

**CONSTITUTION OF
MARDEN VILLAGE TRUST, HEREFORDSHIRE.**

adopted on the day of2017

1. Definitions and interpretation

1.1 In this Constitution:

‘area of benefit’ means the Parish of Marden.

‘Charity’ means Marden Village Trust.

‘charity trustees’ means the persons having the general management and control of the administration of the Charity

‘holding/custodian trustees’ means any holding/custodian trustee(s) from time to time appointed by the Charity in accordance with this Constitution

‘Objects’ means the objects of the Charity described in Clause 3

‘Property’ means Marden Community Centre and any other land (freehold or leasehold) acquired by the Charity

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

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

The Charity is a charitable unincorporated trust whose name is Marden Village Trust.

3. Objects

The objects of the trust shall be for charitable purposes for the general benefit of the inhabitants of the parish of Marden. In particular the trustees may apply the whole or part of the capital of the trust at any time towards the cost of providing assets to be held upon trust for the use as village public amenities for the benefit of the said inhabitants.

4. Administration, repairs and insurance

- 4.1 The Charity must be administered by the charity trustees. The charity trustees are the charity trustees within the meaning of Section 177 of the Charities Act 2011. The charity trustees 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 charity trustees 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 charity trustees consider 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 and
 - 4.2.3 at all times, ensure all requirements of the leases are complied with.

5. Custodian Trustee

- 5.1 The Parish Council has agreed to become the custodian trustee of the Charity and the provisions of Section 2(4) of the Public Trustee Act 1906 apply to the Parish Council and to the management committee respectively in like manner as they apply to the public trustee and managing trustees
- 5.2 The Custodian Trustee has no powers except as expressly conferred on it by the lease or freehold
- 5.3 The Custodian Trustee has the custody of all securities and documents of title relating to the Property but the members of the management committee or any of them have free access and are entitled to take photocopies of them
- 5.4 The Custodian Trustee shall comply with requests from the Management Trustees, provided that all such requests are in acceptance with lawful direction of the Management Trustees. Whilst the Custodian Trustee may draw the Management Trustees' attention to acts of the Management Trustees that are unlawful or contrary to the terms of the freehold or lease, the Custodian Trustee shall not be liable for such acts, directions or defaults

5.5 The powers of appointing new or additional custodian trustee and of discharging custodian trustee are exercisable by the management committee alone, but the custodian trustee(s) has the same power of applying to the court or to the Charity Commission for the appointment of a new custodian trustee as has any other trustee for a charity.

6. Powers of the charity trustees

The charity trustees have 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 charity trustees must not undertake any trading activities which are liable for 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 2011 and the extant leases. to sell, lease or otherwise dispose of all or any part of the Property and other property owned by the Charity
- 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 or to seek grant aid 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 or granted (but only in accordance with the restrictions imposed by the Charities Act 2011) and the extant leases.
- 6.6 To employ staff (who shall not be charity trustees) and to make all reasonable and necessary provision to ensure their employment meet UK Government requirements.
- 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 charity trustees may think fit. Such sub-committees shall be answerable to the charity

trustees and all their acts and proceedings must be fully and promptly reported to the charity trustees

- 6.9 To delegate to any one or more of the charity trustees any business of the Charity which is within the professional or business competence of such member or members. The charity trustees must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the charity trustees at which the decision to delegate is made. The charity trustees must exercise reasonable supervision over any such charity trustee or charity trustees acting on their behalf under this provision and must ensure that all their acts and proceedings are fully and promptly reported to and approved by the charity trustees
- 6.10 To insure the charity trustees 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)
- 6.11 Other than where the Property 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 London Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the charity trustees, 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

In the exercise of these powers the charity trustees must always be mindful that they are charity trustees within the definition of Section 177 of the Charities Act 2011 as the persons having the general management and control of the administration of a charity.

7. The charity trustees

7.1 The charity trustees shall comprise:

7.1.1 up to 5 elected individuals

7.1.2 up to 5 appointed individuals

and may include not more than

7.1.3 2 co-opted individuals

All such individuals are charity trustees for the purposes of charity law.

Elected charity trustees

- 7.2 The elected charity trustees must be elected at an annual general meeting (clause 14.3) or a special general meeting convened in the circumstances described in clause 14.7.

Appointed charity trustees

- 7.3 In accordance with clause 7.1.2, the charity trustees shall seek nominations for representatives from regular users of the facility to be appointed to the charity trustees. Any appointment of a charity trustee under this clause must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary
- 7.4 In the event of more than five representatives being put forward in accordance with clause 7.1.2, such subsequent nominations shall be placed on a reserve list. Nominated representatives placed on the reserve list will be called upon either at the point that a serving appointed trustee resigns, or at the end of the term of a serving appointed trustee in accordance with clause 7.8, whichever is first
- 7.5 If fewer than the maximum number of individuals are appointed in accordance with clause 7.4, the charity trustees may seek further nominations for election under clause 7.2
- 7.6 The charity trustees must promptly report any vacancy in the office of an appointed member to the body entitled to fill it.

Co-opted charity trustees

- 7.7 Co-opted charity trustees must be appointed at a duly constituted meeting of the charity trustees.

Term of office

- 7.8 Subject to Clauses 7.9 and 7.10, the period of office of charity trustees starts:
- 7.8.1 in the case of elected charity trustees, at the end of the annual general meeting at which they are elected
- 7.8.2 in the case of appointed charity trustees appointed at the annual general meeting in any year, at the end of that meeting or, in the case of an appointed charity trustee 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
- 7.8.3 in the case of co-opted charity trustees, from the date of their co-option

- 7.9 All charity trustees 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 in the case of appointed trustees, reappointed.

Casual vacancies

- 7.10 In the event of a casual vacancy of an elected charity trustee, the charity trustees must minute it at their next meeting and immediately initiate the process for a new election under 14.7 The period of office of a charity trustee elected to fill a casual vacancy starts at the end of the meeting of the charity trustees at which the election is confirmed.

New charity trustees

- 7.11 The charity trustees must give each new charity trustee on their first appointment a copy of this Constitution and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of charity trustees

- 7.12 The charity trustees must keep a register of the name and address of every charity trustee and the dates on which their terms of office begin and end.

8. Eligibility to be a charity trustee

- 8.1 No person may be elected or appointed as a charity trustee:

8.1.1 unless he or she has attained the age of 18 years or

8.1.2 if he or she is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011 or

8.1.3 in circumstances such that, had he or she already been a charity trustee, he or she should have been disqualified from office under the provision of Clause 9

8.1.4 unless they are on the electoral role as a resident of the parish of Marden.

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

9. Termination of charity trusteeship

- 9.1 A person shall cease to be a charity trustee if he or she:

9.1.1 is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011

9.1.2 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 charity trustee and may remain so for more than three months or

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

9.2 The charity trustees may remove a charity trustee from his trusteeship if they decide that it is in the best interests of the Charity that the charity trustee in question should be removed and pass a resolution to that effect. Before the charity trustees take any decision to remove someone from being a trustee they must:

9.2.1 inform the charity trustee in question of the reasons why it is proposed to remove him or her

9.2.2 give the charity trustee in question at least 21 clear days' notice in which to make representations to the other charity trustees as to why he or she should not be so removed

9.2.3 allow the charity trustee in question, or his representative, to make such representations in person at the next ensuing meeting of the charity trustees

Any resolution to remove a charity trustee requires a majority of two thirds of charity trustees present at the meeting. If the resolution is so passed, the trusteeship of the charity trustee in question will cease at the conclusion of the meeting.

9.3 A person shall cease to be a charity trustee if he notifies the charity trustees in writing of his or her wish to resign (but only if at least three charity trustees will remain in office when the notice of resignation is to take effect)

9.4 The charity trustees 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 charity trustees in accordance with Clause 7 or (b) convened a special general meeting in accordance with Clause 14.7.

10. Charity trustees not to be personally interested

Except with the prior written approval of the Charity Commission, no charity trustee may:

- 10.1 Receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Clauses 4.2.2 and 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

- 11.1 At their first ordinary meeting in each year after the annual general meeting, the charity trustees shall elect a chairman of their meetings. The chairman remains in office until his successor is elected.

Secretary and treasurer

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

- 11.2.1 charity trustees (who must not receive any reward for acting) or

- 11.2.2 other suitable persons (who may be employed (in compliance with clause 6.6) upon such reasonable terms, including terms as to notice, as the charity trustees think fit).

12. Meetings of the charity trustees

- 12.1 The charity trustees must hold at least four ordinary meetings in each year, all of which are to be held in public at a venue that is accessible to the public
- 12.2 Meetings of the charity trustees may be arranged by the charity trustees at their meetings or may be called at any time by the chairman or any two charity trustees 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 charity trustees upon not less than seven clear days' notice being given to all other charity trustees of the matters to be discussed
- 12.4 If the chairman is absent from any meeting, the treasurer (unless employed) 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 charity trustees for the time being or three charity trustees, whichever is the greater, are present at a meeting
- 12.6 Except where otherwise provided in this Constitution, every issue may be determined by a simple majority of the votes cast at a meeting of the charity trustees
- 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 charity trustees shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any charity trustees.

13. Recording of Meetings

The charity trustees must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any charity trustee. The minute book must be retained by:

- 13.1 The secretary or
- 13.2 Another suitable person appointed by the charity trustees to do so.

14. Annual General Meeting and Special Meetings

- 14.1 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 charity trustees may allow inhabitants who are under 18 to attend (but not vote at) the meeting
- 14.3 Annual general meetings shall be convened by the charity trustees. 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 the parish noticeboards and by publication on the parish website and the Charity's website (if any)
- 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 charity trustees must be the chairman of an annual general meeting. In his absence the chair must be taken by the treasurer (unless employed), failing which by any other charity trustee chosen by the charity trustees, failing which by such person as the persons present shall by lot determine

- 14.6 The charity trustees must present to each annual general meeting the annual report and accounts of the Charity for the preceding year
- 14.7 The charity trustees may convene, and the secretary shall, within 21 days of receiving a written request so to do signed by not less than 10 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 aged 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 by affixing a notice to the parish noticeboards and by publication on the parish website and the Charity's website (if any)
- 14.8 The secretary or other person appointed by the charity trustees 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 a 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 charity trustees must comply with their obligations under the Charities Act 2011 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 charity trustees must comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and its transmission to the Charity Commission.

17. Annual Return

The charity trustees must comply with their obligations under the Charities Act 2011 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 charity trustees in the name of the Charity at such bank or building society as the charity trustees shall from time to time decide. All cheques and orders up to £200 may be signed by the treasurer only, all other cheques shall be signed by at least two charity trustees who are signatories on the account.

19. Disposal of Property, Incorporation and Dissolution

19.1 Subject to the provisions of this Clause:

19.1.1 if the charity trustees decide at any time that on the grounds of expense of 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 charity trustees may surrender the lease of the Property or, in the case of a freehold title, 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 charity trustees in accordance with the provisions of Sections 117 to 123 of the Charities Act 2011

19.1.2 if the charity trustees decide that the Charity should incorporate, the charity trustees may transfer or require the transfer of the Property and the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity

19.2 The charity trustees may only do so if:

19.2.1 the decision to surrender, 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 Notice of such special general meeting must be given in accordance with clause 14

19.4 Following the surrender or 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 charity trustees and to be held upon the trusts of the Charity for to 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 Commission

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 Constitution

19.5 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 the Constitution

20.1 Subject to the provisions of this clause, this Constitution may be amended

20.2 Any amendment must be made by a resolution passed at either the annual general meeting or a special general meeting

20.3 The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed

20.4 No amendment must be made which would vary this clause

20.5 The prior written approval of the Charity Commission must be obtained to any amendment which would:

20.5.1 vary Clauses 3 (objects), 10 (charity trustees not to be personally interested) and 19 (disposal of trust property, incorporation and dissolution)

20.5.2 change the name of the Charity

20.5.3 vary the powers of investment exercisable by the charity trustees

20.6 The charity trustees must:

20.6.1 promptly send to the Charity Commission a copy of any amendment made under sub-clause 20.2 and

20.6.2 keep a copy of such amendment with this Constitution.

21. Rules

Within the limits prescribed by this Constitution the charity trustees 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 charity trustees for the purposes specified in this Constitution 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 charity trustees may consider necessary and the payment of such persons (not being charity trustees)
- 21.5 The summoning and conduct of meetings.

22. Indemnity

The charity trustees and the holding/custodian 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.

This Constitution was adopted as the Constitution of Marden Village Trust at the Annual General

Meeting on 2017