SILCHESTER VILLAGE HALL – CHARITY NO. 301947

A Resolution under section 74D of the Charities Act 1993 (as amended 2006) will be proposed at a re-convened General Meeting of the Inhabitants of the Village of Silchester to be held on 24 November 2011. The proposal is to amend the provisions of the Trust and second schedule to the Conveyance dated 18 June 1927 by (a) deleting the Trust Schedule entirely; (b) deleting the Second Schedule entirely and replacing it with Schedule A below.

SCHEDULE A

Contents

1. Objects

The Property and the Trust fund and its income shall be applied for the purposes of a village hall for the use of the inhabitants of the Parish of Silchester and its immediate vicinity, without distinction of sex, sexual orientation, age, disability, nationality, race or political, religious or other opinions, including use of the Property for meetings, lectures and classes or other forms of recreation and leisure time occupation in the interests of social welfare and with the object of improving the conditions of life for the said inhabitants.

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

2.1 The Charity, the Property and the Trust fund must be administered by the Managing Trustees. The members of the Managing Trustees are the charity trustees within the meaning of Section 97(1) of the Charities Act 1993

The Managing Trustees must act reasonably and prudently in all matters relating to the Charity and must always pursue the interests of the Charity to the exclusion of personal prejudices and interests.

2.2 The Managing Trustees must:

2.2.1 ensure that the Property and all buildings thereon and other property of the Charity are at all times kept in good repair and sufficiently insured against all reasonably insurable risks including fire, theft and public liability and must whenever necessary procure a professional valuation for such purposes and

2.2.2 take out such insurance as the Managing Trustees consider necessary to protect the Charity's property including but not limited to public liability insurance (to include the liability of the Charity to its volunteers) and employer's liability insurance.

2.3 The Managing Trustees must firstly apply:

2.3.1 the Charity's income and

2.3.2 if the Managing Trustees think fit, expendable endowment and

2.3.3 when the expenditure can properly be charged to it, its permanent endowment in meeting the proper costs of administering the Charity and of managing the Property and all the buildings thereon and other property of the Charity (including the repair and insurance of these buildings).

2.4 After payment of these costs, the Managing Trustees must apply the remaining income in furthering the Objects.

2.5 The Managing Trustees may also apply for the Objects:

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

3. Official Custodian for Charities

By order made by the Charities Commissioners dated 1st February 2011 under Case No. C-318645-5HCB referring to Authorisation No.1107/1011 the Property has been vested in the Official Custodian for Charities on behalf of the Trustees of the charity known as Silchester Village Hall under the power given in sections 16 and 21 of the Charities Act 1993.

4. Powers of the Managing Trustees

The Managing Trustees have the following powers, which may be exercised only in promoting the Objects:

4.1 to open and/or maintain an account or accounts in the name of the Charity at such bank or building society as the Managing Trustees shall from time to time decide, to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the Managing Trustees must not undertake any trading activities which are liable to tax other than charity trading and must conform to relevant requirements of the law

4.2 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

4.3 subject to Clause 17 and subject to the restrictions imposed by the Charities Act 1993, to sell, lease or otherwise dispose of all or any part of the Property and other property comprised in the Trust fund

4.4 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)

4.5 to borrow money by mortgage or otherwise or to seek grant aid as may be required for maintaining, extending or improving the Property or any part thereof or erecting any building thereon or for any work carried on therein and to charge the whole or any part of the Property and the Trust fund with repayment of the money so borrowed or granted together with any interest falling due thereon (but only in accordance with the restrictions imposed by the Charities Act 1993)

4.6 to employ staff (who shall not be Managing Trustees) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants

4.7 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

4.8 to appoint constitute and provide clear terms of reference for such sub-committees and individuals as the Managing Trustees may think fit. Such sub-committees and individuals shall be answerable to the Managing Trustees and all their acts and proceedings must be fully and promptly reported to the Managing Trustees

4.9 to delegate to any one or more of the members of the Managing Trustees any business of the Charity which is within the professional or business competence of such member or members. The Managing Trustees must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the Managing Trustees at which the decision to delegate is made. The Managing Trustees must exercise reasonable supervision over any such member or members acting on their behalf under this provision and must ensure that all their acts and proceedings are fully and promptly reported to the Managing Trustees.

4.10 to insure the members of the Managing Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)

4.11 to remunerate any of the Managing Trustees and any connected persons for services rendered to the Charity PROVIDED THAT:

4.11.1 the amount or maximum amount of the remuneration is set out in an agreement in writing between the Managing Trustees and the individual trustee concerned

4.11.2 such trustee and all connected persons (if any) 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

4.11.3 any decision to remunerate such trustee and any connected persons shall be taken unanimously by the other trustees present and voting at the meeting at which the decision is made

4.11.4 the other trustees are satisfied that they have explored all other avenues of service provision by third parties and that the services rendered by the trustee or any connected persons and the payment of remuneration are in the best interests of the Charity

4.11.5 the other trustees 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

4.11.6 the other trustees are satisfied that the services rendered to the Charity are of special value to the Charity having regard to such trustee's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them

4.11.7 all deliberations and decisions of the Managing Trustees 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

4.11.8 the number of such trustees for the time being in receipt of remuneration does not exceed a minority of the members of the Managing Trustees and

4.11.9 the Managing Trustees have had regard to any guidance given by the Charity Commission concerning the making of such agreement.

4.12 Other than where the Property and the Trust Fund is held by a custodian trustee to permit any other investments being part of the Trust fund to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of an internationally recognised stock exchange (or any subsidiary of such stockbroking company) as nominee for the Managing Trustees, and to pay such a nominee reasonable and proper remuneration for acting as such

4.13 to do anything else within the law which promotes or helps to promote the Objects. In the exercise of these powers the Managing Trustees must always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general management and control of the administration of a charity.

5. The Managing Trustees

5.1 The current members of the Managing Trustees described in Clause 2.1 shall hold office until re-elected at either the Annual General Meeting or a Special General Meeting of the Charity, at which time they may offer themselves for re-election. Subject to clause 5.6 the period of office of Managing Trustees after their election at either an Annual General Meeting or a Special General meeting of the Charity shall be three years. At the expiry of this period they may offer themselves for re-election.

5.2 Subject to Clause 5.1, the Managing Trustees shall consist of:

5.2.1 not more than 12 nor less than 3 elected members

5.2.2 and may include not more than 2 co-opted members.

All such members of the Managing Trustees are charity trustees for the purposes of charity law and all members, whether elected or co-opted have all the powers set out in clause 4 hereof

Elected members

5.3 The elected members must be elected at an Annual General Meeting or a Special General Meeting convened in the circumstances described in clause 12.7.

Co-opted members

5.4 Co-opted members must be appointed at a duly constituted meeting of the Managing Trustees and are not required to be resident within the Area of benefit.

Term of office

5.5 The period of office of members of the Managing Trustees starts:

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

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

5.6 One third or 3 (whichever is greater) members of the Managing Trustees must retire from office at the end of the next two Annual General Meetings after the date on which they came into office but they may be re-elected or reappointed. In the event that there are insufficient Trustees putting themselves forward to retire voluntarily then those required to retire shall be selected alphabetically, starting at the beginning of the alphabet.

Casual vacancies

5.7 In the event of a casual vacancy, the Managing Trustees must minute it at their next meeting. A casual vacancy in the office of an elected member may be filled by the Managing Trustees. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the Managing Trustees at which he or she was so elected and any Managing Trustee appointed under this clause must stand for re-election at the next Annual General meeting following their appointment

New members

5.8 The Managing Trustees must give each new member on their first appointment a copy of this Document and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

Register of members

5.9 The Managing Trustees must keep a register of the name and address of every member of the Managing Trustees and the dates on which their terms of office begin and end.

6. Eligibility for Membership of the Managing Trustees

6.1 Anyone may be elected or appointed as a member of the Managing Trustees:

6.1.1 if he has attained the age of 18 years and is resident within the Area of benefit

6.1.2 unless he is disqualified from acting as a member of the committee by virtue of Section 72 of the Charities Act 1993 or

6.1.3 in circumstances such that, had he already been a member of the Managing Trustees, he should have been disqualified from office under the provision of Clause 7

6.2 No person shall be entitled to act as a Managing Trustees whether on a first or any subsequent entry into office until after signing in the minute book of the Managing Trustees a declaration of acceptance and willingness to act in the Trusts of the Charity.

7. Termination of Membership of the Managing Trustees

7.1 A person shall cease to be a Managing Trustees if he:

7.1.1 is disqualified from acting as a Managing Trustee by virtue of Section 72 of the Charities Act 1993

7.1.2 becomes incapable by reason of a mental disorder, illness or injury of managing and administering his own affairs or

7.1.3 is absent without the permission of the Managing Trustees from all their meetings held within a period of six months and the Managing Trustees resolve that his office be vacated.

7.2 A person shall cease to be a Managing Trustee if he notifies the other Managing Trustees in writing of his wish to resign (but only if at least three other Managing Trustees will remain in office when the notice of resignation is to take effect).

7.3 The members of the Managing Trustees may not all resign at the same time unless and until they have (a) co-opted or procured the appointment of at least three new members in accordance with Clause 7 or (b) convened a Special General Meeting in accordance with Clause 12.7.

8. Managing Trustees not to be personally interested

Except with the prior written approval of the Charity Commission, no Managing Trustees may:

8.1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Clause 4.10 and remuneration paid in accordance with Clause 4.11 or

8.2 have a financial interest in the supply of goods or services to the Charity or

8.3 acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).

9. Officers

Chairman and Vice-Chairman

9.1 At the Annual General Meeting, the attendees 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

9.2 At the Annual General Meeting the attendees shall elect a secretary and treasurer.

The offices may be held by:

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

9.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Managing Trustees think fit).

Vacancies in offices

9.3

In the case of a vacancy arising in any of the offices during the period between Annual General Meetings then the Managing Trustees may co-opt a member to hold such office until the next Annual General Meeting

10. Meetings of the Managing Trustees

10.1 The Managing Trustees must hold at least four ordinary meetings in each year and all such meetings shall be open to residents within the Area of Benefit.

10.2 Meetings may be arranged by the Managing Trustees at their meetings or may be called at any time by the chairman or any two of the Managing Trustees upon not less than ten days' notice having been given to all other members and shall be advertised to residents by means of notice on the Village Hall notice board or website or such other way as the Managing Trustees shall deem appropriate.

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

10.4 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.

10.5 There shall be a quorum when at least one third of the number of members of the Managing Trustees for the time being or three members, whichever is the greater, are present at a meeting.

10.6 Except where otherwise provided in this Document, every issue may be determined by a simple majority of the votes cast at a meeting of the Managing Trustees.

10.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

10.8 The proceedings of the Managing Trustees shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any members.

11. Recording of Meetings

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

11.1 the secretary or

11.2 another suitable person appointed by the Managing Trustees to do so.

12. Annual General Meeting and Special General Meetings

12.1 The first Annual General Meeting must be held within twelve months after the date of this Document and subsequent Annual General Meetings must be held not more than fifteen months after the holding of the preceding Annual General Meeting.

12.2 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 Managing Trustees may allow inhabitants who are under 18 to attend (but not vote at) the meeting.

12.3 The first Annual General Meeting after the date of this Document must be convened by the first members of the Managing Trustees described in Clause 2.1 and subsequent Annual General Meetings by the Managing Trustees. Public notice of every Annual General Meeting must be given in the Area of benefit of at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the Property or other conspicuous place in the Area of benefit and by such other means as the convenors think fit.

12.4 There shall be a quorum when at least 20 people are present at an Annual General Meeting or at a Special General Meeting

12.5 The chairman of the Managing Trustees 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 Managing Trustees chosen by the Managing Trustees, failing which by such person as the persons present shall by lot determine.

12.6 The Managing Trustees must present to each Annual General Meeting the annual report and accounts of the Charity for the preceding year.

12.7 The Managing Trustees may convene, and the secretary shall, within 21 days of receiving a written request so to do signed by not less than 10 inhabitants of the Area of Benefit giving reasons for the request, call, a Special General Meeting of all the inhabitants of the Area of Benefit 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.

12.8 The secretary or other person appointed by the Managing Trustees must keep minutes of proceedings at every Annual General Meeting and Special General Meeting.

12.9 Every matter for consideration at an Annual General Meeting or a Special General Meeting must be decided (save as otherwise provided herein) 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.

13. Accounts

The Managing Trustees must comply with their obligations under Part VI of the Charities Act 1993 or such subsequent legislation as may be enacted with regard to:

13.1 the keeping of accounting records for the Charity

13.2 the preparation of annual statements of account for the Charity

13.3 the auditing or independent examination of the statements of account for the Charity and

13.4 the transmission of the statements of account of the Charity, if required, to the Charity Commission.

14. Annual Report

The Managing Trustees must comply with their obligations under Part VI of the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Charity Commission.

15. Annual Return

The Managing Trustees must comply with their obligations under Section 48 of the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commission.

16. Receipts and Expenditure

The income of the Charity, including all donations and bequests, must be paid into an account operated by the Managing Trustees in the name of the Charity at such bank or building society as the Managing Trustees 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 Managing Trustees.

17. Disposal of Trust Property and Dissolution

17.1 The Managing Trustees shall have full and unfettered powers of disposal of the Property or any part or parts thereof, whether by way of sale, mortgage, lease or otherwise, as if the Managing Trustees were absolute beneficial owners thereof, but only in accordance with:-

17.1.1 any statutory provisions from time to time in force including (but not limited to) The Trusts of Land and Appointment of Trustees Act 1996, or any amendment or re-enactment thereof and/or

17.1.2 the provisions of the 1927 conveyance.

17.2 Should the Managing Trustees wish to exercise these powers by way of sale, they may only do so if:

17.2.1 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

17.2.2 such resolution is passed by three-quarters of such inhabitants present and voting at such meeting.

17.3 Any disposal of the Property must be carried out strictly in accordance with Section 36 of the Charities Act 1993 (as amended 2006).

17.4 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.

18. Amendment of The Document

18.1 Subject to the provisions of this clause, this Document may be amended.

18.2 Any amendment must be made by a resolution passed at either the Annual General Meeting or a Special General Meeting.

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

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

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

18.5.1 vary Clause 1 (objects), 8 (members not to be personally interested) and 17 (disposal of trust property and dissolution).

18.5.2 vary the composition of the Managing Trustees or the terms on which members hold office

18.5.3 change the name of the Charity

18.5.4 vary the powers of investment exercisable by the Managing Trustees.

18.6 The Managing Trustees must:

18.6.1 promptly send to the Charity Commission a copy of any amendment made under sub-clause 18.2 and

18.6.2 keep a copy of such amendment with this Document.

19. Rules

Within the limits prescribed by this Document the Managing Trustees may from time to time make and alter rules for the management of the Charity and in particular with reference to:

19.1 the terms and conditions upon which the Property or any part of the Trust fund may be used by persons or bodies other than the Managing Trustees for the purposes specified in this Document and the sum (if any) to be paid for such use

19.2 the deposit of money at a proper bank or building society and the safe custody of documents

19.3 the appointment of an auditor or an independent examiner

19.4 the engagement or dismissal of such officers, servants and agents as the Managing Trustees may consider necessary and the payment of such persons (not being Managing Trustees)

19.5 the summoning and conduct of meetings.

20. Indemnity

The Managing Trustees or their successors in title, 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.

21. Resolution of Disputes

If any dispute arises between the Managing Trustees, and/or inhabitants of the Area of benefit and/or the Charity, the parties will attempt to settle it by mediation in accordance with the CEDR Model Mediation Procedure. Unless otherwise agreed between the parties, the mediator will be nominated by the Centre for Effective Dispute Resolution.

22. Definitions

The Term **Area of benefit** means the Parish of Silchester and that area that lies within half a mile outside the boundary of the parish of Silchester provided always that the area to the west of the parish within Pamber Heath shall be restricted to those properties on Impstone Road fronting the common and fronting Silchester Road up to the Clappsgate turning

The term **Managing Trustees** in this document shall be taken to mean the current charity trustees and future charity trustees of the Charity.

The term **Property** means that Freehold land shown edged with red on the plan of Title number HP359472 filed at the Land Registry and being Village Hall, Whistlers Lane, Silchester, Reading RG7 2NE

Public Notice of an Annual General Meeting convened under Clauses 12.3 or of a Special General Meeting convened under Clause 12.7 shall require notices to be displayed prominently on the Village Hall Notice Board and on Village Notice boards giving the date, time, venue of the meeting, and the agenda of items to be discussed. These notices should be displayed not less than fourteen days prior to the date of the relevant meeting.