

Timberscombe Village Hall Trust Deed

The original Declaration of Trust for Timberscombe Village Hall was made on the fourteenth day of September One thousand nine hundred and fifty four by the LADY ADELAIDE AUDREY ANSON of Knowle Dunster in the county of Somerset, MARY EDITH MOREL of Bickham Cottage Timberscombe in the said County Widow and ALEXANDER DRU of Bickham Manor Timberscombe aforesaid a Major in Her Majesty's Army.

This updated Trust Deed encompasses all of the relevant sections of the original Trust Deed but, as permitted by section 9 of that document, expands on the rules and regulations therein in order to facilitate the functioning of the Management Committee and to comply with present-day laws.

This updated Trust Deed was adopted by the Timberscombe Village Hall Management Committee on: 28th January 2021.

And witnessed by:

Martin Booth of The Knapp, Church Street, Timberscombe, Somerset.

Susan Searle of 1 Orchard Way, Timberscombe, Somerset.

Lesley Webb of Applecombe, Great House Street, Timberscombe, Somerset.

First Schedule

1. Definitions and interpretation

1.1 In this Deed:

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|------------------------|---|
| ‘area of benefit’ | means the Parish of Timberscombe, in the county of Somerset, and its immediate vicinity. |
| ‘the Charity’ | means Timberscombe Village Hall. |
| ‘connected persons’ | means and includes, in relation to a member of the Management Committee: <ul style="list-style-type: none">• that person's spouse or long-term partner• that person's relatives, namely their children, parents, grandchildren, grandparents, brothers, sisters and their spouses and• persons related by marriage.• persons having a shared business interest |
| ‘Official Custodian’ | means The Charity Commission and any other custodian from time to time appointed by the Charity in accordance with this Trust Deed |
| ‘Management Committee’ | means the charity trustees and future charity trustees of the Charity, hereinafter called the “Management Committee”. |
| ‘objects’ | means the objects of the Charity described in Clause 3. |

'permanent endowment'	means property of the Charity (i.e. land, buildings, investments or cash) which the Management Committee may not spend or dispose of as if it were income without the prior approval by order of the Charity Commission; and expendable endowment means capital of the Charity which may be so spent.
'Property'	means Timberscombe Village Hall and its adjoining car park.
'secretary'	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity.
'trust fund'	means all property monies and other assets of the Charity from time to time other than the property.

- 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 also include 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

This Trust Deed is for a charitable trust whose name is Timberscombe Village Hall.

3. Objects

The Property and the trust fund and its income shall be applied for the purposes of physical and mental training and recreation and social moral and intellectual development through the medium of reading and recreation rooms library lectures classes recreations and entertainments or otherwise as may be found expedient for the benefit of the inhabitants of the Parish of Timberscombe in the County of Somerset and its immediate vicinity without distinction of sex or of political religious or other opinions subject to the provisions of these present.

4. Administration, repairs, insurance, and use of income and capital

4.1 The Charity, the Property and any funds must be administrated by the Management Committee. The members of the Management Committee are the charity trustees within the meaning of Section 177 of the Charities Act 2011

The Management Committee 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 money standing to the credit of the said Account shall be applied as the Management Committee shall decide in repairing and insuring the Trust Premises or the furniture and effects therein and in paying all rent (if any) rates taxes salaries of paid officers and servants and other outgoings in

providing furniture, games, books, newspapers, periodicals and other literature and means of recreation and otherwise for the upkeep and improvement of the Trust Premises.

It will ensure that the Property and all buildings thereon and other property of the Charity are at all times and insured sufficiently against all insurable risks including fire, theft and public liability and must, whenever necessary, procure a professional valuation for such purposes, and take out such insurance as the Management Committee considers 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.

4.3 The Management Committee must firstly apply:

4.3.1 the Charity's income and

4.3.2 if the Management Committee think fit, any expendable endowment and when the expenditure can properly be charged to it, its permanent endowment.

4.4 After payment of costs, the Management Committee must apply the remaining income in furthering the Objects.

4.5 The Management Committee may also apply for the Objects:

4.5.1 expendable endowment and

4.5.2 permanent endowment, but only on such terms for the replacement of the amount spent as the Charity Commission may approve by order in advance.

5. Powers of holding trustees and vesting in the Official Custodian for Charities

5.1 All freehold and leasehold lands belonging to the Charity have been vested in the Official Custodian for Charities, The Charity Commission.

5.2 The Charity Commission has 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 thereto and are entitled to take photocopies of them.

