

Harby Village Hall Constitution

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Author: Jonathan Neale

CHAIR - HARBY VILLAGE HALL COMMITTEE

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Charity Number: 1071575

Part 1

1. Introduction

- 1.1. Harby Village Hall (“HVH”) is a Registered Charity (Number 1071575), run and maintained by a Committee of Management, for the benefit of the residents of the village of Harby, the parish of Long Clawson, Hose & Harby and its environs. Its status arises from, and is defined in, a Conveyance and Trust Deed 1987.
- 1.2. The Charity is considered both the activities of, within, and on behalf of Harby Village Hall and the physical property as defined in the Trust Deed.
- 1.3. The Trust Deed sets down the administration and management provisions for the Charity, which are summarised below in the remaining paragraphs of this document.
- 1.4. The Parish Council of Long Clawson, Hose and Harby shall be custodian trustee for the Charity and the provisions of Sub Section (2) of Section 4 of the Public Trust Act 1906 shall apply to the said Council and to the Committee respectively in the like manner as they apply to the Public Trustee and managing trustees.

2. Object of the Charity

- 2.1. The objects of HVH, in order of priority, is to:
 - 2.1.1. provide and maintain the HVH property situated on School Lane, Harby, Leicestershire, LE14 4BZ (the “Hall”) for the use of the inhabitants of the village of Harby, the parish of Long Clawson, Hose & Harby and its environs without distinction of political, religious or other opinions etc;
 - 2.1.2. advance education and provide facilities in the interest of social welfare for recreational and leisure time activities with the object of improving the conditions of life for said inhabitants; and
 - 2.1.3. support, as the Members think fit, other local charities that provide a direct benefit to the inhabitants of the local environ.

3. Committee of Management

- 3.1. HVH is to be managed and administered by a Committee of Management.
- 3.2. The Committee of Management (the “Committee”) is to comprise:
 - 3.2.1. not less than five and no more than fifteen members to act as 'charity trustees' within the meaning of section 177 of the Charities Act 2011 ("Members"); and

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- 3.2.2. not more than 15 associate members with no minimum requirement ("Associate Members").
- 3.3. The Committee will have the following officers, all of which must be Members:
 - 3.3.1. a Chairperson;
 - 3.3.2. a Treasurer; and
 - 3.3.3. a Secretary.
- 3.4. Any Committee Member or Associate Member, who:
 - 3.4.1. is adjudged bankrupt;
 - 3.4.2. makes a composition or arrangement with his/her creditors;
 - 3.4.3. is incapacitated from acting; or
 - 3.4.4. communicates in writing to the Committee a wish to resign,shall thereupon cease to be a Member or Associate Member.

4. Annual General Meetings

- 4.1. An annual general meeting ("AGM") must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 4.2. All general meetings other than an AGM shall be called special general meetings.
- 4.3. The Parish Council as Custodian Trustee can call an AGM or Special General Meeting
- 4.4. The Members may call a special general meeting at any time.
- 4.5. The Members must call a special general meeting if requested to do so in writing by at least one third of the Associate Members. The request must state the nature of the business that is to be discussed. If the Members fail to hold the meeting within twenty-eight days of such request, the Associate Members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- 4.6. Notice of a General Meeting is to be given to the public at least 14 days before the date of such meeting. The public notice must specify the date, time and place of the meeting and the general nature of the business transacted. If the meeting is to be an AGM, the notice must say so.
- 4.7. The notice must be readily available to Members and Associate Members.

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- 4.8. The standing Chairperson will preside over the AGM until the election of the new Committee.
- 4.9. The accounts of HVH for the preceding year are to be presented to the AGM.
- 4.10. Members and Associate Members are eligible to vote at an AGM or special general meeting.
- 4.11. All inhabitants of the village of Harby in the county of Leicestershire of eighteen years of age and upwards shall be entitled to attend and vote at the annual general meeting and any special general meetings.

5. Meetings of the Committee

- 5.1. In addition to any general meeting, the Committee is to hold no less than 6 ordinary meetings per year.
- 5.2. A quorum for every meeting of the Committee is not less than one-third of the total number of Members.
- 5.3. In the absence of both the Chairperson and Vice-Chairman (if such a role exists at any time) the Members present may choose one of their number to act as the Chairperson for the purpose of that meeting.
- 5.4. Decisions are determined by a majority of votes cast by Members present at a meeting.
- 5.5. The Chairperson shall hold a second or casting vote if required.
- 5.6. A Minute Book and Books of Account are to be kept.

6. Rules

- 6.1. The Committee is empowered to:
 - 6.1.1. set the terms and conditions for use of the Hall and to set the charges (if any) for such use.
 - 6.1.2. appoint a Booking Clerk and other unpaid officers as considered necessary.
 - 6.1.3. engage and dismiss paid officers and servants of HVH as considered necessary.
 - 6.1.4. the Committee may accept donations or property for the direct or indirect support of the general purposes of HVH.
 - 6.1.5. HVH may make donations to other Charities, as the Members think fit, and as set out in clause 13 of Part 2 of this document and in line with Charity Commission guidelines at the time a donation is considered.

7. Insurance

The Committee is required to insure the building, furniture and effects to their full value against fire and the usual risks and suitably insure against risks arising from the ownership of property and the employment of persons.

8. Income

- 8.1. The income of HVH is to be paid into a trust account and is to be applied as the Committee decide in insuring, maintaining and repairing the Hall, furniture and effects, and paying rates and taxes as required in furthering the objects of HVH.
- 8.2. The income and property of HVH shall be applied solely towards the promotion of the objects.
- 8.3. Members and Associate Members are entitled to be reimbursed their reasonable expenses properly incurred when acting on behalf of the Charity provided that receipts are produced to evidence those expenses.
- 8.4. Members and Associate Members may benefit from indemnity insurance in addition to insurance covering personal injury of members as purchased by HVH.
- 8.5. None of the income or property of HVH may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member or Associate Member. This does not prevent a Member or Associate Member from receiving reasonable and proper remuneration for any goods or services supplied to HVH.

9. Benefits and payments

9.1. General provisions

9.1.1. No Member or Associate Member or any connected person may:

- 9.1.1.1. buy or receive any goods or services from HVH on terms preferential to those applicable to members of the public;
- 9.1.1.2. sell goods, services or any interest in land to the HVH;
- 9.1.1.3. be employed by, or receive, any remuneration from HVH;
- 9.1.1.4. receive any other financial benefit from HVH,

unless the payment is permitted by clause 10.2 below.

9.2. Scope and powers permitting Members' or Associate Members' benefits

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- 9.2.1. A Member or Associate Member may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to HVH where that is permitted in accordance with, and subject to the conditions in section 185 of the Charities Act 2011.
 - 9.2.2. Subject to clause 10.3 below a Member or Associate Member may provide HVH with goods that are not supplied in connection with the services provided to HVH by the Member or Associate Member.
 - 9.2.3. A Member or Associate Member may receive rent for premises let by it to HVH. The amount of the rent and the other terms of the lease must be reasonable and proper.
 - 9.2.4. Any Member or Associate member connected with that transaction must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion and they shall not vote on any such matter and shall not to be counted when calculating whether a quorum of Members is present at any such meeting.
 - 9.2.5. A Member or Associate Member may take part in the normal trading and fundraising activities of HVH on the same terms as members of the public.
- 9.3. Payment for supply of goods only – controls
- 9.3.1. HVH and its Members and Associate Members may only rely upon the authority provided by clause 10.2 above if each of the following conditions are satisfied:
 - 9.3.1.1. the amount or maximum amount of the payment for the goods is set out in an agreement in writing between HVH and the Member or Associate Member supplying the goods under which the supplier is to supply the goods in question to or on behalf of HVH;
 - 9.3.1.2. 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;
 - 9.3.1.3. the Members are satisfied that it is in the best interests of HVH to contract with the supplier rather than with someone who is not a Member or Associate Member. In reaching that decision the Members must balance the advantage of contracting with a Member or Associate Member against the disadvantages of doing so;
 - 9.3.1.4. 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/her with regard to supply of goods to HVH;
 - 9.3.1.5. the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Members is present at the meeting at which there is discussion of the

- proposal to enter into a contract or arrangement with him/her with regard to supply of goods to HVH;
 - 9.3.1.6. the Members' decision and the reason for that decision are recorded in the minute book; and
 - 9.3.1.7. a majority of the Members then in office are not in receipt of remuneration or payments authorised by this clause 9.
- 9.4. In clauses 9.2) and 9.3 of this clause HVH includes any company in which HVH:
- 9.4.1. holds more than 50% of the shares;
 - 9.4.2. controls more than 50% of the voting rights attached to the shares; or
 - 9.4.3. has the right to appoint one or more of its Members to the board of the company.

10. Dissolution

- 10.1. If the Members resolve to dissolve HVH, the Members will remain in office and be responsible for winding up the affairs of HVH in accordance with this clause and in compliance with Charity Commission regulations.
- 10.2. The Members must collect in all the assets of HVH and must pay or make provision for all its liabilities.
- 10.3. The Members must apply any remaining property or money:
 - 10.3.1. directly towards HVH's objects; or
 - 10.3.2. by transfer to any charity, charities, association or associations for purposes the same or similar to HVH.
- 10.4. The Members may pass a resolution before or at the same time as the resolution to dissolve HVH specifying the manner in which the Members are to apply the remaining property or assets of HVH and the Members must comply with the resolution provided it is consistent with clause 10.3 above.
- 10.5. In no circumstances shall the net assets of HVH be paid to or distributed among the Members or Associate Members of HVH (except to a Member or Associate Member that it is itself a charity or association).

11. Amendment of Constitution

- 11.1. HVH may amend any provision contained in Part 1 of this constitution provided that:
 - 11.1.1. no amendment may be made that would affect the HVH's status as a registered charity;
 - 11.1.2. no amendment may be made that would affect the Parish Council role as Custodian Trustee;

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- 11.1.3. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of HVH;
- 11.1.4. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the Members; and
- 11.1.5. the vote must take place at either an AGM or Special General Meeting.
- 11.2. 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 and Associate Members present and voting at a general meeting.
- 11.3. Any amendments made to Part 2 of this constitution must be recorded within the minutes of that meeting and the amendment attached to this constitution as an addendum.

Part 2

1. Membership

- 1.1. Members of the Charity are any persons:
 - 1.1.1. participating in the activities of the Village Hall or user groups or;
 - 1.1.2. who support the objects of the charity or;
 - 1.1.3. a resident in the village of Harby and its surroundings.

2. Membership Types

- 2.1. There are two types of Charity members:
 - 2.1.1. Members:
 - 2.1.1.1. as set out in clause 1 of Part 2 of this document;
 - 2.1.1.2. they may attend an AGM or SGM and speak on matters that may arise;
 - 2.1.1.3. their role will follow the meaning as set out within Section 177 of the Charities Act 2011;
 - 2.1.1.4. they are all responsible for all elements of the Charity at all times; and
 - 2.1.1.5. they have full voting rights at all meetings
 - 2.1.2. Associate Members

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- 2.1.2.1. must qualify under terms set out in clause 1 of Part 2 of this document to be members of the Charity;
- 2.1.2.2. they may attend all meetings of the Committee of Management and speak on matters as they arise;
- 2.1.2.3. they may vote at an AGM and/or SGM;
- 2.1.2.4. they may vote on a Committee of Management Sub-Committee;
- 2.1.2.5. they may not hold a Committee of Management ‘Officer’ role;
- 2.1.2.6. may assist the Members with any administrative, managerial or skilled task associated with the operation of the Charity and its activities; and
- 2.1.2.7. Shall not be required to attend meetings of the Committee of Management regularly or with any specific frequency

3. Termination of membership

- 3.1. Members may terminate membership at will.
 - 3.1.1. A member may be removed from membership by a resolution of the Committee that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 3.1.1.1. the member has been given at least twenty-one days’ notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - 3.1.1.2. the member, or at the option of the member, the member’s representative (who need not be a member of the Charity has been allowed to make representations to the meeting.

4. Members and Associate Members

- 4.1. The Charity shall be managed and administered by a Committee of Management comprising Members elected in accordance with this constitution.
- 4.2. The Charity shall have the following officers:
 - 4.2.1. a Chair;
 - 4.2.2. a Treasurer; and
 - 4.2.3. a Secretary.
- 4.3. The Charity may have other officers with specified roles such as the Charity may resolve.

- 4.4. No one may be appointed as a Member if he or she would be disqualified from acting under the provisions of clause 12 of Part 2.
- 4.5. The number of Members shall be not less than five and no more than fifteen.
- 4.6. An individual will be registered as an Associate Member and will be recognised by the Committee of Management as such when:
 - 4.6.1. they have been approved by the Members as meeting the requirements as set out in clause 1 of Part 2 of this document; and
 - 4.6.2. they have completed, signed and returned the Associate Members registration form.
- 4.7. An associate member may relinquish this position at any time, providing written notice.

5. Representatives of other bodies

- 5.1. Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 5.2. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meetings unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 5.3. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

6. Votes

- 6.1. 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.
- 6.2. A resolution in writing signed by each Member (or in the case of a Member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at an ordinary meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

7. Quorum

- 7.1. No business shall be transacted at any general meeting unless a quorum is present.
- 7.2. No resolutions may be passed at any meetings unless the meeting is quorate.
- 7.3. A quorum is not less than one-third of the total number of Members and is required to vote upon the business to be conducted at the meeting.

- 7.3.1. An Associate Member shall be counted in the quorum if a quorum is not present within half an hour from the time appointed for the meeting.
- 7.4. During a meeting if a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Members shall determine.
- 7.5. The Members must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date and time and place of the meeting.
- 7.6. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting all Members present at that time shall constitute the quorum for that meeting, but only if no less than two Members are present.

8. Adjournments

- 8.1. The Members present at a meeting may resolve that the meeting shall be adjourned.
- 8.2. The person who is chairing the meeting must decide in consultation with the Members present, the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 8.3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 8.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

9. Chair

- 9.1. General meetings and Ordinary meetings shall be chaired by the person who has been elected as Chair.
- 9.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member nominated by the Members and Associate Members present shall chair the meeting.

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

10. Appointment of Members

- 10.1. The Charity in general meeting shall elect the Members who must be of sufficient age to meet legal requirements.
- 10.2. In order to maintain the minimum numbers required by this constitution the Members may appoint persons to act as Members until a general meeting is held.
- 10.3. Each of the Members 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.

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- 10.4. The appointment of a Member, whether by the Charity in general meeting or by the other Members, must not cause the number of Members to exceed the numbers fixed in accordance with this constitution as the maximum numbers.
- 10.5. The Members may not appoint a person to be a Member if a person has already been elected or appointed to that office and has not vacated the office.

11. Powers of the Members

- 11.1. The Members must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
 - 11.1.1. to raise funds. In doing so, the Members must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 11.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
 - 11.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity;
 - 11.1.4. to co-operate with other associations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 11.1.5. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - 11.1.6. to acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the objects;
 - 11.1.7. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 11.1.8. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity.
 - 11.1.9. to open and operate such bank and other accounts as they consider necessary;
 - 11.1.10. 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 permitted to do by the Trustee Act 2000.

12. Spending Authority

- 12.1. The spending limits set out within this clause are eligible for continual review and may be changed by the Members at any General or Ordinary meeting provided that meeting is deemed quorate under clause 7 of this document and the change is recorded in the meeting minutes and added as an addendum to this document.
- 12.2. The following spending authorities and limits currently apply:

12.2.1. Treasurer: The Treasurer may:

- 12.2.1.1. settle conventional utility and other standard services bills (e.g. insurance premiums, licensing fees, PRS/PPL, etc.) regardless of amount;
- 12.2.1.2. make minor purchases (e.g. accounting materials, stationery, etc.) and procure minor services (e.g. postage, advertisements, cleaning materials etc.) for necessary administration purposes up to the value of £100 in any one calendar month;
- 12.2.1.3. agree and settle minor bills for maintenance and repair up to £500 provided such funds are available in the relevant sub account;
- 12.2.1.4. agree and settle expense claims submitted in accordance with clause 9.3 of Part 1 up to £150; and
- 12.2.1.5. agree and settle bills for administration, maintenance and repair up to £1,000 with the authorisation of a quorum of a relevant sub-committee provided such funds are available in the relevant sub account. Items over the value of £1,000 will be authorised by the full Committee of Management.

12.2.2. Chairperson: The Chairperson may:

- 12.2.2.1. approve and incur expenditure solely for the purpose of supplying food and drink for an event up to the value of £1,000. Reimbursement will only be possible upon delivery of a receipt or invoice to the Treasurer; and
- 12.2.2.2. any expenditure to be incurred solely for the purpose of supplying food and drink for an event in excess of £1,000 will require approval of the Treasurer.
- 12.2.2.3. approve and incur expenditure for the purposes of maintenance, repair & administration up to £150 in any one calendar month.
Reimbursement will only be possible upon delivery of a receipt or invoice to the Treasurer

12.2.3. Management Committee: The Committee will;

- 12.2.3.1. discuss and agree expenditures in excess of those listed above;
- 12.2.3.2. recognise that justifiable and expedient actions will sometimes be necessary; and
- 12.2.3.3. may occasionally give purchasing authority (within an agreed limit), to a particular Member (or Members) to act on its behalf for a specific purpose.

13. Charitable Donations

- 13.1. As set out in the objects of the Charity, the Charity may make direct donations to other Charities within the local environ only:
 - 13.1.1. by Committee of Management vote at a General or Ordinary meeting and that meeting has been deemed quorate under definitions set out in clause 7 of this document;
 - 13.1.2. if the donation is not greater than £500;
 - 13.1.3. if the donation does not in any way jeopardise the finances of the Charity or a project, event, maintenance requirement or any such activity which is of the benefit of the object set out under clause 2.1 of this document and;
 - 13.1.4. if it has been approved by the Chair and Treasurer of the Committee of Management.

14. Disqualification and removal of Members & Associate Members

- 14.1. A Member shall cease to hold office if he or she:
 - 14.1.1. would be disqualified as a trustee of a charity by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 14.1.2. ceases to be a Member of the Charity;
 - 14.1.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 14.1.4. resigns by notice to the Charity (but only if at least three Members will remain in office when the notice of resignation is to take effect; or
 - 14.1.5. is absent without permission of the Members respectively from all their meetings within a period of six consecutive months and the Members resolve that his or her office be vacated.

15. Proceedings of the Committee of Management

- 15.1. The Members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 15.2. Any Member may call a meeting of the Committee of Management at any time.
- 15.3. The Secretary must call a meeting if requested to do so by a Member.
- 15.4. Questions arising at a meeting must be decided by a majority of votes.
- 15.5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

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- 15.6. No decision may be made unless a quorum is present at the time the decision is purported to be made.
- 15.7. A quorum shall be at least one-third of the total number of Members.
- 15.8. A Member shall not be counted in the quorum present when any decision is made about a matter upon which that Member is not entitled to vote.
- 15.9. If the number of Members is less than the number fixed as a quorum, the only business that may be conducted at the meeting shall be for the purpose of filling vacancies or of calling a general meeting.
- 15.10. The person elected as Chair shall chair the meetings of the Committee of Management.
- 15.11. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for a meeting of the Committee of Management, the Members present may appoint one of their number to chair the meeting.
- 15.12. The persons appointed to chair meetings of the Committee of Management shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Members.
- 15.13. A resolution in writing signed by all the Members entitled to receive notice of a meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting duly convened and held.
- 15.14. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Members.

16. Conflicts of interest and conflicts of loyalties

- 16.1. Members must:
 - 16.1.1. declare the nature and extent of any interest, direct or indirect, which she or he 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
 - 16.1.2. absent himself or herself from any discussions 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).
- 16.2. Any Member 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 on the matter.

17. Saving provisions

- 17.1. Subject to sub-clause (17.2) of this clause, all decisions of the Members shall be valid notwithstanding the participation in any vote of a Member:

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- 17.1.1. who is disqualified from holding office;
- 17.1.2. who had previously retired or had been obliged by this constitution to vacate office;
- 17.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that Member and that person being counted in the quorum, the decision has been made by a majority of Member at a quorate meeting.

- 17.2. Sub-clause (17.1) of this clause does not permit a Member to keep any benefit that may be conferred upon him or her by a resolution of the Member if, but for sub-clause (17.1) the resolution would have been void, or if the Member has not complied with clause 16 (Conflicts of interests and conflicts of loyalties)

18. Members personal liability

The personal liability of Members shall apply for the whole period during which he or she holds office and shall cease to apply whenever the Member ceases to hold office for any reason in compliance with the provisions of this constitution.

19. Delegation

- 19.1. The Committee of Management may delegate any of its powers or functions to a sub-committee of two or more Members but the terms of any such delegation must be recorded in the minute book.
- 19.2. The Members may impose conditions when delegating including the conditions that:
 - 19.2.1. the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - 19.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Members.
- 19.3. The Committee of Management may revoke or alter a delegation at any time.
- 19.4. All acts and proceedings of any sub-committee must be fully and promptly reported to the Committee of Management.

20. Minutes

- 20.1. The Members must in relation to their respective meetings, keep minutes of all:
 - 20.1.1. appointments of Members made by the Committee of Management;
 - 20.1.2. proceedings at meetings of the Charity;
 - 20.1.3. meetings of the Committee of Management including:

- 20.1.3.1. the names of the persons present at the meeting;
- 20.1.3.2. the decisions made at the meetings; and
- 20.1.3.3. where appropriate, the reasons for the decisions.

21. Accounts

- 21.1. The Members shall prepare or cause to be prepared accounts in the form of a statement of income and expenditure for each year ending on 31 December and a balance sheet as at 31 December each year.
- 21.2. The checking or auditing of the accounts shall be carried out according to the recommended practice issues from time to time by the Charity Commission.
- 21.3. The accounts shall be presented to the Charity at the annual general meeting following 31 December each year, allowing reasonable time for their preparation.

22. Property

- 22.1. The Members must ensure the title to:
 - 22.1.1. all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - 22.1.2. all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

23. Repair and insurance

The Members must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

24. Notices

- 24.1. Any notice required by this constitution to be given to or by any person must be:
 - 24.1.1. in writing; or
 - 24.1.2. given using electronic communications.
- 24.2. The Charity may give any notice to a member either:
 - 24.2.1. personally; or
 - 24.2.2. by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - 24.2.3. leaving it at the address of the Member; or

- 24.2.4. by giving it using electronic communications to the Member’s address.
- 24.3. If the notice is of a general meeting the information required by this constitution may be deemed to have been made available if it displayed by:
 - 24.3.1. the village hall internal and external notice boards;
 - 24.3.2. notice boards in two other prominent locations; and
 - 24.3.3. any one publication delivered to households in the local area.

25. Interpretation

- 25. In this constitution “connected person” means:
 - 25.1. a child, parent, grandchild, grandparent, brother or sister of the Member;
 - 25.2. the spouse or civil partner of the Member or of any person falling within sub-clause 25.1 above;
 - 25.3. a person carrying on business in partnership with the Member or with any person falling within sub-clause 25.1 or 25.2 above; or
 - 25.4. an institution which is controlled:
 - 25.4.1. by the Member or any connected person falling within sub-clause 25.1, 25.2 or 25.3 above; or
 - 25.4.2. by two or more persons falling within sub-clause (25.4.1) when taken together.
 - 25.5. a body corporate which:
 - 25.5.1. the Member or any connected person falling within sub-clauses 25.1, 25.2 and/or 25.3 has a substantial interest; or
 - 25.5.2. two or more persons falling within sub-clause 25.5.1 who, when taken together, have a substantial interest.