

Badingham Village Hall (Reg charity no 304703)

Governing document

This is the governing document of the Charity, to be known as Badingham Village Hall, as at 19 December 2022. It comprises the Trust Deed dated 6th November 1951 made by Badingham Parish Council as amended on 9 October 2015 as amended on 28 March 2018 as amended on 4 September 2018 as amended on 29 October 2019.

1. Badingham Parish Council

- 1.1 Badingham Parish Council ("Council") shall be the sole charity trustee of the Charity. Decisions of the Council as sole trustee of the Charity shall be recorded in a minute book and books of account shall be provided and kept by the Council.
- 1.2 The Council shall hold the trust property upon trust for the purpose of physical and mental training and recreation and social and moral intellectual development through the medium of reading and recreation rooms, recreations and entertainments or otherwise as may be found expedient for the benefit of the inhabitants of the Parish of Badingham and its immediate vicinity, without distinction of sex, age or of political, religious or other opinions subject to the provisions of these purposes.

2. Trust property, administration, repairs and insurance

- 2.1 The expression "trust property" shall mean all real property whether freehold or leasehold owned by the Charity from time to time.
- 2.2 The Charity and the trust property must be administered by the Council as sole charity trustee. The Council is the charity trustee within the meaning of Section 177 of the Charities Act 2011. The Council 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 other Council interests.
- 2.3 The Council must:
 - 2.3.1 ensure that the trust 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
 - 2.3.2 take out such insurance as the Council considers necessary to protect the trust property including but not limited to public liability insurance and employer's liability insurance.

3. Powers of the Council

The Council has the following powers, which may be exercised only in promoting the Charity's objects:

- 3.1 to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the Council must not undertake any trading activities which are liable to tax other than charity trading and must conform to relevant requirements of the law
- 3.2 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Charity's objects and to maintain and equip it for use

- 3.3 subject to clause 11 and subject to the restrictions imposed by the Charities Act 2011, to sell, lease or otherwise dispose of all or any part of the trust property and other property belonging to the Charity
- 3.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)
- 3.5 to borrow money by mortgage or otherwise or to seek grant aid as may be required for maintaining, extending or improving the trust 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 trust property and other property at any time belonging to the Charity with repayment of the money so borrowed or granted (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 3.6 to employ staff (who shall not be members of the Council) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants
- 3.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Charity's objects or of similar charitable purposes and to exchange information and advice with them
- 3.8 without prejudice to clause 3.2, to appoint, constitute and provide clear terms of reference for, such sub-committees as the Council may think fit. Such sub-committees shall be answerable to the Council and all their acts and proceedings must be fully and promptly reported to the Council
- 3.9 to do anything else within the law which promotes or helps to promote the Charity's objects.

4. Meetings of the Council

The following provisions apply to meetings of the Council as sole trustee of the Charity:

- 4.1 The Council must hold at least two ordinary meetings in each year. All meetings must be held separately from, and at different times to, meetings of the Council otherwise than as sole trustee of the Charity.
- 4.2 Meetings of the Council may be called at any time by the chairman or any two members of the Council upon not less than ten days' notice having been given to all other members.
- 4.3 A special meeting may be called at any time by the chairman or any two members of the Council upon not less than seven clear days' notice being given to all other members of the Council of the matters to be discussed.
- 4.4 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.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Council.

5. Recording of Meetings

The Council must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any member of the Council. The minute book must be retained by the Clerk to the Council.

6. Annual General Meeting and Special Meetings

- 6.1 There shall be an annual general meeting in connection with the Charity which shall be held in such month of the year as the Council shall determine provided that annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 6.2 All inhabitants of the area of benefit of 18 years of age and upward shall be entitled to attend the annual general meeting.
- 6.3 Public notice of every annual general meeting shall be given in the area of benefit at least 14 days before the date thereof.
- 6.4 The chairman of annual general meetings shall be the chairman for the time being of the Council, but if he or she is not present before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 6.5 The business of an annual general meeting shall be the presentation by the Council of the report and accounts of the Charity for the preceding year and such other business as the chairman shall allow.

7. Accounts

The Council must comply with their obligations under the Charities Act 2011 with regard to:

- 7.1 the keeping of accounting records for the Charity
- 7.2 the preparation of annual statements of account for the Charity
- 7.3 the auditing or independent examination of the statements of account for the Charity and
- 7.4 the transmission of the statements of account of the Charity to the Charity Commission.

8. Annual Report and Annual Return

The Council must comply with its obligations under the Charities Act 2011 with regard to the preparation of an annual report and of an annual return and their transmission to the Charity Commission.

9. Receipts and Expenditure

The income of the Charity, including all donations and bequests, must be paid into an account operated by the Council in the name of the Charity at such bank or building society as the Council shall from time to time decide. All cheques and orders for payment of money from such account shall be signed by at least two members of the Council.

10. Rules

Within the limits prescribed by this governing document the Council may from time to time make and alter rules for the management of the Charity and in particular with reference to:

- 10.1 the terms and conditions upon which the trust property, or any other property belonging to the Charity, may be used by persons or bodies other than the Council for the purposes specified in this governing document and the sum (if any) to be paid for such use
- 10.2 the deposit of money at a proper bank or building society and the safe custody of documents

- 10.3 the appointment of an auditor or an independent examiner
- 10.4 the engagement or dismissal of such officers, servants and agents as the Council may consider necessary and the payment of such persons (not being members of the Council)
- 10.5 the summoning and conduct of meetings.

11. Disposal of property, and dissolution

11.1 Subject to the provisions of this Clause, if the Council decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of the trust property, or any other property belonging to the Charity, in whole or in part for the Objects, the Council may sell or surrender the trust property or any other property belonging to the Charity or any part of it on such terms as may be approved by the Council in accordance with the provisions of Sections 117 to 123 of the Charities Act 2011;

11.2 The Council may only do so if:

11.2.1 the decision to sell 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

11.2.2 such resolution is passed by a majority of such inhabitants present and voting at such meeting.

11.3 Not less than fourteen days' notice of such special general meeting (stating the terms of the resolution that will be proposed) must be posted in a conspicuous place or placed on the trust property and advertised in a newspaper circulating in the area of benefit.

11.4 Following the sale the trust property and other property belonging to the Charity, in whole or in part in the circumstances described in clause 11.1, 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:

11.4.1 in the purchase or lease of other trust property approved by the Council and to be held upon the trusts of the Charity for to such charitable purposes as near thereto as circumstances permit or

11.4.2 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 governing document.

11.5 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.