6. Powers of the Management Committee

The Management Committee has the following powers, which may be exercised only in promoting the Objects:

6.1 to raise funds, seek grant aid and invite and receive contributions and endowments (whether for general or special purposes). In raising funds, the Management Committee must not undertake any trading activities which are liable to 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, to sell, lease otherwise dispose of all or any part of the Property and other property comprised in the trust fund.
- 6.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from an independent financial expert)
- 6.5 Upon the vote of a majority of its members from time to time by mortgage or otherwise obtain such advances on the security of the Trust Premises or any part thereof as may be required for maintaining extending or improving the same or any part thereof or erecting any building thereon or for the work carried on therein and may continue or repay in whole or in part and from time to time any existing mortgage or charge on the said premises. (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 6.6 to employ staff (who shall not be members of the Management Committee) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants
- 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 Management Committee may think fit. Such sub-committees shall be answerable to the Management Committee and all their acts and proceedings must be fully and promptly reported to the Management Committee
- 6.9 to delegate to any one or more of the members of the Management Committee any business of the Charity which is within the professional or business competence of such member or members. The Management Committee must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the Management Committee at which the decision to delegate is made
- 6.10 to insure the members of the Management Committee 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 to remunerate any member of the Management Committee and any connected persons for services rendered to the Charity PROVIDED THAT:
- 6.11.1 the amount or maximum amount of the remuneration is set out in an agreement in writing between the Management Committee and the member concerned
- 6.11.2 such member and all connected persons (if any) have declared an interest and shall not be present at or take part in any discussions or decision relating to such remuneration or the performance and supervision of such services
- 6.11.3 any decision to remunerate such member and any connected persons shall be taken by a majority of the other members present and voting at the meeting at which the decision is made

- 6.11.4 the other members are satisfied that they have explored all other avenues of service provision by third parties and that the services rendered by the member or any connected persons and the payment of remuneration are in the best interests of the Charity
 - 6.11.5 the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member and any connected persons to the Charity
 - 6.11.6 the other members are satisfied that the services rendered to the Charity are of special value to the Charity having regard to such member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them
 - 6.11.7 all deliberations and decisions of the Management Committee under the above are minuted and the secretary is instructed to display the minute of such deliberations and decisions on the Charity's notice board immediately after the minutes have been approved
 - 6.11.8 the number of such members for the time being in receipt of remuneration do not exceed a minority of the members of the Management Committee and
 - 6.11.9 the Management Committee has had regard to any guidance given by the Charity Commission concerning the making of such agreement.
- 6.12 To do anything else within the law which promotes or helps to promote the Objects. In the exercise of these powers the Management Committee members 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 Management Committee

- 7.1 The present members of the Management Committee shall hold office until the next Annual General Meeting of the Charity.
- 7.2 The general management and control of the Trust Premises and the arrangement for their use shall be vested in a Management Committee. The Management Committee shall consist of not more than Twenty Members (exclusive of members co-opted under the power stated in the Trust Deed) of whom up to ten shall be elected at the Annual General Meeting and on each subsequent appointment of members at the Annual General Meeting.

Elected members

- 7.3 The elected members must be elected at an Annual General Meeting in line with Clause 14, or a special general meeting convened in the circumstances..

Appointed members

- 7.4. The Management Committee shall have the power by a Resolution of the Committee passed at a meeting at which not less than two-thirds of all members of the Management Committee vote in favour of the Resolution to allow any existing organisations in the said Parish not mentioned in the original Trust Deed and any other organisation which may hereafter be formed in the said Parish having aims of a social recreational or educational character consistent with those upon which the trust premises are

held hereunder to appoint an additional member of the Management Committee in the same manner as such organisation had been mentioned in that Trust Deed. For this purpose the total number of members of the Management Committee as provided for in clause 7.2 hereof may be increased. A minute of the relevant resolution, authenticated by the chairman and the secretary, should be kept with the Management Committee's working papers.

7.5 If any organisation entitled to appoint a member of the Management Committee ceases to exist or fails to make an appointment in manner aforesaid before the Annual General Meeting in any year the Annual General Meeting shall decide in what way if at all the vacancy shall be filled.

Co-opted members

7.6 In addition to the members of the Management Committee appointed and elected as above the Management Committee shall have the power to co-opt not more than five members to represent interests in the said Parish not represented by any organisation. Co-opted members must be appointed at a duly constituted meeting of the Management Committee. The term of office of a co-opted member will continue until the next AGM. All such members of the Management Committee are charity trustees for the purposes of charity law.

7.7 Every organisation entitled to appoint a member of the Management Committee to take the place of a member retiring at an Annual General Meeting shall make the appointment at any time within one month before the Annual General Meeting at which the retiring member of the Management Committee shall retire. Such appointment must be notified in writing to the secretary. The person appointed need not be a member of the relevant appointing body.

7.8 The Management Committee must promptly report any vacancy in the office of an appointed member to the body entitled to fill it.

Term of office

7.9 Subject to Clauses 7.10 and 7.11, the period of office of members of the Management Committee starts:

7.9.1 in the case of elected members, at the end of the Annual General Meeting at which they are elected

7.9.2 in the case of appointed members appointed at the Annual General Meeting in any year, at the end of that meeting or, in the case of an appointed member 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

7.9.3 in the case of co-opted members, from the date of their co-option.

7.10 All members of the Management Committee shall retire annually at the Annual General Meeting. Members may be re-elected.

Casual vacancies

7.11 A casual vacancy arising from the death or resignation or removal of an appointed member of the Management Committee shall be filled by the organisation by which such a member shall have been

appointed and the person so appointed shall retire at the time when the vacating member would have retired. In the event of a vacancy arising through the death resignation or removal of a member of the Management Committee elected by the Annual General Meeting the Management Committee shall have the power to fill such vacancy until the next Annual General Meeting. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the Management Committee at which he or she was so elected.

New members

- 7.12 The Management Committee must give each new member on their first appointment a copy of this Trust Deed, any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of members

- 7.13 The Management Committee must keep a register of the name and address of every member of the Management Committee and the dates on which their terms of office begin and end.

8. Eligibility for Membership of the Management Committee

- 8.1 No person may be elected or appointed as a member of the Management Committee:

- 8.1.1 unless he has attained the age of 18 years or
- 8.1.2 if he is disqualified from acting as a member of the Management Committee by virtue of Section 178 of the Charities Act 2011 or
- 8.1.3 in circumstances such that, had he already been a member of the Management Committee, he should have been disqualified from office under the provision of Clause 9.

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

9. Termination of Membership of the Management Committee

- 9.1 A person shall cease to be a member of the Management Committee if he:

- 9.1.1 is disqualified from acting as a member of the Management Committee by virtue of Section 178 of Charities Act 2011
- 9.1.2 becomes incapable by reason of a mental disorder, illness, or injury of managing and administering his own affairs or
- 9.1.3 is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his office be vacated; PROVIDED that where a member disqualified under this clause is an appointed member of an organisation the Management Committee must advise the appointing organisation of the disqualification and the organisation shall have the right within one month to appoint an alternative member to represent them on the Management Committee.

9.2 A person shall cease to be a member of the Management Committee if he notifies the management Management Committee in writing of his wish to resign; PROVIDED that at least three members of the Management Committee will remain in office when the notice of resignation is to take effect.

9.3 The members of the Management Committee 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 members in accordance with Clause 7 or (b) convened a special general meeting in accordance with Clause 14.6.

10. Members not to be personally interested

Except with the prior written approval of the Charity Commission, no member of the Management Committee may:

10.1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Clause 6.10 and remuneration paid in accordance with Clause 6.11 or

10.2 have a financial interest themselves or with a connected person in the supply of goods or services to the Charity unless this is in accordance with Clause 6.11. 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 and vice-chairman

11.1 At their first ordinary meeting in each year after the Annual General Meeting, the Management Committee shall elect a chairman and may elect a vice-chairman of their meetings. The chairman and vice-chairman remain in office until their respective successors are elected.

Secretary and treasurer

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

11.2.1 members (who must not receive any reward for acting) or

11.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Management Committee think fit).

12. Meetings of the Management Committee

12.1 The Management Committee must hold at least two ordinary meetings in each year.

12.2 Meetings may be arranged by the members of the Management Committee at their meetings or may be called at any time by the chairman or any two members of the Management Committee upon not less than ten days' notice having been given to all other members.

A special meeting may be called at any time by the chairman or any two members upon not less than seven clear days' notice being given to all other members of the Management Committee of the matters to be discussed.

12.4 If the chairman is absent from any meeting, the vice-chairman (if any) 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 members of the Management Committee for the time being or three members, whichever is the greater, are present at a meeting.

12.6 Except where otherwise provided in this Trust Deed, every issue may be determined by a simple majority of the votes cast at a meeting of the Management Committee.

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 Management Committee shall not be invalidated by any vacancy among its members or by any defect in the appointment or qualification of any member.

13. Recording of meetings

The Management Committee must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any member of the Management Committee. The minute book must be retained by:

13.1 the secretary or

13.2 another suitable person appointed by the Management Committee to do so.

14. Annual General Meeting and special meetings

14.1 There shall be an Annual General Meeting to be convened by the Management Committee in the month of September in each year. The meeting to be convened by one week's notice to be affixed to some conspicuous part of the Trust Premises or other conspicuous place or places in the Parish. The meeting, for inhabitants of the age of eighteen years or upwards of either sex of the Parish of Timberscombe, will be for the purpose of:

- 14.1.1 receiving the Report and Accounts of the Committee;
- 14.1.2 accepting the resignation of members of the Committee;
- 14.1.3 the purpose of electing up to ten members under Clause 7.2 hereof;
- 14.1.4 taking such action as it may decide under Clause 7.5 hereof.

If in any year an Annual General Meeting shall not be convened and held in the month of September the Annual General Meeting for that year shall be held as soon as practicable after the month of September.

- 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 Management Committee may allow inhabitants who are under 18 to attend (but not vote at) the meeting.
- 14.3 The number of members who shall form a quorum at its meetings shall never be less than a third of the total number of members of the Management Committee. There must also be at least 3 people present at any meeting.
- 14.4 The chairman of the Management Committee must be the chairman of an Annual General Meeting. In his absence the chair must be taken by the vice-chairman (if any), failing which by any other member of the Management Committee chosen by the Management Committee, failing which by such person as the persons present shall by lot determine.
- 14.5 The Management Committee must present to each Annual General Meeting the annual report and accounts of the Charity for the preceding year.
- 14.6 The Management Committee 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 of 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.
- 14.7 The secretary or other person appointed by the Management Committee must keep minutes of proceedings at every Annual General Meeting and general meeting.
- 14.8 Every matter for consideration at an Annual General Meeting or a special general meeting must be decided by 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 Management Committee 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 Management Committee 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 Management Committee 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

All payments in respect of the use of the Trust Premises and all donations for the benefit thereof shall be paid into a Trust Account at the Lloyds Bank Limited Bank at Minehead Somerset or at such other Bank as shall from time to time be substituted therefor by the Management Committee any such substitution to be endorsed upon this Trust Deed together with a copy of the resolution relating thereto.

All cheques and orders for payment of money from such account shall be signed by at least two unconnected members of the Management Committee.

19. Disposal of Trust Property, incorporation and dissolution

19.1 Subject to the provisions of this Clause:

19.1.1 If the Management Committee by a majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to discontinue the use of the Trust Premises in whole or in part for the purpose herein before indicated it shall call a Meeting of the inhabitants of the age of eighteen years or upwards of the Parish of Timberscombe.

Not less than fourteen days' notice of the meeting (stating the Resolution will be proposed thereat) shall be posted in a conspicuous place or places on the Trust Premises and advertised in a newspaper circulating in the said Parish.

If such decision shall be confirmed by a majority of such inhabitants present at such a Meeting and voting the Management Committee may let or sell the Trust Premises or any part thereof.

All moneys arising from such letting or sale (after satisfaction of any liabilities properly payable thereout) shall with such consent as aforesaid be applied either in the purchase of other premises approved by the Management Committee and to be held upon the trusts for the purposes and subject to the provisions hereinbefore set forth (including this power) or as near thereto as circumstances will permit or towards such other charitable purposes or objects for the benefit of the inhabitants of the Parish of Timberscombe. Meanwhile such moneys shall be invested in the name of the Official Trustees of Charitable Funds and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same the resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used for any purpose for which the income of the Trust Premises may properly be applied.

All actions must be in accordance with the provisions of sections 117 to 123 of the Charities Act 2011.

19.1.2 if the Management Committee decides that the Charity should incorporate, the Management Committee may transfer or require the transfer of the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity.

19.2 The Management Committee may only do so if:

19.2.1 the decision to 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 a majority of such inhabitants present and voting at such meeting.

19.3 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 to this Trust Deed

20.1 Subject to the provisions of this clause, this updated Trust Deed may be amended.

20.2 With the exception of an amendment made by virtue of Clause 7.4, any other amendment must be made by a resolution passed at either the Annual General Meeting or a special general meeting.

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

20.3 No amendment must be made which would vary this clause.

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

20.5.1 vary Clauses 3 (Objects), 10 (members not to be personally interested) and 19 (disposal of trust property, incorporation and dissolution).

20.5.2 vary the composition of the Management Committee or the terms on which members hold office (other than amendments made under Clause 7.4)

20.5.3 change the name of the Charity.

20.5.4 vary the powers of investment exercisable by the Management Committee.

20.5 The Management Committee 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 Deed.

21. Rules

The Management Committee may from time to time make and alter Rules and Regulations for the conduct of its business and for the summoning conduct and recording in a Minute Book of its meetings and in particular with reference to: -

21.1 The terms and conditions upon which the Trust Premises may be used for entertainments meetings social gatherings and other purposes and the sum (if any) paid for such use.

21.2 The appointment of an Auditor Treasurer and such other unpaid officers as it may consider necessary and the fixing of their respective terms of office.

21.3 The engagement and dismissal of such paid officers and servants for the Trust Premises as it may consider necessary.

21.4 The number of members who shall form a quorum at its meetings provided that the number of members who shall form a quorum shall never be less than a third of the total number of members of the Management Committee.

21.5 The deposit of money at a proper bank or building society and the safe custody of documents.

21.5 The summoning and conduct of meetings.

22. Indemnity

The members of the Management Committee and the Official Custodian for Charities 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.

23. If any Rules or Regulations made under the power in that behalf hereinbefore contained are inconsistent with the provisions of these presents the latter shall prevail.

This Updated Trust Deed is witnessed as follows: