dated 18<sup>th</sup> April 2006 which authorised the Trustees of the Speldhurst Village Hall Foundation to amend this Deed subject to the provisions of this Order.

Date the first day of January 2007

By The Trustees of the Speldhurst Village Hall Foundation.

Now this Deed witnesses as follows:

### 1. Definitions and interpretation

#### 1.1 In this Deed:

'area of benefit' means the residents of the Village of Speldhurst being those residents named in the polling district of Speldhurst F within the Borough of Tunbridge Wells.

'the Charity' means the Speldhurst Village Hall Foundation

'connected persons' means and includes, in relation to a member of the management committee:

- 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

'custodian and holding trustees' means the elected trustees, the appointed trustees and the co-opted trustees and any other holding trustee(s) or custodian trustee from time to time appointed by the Charity in accordance with this Deed

'management committee' means the individuals named in Clause 4.1 and other individuals elected or appointed under Clause 7.1 in the future as charity trustees of the Charity

'Objects' means the objects of the Charity described in Clause 3

'Parish Council' means the Parish Council of Speldhurst, Langton, Ashurst and Old Groombridge.

'Permanent endowment' means property of the Charity (i.e. land, buildings, investments or cash)

which the management committee may not spend as if it were income without the prior approval by order of the Charity Commission; and 'expendable endowment' means capital of the Charity which may be so spent

'Property' means the Speldhurst Village Hall and the land on which it lies together with the adjoining car park which is registered at the Land Registry as title number K27615.

'secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity

'trust fund' means all property, monies and other assets of the Charity from time to time other than the Property.

1.2 Words importing the singular only shall include the plural; words denoting one gender shall include each gender and all genders; and words importing natural persons shall include also corporations.

1.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **2. Charity**

This Deed constitutes a charitable trust whose name is The Speldhurst Village Hall Foundation. It is registered with the Charity Commissioners as charity number 287945

## **3. Objects**

The Property and the trust fund and its income shall be applied for the purposes of a village hall for the use of the inhabitants of the Village of Speldhurst without distinction of sex, sexual orientation, age, disability, nationality, race or political, religious or other opinions, including use of the Property for meetings, lectures and classes or other forms of recreation and leisure time occupation in the interests of social welfare and with the object of improving the conditions of life for the said inhabitants.

## **4. Administration, repairs and insurance, and use of income and capital**

4.1 The Charity, the Property and the trust fund must be administered by the management committee. The members of the management committee are the charity trustees within the meaning of Section 97(1) of the Charities Act 1993.

The management committee 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.

4.2 The management committee must:

4.2.1 ensure that the 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

4.2.2 take out such insurance as the management committee considers 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.

4.3 The management committee must firstly apply:

4.3.1 the Charity's income and

4.3.2 if the management committee think fit, expendable endowment and

4.3.3 when the expenditure can properly be charged to it, its permanent endowment

4.3.4 in meeting the proper costs of administering the Charity and of managing its property (including the repair and insurance of its buildings).

4.4 After payment of these costs, the management committee must apply the remaining income in furthering the Objects.

4.5 The management committee may also apply for the Objects:

4.5.1 expendable endowment and

4.5.2 permanent endowment, but only on such terms for the replacement of the amount spent as the Charity Commission may approve by order in advance.

5 Title to the Charity's property

Title to property owned by the charity (as defined in clause 1.1) is vested in the name of the Official Custodian for Charities.

6. Powers of the management committee

The management committee has the following powers, which may be exercised only in promoting the Objects:

- 6.1 to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the management committee must not undertake any trading activities which are liable to tax other than charity trading and must conform to relevant requirements of the law
- 6.2 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use
- 6.3 subject to Clause 19 and subject to the restrictions imposed by the Charities Act 1993, to sell, lease or otherwise dispose of all or any part of the Property and other property comprised in the trust fund
- 6.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)
- 6.5 to borrow money by mortgage or otherwise as may be required for maintaining, extending or improving the 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 Property and the trust fund with repayment of the money so borrowed (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 6.6 to employ staff (who shall not be members of the management committee) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants
- 6.7 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
- 6.8 to appoint, constitute and provide clear terms of reference for, such sub-committees as the management committee may think fit. Such sub-committees shall be answerable to the management committee and all their acts and proceedings must be fully and promptly reported to the management committee

- 6.9 to delegate to any one or more of the members of the management committee any business of the Charity which is within the professional or business competence of such member or members. The

management committee must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the management committee at which the decision to delegate is made. The management committee must exercise reasonable supervision over any such member or members acting on their behalf under this provision and must ensure that all their acts and proceedings are fully and promptly reported to the management committee

6.10 to insure the members of the management committee 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). Such insurance may only be purchased by the Management Committee after approval is given by the Charity Commissioners to use charitable funds for this purpose.

6.11 other than where the Property and the trust fund is held by a custodian trustee, to permit any investments comprised in the trust fund to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the management committee, and to pay such a nominee reasonable and proper remuneration for acting as such

6.12 to do anything else within the law which promotes or helps to promote the Objects.

6.13 In the exercise of these powers the management committee members must always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general management and control of the administration of a charity.

## **7. The management committee**

7.1 The management committee shall consist of:

7.1.1 Five elected members

7.1.2 Fourteen appointed members

7.1.3 The management committee may co-opt up to four members.

All such members of the management committee are charity trustees for the purposes of charity law.

- 7.2 The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 7.13.

#### Appointed members

- 7.3 Each of the following bodies may appoint one member:  
Parochial Church Council; Parish Council; Women's Institute; Men's Club;  
Cricket Club; Bowling Club; Scouts; Guides; Recreation Ground Trustees;  
Allotment Trustees; Fete Organisation; Toddlers' Group Organisers; Flower  
Show Organisers; St Mary's Lane Association.
- 7.4 Any such appointment must be made according to the ordinary practice of the appointing and must be notified in writing to the secretary. An appointment must not be made more than two months before the annual general meeting.
- 7.5 The person appointed need not be a member of the relevant appointing body.
- 7.6 The management committee must promptly report any vacancy in the office of an appointed member to the body entitled to fill it
- 7.7 Where any application for representation on the management committee is received from any existing or newly-formed body operating in the area of benefit, the management committee may, with the approval of not less than two-thirds of all the members of the management committee, allow such body to appoint a member of the management committee in the same manner as if such organisation had been named in Clause 7.3. A minute of the relevant resolution, authenticated by the chairman and the secretary, should be (a) placed with the title deeds and (b) kept with the management committee's working papers.
- 7.8 The management committee may remove any defunct organisation from the list of organisations named in Clause 7.3. A minute of the relevant resolution, authenticated by the chairman and the secretary, should be (a) placed with the title deeds and (b) kept with the management committee's working papers.
- 7.9 The management committee may remove any organisation named in Clause 7.3 which no longer wishes to appoint a representative member to the management committee. A minute of the relevant resolution, authenticated by the chairman and the secretary should be (a) placed with the title deeds and (b) kept with the management committee's working papers.

#### Co-opted members

- 7.10 Co-opted members must be appointed at a duly constituted meeting of the management committee.

#### Term of office

- 7.11 Subject to Clauses 7.12 and 7.13, the period of office of members of the management committee starts

7.11.1 in the case of elected members, at the end of the annual general meeting at which they are elected

7.11.2 in the case of appointed members appointed at the annual general meeting in any year, at the end of that meeting or, in the case of an appointed member appointed after such annual general meeting, or to fill a casual vacancy, on the day on which notification of his appointment is received by the secretary

7.11.3 in the case of co-opted members, from the date of their co-option.

7.12. All members of the management committee 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

7.13 In the event of a casual vacancy, the management committee must minute it at their next meeting and, if in the office of an appointed member, notify as soon as possible to the proper appointing body who may on such notice appoint an alternative member to represent them. A casual vacancy in the office of an elected member may be filled by the management committee. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the management committee at which he was so elected.

#### New members

7.14 The management committee must give each new member on their first appointment a copy of this Deed and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

#### Register of members

7.15 The management committee must keep a register of the name and address of every member of the management committee and the dates on which their terms of office begin and end.

### **8. Eligibility for membership of the management committee**

8.1 No person may be elected or appointed as a member of the management committee:

8.1.1 unless he has attained the age of 18 years

8.1.2 if he is disqualified from acting as a member of the committee by virtue of the Charities Act 1993 Section 72

8.1.3 in circumstances such that, had he already been a member of the Management Committee, he should have been disqualified from office under the provisions of Clause 9.

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

## **9. Termination of membership of the management committee**

9.1 A person shall cease to be a member of the management committee if he:

9.1.1 is disqualified from acting as a member of the management committee by virtue of Section 72 of the Charities Act 1993.

9.1.2 becomes incapable by reason of a mental disorder, illness or injury of managing and administering his own affairs or

9.1.3 is absent without the permission of the management committee from all their meetings held within a period of six months and the management committee resolve that his office be vacated; PROVIDED that where a member disqualified under this clause is an appointed member of an organisation the management committee must advise the appointing organisation of the disqualification and the organisation shall have the right within one month to appoint an alternative member to represent them on the management committee.

9.2 A person shall cease to be a member of the management committee if he notifies the management committee in writing of his wish to resign (but only if at least three members of the management committee will remain in office when the notice of resignation is to take effect).

9.3 The members of the management committee may not all resign at the same time unless and until they have (a) co-opted or procured the appointment of at least three new members in accordance with Clause 7 or (b) convened a special general meeting for the election of new members in accordance with Clause 14.7

## **10. Members not to be personally interested**

Except with the prior written approval of the Charity Commission, no member of the management committee may:

10.1 receive any benefit in money or in kind from the Charity (other than in respect of insurance provided pursuant to Clause 6.10) or

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

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

## **11. Officers**

Chairman and Vice-chairman

11.1 At their first ordinary meeting in each year after the annual general meeting, the management



committee shall elect a chairman and may elect a vice-chairman of their meetings. The chairman and vice-chairman remain in office until their respective successors are elected.

#### Secretary and treasurer

11.2 The management committee shall appoint a secretary and treasurer and may remove them from office at their discretion. The offices may be held by:

11.2.1 members (who must not receive any reward for acting) or

11.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the management committee think fit).

### **12. Meetings of the management committee**

12.1 The management committee must hold at least two ordinary meetings in each year.

12.2 The first meeting of the members of the management committee must be called by the chairman or if no meeting has been called within three months after the date of this Deed by any two of the first members of the management committee. Subsequent meetings may be arranged by the members of the management committee at their meetings or may be called at any time by the chairman or any two members of the management committee upon not less than ten days' notice having been given to all other members.

12.3 A special meeting may be called at any time by the chairman or any two members upon not less than seven clear days' notice being given to all other members of the management committee of the matters to be discussed.

12.4 If the chairman is absent from any meeting, the vice-chairman (if any) shall preside; otherwise the members present must, before any other business is transacted, choose one of their number to be chairman of the meeting.

12.5 There shall be a quorum when at least one third of the number of members of the management committee for the time being or three members, whichever is the greater, are present at a meeting.

12.6 Except where otherwise provided in this Deed, every issue may be determined by a simple majority of the votes cast at a meeting of the management committee.

12.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

- 12.8 The proceedings of the management committee shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any members.
- 12.9 Trustees may discuss matters pertaining to Speldhurst Village Hall business by correspondence, telephone or electronic means always providing that the results of such discussions are presented to the Management Committee.

**13. Recording of meetings**

The management committee must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any member of the management committee. The minute book must be retained by:

- 13.1 the secretary or
- 13.2 another suitable person appointed by the management committee to do so.

**14. Annual General Meeting and Special Meetings**

- 14.1 The first annual general meeting must be held within twelve months after the date of this Deed and subsequent annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 14.2 All inhabitants of the area of benefit of 18 years and upward must be entitled to attend and vote at the annual general meeting. The management committee may allow inhabitants who are under 18 to attend (but not vote at) the meeting.
- 14.3 The first annual general meeting after the date of this Deed must be convened by the members of the management committee described in Clause 4.1 and subsequent annual general meetings by the management committee. 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 Property or other conspicuous place in the area of benefit and by such other means as the convenors think fit.
- 14.4 There shall be a quorum when at least ten people are present at an annual general meeting.
- 14.5 The chairman of the management committee must be the chairman of an annual general meeting. In his absence the chair must be taken by the vice-chairman (if any), failing which by any other member of the management committee chosen by the management committee, failing which by such person as the persons present shall by lot determine.
- 14.6 The management committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.

- 14.7 The management committee may convene, and the secretary shall within 21 days of receiving a written request so to do signed by not less than ten inhabitants of the area of benefit giving

reasons for the request call, a special general meeting of all the inhabitants of the area of benefit of eighteen years and upwards. 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.

14.8 The secretary or other person appointed by the management committee must keep minutes of proceedings at every annual general meeting and special general meeting.

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

## **15. Accounts**

The management committee must comply with their obligations under Part VI of the Charities Act 1993 with regard to:

15.1 the keeping of accounting records for the Charity

15.2 the preparation of annual statements of account for the Charity

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

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

## **16. Annual Report**

The management committee must comply with their obligations under Part VI of the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commission.

