



## **CONSTITUTION**

### **1 MEMBERS AS AT SEPTEMBER 2020**

Brian Godfrey ( Chairman)  
Stephen Howden ( Secretary  
Carolyn Frostwick ( Treasurer )  
Lyn Easton ( PC)  
Karin Goodburn  
Chloe Shuttleworth  
John Young  
Kelle Rich-Garner

### **2 GENERAL MEETINGS**

General meetings are usually held on the third Monday of each month  
Public notices are shown on the Village Hall (VH) notice board

### **3 ANNUAL GENERAL MEETING**

The Annual General Meeting will be held immediately before the April general meeting.

### **4 MANAGEMENT COMMITTEE**

The maximum number of members on the Committee will be 10. The offices of the committee will be the Chairman, Treasurer and Secretary.

### **5 NAME**

The name of the association is "Medbourne Village Hall Trust".

### **6 OBJECTS**

VILLAGE HALL FOR THE USE OF THE INHABITANTS OF MEDBOURNE WITH NO 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.

The association's objects are to promote the educational, cultural and social life of all members in order to enhance the cultural and social life of the community in which the members live.

### **7 POWERS**

In relation to the objects set out in clause 6, the Village Hall shall have the following powers:

- (a) To arrange, promote and provide for or join in arranging and providing for the holding of educational, cultural and social events.
- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- (f) To borrow money, and to give security in support of any such borrowings by the association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
- (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association's objects.
- (m) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

## **8 GENERAL STRUCTURE**

The structure of the association shall consist of:-

- (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself; and
- (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

## **9 QUALIFICATIONS FOR MEMBERSHIP**

Any person who lives within the village or has a group that regularly uses the VH. is entitled to become a member of the association on completion of the appropriate application form.

## **10 APPLICATION FOR MEMBERSHIP**

- (a) Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.
- (b) The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application;
- (c) The management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.
- (d) The Management Committee can invite suitable candidates to become Members where appropriate.
- (e) The management committee may, at its discretion, refuse to admit any person to membership.
- (f) No membership subscription shall be payable.

## **11 REGISTER OF MEMBERS**

The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which he/she became a member, and the date on which any person ceased to be a member.

## **12 WITHDRAWAL FROM MEMBERSHIP**

Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, he/she shall cease to be a member.

## **13 EXPULSION FROM MEMBERSHIP**

Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-

- i. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
- ii. the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

## **14 GENERAL MEETINGS (MEETINGS OF MEMBERS)**

- (a) The management committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next. The annual general meeting shall be held between 1 April and 1 July in each year.

- (b) The business of each annual general meeting shall include:
- a report by the chair on the activities of the association;
  - consideration of the annual accounts of the association;
  - the election/re-election of members of the management committee.
- (c) The management committee may convene a special general meeting at any time.
- (d) If a notice signed by five or more members requesting a special general meeting is received by the association, the management committee must convene a special general meeting which must be held within six weeks from the date on which the notice was received by the management committee. The notice requesting the special general meeting must set out the business which is to be considered at the special general meeting.

## **15 NOTICE OF ANNUAL AND SPECIAL MEETINGS**

A minimum of 14 clear days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

## **16 NOTICE OF GENERAL MEETINGS**

Notice of every general meeting shall be given to all the members of the association, and to all the members of the management committee.

## **17 PROCEDURE AT GENERAL MEETINGS**

- (a) No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members, present in person.
- (b) If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- (c) The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- (d) The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

- (e) Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
- (f) If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- (g) A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- (h) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## **18 MINIMUM AND MAXIMUM NUMBER OF MANAGEMENT COMMITTEE MEMBERS**

The minimum number of members of the management committee shall be 5 and the maximum number shall be 10.

## **19 ELIGIBILITY**

A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association.

## **20 ELECTION, RETIRING MEMBERS, RE-ELECTION**

- (a) At each annual general meeting, the members may elect by a simple majority of those present at the meeting any member to be a member of the management committee.
- (b) The management committee may at any time appoint any member to be a member of the management committee.
- (c) At each annual general meeting, one third of the members (rounded down to the nearest integer) of the management committee shall retire from office but shall then be eligible for re-election.

## **21 TERMINATION OF OFFICE**

A member of the management committee shall automatically vacate office if:

- i. he/she becomes debarred under any statutory provision from being a charity trustee
- ii. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- iii. he/she ceases to be a member of the association
- iv. he/she resigns office by notice to the association
- v. he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee
- vi. resolve to remove him/her from office.

## **22 REGISTER OF MANAGEMENT COMMITTEE MEMBERS**

The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, the roles and responsibilities of each committee member and the date on which any person ceased to hold office as a management committee member.

## **23 OFFICE BEARERS**

- (a) The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate within 28 days of the annual general meeting.
- (b) A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

## **24 POWERS OF MANAGEMENT COMMITTEE**

- (a) Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
- (b) A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee. The management committee shall be quorate if a minimum of five management committee members are present at any meeting of whom at least one is an office bearer.

## **25 PERSONAL INTERESTS**

- (a) A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred from voting on the question of whether or not the association should enter into that arrangement.
- (b) A person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of he/she or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
- (c) Provided
  - i. he/she has declared he/she interest
  - ii. he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
  - iii. the requirements of clause 43 are complied with,

- (d) a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under and may retain any personal benefit which he/she gains from their participation in that arrangement.
- (e) No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out their duties as a member of the management committee.
- (f) Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
  - i. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
  - ii. the management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
  - iii. less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
- (g) The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

## **26 PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS**

- (a) Any two members of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
- (b) Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- (c) No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be four.
- (d) If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- (e) Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

- (f) The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
- (g) A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- (h) For the purposes of clause 51, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of him/her or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

## **27 CONDUCT OF MEMBERS OF THE MANAGEMENT COMMITTEE**

Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must

- i. seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
- ii. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- iii. in circumstances giving rise to the possibility of a conflict of interest between the association and any other party
- iv. put the interests of the association before that of the other party, in taking decisions as a member of the management committee
- v. where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
- vi. ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

## **28 DELEGATION TO SUB-COMMITTEES**

- (a) The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management
- (b) committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
- (c) Any delegation of powers under clause 54 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
- (d) The rules of procedure for any sub-committee shall be as prescribed by the management committee.



## **29 OPERATION OF ACCOUNTS AND HOLDING OF PROPERTY**

- (a) The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association where the sum involved is less than £750; the signatory must be a member of the management committee.
- (b) The title to all property (including any other land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.
- (c) Any decision about the sale of any property held in trust for the association (including the village hall) shall require the approval of at least two thirds of the members present at a general meeting. The quorum for a general meeting at which a decision is made about the sale of any property held in trust for the association shall be a minimum of 25% of those entitled to be members as described under at clause 4 above.

## **30 MINUTES**

The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

## **31 ACCOUNTING RECORDS AND ANNUAL ACCOUNTS**

- (a) The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- (b) The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

## **32 NOTICES**

Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

### **33 DISSOLUTION**

- (a) If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) and all those entitled to be members under Clause 4 shall be entitled to attend the meeting and/or to vote on the proposed resolution.
- (b) If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those entitled under Clause 4 to vote on the resolution, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
- (c) No part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

### **34 ALTERATIONS TO THE CONSTITUTION**

- (a) Subject to clause 24(b), the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 14, 15 and 16.
- (b) No amendment to clauses 7, 25(e), 33(b) or 33(d) of the constitution may be made if the effect would be that the association would cease to be a charity.

### **35 INTERPRETATION**

For the purposes of this constitution,

- (a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
- (b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988
- (c) the village hall means the land, property and other assets detailed in the EXTRACT REGISTERED TRUST DEED by Trustees for said Hall registered by the Charity Commission on April 19 2010

Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

