

## Neuadd Dyfi

This is the governing document of the charity following the amendment of the Second Schedule to a lease dated 24 December 1986 pursuant to a resolution of the management committee of the charity passed on 2009 in accordance with s.74D of the Charities Act 1993.

1. The property hereinafter described (hereinafter called "Trust Property") shall be held on trust for the purpose of a village hall for the use of the inhabitants of the community of Aberdyfi and neighbouring areas hereinafter called "area of benefit") without distinction of political, religious or other opinions including use for meetings, lectures and classes and for other forms of recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

## 2. Definitions and interpretation

2.1 In this governing document:

~~the Charity~~ means Neuadd Dyfi

~~Committee~~ means the individuals elected or appointed under Clause 6.2 in the future as charity trustees of the Charity

~~Community Council~~ means the Community Council of Aberdyfi

~~connected persons~~ means and includes, in relation to a member of the Committee:

- 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

~~holding trustees~~ means the holding trustees of the Trust Property and any other holding trustee(s) or from time to time appointed by the Charity in accordance with this governing document

~~Objects~~ means the objects of the Charity described in Clause 1

~~permanent endowment~~ means property of the Charity (i.e. land, buildings, investments or cash) which the Committee may not spend 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

~~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.

~~Trust Property~~ means Neuadd Dyfi, Penrhos, Aberdyfi, Gwynedd LL35 0NR

- 2.2 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 include also corporations.
- 2.3 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.

### **3. Administration, repairs and insurance, and use of income and capital**

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

3.2 The Committee must:

- 3.2.1 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 and theft and must whenever necessary procure a professional valuation for such purposes; and
- 3.2.2 take out such insurance as the Committee considers necessary to protect the Trust Property including but not limited to public liability insurance (to include the liability of the Charity to its volunteers) and employer's liability insurance.

3.3 The Committee must firstly apply:

3.3.1 the Charity's income; and

3.3.2 if the Committee think fit, expendable endowment; and

3.3.3 when the expenditure can properly be charged to it, its permanent endowment

in meeting the proper costs of administering the Charity and of managing its property (including the repair and insurance of its buildings).

3.4 After payment of these costs, the Committee must apply the remaining income in furthering the Objects.

3.5 The Committee may also apply for the Objects:

3.5.1 expendable endowment; and

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

#### **4. Powers of holding trustees and vesting in the Official Custodian for Charities**

4.1 The holding trustees and all persons holding any interest in land beneficially owned by the Charity must take such steps as may be necessary for the purpose of vesting in the Official Custodian for Charities all freehold and leasehold lands belonging to the Charity.

4.2 Pending such vesting in the Official Custodian for Charities:

4.2.1 the holding trustees have no powers of management except such as are expressly conferred on them by this governing document

4.2.2 the holding trustees have the custody of all securities and documents of title relating to the Property but the members of the Committee or any of them have free access thereto and are entitled to take photocopies of them

4.2.3 the holding trustees must do all that is asked of them by the Committee in relation to the Property unless it involves a breach of trust or involves a personal liability upon them. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees should not be liable for the acts and defaults of the Committee or any of its members

4.2.4 the powers of appointing new or additional holding trustees and of discharging holding trustees are exercisable by the Committee alone, but the holding trustees have the same power of applying to the court or to the Charity Commission for the appointment of a new holding trustee as has any other trustee for a charity.

#### **5. Powers of the Committee**

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

5.1 to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the 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

5.2 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

5.3 subject to clause 18 and subject to the restrictions imposed by the Charities Act 1993, to sell, lease or otherwise dispose of all or any part of the Trust Property and other property comprised in the trust fund

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

- 5.5 to borrow money by mortgage or otherwise 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 the trust fund with repayment of the money so borrowed (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 5.6 to employ staff (who shall not be members of the Committee) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants
- 5.7 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
- 5.8 to appoint, constitute and provide clear terms of reference for, such sub-committees as the Committee may think fit. Such sub-committees shall be answerable to the Committee and all their acts and proceedings must be fully and promptly reported to the Committee
- 5.9 to delegate to any one or more of the members of the Committee any business of the Charity which is within the professional or business competence of such member or members. The Committee must agree the terms of reference of any such delegation and include them in the minutes of the meeting of the Committee at which the decision to delegate is made. The Committee 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 Committee
- 5.10 to insure the members of the 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)
- 5.11 other than where the Trust Property and the trust fund is held by a custodian trustee, to permit any investments comprised in the trust fund to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the Committee, and to pay such a nominee reasonable and proper remuneration for acting as such.
- 5.12 to do anything else within the law which promotes or helps to promote the Objects.

In the exercise of these powers the Committee members 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.

## **6. The Committee**

- 6.1 The Committee shall consist of:

6.1.1 14 elected members, and 8 appointed members

and may include not more than

6.1.2 3 co-opted members.

All such members of the Committee are charity trustees for the purposes of charity law.

### **Elected members**

6.2 The elected members must be elected at an annual general meeting or a special general meeting convened in the circumstances described in clause 8.3. At least 8 of the elected trustees must be elected from:

- a) the list in clause 6.3, or
- b) a list of bodies which regularly use the village hall building, and this list may be reviewed and updated at the annual general meeting.ø

6.3

Aberdyfi Bowling Club	Girl Guides
Aberdyfi Dancing Club	Literary Institute
Aberdyfi Fire Service	Merched Y Wawr
Aberdyfi primary School	Mini Minors Football Club
Aberdyfi Senior Citizens Club	Royal National Lifeboat Institute
Aberdyfi Youth Club	Richard Roberts and Richard Williams Trust
Bethel Chapel	St Peters Church
British Legion	Tywyn and Aberdyfi RT
St Davids Catholic Church	Tywyn and Aberdyfi 41 club
Dovey Yacht Club	Tywyn and Aberdyfi RAFA Club
English Presbyterian Chapel	Women's Institute

### **Appointed members**

6.4 The Community Council may appoint up to six members

6.5 Gwynedd County Council may appoint two members

Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary. An appointment must not be made more than two months before the annual general meeting.

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

### **Co-opted members**

6.7 Co-opted members must be appointed at a duly constituted meeting of the Committee.

6.8 Subject to Clauses 6.8 and 6.9, the period of office of members of the Committee starts:

6.8.1 in the case of elected members, at the end of the annual general meeting at which they were elected;

6.8.2 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;

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

6.9 All members of the Committee retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or reappointed.

#### Casual vacancies

6.10 In the event of a casual vacancy, the Committee must minute it at their next meeting and, if in the office of an appointed member, notify as soon as possible to the proper appointing body who may on such notice appoint an alternative member to represent them. A casual vacancy in the office of an elected member may be filled by the Committee. The period of office of a member elected to fill a casual vacancy starts at the end of the meeting of the Committee at which he or she was so elected.

#### New members

6.11 The Committee must give each new member on their first appointment a copy of this governing document and any amendments made to it, and a copy of the Charity's latest report and statement of accounts.

#### Register of members

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

### 7. Eligibility for membership of the Committee

7.1 No person may be elected or appointed as a member of the Committee:

7.1.1 unless he or she has attained the age of 18 years or

7.1.2 if he or she is disqualified from acting as a member of the committee by virtue of Section 72 of the Charities Act 1993; or

7.1.3 in circumstances such that, had he or she already been a member of the Committee, he or she should have been disqualified from office under the provision of Clause 8.

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

### **8. Termination of membership of the Committee**

8.1 A person shall cease to be a member of the Committee if he or she:

- 8.1.1 is disqualified from acting as a member of the Committee by virtue of Section 72 of the Charities Act 1993;
- 8.1.2 becomes incapable by reason of a mental disorder, illness or injury of managing and administering his or her own affairs;
- 8.1.3 is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; PROVIDED that where a member disqualified under this clause is an appointed member of an organisation the 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 Committee; or
- 8.2 A person shall cease to be a member of the Committee if he or she notifies the Committee in writing of his or her wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).
- 8.3 The members of the 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 6 and (b) convened a special general meeting in accordance with Clause 13.7.

## **9. Members not to be personally interested**

- 9. Except with the prior written approval of the Charity Commission, no member of the Committee may:
  - 9.1 receive any benefit in money or in kind from the Charity other than in respect of insurance provided pursuant to Clause 5.10; or
  - 9.2 have a financial interest in the supply of goods or services to the Charity; or
  - 9.3 acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).

## **10. Officers**

- 10.1 At their first ordinary meeting in each year after the annual general meeting, the 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.
- 10.2 The Committee shall appoint a secretary and treasurer and may remove them from office at their discretion. The offices may be held by:
  - 10.2.1 members (who must not receive any reward for acting); or
  - 10.2.2 other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Committee think fit).

## **11. Meetings of the Committee**

- 11.1 The Committee must hold at least two ordinary meetings in each year.
- 11.2 Meetings of the Committee may be arranged by the members of the Committee at their meetings or may be called at any time by the chairman or any two members of the Committee upon not less than ten days notice having been given to all other members.
- 11.3 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 Committee of the matters to be discussed.
- 11.4 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 chair of the meeting.
- 11.5 There shall be a quorum when at least one third of the number of members of the Committee for the time being or three members, whichever is the greater, are present at a meeting.
- 11.6 Except where otherwise provided in this governing document, every issue may be determined by a simple majority of the votes cast at a meeting of the Committee.
- 11.7 The chairman of the meeting may cast a second or casting vote only if there is a tied vote.
- 11.8 The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any members.

## **12. Recording of meetings**

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

- 12.1 the secretary; or
- 12.2 another suitable person appointed by the Committee to do so.

## **13. Annual General Meeting and Special Meetings**

- 13.1 Annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- 13.2 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 Committee may allow inhabitants who are under 18 to attend (but not vote at) the meeting.
- 13.3 Annual general meetings must be convened by the Committee. 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.

- 13.4 There shall be a quorum when at least [five people] are present at an annual general meeting.
- 13.5 The chairman of the Committee must be the chair of an annual general meeting. In his or her absence the chair must be taken by the vice-chairman (if any), failing which by any other member of the Committee chosen by the Committee, failing which by such person as the persons present shall by lot determine. In case of a tied vote, the chair has a second or casting vote.
- 13.6 The Committee must present to each annual general meeting the annual report and accounts of the Charity for the preceding year.
- 13.7 The 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.
- 13.8 The secretary or other person appointed by the Committee must keep minutes of proceedings at every annual general meeting and special general meeting.
- 13.9 Every matter for consideration at an annual general meeting or a special 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.

#### **14. Accounts**

The Committee must comply with their obligations under Part VI of the Charities Act 1993 with regard to:

- 14.1 the keeping of accounting records for the Charity,
- 14.2 the preparation of annual statements of account for the Charity,
- 14.3 the auditing or independent examination of the statements of account for the Charity and
- 14.4 the transmission of the statements of account of the Charity to the Charity Commissioners.

#### **15. Annual Report**

The Committee 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 Commissioners.

## **16. Annual Return**

The Committee must comply with their obligations under the section 48 of the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## **17. Receipts and Expenditure**

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

## **18. Disposal of Trust Property, Incorporation and Dissolution**

18.1 Subject to the provisions of this Clause,

18.1.1 if the Committee 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 and the trust fund in whole or in part for the Objects, the Committee may sell or require the sale of the Trust Property and other property comprised in the trust fund or any part of it on such terms as may be approved by the Committee in accordance with the provisions of Section 36 of the Charities Act 1993;

18.1.2 if the Committee decides that the Charity should incorporate, the 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 on such terms as may be approved by the Charity Commission.

18.2 The Committee may only do so if:

18.2.1 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

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

18.3 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.

18.4 Following the sale of the Trust Property and the trust fund in whole or in part in the circumstances described in clause 18.1.1, 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:

- 18.4.1 in the purchase or lease of other property approved by the Committee and to be held upon the trusts of the Charity or for such charitable purposes as near thereto as circumstances permit or
- 18.4.2 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.
- 18.5 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.
- 18.6 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.

## **19. Rules**

Within the limits prescribed by the governing document the Committee 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 Trust Property or any part of the trust fund may be used by persons or bodies other than the Committee for the purposes specified in the governing 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 Committee may consider necessary and the payment of such persons (not being members of the Committee);
- 19.5 The summoning and conduct of meetings.

## **20. Indemnity**

The members of Committee, the holding./custodian 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.