## **17. Annual Return**

The management committee must comply with their obligations under Section 48 of the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commission.

## **18. Receipts and Expenditure**

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

## 19. Disposal of Trust Property, Incorporation and Dissolution

### i 9.1 Subject to the provisions of this Clause,

19.1.1 if the management committee decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of the Property and the trust fund in whole or in part for the Objects, the management committee may sell or require the sale of the Property and other property comprised in the trust fund or any part of it on such terms as may be approved by the management committee in accordance with the provisions of Section 36 of the Charities Act 1993;

19.1.2 if the management committee decides that the Charity should incorporate, the management committee may transfer or require the transfer of the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity on such terms as may be approved by the Charity Commission.

19.2 The management committee may only do so if:

19.2.1 the decision to sell or incorporate is confirmed by a resolution passed at a special general meeting of the inhabitants of the age of 18 years and upward of the area of benefit and

19.2.2 such resolution is passed by three-quarters of such inhabitants present and voting at such meeting.

19.3 Not less than fourteen days' notice of such special general meeting (stating the terms of the resolution that will be proposed) must be posted in a conspicuous place or placed on the Property and advertised in a newspaper circulating in the area of benefit.

19.4 Following the sale of the Property and the trust fund in whole or in part in the circumstances described in clause 19.1.1, all monies belonging to the Charity including the proceeds of sale of any fixtures and fittings (after satisfaction of any liabilities properly payable) must be applied:

19.4.1 in the purchase or lease of other property approved by the management committee and to be held upon the trusts of the Charity or for such charitable purposes as near thereto as circumstances permit or

19.4.2 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.

19.5 Pending such application, such monies must be invested and any income arising shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income to be applied as the capital of such investments or must be used in furthering the purposes specified in this Deed.

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19.6 In the event of the Charity being dissolved a copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

## 20. Amendment of Trust Deed

- 20.1 The Charity Commissioners issued an Order made under section 26 of the Charities Act 1993 dated 18 April 2006 for the Speldhurst Village Hall Foundation which authorises:
- 20.2 The Trustees (subject to the provisions of this order) may from time to time amend the trusts if they are satisfied that it is expedient in the interests of the charity to do so.
- 20.3 The Trustees must not make any amendment which would have the effect directly or indirectly of:
- (1) altering or extending the purpose of the charity;
  - (2) authorising the Trustees to do anything which is expressly prohibited by the trusts of the charity;
  - (3) causing the charity to cease being a charity at law;
  - (4) altering or extending the power of amendment that is conferred by this order
- 20.4 The Trustees must obtain the prior written approval of the Charity Commissioners before making any amendment which would have the effect directly or indirectly of:
- (1) enabling them to spend permanent endowment or capitalise income of the charity;
  - (2) conferring a benefit of any kind on all or any of the current Trustees or their successors;
  - (3) restricting the existing right of any person (other than the Trustees) to appoint or remove a charity Trustee, or Trustee for the charity, or to intervene in the administration of the charity, without the consent of that person;
  - (4) varying the name of the charity.
- 20.5 An amendment may be made only by a resolution passed at a meeting of the Trustees of which not less than 21 days notice has been given. The notice must set out the terms of the proposed amendment.
- 20.6 The Trustees must:
- (1) prepare a written memorandum of each amendment that they make, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
  - (2) send the Commissioners a certified copy of the memorandum within three months of the date of the meeting; and
  - (3) retain the memorandum as part of the governing document.

## **21. Rules**

Within the limits prescribed by this Deed the management committee may from time to time make and alter rules for the management of the Charity and in particular with reference to:

- 21.1 the terms and conditions upon which the Property or any part of the trust fund may be used by persons or bodies other than the management committee for the purposes specified in this Deed and the sum (if any) to be paid for such use
- 21.2 the deposit of money at a proper bank or building society and the safe custody of documents
- 21.3 the appointment of an auditor or an independent examiner
- 21.4 the engagement or dismissal of such officers, servants and agents as the management committee may consider necessary and the payment of such persons (not being members of the management committee)
- 21.5 the summoning and conduct of meetings. 22

## **Indemnity**

The members of the management committee, the holding trustees 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.

IN WITNESS whereof the holding trustees have executed this document as their Deed the day and year first before written.

Executed as a Deed by: