

Constitution

ASTON AND WEYMOUTH VILLAGE HALL
CHARITY REGISTRATION NO: 503775
SUMMARY OF THE PRESENT POSITION AND THE CONSTITUTION
NOTES BY WENDY DAVIES SOLICITOR AND TRUSTEE¹

Trust background, Committee of Management, Trustees and Purposes of Trust

The Village Hall Trust was established on 17 December 1953 by Trust deed.

"The general management and control of the Trust property and the arrangements for their use shall be vested in a Committee of Management (- hereinafter called 'the Committee') consisting of not more than twelve members" (para 3)

The original Trustee Committee were appointed by representatives from the following community groups:

The Committee of the Aston Women's Institute
The Trustees of the Methodist Chapel Weymouth
The Woore and Aston Parochial Church Council
The Committee of the Youth Organization Aston
The Maer Parish Council
The School Managers of Aston school

These groups have the right to appoint a member to represent them as Trustee on the Aston and Weymouth Village Hall Committee:

"on each subsequent election of members at the Annual General Meeting the six organizations mentioned in the second column of the Second Schedule hereto shall each have the right to appoint one member of the Committee"

Trustees can add to their number provided numbers do not exceed 12:

"In addition to the members of the Committee appointed and elected as above the Committee shall have the power: to co-opt not more than six members to represent interests in the said villages not represented by any organizations."

The Committee of Trustees currently includes a WI, a Youth a church and a Parish council representative. There is no longer a Methodist church or school in Aston. In all there are currently 11 trustees.

As a matter of interest Mr Bill Wainwright deceased, a local policeman who was married to current Trustee Jean Wainwright (and related by marriage to

¹ Wendy Davies has been involved with AVH for thirty years in several capacities, including secretary. She is currently the church PCC representative and was formerly company secretary of two charities as well as Waterford Wedgwood UK plc.

Helen Wainwright our current secretary) was an original school representative trustee.

The Trust is a registered charity.

The **Trustees responsibilities** are primarily set out in paragraphs 2 and 5 of the Trust deed. All Trustees have equal responsibility for carrying these out and when it comes to making decisions about the charity, the trustees must take them together².

The **Trust purposes** are set out in paragraph 2 of the Trust Deed. It is up to the Trustees to carry these out ;

*" 2. The property hereby conveyed (herein called "the Trust Property") shall be held upon trust 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 inhabitant of the villages of Aston and Weymouth** both in the Civil Parish of Maer aforesaid and both being part of the Ecclesiastical Parish of Woore and Aston which as to its greater part is in the County of Salop hereinafter called the said villages) and their immediate vicinity without distinction of sex or of political religious or other opinions subject to the provisions of these presents and Upon Trust **for user for religious purposes** by the Church of England on Sundays Christmas Days Good Fridays and any weekdays as agreed upon by the incumbent for the time being of the said Ecclesiastical Parish of Woore and Aston and the Committee of Management of the Trust Property "*
(emphasis added)

In addition, Paragraph 5 states that other groups may be appointed commensurate with the above purposes:

*"The Committee shall have power by a resolution of the Committee passed at a meeting at which not less than two-thirds of all the members of the Committee vote in favour of the Resolution **to allow any existing organization in the said villages not mentioned in the second column of the Second Schedule-hereto and any other organization which may hereafter be formed in the said villages having aims of a social recreational or educational character consistent with those upon which the trust property is held hereunder to appoint an additional member of the Committee** in the same manner as if such organization had been mentioned in the second column of the Second Schedule hereto and for this purpose the total number of members, of the Committee as provided for in Clause- three hereof may be increased but no Resolution shall be effective until it has been approved in writing by the Minister of Education."*
(emphasis added)

² Charity Commission guidelines March 2012.

This paragraph therefore simply describes the process by which other local organisations or groups can be added to the existing list. However adding a new group or groups is an amendment to the governing document so while it is no longer necessary I believe to involve the Minister for Education, a General Meeting must be called at which the inhabitants of the area vote for or against making the addition.³

If a majority of those present vote in favour then the amendment is adopted and the new group/groups gain exactly the same rights as those already listed in the governing document to make an appointment to the Committee. The formal amendment can be made online on the Charity Commission website. This link leads directly to it and a facility is included to attach a copy of the minutes of the relevant General Meeting:

<http://www.charitycommission.gov.uk/Amendments/Amendments.aspx>.

The minutes of the relevant General Meeting become part of our governing document, being read in conjunction with the original by all future trustees. It is therefore important that the minutes clearly state the exact wording being added to the Schedule listing the organisations/groups having powers of nomination to the Committee.

Paragraph 10 deals with **making rules** to help with day to day management of the trust. To the writer's knowledge there are no rules currently in force:

"The Committee may from time to time make and alter Rules for the conduct of its business and for the summoning conduct and recording in a Minute Book of its meeting and in particular with reference to.

*(a) The **terms and conditions upon which the Trust Property may be used for entertainments meetings social gatherings** and other purposes and the sum (if any) to be paid for such use....."*
(emphasis added)

Paragraph 12 deals with **use of the Trust monies**:

*"The moneys standing to the credit of the said Account shall be applied as the Committee shall decide in maintaining repairing and insuring the Trust Property, or the furniture and effects therein and in paying rent rates taxes salaries wages and other outgoings and in providing furniture equipment games books newspapers periodicals and other literature **and means of recreation** and otherwise for the maintenance and improvement of the Trust Property"*
(emphasis added)

Other provisions of the Trust Deed

Paragraphs 4 and 6-9 relate mainly to appointment of trustees and meetings, including the AGM

Paragraphs 11-15 mainly deal with financial matters.

³ As advised by Charity Commission April 2012.

Practice during the last thirty years (1982-2012)

For the thirty years the writer has been involved, the Trustees have been very assiduous in maintaining and improving the fabric of the building and in raising funds for this purpose, through obtaining grants and in organising activities of a social nature including themed evenings, concerts and amateur dramatic productions. Trust Finances are presently in a good position and we have reserves. Over the last 10-15 years the Hall has had a new boiler, extensive repairs to its fabric including the roof (and insulation), a new commercial style kitchen suitable for catering for Functions, new lavatories and a new floor as well as improvements of a less structural nature such as new furnishings and decoration. It is in good condition and warm in winter. The only major works currently under consideration are improvements to the grounds, new windows to conserve energy and possibly new chairs and tables.

The hall is also regularly used for Parish Council meetings, exercise classes, private hire, WI meetings and other similar use which brings in income.

It is used twice a month for church services and 3 or 4 times a year for seasonal services such as Harvest Festivals and Christmas carols. Funding has been obtained recently to pay towards heating costs for these events.

The Trustees have also organised several non- fund raising, community events including a Royal Wedding party last year which attracted a large number of participants from the Village and wider community. A Diamond Jubilee party is planned for this year also organised by Trustees. Now that less time needs to be spent on fundraising for major works to the fabric, some of the Trustees would like to see more community type activity carried out as well as fundraising events but others are concerned that this is our role.

For information, since the writer has probably been involved longer than most serving trustees, she can confirm that during the past 30 years many non fundraising events have been organised by the Trustees for the community including a youth club and Christmas parties for children (see attached).

Up to now nearly all events at the hall (apart from private functions) have been organised by the Trustee Committee members.

However in the last 5 years, following the Local Parish Plan process, a group called the Maer Aston and Chorlton Community Group has been set up under the auspices of both the Maer and Aston parish Council and the nearby Chapel Chorlton Parish council, to organise specifically community events in 3 local villages including Aston. Indeed one such event (a Christmas party for seniors) was held at Aston with much success.

Current issues for consideration

1. Is the Trustees' sole responsibility to keep the Hall in good repair and to make the hall available for the purposes set out in paragraph 2 (ie for others to organise events which give effect to those purposes) or should/can they

take a more active role (as indeed they have done in the last 30 years or so) in organising community as well as fundraising events?

2. Should/can the Trustees carry out both functions – i.e. fundraising to maintain the fabric of the building and ensure annual running costs are covered, as well as applying for funding or fundraising to enable them to organise community events (with or independent of AVH funds) or should the latter be left to community groups?

3. In the light of paragraph 5 of the Trust deed would it be appropriate to appoint a representative of the Maer Aston and Chorlton Community Group to the Committee (subject to following the procedure set out)

View

The existence of paragraphs 2 and 5 suggests it is not unconstitutional but within the power of the trustees to organise community events (as well as maintaining the building) and makes it clear that all interested community groups should be represented on the Committee towards this purpose.

The fact that community groups in Aston were specifically given "seats on the board" would signify an intention for their inclusion in the decision making processes of the Committee, relating to the purposes for use of the hall. Being recognised established groups, any organisation of events would in all probability have been undertaken by them, rather than an independent community member.

This has in fact been the case over the last 30 years.

Trustees are also able to permit other organisations to use the hall for such events.

Trustees may agree to appoint a representative of any other community group to the Committee under the powers in paragraph 5. This would have no effect on the charity's objects - which would always be for a Village Hall. Exactly what that Hall is used for is entirely up to the Committee *as a whole*, as long as it is consistent with the objects set out in paragraph 2.

Incidentally, it is not possible to remove a listed organisation/group, even if it no longer exists - where an organisation has ceased to exist its 'place' on the Committee simply lies vacant.

Although Trust monies are mainly for maintenance of the property (para 12) the words "means of recreation" highlighted above could be interpreted to include events of any kind and there is nothing to prevent the Trustees from running self funding community activities like the bring and share luncheon for the Royal Wedding (or even seeking funding elsewhere to run them eg

grants⁴) as well as fundraising events. Such events would be entirely within the purposes of the Trust. Indeed it could be said that the whole point of managing a trust property the trustees of which include representatives from all the existing community groups is to enable such events to take place.

Trustees may want to consider adopting a new constitution which contains all the up to date powers you would expect from a Trust Deed and rules for a charity. We do have power to make rules and amendments however as described above.

Another possibility is to have a social committee made up of trustees who want to run community events. Their remit could be set out clearly.

Note

The Charity commission publishes some helpful guidelines on the role of trustees - "Essential Trustee" – which was updated last month and can be found on their website.

WD.01/05/12

⁴ A modern trust deed would give a specific power for this – there is a provision allowing trustees to mortgage the property for funds but you wouldn't expect to see anything about grant aid in the 1950's.

ME 31275

DATED

17th December

1953

JOHN EDWIN BOURNE

to

ASTON VILLAGE HALL TRUSTEES

CONVEYANCE

of

site at Aston, Pipe Gate, Staffs.

Recorded in the books of the Ministry
of Education pursuant to the
provisions of Section 29(4) of the
Settled Land Act 1925 as applied by
Article 3 of the Minister of
Education (Transfer of Functions)
Order 1949

K. W. Morris

11 Jun 1954

MARSHALL & ASHES
STONE UPON TRENT

THIS CONVEYANCE is made the seventeenth day of December One thousand nine hundred and fifty three BETWEEN JOHN EDWIN BOURNE of Orchard Farm Longslow Road Market Drayton in the County of Salop Farmer (hereinafter called 'the Vendor') of the one part and WILLIAM ANTHONY ADAMS (Lieutenant Colonel) of Lea Head Manor Aston Pipe Gate near Market Drayton aforesaid VIOLET COUTNEY CAMPBELL (Married Woman) of Thornlea Willoughbridge Market Drayton aforesaid ROBINA BALDWIN TAYLOR (Married Woman) of Cherry Tree House Aston aforesaid and HUBERT VERE WAINWRIGHT (Farmer) of Yew Tree Farm Aston aforesaid (hereinafter called 'the Trustees') of the other part

