

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 Parish of Sunningdale and the neighbourhood thereof (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.

COMMITTEE OF MANAGEMENT

4. Constitution.

(1) Subject as hereinafter provided, the Committee of Management (hereinafter referred to as the Committee) shall consist when complete of four persons (hereinafter referred to as Trustees) being residents of Sunningdale and the area of benefit thereof over the age of 18.

(2) Applicants for the role of Trustee may be nominated and appointed by the Committee on the occasion of a casual vacancy arising.

5. Co-opted Trustees. The Committee may appoint if they see fit not more than two Co-opted trustees. Each appointment of a Co-opted Trustee shall be made by a resolution passed at a duly constituted meeting of the Committee by the votes of not less than three-quarters of the Trustees for the time being to take effect from the date of that meeting. The authority, powers and responsibilities of Co-opted Trustees are in all respects identical to those of Trustees.

6. Termination of office.

(1) Any Trustee who is adjudged bankrupt or makes a composition or arrangement with his or her creditors or who is incapacitated from acting or who communicates in writing to the Committee a wish to resign shall thereupon cease to be a Trustee.

(2) All the Trustees shall retire from office together at the end of the annual general meeting next after the date on which they came into office on the first or any subsequent occasion but they may be re-appointed.

(3) All the Co-opted Trustees shall retire at the end of each annual general meeting but they may be re-appointed by the Committee.

7. Nominations for the appointment of Trustee. Nominations for the appointment of Trustee shall be made at or before the annual general meeting. Such nominations shall

be supported by a seconder and the consent of the proposed nominee. If the nominations exceed the number of vacancies, a ballot shall take place at the annual general meeting in such manner as shall be determined. No individual may vote on a proposal for their own election.

8. Alteration of constitution of Committee. 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 Commissioners.

9. Casual vacancies. 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 and shall cause notice thereof to be given as soon as possible to identify and appoint a suitably qualified person to fill the vacancy.

10. Failure to appoint. The proceedings of the Committee shall not be invalidated by any vacancy among its Trustees or by any failure to appoint or any defect in the appointment or qualification of a Trustee.

11. Declaration of Trustees. No person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until after making a declaration of acceptance and of willingness to act in the trusts of this Scheme, which declaration is recorded in the minutes of the Committee.

CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

12. A charity Trustee must:

(1) 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 previously been declared;

(2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest 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 financial interest);

(3) 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; and

(4) Except in special circumstances with the approval in writing of the Commissioners no Trustee 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.

POWERS

13. The Trustee Board has power to do anything which is calculated to further the object[s] of the charity or is conducive or incidental to doing so. In particular, the Trustee Board has power to:

- (1) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (2) 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;
- (3) Employ and remunerate such staff as are necessary for carrying out the work of the charity; and
- (4) Deposit or invest funds, employ a professional fund-manager, 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.

MEETINGS AND PROCEEDINGS OF THE COMMITTEE

14. Meetings of the Committee. The Committee shall hold at least two ordinary meetings in each year. A special meeting may be summoned at any time by the chairman or by any two Trustees upon seven clear days' notice being given to all the other Trustees of the matters to be discussed.

15. Participation in meetings by electronic means.

- (1) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants;
- (2) Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants shall qualify as being present at the meeting; and
- (3) Meetings held by electronic means must comply with the rules for meetings including chairing and the taking of minutes.

16. Chairman.

- (1) At the first meeting in each year after the annual general meeting the Trustees shall appoint one of their number to be chairman and one to be vice-chairman (if required) of meetings until the conclusion of the next annual general meeting. The retiring chairman and vice-chairman shall always be eligible for re-appointment.

(2) If the chairman and vice-chairman (if any) are absent from any meeting of the Committee the Trustees shall choose one of their number to be chairman of the meeting before any other business is transacted.

17. Voting. Except as hereinbefore provided every matter shall be determined by the majority of the votes of the Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall not have a second or casting vote.

18. Quorum. The number of Trustees who shall form a quorum at meetings of the Committee, provided that the number of Trustees who shall form a quorum shall not be less than three-quarters of the total number of Trustees including Co-Opted Trustees, for the time being.

19. Decisions. Decisions may be taken either (1) at a meeting of the Committee or (2) by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity Trustees has signified their agreement.

20. Minutes. The Trustees must keep minutes of all:

(1) Appointments of officers made by Trustees.

(2) Proceedings at annual general meetings called by the Trustees.

