

Neuadd Bentref Llanddona Village Hall

(Registered Charity 506824)
(Rhif Cofrestru Elusennol 506824)



Minutes of the Committee Meeting of 1st February 2022

Present: Patricia Hughes (Chair), Miriam Williams, Iain de Wit, Dot Hazelgrove,
Dave Hazelgrove
Lesley Hawke & John Hawke via Zoom

Apologies for Absence: Robert Macaulay

Approval of the Minutes of the Meeting of 9th November 2021: Approved
unanimously.

Matters Arising:

A letter thanking Steve McVicar for the donation of £200 from the Cycle Ride is still outstanding.

The Christmas Lunch and Christmas Fair were both highly successful and elicited a lot of praise from participants.

Pat had received no reply to her requests for help with making the Hall more friendly to the disabled. She will be following this up.

Hire charges for rooms to be discussed at the next committee meeting.

John to advertise the Hall as available for parties, wedding receptions and funeral teas via Facebook. A leaflet drop also to be prepared.

A partition to separate off the lower area of Iestyn to be costed by **Iain** via the Men's Shed. **Iain** to liaise with **John**.

Dave had looked at grants for insulation and found none were appropriate.

John had priced low cost secondary double glazing but **Iain** suggested any plastic of this nature was a hazard in a fire, so full glass double glazing is the only option.

Neuadd Bentref Llanddona Village Hall – Committee Minutes 2022-02-01

DBS checks are not currently a priority, but cost £10 for volunteers.

Threatened claw back of approximately £5000 of grant for the solar panels etc.: A joint letter had been sent to Amlwch by the organisations involved. No reply had been received to date.

Correspondence:

No reply has been received from the dog club to our letter or 2021-11-20, so as far as we are concerned the matter is closed.

Kate Gwilliam has resigned as a trustee due to other commitments.

Invoice and statement received from Flogas, and a letter from CAF Bank informing us that **Lesley** was now their contact here.

Financial Report:

Lesley presented the report. A copy is attached. Arising from this was discontent with the operation of the CAF Bank, especially as they charge us £8 per month for the service. It was resolved to change banks as soon as possible.

A provision existed for repayment of the donation for a memorial bench which may have been made to us in error. Alternatively we could purchase a bench and allow the donors to choose where to place it. **Iain** to price a bench from Men's Shed. **Miriam** to ask the donors what they wanted.

Draft Constitution:

A draft constitution intended to replace the existing historic constitution had been circulated to all trustees with the agenda and other papers. The resolution to update the constitution to the draft was approved unanimously.

John to contact the Charity Commission to ask their approval for the change.

Caffi Ni:

The opening days and hours were discussed and it was decided to keep to Thursday and Friday to avoid clashes with Hall bookings for parties etc. The hours would be shortened to 11:45 to 14:00.

There is a severe shortage of volunteers. We need to find more!

Neuadd Bentref Llanddona Village Hall – Committee Minutes 2022-02-01

Miriam to arrange a food hygiene course for the volunteers on Saturday 12th February.

An Environmental Health inspection is due as soon as we reopen. **Miriam** will try to sort out someone to give us a dry run before the reopening.

Reopening due on 3rd & 4th March for a St David's Day dinner.

Any Other Business:

Leaking roof over Iestyn: **John** to ask **Tony** again whether he will do it.

Miriam to explore the possibility of equipping an outdoor gym. Insurance consequences need investigating.

We have won a grant to run an over 60s exercise class. Trainer provided for 10 weeks and hire of room paid. Starting Monday 14th February at 13:30.

Pat to enquire about provision of a Dementia exercise class.

A cleaning rota is to be set up. Cleaning to be done on Fridays so that it can coincide with the end of Caffi Ni when it is running.

A letter to be sent to the Community Council thanking them for updating the rubber mats round their play equipment to bring them up to an acceptable standard.

Miriam to approach local authority for advice on getting an energy efficiency assessment for the hall.

Pat suggested that no one should work in the kitchen without a Food Hygiene Certificate and without wearing full PPE.

Meeting Ended 21:15.

Neuadd Bentref Llanddona Village Hall – Committee Minutes 2022-02-01

Financial Position as at 26.1.2022

Cost Centres	Spent to Date	Commitments	Forecast	Estimated year End Position	Notes
Expenditure	£	£	£	£	
Training	0.00		464.40	464.40	1
Promotional Costs	12.24		70.00	82.24	2
Fundraising Costs	367.05		200.00	567.05	
Maintenance of Premises	1,495.45	0.00	1,400.00	2,895.45	3
Maintenance of Grounds	36.00	0.00	50.00	86.00	
Energy	36.00	341.15	881.00	1,258.15	4
Water	0.00	0.00	0.00	0.00	5
Cleaning	110.39	85.43	80.00	275.82	
Insurance	1,945.03	0.00	-465.62	1,479.41	6
Administrative Costs	484.87	138.00	300.00	922.87	7
Equipment	781.44	404.34	2,314.22	3,500.00	8
Provisions	0.00	0.00	0.00	0.00	
Caffi Ni Expenditure	1,514.79	0.00	250.00	1,764.79	9
Fees and Charges	4,274.44	24.00	0.00	4,298.44	10
Depreciation	0.00	0.00	1,306.00	1,306.00	
TOTAL	11,057.70	992.92	6,850.00	18,900.63	

Cost Centres	Received to Date	Commitments	Forecast	Estimated year End Position	Notes
Income	£	£	£	£	
Restricted Grants	-1,381.89		-5,000.00	-6,381.89	11
Other Grants	0.00	0.00		0.00	
Room Hire	3,692.50	-866.67	958.00	3,783.83	12
Food Income	0.00			0.00	
Fundraising	979.25	895.75	400.00	2,275.00	13
Caffi Ni Income	4,233.26	0.00	600.00	4,833.26	14
Donations	370.00	-170.00		200.00	15
Gift Aid	0.00			0.00	
Sales	0.00			0.00	
Other Income	24.69			24.69	
TOTAL	7,917.81	-140.92	-3,042.00	4,734.89	
Deficit/Surplus	-3,139.89	-1,133.84	-9,892.00	-14,165.73	

Notes

1. Food hygiene course for Caffi Ni volunteers.
2. Promotional Costs includes estimates for banners plus printing costs for flyers and leaflets
3. Maintenance of Premises includes maintenance agreements with Snowdonia for Fire and Burglar alarms, 5 year Electrical testing and estimates for essential Health and Safety work for outside railings and inside partition for Iestyn Room. No allowance has been included for flooring in Gorslwyd
4. Estimate based on last years usage at contract price of 32p per litre (contract confirmed for 2 years from September 2021)
5. Confirmed no charge for this year owing to credit on the account.
6. Insurance costs up to August ANSVAR contract. From September to March the cost is from Allied Westminster. (Contract runs from September 2021 to August 2022)
7. Administrative costs include BT contract for Broadband.
8. Equipment costs assume that the Foyle Grant of £3500 will be fully spent.
9. Caffi Ni forecast costs are estimated based on current weekly expenditure for February and March
10. Fees and Charges includes the charge and penalty for late repayment of grant to the Welsh Government, plus bank charges
11. The to date figure is the repayment of the grant to the Welsh Government. The forecast is the notified repayment of grant given for solar panel purchase. (currently under appeal).
12. Room Hire forecast includes projected hire from January to March based on current classes.
13. Fundraising forecast is based on running a Spring Fair. Christmas Fair Income and Expenditure shown below.
14. Projected income is based on current weekly takings. Christmas Meal Income and expenditure shown below.
15. Donations includes £200 from Seiriol Alliance. The credits relate to repayments of donations for Afghanistan and money received in memory of Albert Roberts not yet transferred.

Neuadd Bentref Llanddona Village Hall – Committee Minutes 2022-02-01

Christmas Fair	
Income	
	£
Stalls	75.00
Toy Stall	32.20
Book Stall	30.00
Father Christmas	18.00
Raffle	247.40
Guess the weight of the cake and Cake Stall	174.70
Food	185.60
Entrance	138.25
Bottle Game	41.00
	942.15
Expenditure	230.50
Net Profit	711.65

Christmas Lunch	
Income	
	£
Lunches provided	877.50
Donations	90.00
	967.50
Expenditure	238.00
Net Profit	729.50
 Bank balance as 26.1.2022	£26,860.78
 Note- Not all income received has been cleared at the bank	

Neuadd Bentref Llanddona Village Hall

(Registered Charity 506824)
(Rhif Cofrestru Elusennol 506824)



Constitution

Adopted on the _____

Definitions

In this document a **member** is any member of the charity as defined in paragraph 8, (Membership). A **trustee** is a person elected or appointed to manage the charity.

Part 1

1. Adoption of the Constitution

The charity and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this constitution.

2. Name

The charity's name is: Neuadd Bentref Llanddona Village Hall.

3. Objects

The charity's objects ('the objects) are to provide a building for local people to hold events, activities and functions which benefit people of the area by providing information, education, recreation and opportunities for social interaction.

4. Application of income and property

(1) The income and property of the charity shall be applied solely towards promotion of the objects.

- a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

Neuadd Bentref Llanddona Village Hall - Constitution

- b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is also a trustee from receiving:
- a) A benefit from the charity in the capacity of a beneficiary of the charity.
 - b) Reasonable and proper remuneration for any goods or services supplied to the charity.

5. Benefits and Payments to Trustees and Connected Persons

(1) General provisions

No charity trustee or connected person may:

- a) buy or receive goods from the charity on terms preferential to those applicable to members of the public;
- b) sell goods, services or interests in land to the charity;
- c) be employed by or receive any remuneration from the charity;
- d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('The Commission'). In this clause a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Neuadd Bentref Llanddona Village Hall - Constitution

(2) Scope and powers permitting trustees' or connected persons' benefits.

- a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to the charity where that is permitted in accordance with and subject to the conditions in, section 185 of the Charities Act 2011.
- c) subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with service provided to the charity by the charity trustee or connected person.
- d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which may not be more than the Bank of England base rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of rent and other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or terms of the lease are under discussion.
- f) A charity trustee may take part in the normal trading and fund raising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority sub-clause 2 (c) of this clause if each of the following conditions is satisfied:

Neuadd Bentref Llanddona Village Hall - Constitution

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other charity trustees are satisfied that it is in the interests of the charity to contract with the supplier rather than someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract with him or her or it with regard to the supply of goods to the charity.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f) The reason for their decision is recorded by the charity trustees in the minute book.
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

Neuadd Bentref Llanddona Village Hall - Constitution

- (4) In sub-clauses (2) and (3) of this clause:
- a) 'the charity' includes any company in which the charity :
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more trustees to the board of the company.
 - b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
- a) directly for the objects;
 - b) by transfer to any charity or charities for purposes the same as or similar to the charity.
 - c) In such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause 3 above.

Neuadd Bentref Llanddona Village Hall - Constitution

- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. Amendment of the constitution.

- (1) The charity may amend any provision contained in part 1 of this constitution provided that:
 - a) no amendment may be made that would have the effect of making the charity to cease to be a charity at law;
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without prior consent in writing of the Commission;
 - d) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Neuadd Bentref Llanddona Village Hall - Constitution

Part 2

8. Membership

- (1) Membership is open to individuals over 18 year who reside in the parish of Llanddona.
- (2) Membership is not transferable to anyone else.

9. Termination of Membership

- (1) if the member dies
- (2) if any sum due to the charity is not paid in full within 6 months of it falling due

10. General Meetings

- (1) The charity must hold a general meeting within twelve months of the adoption of this constitution.
- (2) An annual general meeting must be held in the month of October each year unless prevented by external circumstances, in which case it must be held as soon as possible after October.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by a minimum of thirty members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which notice is deemed to have been given.

Neuadd Bentref Llanddona Village Hall - Constitution

- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so.
- (3) The notice must be displayed on the charity's notice board and by other conspicuous means.

12. Quorum

- (1) No business shall be transacted at a general meeting if a quorum is not present.
- (2) A quorum is five members entitled to vote on the business of the meeting.
- (3) If:
 - a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - b) during the meeting a quorum ceases to be present

The meeting shall be adjourned to such a time and place as the trustees shall determine.

- (4) The trustees must reconvene the meeting giving no less than seven clear days notice of the re-convened meeting stating the time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair by the trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

Neuadd Bentref Llanddona Village Hall - Constitution

- (3) If there is only one trustee present and he or she is willing to act then he or she shall chair the meeting.
- (4) If no trustee is present within fifteen minutes of the time appointed for the meeting then the members present must choose one of their own to chair the meeting.

14. Adjournments

- (1) The members present at the meeting may resolve that the meeting be adjourned.
- (2) The person chairing the meeting must decide the date and time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business may be conducted at the adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days then seven clear days notice shall be given of the re-convened meeting stating the time, date and place of the meeting.

15. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member who would have been entitled to vote on it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by one or more members.

16. Officers and Trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called the trustees.

Neuadd Bentref Llanddona Village Hall - Constitution

- (2) The charity shall have the following officers:
 - a) A chair
 - b) A secretary
 - c) A treasurer
- (3) A trustee must be a member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause **19**.
- (5) The number of trustees shall not be less than four and shall be a maximum of eleven.
- (6) A trustee may not appoint anyone to act on his or her behalf at meetings of trustees.
- (7) Trustees may co-opt any number of persons, whether or not they are members of the charity, to assist in the running of the charity. Co-opted persons may attend committee and / or sub-committee meetings as permitted by the trustees. Co-opted persons are not trustees and do not have the right to vote.

17. Appointment of Trustees

- (1) The charity in general meeting shall elect the trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5 (b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one not already a trustee may be elected a trustee at any annual general meeting unless prior to the meeting the charity is given a notice that:

Neuadd Bentref Llanddona Village Hall - Constitution

- a) is signed by a member entitled to vote at the meeting;
- b) states the member's intention to propose the appointment of a person as a trustee;
- c) is signed by the person to be proposed to show his or her willingness to be appointed.

(5)

- a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees. In the event that more trustees than allowed by the constitution are elected with equal numbers of votes at a general meeting they shall decide which of them are selected by the drawing of lots.
- b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.
- c) No trustee shall serve as an officer for a period of more than five years in any ten year period, so long as another trustee is prepared to act as officer.

18. Powers of Trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - a) to raise funds. In doing so the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power , the

Neuadd Bentref Llanddona Village Hall - Constitution

trustees must comply as appropriate with sections 117 – 112 of the Charities Act 2011;

- d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if they intend to mortgage land;
 - e) to cooperate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - f) to establish or support any charitable trusts associations or institutions formed for any of the charitable purposes included in the objects;
 - g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - k) to do all such lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

Neuadd Bentref Llanddona Village Hall - Constitution

- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

19. Disqualification and Removal of Trustees

A trustee shall cease to hold office if he or she;

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office will be vacated.

20. Proceedings of Trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second casting vote.

Neuadd Bentref Llanddona Village Hall - Constitution

- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to have been made
- (7) The quorum shall be three or one half of the total number of trustees, rounded down, plus one, whichever is the greater, or such larger numbers as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter on which the trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected by the trustees as Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the start of the meeting, the trustees present may appoint one of their number to chair the meeting.
- (12) The person appointed to chair meetings of the trustees shall have no function or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of the trustees.

Neuadd Bentref Llanddona Village Hall - Constitution

21. Conflicts of interests and conflicts of loyalties

A charity trustee must:

- (1) declare the nature of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not be counted as part of the quorum in any decision of the charity trustees on that matter.

22. Saving Provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without the vote of that charity trustee and the charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee

Neuadd Bentref Llanddona Village Hall - Constitution

has not complied with sub-clause 21 (Conflicts of interests and loyalties).

23. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including conditions that:
 - a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committee must be fully and promptly reported to the trustees.

24. Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - a) who was disqualified from holding office;
 - b) who had previously retired or who had been obliged by the constitution to vacate office;
 - c) who was not entitled to vote on a matter by reason of a conflict of interest or otherwise;if without:
 - d) the vote of that trustee;
 - e) the trustee being counted in the quorum

Neuadd Bentref Llanddona Village Hall - Constitution

the decision had been made by a majority of trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
 - a) the trustees
 - b) any committee of the trustees
 - c) the charity in a general meeting

shall be invalidated by the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

25. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - a) the names of trustees present at the meeting;
 - b) the decisions made at the meetings; and
 - c) where appropriate the reasons for the decisions.

Neuadd Bentref Llanddona Village Hall - Constitution

26. Accounts, Annual Report and Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - a) the keeping of accounting records for the charity;
 - b) the preparation of annual statements of account for the charity;
 - c) the transmission of statements of account to the Commission;
 - d) the preparation of an Annual Report and its transmission to the Commission;
 - e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

27. Registered Particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

28. Property

- (1) The trustees must ensure the title to:-
 - a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
 - b) all investments held by or on behalf of the charity, is invested in either a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as custodian trustees.
- (2) The terms of the appointment of any holding trustees must provide that they act only in accordance with lawful directions of the trustees and

Neuadd Bentref Llanddona Village Hall - Constitution

that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.

(3) The trustees may remove the holding trustees at any time.

29. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other risks all the buildings of the charity (except those buildings which are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

30. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- a) in writing; or
- b) given using electronic communications

(2) The charity may give any notice to a member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- c) by leaving it at the address of the member; or
- d) by giving it using electronic communication to the members' address.

(3) A member present at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(4)

- a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

Neuadd Bentref Llanddona Village Hall - Constitution

- b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- c) A notice shall be deemed to have been given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

31. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - a) The admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and entrance fees, subscriptions, and other fees or payments to be made by members;
 - b) the conduct of members of the charity in relation to one another and to the charity's employees and volunteers;
 - c) the setting aside the whole or any part or parts of the charity's premises at any particular time or times for any particular purpose or purposes;
 - d) the procedure at general meetings or meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - f) generally, all such matters as are commonly the subject matter of an unincorporated association.

Neuadd Bentref Llanddona Village Hall - Constitution

- (3) The charity, in general meeting, has the power to alter, add to, or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law may shall be inconsistent with, or shall affect or repeal, anything contained in this constitution.

32. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first attempt to try in good faith to settle the dispute by arbitration before resorting to litigation.

33. Interpretation

In this constitution 'connected person' means:

- (1) A child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - b) by two or more persons falling within sub-clause (4)(a) when taken together
- (5) A body corporate in which -
 - a) the charity trustee or any person falling within sub-clauses (1) – (3) has a substantial interest; or