WHEREAS the Vendor is seized in fee simple in possession of the plot of land hereinafter described free from all incumbrances and has agreed to sell the same to the Trustees at the price of One hundred pounds in manner and upon the trusts hereinafter appearing NOW THIS CONVEYANCE WITNESSETH as follows: -

1. In pursuance of the said agreement and in consideration of the sum of One hundred pounds now paid by the Trustees to the Vendor (the receipt whereof the Vendor hereby acknowledges) the Vendor as Beneficial Owner hereby conveys unto the Trustees ALL THAT piece or parcel of land situate at Aston in the civil parish of Macc in the Rural District of Newcastle-under-Lyme in the County of Stafford containing in area decimal point three nine five acres or thereabouts which piece or parcel of land is with the dimensions and abutments thereof more particularly delineated/for the purpose of

identification only and not of guarantee in the location plan hereto annexed and thereon coloured pink TO HOLD the same unto the Trustees in fee simple Upon the trusts and subject to the powers and provisions set out in the First Schedule hereto

2. The Vendor hereby acknowledges the right of the Trustees to production of the deeds and documents specified in the Third Schedule hereto and to delivery of copies thereof and hereby undertakes for the safe custody thereof

3. It is hereby certified that the transaction hereby effected does not form part of a larger transaction or of a series of transactions in respect of which the amount or value or the aggregate amount or value of the consideration exceeds five hundred pounds

IN WITNESS whereof the said parties hereto have herunto set their hands and seals the day and year first before written

THE FIRST SCHEDULE

1. The Trustees shall apply as soon as possible to the Charity Commissioners through the Minister of Education for an Order of the Charity Commissioners for England and Wales vesting the Trust premises hereby conveyed in the Official Trustee of Charity Lands and upon such Order being made the Trustees shall cease to be the Trustees of the Trust property and the Charity shall thereafter be administered and managed by the members for the time being of the Committee of Management hereinafter mentioned as the Trustees thereof

2. The property hereby conveyed (herein called 'the Trust Property') shall be held upon trust 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 villages of Aston and Weymouth both in the Civil Parish of Maer aforesaid and both being part of the Ecclesiastical Parish of Woore and Aston which as to its greater part is in the County of Salop (hereinafter called the said villages) and their immediate vicinity without distinction of sex or of political religious or other opinions subject to the provisions of these presents and Upon Trust for user for religious purposes by the Church of England on Sundays Christmas Days Good Fridays, and any weekdays as agreed upon by the incumbent for the time being of the said Ecclesiastical Parish of Woore and Aston and the Committee of Management of the Trust Property hereinafter named

3. The general management and control of the Trust property and the arrangements for their use shall be vested in a Committee of Management (hereinafter called 'the Committee') consisting of not more than twelve members (exclusive of members co-opted under the power hereinafter contained) of whom six shall be elected at the first general meeting referred to in Clause four hereof in the first instance and on each subsequent election of members at the Annual General Meeting The six organizations mentioned in the second column

of the Second Schedule hereto shall each have the right to appoint one member of the Committee both in the first instance and on the occasion of each annual appointment of members. The persons whose names appear in the first column of the Second Schedule hereof have been appointed by the organizations mentioned opposite their respective names in the second column of that schedule and shall together with the members elected at the first General Meeting as aforesaid be the first members of the Committee. Until the first General Meeting has been held the persons named in the first column of the Second Schedule shall have power to act. In addition to the members of the Committee appointed and elected as above the Committee shall have the power to co-opt not more than six members to represent interests in the said villages not represented by any organizations.

4. There shall be an Annual General Meeting to be convened by the Committee in the month of April in each year the first of such meetings (herein called 'the First General Meeting') to be convened in the month of April One thousand nine hundred and fifty four by ^{part of the Trust Property or other conspicuous} one week's notice to be affixed to some conspicuous place or places in the said villages of the inhabitants of the age of eighteen years or upwards of either sex for the purpose of receiving the Report and Accounts of the Committee and for the purpose of electing six members under Clause three hereof and for taking such action as it may decide under Clause eight hereof provided nevertheless that if in any year an Annual General Meeting shall not be convened

and held in the month of April the Annual General Meeting for that year shall be held as soon as practicable after the month of April

5. The Committee shall have power by a Resolution of the Committee passed at a meeting at which not less than two-thirds of all the members of the Committee vote in favour of the Resolution to allow any existing organization in the said villages not mentioned in the second column of the Second Schedule hereto and any other organization which may hereafter be formed in the said villages having aims of a social recreational or educational character consistent with those upon which the trust property is held hereunder to appoint an additional member of the Committee in the same manner as if such organization had been mentioned in the second column of the Second Schedule hereto and for this purpose the total number of members of the Committee as provided for in Clause three hereof may be increased but no Resolution shall be effective until it has been approved in writing by the Minister of Education

6. All members of the Committee shall retire annually at the Annual General Meeting Every organization entitled to appoint a member of the 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 Committee shall retire A retiring member shall be eligible for re-appointment or re-election

7. A casual vacancy arising from the death or resignation or removal of an appointed member of the Committee shall be filled by the organization by which such member shall have been appointed and the person 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 Committee elected by the Annual General Meeting the Committee shall have power to fill such vacancy until the next Annual General Meeting

8. If any organization entitled to appoint a member of the 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

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

10. The Committee may from time to time make and alter Rules 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

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

(b) 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

(c) The engagement and dismissal of such paid officers and servants for the Trust Property as it may consider necessary

(d) 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 Committee

11. All payments in respect of the use of the Trust Property and all donations for the benefit thereof shall be paid into a Trust Account at the West Midland Savings Bank at Market Drayton or at such other Bank as shall from time to time be substituted by the Committee any such substitution to be enforced upon this Trust Deed with a copy of the resolution relating thereto

12. The moneys standing to the credit of the said Account shall be applied as the Committee shall decide in maintaining repairing and insuring the Trust Property or the furniture and effects therein and in paying rent rates taxes salaries wages and other outgoings and in providing furniture equipment games books newspapers periodicals and other literature and means of recreation and otherwise for the maintenance and improvement of the Trust Property

13. The Committee may upon the vote of a majority of its members and with the consent of the Minister of Education from time to time by mortgage or otherwise obtain such advances on the security of the Trust Property 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 property

14. If the 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 Property in whole or in part for the purposes hereinbefore indicated it shall call a meeting of the inhabitants of the age of eighteen years or upwards of the said villages of which meeting not less than fourteen days notice (stating the terms of the Resolution that will be proposed thereat) shall be posted in a conspicuous place or places on the Trust Property and advertised in a newspaper circulating in the said villages and if such decision shall be confirmed by a majority of such inhabitants present at such Meeting and voting the Committee may with the consent of the Minister of Education let or sell the Trust Property 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 property approved by the 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 said villages as may be approved by the

Minister of Education and 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 and 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 Property may properly be applied 16. If any Rules made under the power in that behalf hereinbefore contained are inconsistent with the provisions of these presents the latter shall prevail

THE SECOND SCHEDULE

Column 1	Column 11
Names and addresses of Representatives	Organizations
1. Margaret Elizabeth Adams Lea Head Manor	The Committee of the Aston Women's Institute
2. Thomas Samuel Purcell Weymouth Pipe Gate	The Trustees of the Methodist Chapel Weymouth
3. William Anthony Adams Lea Head Manor	The Moore and Aston Parochial Church Council
4. Reginald Bailey Kinn Bank Aston	The Committee of the Youth Organization Aston
5. Hubert Vere Wainwright Yew Tree Farm	The Maer Parish Council
6. William Wainwright Aston	The School Managers of Aston School

THE THIRD SCHEDULE

10th April 1920

Conveyance made between John Bucknall Lloyd (1) George Butler Lloyd and Sir John Emerson Wharton Headlam (2) William Charles Mercer Ad and Henry Arthur Whateley (3) and John Sandbe (4)