**THE CONSTITUTION OF RUDFORD AND HIGHLEADON VILLAGE HALL**

**(Adopted on 14 May 2018)**

**PART 1**

**1. Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

**2. Name**

The association’s name is Rudford and Highleadon Village Hall, and in this document it is called the charity.

**3. Vision and objectives**

The Vision for the Hall is to create and maintain a sustainable building that will enable the growth of a stronger community whose members regularly meet, share their knowledge and talents, and undertake projects to benefit the wider community.

The objectives are:

* To promote a range of forms of entertainment and social interaction primarily for the residents of Rudford and Highleadon, and thereby increase the social capital of the parishes
* To provide facilities in ways which promote sustainability in terms of construction materials, the supply of services to the Hall and local recycling facilities, thereby demonstrating best practice in sustainable living to the Hall’s users and the wider community
* To enable individuals and groups to run courses and activities of interest to local residents and those from the wider area
* To provide a Hall that local residents can hire for their personal use for events and activities that require a larger space than they can access domestically, such as family birthday and other celebration parties, thereby meeting the locally identified needs
* To earn lettings income to support the upkeep of the Hall

**4. Application of income and property**

4.1 The income and property of the charity shall be applied solely towards the promotion of the objects.

* 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.
* 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.

4.2 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. This does not prevent a member who is not also a trustee from receiving:

* a benefit from the charity in the capacity of a beneficiary of the charity;
* reasonable and proper remuneration for any goods or services supplied to the charity.

**5. Benefits and payments to charity trustees and connected persons**

**5.1 General provisions**

No charity trustee or connected person may:

* buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
* sell goods, services or any interest in land to the charity;
* be employed by, or receive any remuneration from, the charity;
* receive any other financial benefit from the charity;

**unless** the payment is permitted by sub-clause (2) of this clause. In this clause, a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

**5.2 Scope and powers permitting trustees’ or connected persons’ benefits**

* A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
* 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, section 185 of the Charities Act 2011.
* Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
* 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.
* *A charity trustee is entitled to the same beneficial conditions as other volunteers working on or at a particular event. That is to say, if volunteers are contributing their time and effort to the organisation and running of an event, and this is recognised in the charity’s Finance Policy as entitling them to a reduced rate for attendance at the event, then a trustee acting as a volunteer is entitled to the same benefit.*

**5.3 Payment for supply of goods only - controls**

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2 of this clause if each of the following conditions is satisfied:

* The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods (‘the supplier’) under which the supplier is to supply the goods in question to or on behalf of the charity.
* The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
* The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
* The supplier 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 or it with regard to the supply of goods to the charity.
* The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
* The reason for their decision is recorded by the charity trustees in the minute book.
* A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

**6. Dissolution**

6.1 If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

6.2 The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

6.3 The trustees must apply any remaining property or money:

* directly for the objects;
* by transfer to any charity or charities for purposes the same as or similar to the charity;
* in such other manner as the Charity Commission for England and Wales (‘the Commission’) may approve in writing in advance.

6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with sub-clause 6.3 above.

6.5 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).

6.6 The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity’s final accounts.

**7. Amendment of constitution**

7.1 The charity may amend any provision contained in Part 1 of this constitution provided that:

* no amendment may be made that would have the effect of making the charity cease to be a charity at law;
* no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
* no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
* any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

7.2 Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

7.3 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

**Part 2.**

**8. Membership**

8.1 All residents of the parishes of Rudford and Highleadon over the age of 18 are considered members of the charity.

*8.2 Others (residents of other Parishes) may apply to the trustees for membership of the charity. The trustees may accept up to 20 such members at any one time.*

8.3 All members can forward motions at Annual or Special General Meetings. Only members are eligible to be elected officers of the Club.

**9. General meetings**

9.1 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.

9.2 All general meetings other than annual general meetings shall be called special general meetings. The trustees may call a special general meeting at any time.

9.3 The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

**10. Notice of general meetings**

10.1 The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.

10.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

10.3 The notice must be posted in such a way as to be available to all the members and to the trustees.

**11. Quorum for general meetings**

11.1 No business shall be transacted at any general meeting unless a quorum is present.

*11.2 A quorum is 5 members entitled to vote upon the business to be conducted at the meeting*

11.3 If no quorum is present at the meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**12. Chair of the general meetings**

12.1 General meetings shall be chaired by the person who has been elected as Chair.

12.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

12.3 If there is only one trustee present and willing to act, he or she shall chair the meeting.

12.4 If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

**13. Votes at general meetings**

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

**14. Officers and trustees**

14.1 The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called ‘the trustees’.

14.2 The charity shall have the following officers:

(a) A chair,

(b) A secretary,

(c) A treasurer.

14.3 A trustee must be a member of the charity

14.4 The number of trustees shall be not less than three and shall not greater than fifteen.

14.5 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

**15. Appointment of trustees**

15.1 The charity in general meeting shall elect the officers and the other trustees, who shall be proposed and seconded at such meetings. In the event of their being more than one candidate for a position, a secret vote shall be taken.

15.2 Between general meetings, the trustees may appoint any eligible person who is willing to act as a trustee.

15.3 Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

**16. Powers of trustees**

16.1 The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):

(a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

(d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;

(j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;

(k) to do all such other lawful things as are necessary for the achievement of the objects.

16.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

16.3 Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

**17. Disqualification and removal of trustees**

A trustee shall cease to hold office if he or she:

* is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
* ceases to be a member of the charity;
* 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 trustee and may remain so for more than three months;
* resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
* is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

**18. Proceedings of trustees**

18.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

18.2 Any trustee may call a meeting of the trustees. The secretary must call a meeting of the trustees if requested to do so by a trustee.

18.3 Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

18.4 Quorum: no decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. The quorum shall be three or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

18.5 The person elected as the Chair shall chair meetings of the trustees. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

**19. Conflicts of interests and conflicts of loyalties**

A charity trustee must:

* 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 been previously declared; and
* absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict 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 personal 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.

**20. Minutes**

The trustees must keep minutes of all:

* appointments of officers and trustees made by the trustees;
* proceedings at meetings of the charity;
* meetings of the trustees and committees of trustees including the names of the trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions.

**21. Accounts, Annual Report, Annual Return**

* 1. The trustees must comply with their obligations under the Charities Act 2011 with regard to:
* the keeping of accounting records for the charity;
* the preparation of annual statements of account for the charity;
* the transmission of the statements of account to the Commission;
* the preparation of an Annual Report and its transmission to the Commission;
* the preparation of an Annual Return and its transmission to the Commission.
  1. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

**22. Registered particulars**

The Trustees must notify the Charity Commission promptly of any changes to the charity’s entry on the Central register of Charities.

**23. Repairs and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity. They must also insure suitably in respect of public liability, trustees’ indemnity and, as necessary, employer’s liability.