

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

28 July 2005

the following

SCHEME

will alter or affect the trusts of the charity

known as

PENYFFORD & PENYMYNYDD WAR MEMORIAL INSTITUTE (524095)

at

Penyffordd, Chester

Commissioners' References:

Sealing: C13/S/2005

Case No:353673

1. Definitions

In this scheme:

“the area of benefit” means Penyfford and Penymynydd and neighbourhood.

“the neighbourhood” means the districts of Penyfford and Penymynydd or the distance of two miles therefrom.

“the charity” means the charity identified at the beginning of this scheme.

“the trusts” means the provisions which at any given time regulate the purposes and administration of the charity.

“the existing trusts” means the deed of 20 June 1923.

“the governing document” means the document or documents setting out the trusts.

“the committee” means the committee of management of the charity.

“the existing trustees” means the persons listed in part 1 of the schedule to this scheme.

“the members” means the members of the committee (who are the charity trustees of the charity) acting under this scheme.

“the trustees” means the administrative trustees of the charity acting under this scheme.

“the village hall” means the building provided by the charity in accordance with its object.

“the Commissioners” means the Charity Commissioners for England and Wales.

ADMINISTRATION

2. Administration

(1) The charity is to be administered by the committee in accordance with the existing trusts as altered or affected by this scheme. This scheme replaces clauses 2-10 of the existing trusts.

(2) The charity will be administered by the existing trustees until the end of the first annual general meeting held under this scheme. They must administer the charity in accordance with the provisions of this scheme.

3. Name of the charity

The name of the charity is Penyffordd & Penymynydd War Memorial Institute.

OBJECT

4. Object of the charity

- (1) The object of the charity is the provision and maintenance of a village hall for use by the inhabitants of the area of benefit without distinction of political, religious or other opinions, including use for:
 - (a) meetings, lectures and classes, and
 - (b) other forms of recreation and leisure-time occupation,with the object of improving the conditions of life for the inhabitants. The hall represents a memorial to those from the districts of Penyffordd and Penymynydd who served and gave their lives during the 1914-1918 and 1939-1945 Wars.
- (2) Subject to clause 25, the land identified in part 2 of the schedule to this scheme must be retained by the committee for use for the object of the charity.

POWERS OF THE COMMITTEE

5. Powers of the committee

In addition to any other powers which they have, the committee may exercise the following powers in furtherance of the objects of the charity:

- (1) Power to borrow money and to charge the property of the charity as security for any loan. (The trustees must comply with the restrictions on mortgaging imposed by section 38 of the Charities Act 1993.)
- (2) Power to acquire or hire property and to maintain and equip it for use. (The property must be needed to further the object of the charity.)
- (3) Power to appoint staff (who must not be members) and pay them reasonable remuneration, including pension provision for them and their dependants.
- (4) Power to insure against public liability and, if appropriate, employers' liability; and to insure the buildings of the charity to their full value against fire and all other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant).
- (5) Power to raise funds. (The committee must not undertake any permanent trading activity.)
- (6) Power to co-operate with other charities, voluntary bodies and statutory authorities. The committee may exchange information and advice with them.

- (7) Power to make rules and regulations consistent with this scheme for the management of the charity.

COMMITTEE

6. Committee of management

- (1) Subject as provided in clause 9, there should be:

12 elected members; and

one appointed member for each of the organisations listed in part 4 of the schedule to this scheme.
- (2) The committee may resolve to add the names of other organisations operating in the area of benefit to the list in part 4 of the schedule to this scheme. The resolution must be passed at an ordinary meeting of the committee by not less than two thirds of the members of the committee.
- (3) The members of the committee are the managing trustees of the charity.
- (4) The term of office of all members will end at the end of the annual general meeting following the date on which they came into office. They may be re-elected or re-appointed.

7. Elected members

- (1) The elected members must be appointed at the annual general meeting.
- (2) The appointment will be effective from the end of the annual general meeting at which the appointment is made.

8. Appointed members

- (1) Each of the organisations listed in part 4 of the schedule to this scheme should appoint 1 appointed member.
- (2) Any appointment must be made according to the ordinary practice of the appointing body.
- (3) An appointment must not be made more than 2 months before the annual general meeting.
- (4) The appointment will be effective from the later of:
 - (a) the end of the annual general meeting; and
 - (b) the date on which the committee or their secretary or clerk are informed of the appointment.
- (5) The person appointed need not be a member of the relevant appointing body.

9. Co-opted members

The committee may appoint not more than 2 co-opted members. The appointment must be made at a special meeting of the committee. The appointment will be effective from the end of that meeting until the end of the following annual general meeting.

10. New members

The committee must give each new member on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts.

11. Register of members

- (1) The committee must keep a register of the name and address of every member and the dates on which their terms of office begin and end.
- (2) Before acting as a member, every member must (whether on their first appointment or on any later re-appointment) sign in the register a declaration of acceptance and willingness to act in the trusts of this scheme.
- (3) The committee must promptly report any vacancy in the office of appointed member to the body entitled to fill it.

12. Members not to have a personal interest

- (1) Subject to sub-clause (2) of this clause and except with the prior written approval of the Commissioners no member may:
 - (a) receive any benefit in money or in kind from the charity; or
 - (b) have a financial interest in the supply of goods or services to the charity; or
 - (c) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).
- (2) All members may use the village hall as inhabitants of the area of benefit in accordance with the object of the charity.

13. Termination of membership

A member will cease to be a member if he or she:

- (1) is disqualified from acting as a trustee by section 72 of the Charities Act 1993; or
- (2) is absent without the permission of the members from all their meetings held within a period of 6 months and the members resolve that his or her office be vacated; or

- (3) gives not less than one month's notice in writing of his or her intention to resign (but only if at least one third of the total number of members will remain in office when the notice of resignation is to take effect).

OFFICERS

14. Chairman

- (1) At their first meeting in each year after the annual general meeting the members must elect one of their number to be chairman of their meetings.
- (2) The members present at a meeting must elect one of their number to chair the meeting if the chairman is not present or the office of chairman is vacant.

15. Secretary and treasurer

The committee may appoint a secretary and treasurer. The offices may be held by:

- (1) members (who must not receive any reward for acting and who may be dismissed as secretary or treasurer at any time); or
- (2) some other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the committee think fit).

MEETINGS OF COMMITTEE

16. Ordinary meetings

- (1) The committee must hold at least 9 ordinary meetings in each year.
- (2) Ordinary meetings require at least 10 days' notice.
- (3) The chairman, or any two members, may call an ordinary meeting at any time.

17. Special meetings

- (1) The chairman, or any two members, may call a special meeting at any time.
- (2) Special meetings require at least 7 days' notice, except that meetings to consider the appointment of a co-opted member require at least 21 days' notice.
- (3) The notice calling a special meeting must include details of the business to be transacted at the meeting.
- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

18. Quorum

- (1) Subject to sub-clause (2) below, no business may be transacted at a meeting unless there are present at least one-third of the total number of members.
- (2) If there are fewer than one third of the total number of members in office, the committee may take such action as is required for the purpose of filling vacancies in its number, but it may not do any other business.

19. Voting

- (1) Every matter must be decided by majority decision of the members present and voting at a duly convened meeting of the committee.
- (2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

20. Recording of meetings

The committee must keep a proper record of its meetings. The record must be retained by:

- (1) the secretary; or
 - (2) another suitable person appointed by the committee to do so
- who must allow the members access to it.

21. Members to act jointly

The members must exercise their powers jointly, at properly convened meetings.

ANNUAL GENERAL MEETING

22. Annual general meeting

- (1) There must be an annual general meeting of the charity in March of each year, or as soon as possible thereafter.
- (2) All inhabitants of the area of benefit of 18 years and upward must be allowed to attend and vote at the meeting. The committee may allow inhabitants who are under 18 to attend (but not vote at) the meeting.
- (3) The first annual general meeting after the date of this scheme must be called by the existing trustees within 12 months of that date. Every other meeting must be called by the committee.
- (4) Public notice of the meeting must be given in the area of benefit at least 14 days before the meeting.

- (5) The chairman of the existing trustees will chair the first meeting. The chairman of the committee will chair subsequent meetings. The persons present must elect one of their number to chair the meeting if the chairman is not present
- (6) At the meeting the committee must present the report and accounts for the last financial year. The existing trustees will present the report and accounts to the first meeting.
- (7) Every matter must be decided 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.

CHARITY PROPERTY

23. Transfer of property

The title to the land described in part 2 of the schedule to this scheme is transferred by this scheme to the Official Custodian for Charities in trust for the charity.

24. Use of income and capital

- (1) The committee must firstly apply:
 - (a) the charity's income; and
 - (b) if the committee think fit, expendable endowment; and
 - (c) 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 assets (including the repair and insurance of its buildings).

- (2) After payment of these costs, the committee must apply the remaining income in furthering the object of the charity.
- (3) The committee may also apply for the object of the charity:
 - (a) expendable endowment; and
 - (b) permanent endowment, but only on such terms for the replacement of the amount spent as the Commission may approve by order in advance.

25. Sale of land

- (1) Subject to the provisions of this clause, the committee may sell the land identified in part 2 of the schedule. (The committee must comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.)

- (2) The committee may only sell the land if:
 - (a) the committee decide that the trusts have failed and the land is no longer required for use as a village hall; and
 - (b) the decision to sell is confirmed by a resolution passed at a meeting of the inhabitants of the area of benefit of 18 years and upward. At least 14 days' notice of the meeting, setting out the terms of the resolution, must be given.
- (3) If the land is sold within the stated period (as defined in part 3 of the schedule to this scheme), the committee must pay £300 from the proceeds of sale to the Grantor of the existing trusts, his heirs or assigns.
- (4) The committee must apply the residue of the said proceeds of sale for general charitable purposes for the benefit of the inhabitants of the area of benefit.

AMENDMENT OF SCHEME

26. Amendment of scheme

- (1) The committee (subject to the provisions of this clause) may from time to time amend the trusts if they are satisfied that it is expedient in the interests of the charity to do so.
- (2) The committee must not make any amendment which would have the effect directly or indirectly of:
 - (a) altering or extending the purposes of the charity;
 - (b) authorising the committee to do anything which is expressly prohibited by the trusts of the charity;
 - (c) causing the charity to cease to be a charity at law;
 - (d) altering or extending the power of amendment that is conferred by this clause.
- (3) The committee must obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:
 - (a) enabling them to spend permanent endowment or capitalise income of the charity;
 - (b) conferring a benefit of any kind on all or any of the current members or their successors;
 - (c) restricting the existing right of any person (other than the members) to appoint or remove a member, or trustee for the charity, or to intervene in the administration of the charity, without the consent of that person;

- (d) varying the name of the charity.
- (4) A decision to make an amendment must be approved at an annual general meeting of the charity at which:
 - (a) at least 14 clear days' public notice has been given in the area of benefit, the notice stating the business to be considered; and
 - (b) such amendments are approved by a two-thirds majority of the inhabitants of the area of benefit present and voting at the meeting.
- (5) The committee must:
 - (a) prepare a written memorandum of each amendment, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
 - (b) send to the Commissioners a certified copy of the memorandum within three months of the date of the meeting; and
 - (c) retain the memorandum as part of the governing document.

GENERAL PROVISIONS

27. Questions relating to the Scheme

The Commissioners may decide any question put to them concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

PART 1

Alec Astbury
Edwina Davies
Murray Cowie
Reith Ingman
Chris Bussingham
Clive Weed
Diane Weed
Decima Hodge
Tony Hodge
Douglas Ellis
Sam Shone
Margaret Shone

PART 2

The freehold land and buildings known as Penyffordd & Penymynydd War Memorial Institute as described in a Trust Deed of 20 June 1923 which was made between James Collinge of the first part and William Astbury and four others of the second part.

PART 3

During the lifetime of the descendants of His Majesty King Edward VII who were alive on 20 June 1923 and during the lifetime of the survivor of them and during 21 years after the death of such survivor and during such further period as may not be contrary to the law against perpetuities.

PART 4

Penyffordd & Penymynedd Mothers & Toddlers

Penyffordd & Penymynedd and Dobshill Women's Institute

Slimming Club

1st Penyffordd Brownies

1st Penyffordd Guides

Penyffordd Flower Club

Wine Circle

Cancer Research UK

Wednesday Club (Over 60s club)

Penyffordd & Penymynydd Community Council

SALSA Wales

Document History

Date	Reason for Change	Ver	Author
10/1/2005	Amended to inc provisions of 1923 deed	2.0	rpearson
3/06/2005	Amended clause 8(1) & part 4 of schedule	2.1	rp

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Managing

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