(3) Meetings of the Trustees and any Committees including the names of those present, the decisions made at the meeting, and the reasons for the decisions.

(4) Decisions made by the Trustees otherwise than in meetings.

(5) The draft minutes of a Committee meeting must be signed as accurate by the Chairman at the subsequent meeting of the Committee and the signed copy kept in paper format. Otherwise minutes, accounts, reports and returns may be retained in electronic format.

21. Accounting records, accounts, annual reports and returns.

(1) the Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns.

(2) The statements of account, reports and returns must be set to the Charity Commission within 10 months of the financial year end.

22. Rules. Within the limits prescribed by this Scheme the Committee may from time to time make and alter rules for the conduct of their business and for the summoning and conduct of their meetings and in particular with reference to –

(1) The terms and conditions upon which the said building may be used for the purposes specified in this Scheme by persons or bodies other than the Committee and the sum (if any) to be paid for such use;

(2) the appointment of an auditor, treasurer, secretary and such other unpaid officers as the Committee may consider necessary and the fixing of their respective terms of office;

(3) the engagement and dismissal of such paid officers and servants as the Committee may consider necessary.

23. Operations Team.

(1) The Committee shall have the power to delegate responsibilities for the day-to-day operation of the Village Hall to an Operations Team which shall be appointed by the Committee and which shall comprise at a minimum: a chairman (who shall be appointed by the Committee); a Treasurer; a Bookings Manager; other members as necessary and one Member of the Committee (nominated by the Trustees) who may, but is not required to, hold the office of Chairman of the Operations Team, and

(2) The Operations Team shall meet not less than three times in each calendar year.

INSURANCE

24. Insurance. The Committee shall insure the said building and the furniture and effects therein to the full value thereof against fire and other usual risks and shall suitably insure against risks arising out of the ownership of property and the employment of persons.

APPLICATION OF INCOME

25. Receipts and expenditure.

(1) The income and property of the charity must be applied solely towards the promotion of the objects of the charity.

(2) The income of the Charity including all payments for the use of the said building and all donations for the benefit thereof shall be paid into a trust account at such bank as the Committee shall from time to time prescribe.

(3) A Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred when acting on behalf of the charity and authorised in advance by the Committee.

(4) A 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.

26. Annual general meeting.

(1) There shall be an annual general meeting in connection with the Charity which shall be held in the month of March in each year or as soon as practicable thereafter.

(2) All inhabitants of the area of benefit of 18 years of age and upward shall be entitled to attend and vote at the annual general meeting.

(3) The first annual general meeting shall be convened by the existing Trustees of the Charity and every subsequent annual general meeting shall be convened by the Committee.

(4) Public notice of every annual general meeting shall be given in the area of benefit at least 14 days before the date thereof.

(5) Before any other business is transacted at the first annual general meeting after the date of this Scheme, the persons present thereat shall appoint a chairman of the meeting. The chairman of subsequent annual general meetings shall be the chairman for the time being of the Committee, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

(6) The Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

LETTING

27. Letting. Subject to the condition that the use of the remainder of the said land and building for the object of the Charity shall not be unduly interfered with, the Committee may let any part thereof not for the time being required for use for the said object but the Committee shall not without the sanction of the Commissioners or a competent court create any tenancy wholly or partly in consideration of a fine or for a term ending after the end of the term of the head lease or for less than the best rent obtainable.

GENERAL PROVISIONS

28. Donations. The Committee may accept any donations or property for the general purposes of the Charity and they may also accept donations or property for any special objects connected with the Charity not inconsistent with the provisions of this Scheme.

29. Questions under Scheme. Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done under this Scheme shall be determined

by the Commissioners upon such application made to them for the purpose as they think sufficient.

SCHEDULE OF SCHEME ASSETS

- 1) Leasehold land, Sunningdale Village Hall, Church Road, Sunningdale, Berkshire held for the term of 15 years from 1st November 2009 at the yearly rent of £1 granted by a lease of the same date to the Committee to be held in trust for the Charity.
- 2)
 - i) cash on deposit account at Barclays Bank PLC
 - ii) cash on current account at the said bank
- 3) Fixtures and fittings and contents owned by the Charity at the Village Hall

This schedule is made up to the 14th May 2024.

Note. The leasehold land above is vested in the Official Custodian for Charities by virtue of an Order of the Charity Commissioners of 21st August 1936 as affected by the provisions of the Charities Act 1960.