

LLANDINAM VILLAGE HALL CONSTITUTION

28th May 1986

In the matter of the Charity known as the Llandinam Village Hall, in the Community of Llandinam, in the County of Powys, comprised in a conveyance dated the 16th March. 1954 as varied by a Scheme of the Charity Commissioners of the 26th January 1978;
and In the matter of the Charities Act 1960.

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES HEREBY ORDER that the following Scheme be approved and established as the Scheme for the regulation of the above-mentioned Charity:-

S C H E M E

1. Administration of Charity.

The above-mentioned Charity and the property thereof specified in the schedule hereto and all other the property (if any) of the Charity shall be administered and managed in conformity with the provisions of this Scheme.

TRUSTEES

2. Trustees.

- (1) The Community Council of Llandinam shall be the Custodian Trustee of the Charity.
- (2) The land with the building thereon specified in the said schedule is hereby vested in the Custodian Trustee for all the estate and interest therein belonging to or held in trust for the Charity.
- (3) Until the end of the first annual general meeting to be held as hereinafter provided the existing Management Committee of the Charity at the date of this Scheme shall be the Managing Trustees of the Charity as the charity trustees thereof within the meaning of section 46 of the Charities Act 1960, but from and after the end of that meeting the Committee of Management hereinafter constituted shall be the Managing Trustees of the Charity as the charity trustees thereof as aforesaid.

OBJECT

3. Object of Charity.

- (1) The object of the Charity shall be the provision and maintenance of a village hall for the use of the inhabitants of the Community of Llandinam (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) The said land and building shall be held upon trust for the purposes of a village hall as aforesaid.

Note: The following clauses (4-20) were amended by a resolution of the trustees of Llandinam Village Hall passed on December 9th 2008 using the power provided by section 74D of the Charities Act 1993, as amended by the Charities Act 2006.

COMMITTEE OF MANAGEMENT

4. Powers of the committee

In addition to any other powers which they have, the committee may exercise the following powers in furtherance of the objects 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 3 above to be retained for use for the object(s) 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 purchase indemnity insurance for the trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity but excluding:
 - a) fines;
 - b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonestly or wilful or reckless misconduct of the trustee or other officer;
 - c) liabilities to the charity that result from conduct that the trustee or other officer knew or ought to have known was not in the best interests of the charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the charity or not.
- (6) Power to raise funds. (The committee must not undertake any permanent trading activity.)
- (7) Power to co-operate with other charities, voluntary bodies and statutory authorities. The committee may exchange information and advice with them.
- (8) Power to make rules and regulations consistent with this scheme for the management of the charity.

COMMITTEE OF MANAGEMENT

5. Committee of management (trustees)

- (1) Subject as provided in clause 8, there shall be:
 - 12 elected members;
 - two members of Llandinam Community Council; and
 - one appointed member for each of the organisations listed in clause 7.
- (2) The committee may resolve to add the names of other organisations operating in the area of benefit to the list in clause 7 or remove those organisations that have ceased to exist. The resolution must be passed at an ordinary meeting of the committee by not less than two thirds of the members of the committee.

- (3) The members of the committee are the managing trustees of the charity.
- (4) The term of office of all members will end at the end of the annual general meeting following the date on which they came into office. They may be re-elected or re-appointed.

6. Elected members

- (1) The elected members must be appointed at the annual general meeting.
- (2) The appointment will be effective from the end of the annual general meeting at which the appointment is made.

7. Appointed members

- (1) Each of the following organisations must appoint 1 appointed member:
Women's Institute
British Legion, Women's Section
Traditional Arts Support in the Community (TASC)
Gardening Club
Bowls Club
Llandinam Presbyterian Chapel
Church of St Llonio, Llandinam.
- (2) Any appointment must be made according to the ordinary practice of the appointing body.
- (3) An appointment must not be made more than 2 months before the annual general meeting.
- (4) The appointment will be effective from the later of:
 - a) the end of the annual general meeting; and
 - b) the date on which the committee or their secretary or clerk are informed of the appointment.
- (5) The person appointed need not be a member of the relevant appointing body.

8. Co-opted members

The committee may appoint not more than 2 co-opted members. The appointment must be made at a special meeting of the committee. The appointment will be effective from the end of that meeting until the end of the following annual general meeting.

9. New members

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

- (1) a copy of the governing documents of the charity, including the scheme of 28 May 1986 and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts.

10. 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 in the trusts of this scheme.
- (3) The committee must promptly report any vacancy in the office of appointed member to the body entitled to fill it.

11. Members not to have a personal interest

(1) No member may:

- (a) buy any goods or services from the charity;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from the charity;
- (d) receive any other financial benefit from the charity;

unless:

- (i) the payment is permitted by sub clause (2) of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of members having received a financial benefit from the Charity Commission
- (ii) The members obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(2)

- (a) A member may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (b) A member may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.

12. 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

13. Chairman

- (1) At their first meeting in each year after the annual general meeting the members must elect one of their number to be chairman of their meetings.
- (2) The members present at a meeting must elect one of their number to chair the meeting if the chairman is not present or the office of chairman is vacant.

14. Secretary and treasurer

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

- (1) members (who must not receive any reward for acting and who may be dismissed as secretary or treasurer 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

15. Ordinary meetings

- (1) The committee must hold at least 2 ordinary meetings in each year.

- (2) Ordinary meetings require at least 10 days' notice.
- (3) The chairman, or any two members, may call an ordinary meeting at any time.

16. Special meetings

- (1) The chairman, 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.

17. Quorum

- (1) Subject to sub-clause (2) below, 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 are fewer than one third of the total number of members in office, the committee must take such action as is required for the purpose of filling vacancies in its number, but it may not do any other business.

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

19. 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.

20. Members to act jointly

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