

CONSTITUTION OF WINCHELSEA VILLAGE HALL
(registered charity no. 235174)

Part A – Constitutional framework

Winchelsea Village Hall (“WVH”) is a registered charity (no 235174) run for the benefit of the residents of the Town of Winchelsea. Its status and origins derive from a Declaration of Trust dated 29 March 1926. In accordance with the Declaration of Trust, WVH represents both the physical property defined in it (now known as Winchelsea New Hall) and the management and maintenance of the property itself.

The Declaration of Trust, as the founding document of WVH, also sets out in paragraphs 2-25 a range of administrative provisions designed to determine how the charity should be managed. These provisions are superseded by the Rules set out in Part C below, which are designed to recognise current law and practice.

Part B – Objects

Paragraph 1 of the Declaration of Trust states that “the Trustees shall stand possessed of the said piece or parcel of land and the Hall and other buildings erected thereon until sale or other disposition upon trust to permit the same to be used occupied and enjoyed in perpetuity as a Village Hall for the use and benefit of the said inhabitants of the said Town of Winchelsea”. Consistent with this, the objects of the charity remain to provide and maintain Winchelsea New Hall so that it may be used, occupied and enjoyed in perpetuity as a village hall for the use and benefit of the residents of Winchelsea. Use of the hall is open to individuals, community groups, voluntary organisations and businesses based in or around, or having an interest in, the town of Winchelsea, subject to terms which the Management Committee may from time to time determine.

Part C – Rules

C.1 Management Committee and Trustees

- a) WVH shall be administered and managed by a Management Committee. The Management Committee shall consist of a minimum of five and a maximum of ten individuals. The Management Committee shall appoint from among their number a Chairman, Secretary and Treasurer, and these executive officers shall be the Trustees of WVH.
- b) The Trustees shall stand possessed of the land and buildings owned by WVH whether directly or vested in the Official Custodian for Charities.
- c) The Management Committee shall be elected at the Annual General Meeting of WVH to hold office until the conclusion of the next Annual General Meeting. They shall be eligible for re-election (or in the case of co-opted members, re-appointment) except that a Trustee shall be required to resign after having held office for 5 years and may not then be re-elected unless no other eligible person is prepared to stand.
- d) The Management Committee may appoint no more than three additional co-opted members where the need for specific expertise is identified or where insufficient candidates offer themselves for election to meet the minimum requirement for membership of the Committee set out in clause C.1 (a) above. Co-opted members may not however vote on any decision placed before the Management Committee.

- e) Any Trustee or other Management Committee member (including any co-opted member) may resign at any time by giving written notice to the Secretary. The Management Committee may fill a casual vacancy thereby created by appointing a replacement to hold office until the conclusion of the next Annual General Meeting.
- f) No person shall be eligible to be a Trustee or Management Committee member who is not on the Electoral Roll for the electoral ward of Winchelsea.

C.2 Meetings and proceedings of the Management Committee

- a) Meetings of the Management Committee shall be held no less frequently than once every quarter. A minimum of seven days' notice of each meeting must be given by the Secretary or other responsible official.
- b) No Trustee or Management Committee member shall be eligible to receive any remuneration but may be reimbursed for out-of-pocket expenses incurred on behalf of WVH, provided such reimbursement is authorised in advance by the Management Committee.
- c) Decisions of the Management Committee are determined by a simple majority of those present and eligible to vote. In the event of a tied vote, the decision is determined by the Chairman.
- d) There shall be a quorum when at least two Trustees and one third of the other members of the Management Committee are present at a meeting.
- e) The Secretary shall keep minutes of all Management Committee meetings and distribute these to committee members. These minutes shall be agreed at the subsequent Management Committee meeting and signed as approved by the Chairman.

C.3 Membership

- a) All persons named in the Electoral Roll for the electoral ward of Winchelsea are members of WVH.
- b) The Management Committee may, in its absolute discretion, create a further tier of membership known as "Friends of Winchelsea New Hall" which category shall, on payment of an annual subscription determined by the Management Committee, confer such benefits as may exist from time to time. These benefits may include but are not limited to discounts on hall bookings, loyalty schemes and preferential booking for special events.
- c) Every member shall be entitled to attend and vote at the Annual General Meeting and at any other general meetings.

C.4 Finance and accounts

- a) The Management Committee shall maintain such bank accounts and related bank mandates as it deems necessary to manage WVH effectively.
- b) The funds belonging to WVH shall be used only to support the objects for which it exists.
- c) The Treasurer shall maintain accounting records in accordance with charity and general law and, on behalf of the Management Committee, present annual accounts to members at the Annual General Meeting.
- d) The Management Committee shall ensure the accounts presented to the Annual General Meeting are subject to audit or Independent Examination where required by law. If however the Management Committee decides either on grounds of cost or timing, or because it is satisfied that existing financial controls are adequate, that no independent examination or audit is required, it may dispense with such examination provided no legal requirement for such exists.
- e) The Management Committee shall comply with all obligations under the Charities Act 2011 (and any statutory re-enactment or modification of that Act) with regard to the preparation and submission of an annual return to the Charity Commission, the maintenance of accounting records and the preparation of annual accounts.

C.5 Annual General Meeting

- a) An annual general meeting shall be held at a time determined by the Management Committee in the same month each year.
- b) The Secretary shall give at least 21 days' notice of the Annual General Meeting by placing notices on any generally recognised public notice board within Winchelsea and/or in the Winchelsea Parish Magazine.
- c) Nominations for election to the Management Committee or as Trustees must be made by members in writing to the Secretary at least 14 days before the annual general meeting. Nominations may only be made where the person nominated has agreed so to be. Should nominations exceed vacancies, election shall be by ballot.
- d) The Management Committee shall present to each Annual General Meeting the accounts for the preceding year and a report on the work of WVH over that year. The Trustees shall in addition prepare and present a formal Trustees' Report as required by law and by Charity Commission guidelines.

C.6 Special General Meetings

The Management Committee may call a special general meeting at any time. If at least ten members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given and must state the business to be discussed.

C.7 Interpretation and resolution

If any question or dispute arises as to the interpretation of these Rules, it shall be referred to the Trustees, whose decision on the matter shall be final.

Approved by the members in general meeting on 28 November 2015 and incorporating amendments required by the Charity Commission on 23 January 2016.

The founding document of Winchelsea Village Hall dated 29 March 1926

THE NEW HALL - WINCHELSEA - CHARITY COMMISSIONERS REFERENCE 23 43 46

THIS DECLARATION OF TRUST made this twentyninth day of March one thousand nine hundred and twenty six is made by the Lord Ritchie of Dundee of Strand Plat Winchelsea in the County of Sussex, James McGowan of Persey Bridge of Cally Blairgowrie North Britain, and John Addison Burke of Firebrand Winchelsea aforesaid late a Major in His Majesty's Army (hereinafter called the Trustees) WHEREAS a Committee has been formed in the Ancient Town of Winchelsea in the County of Sussex for the purpose of erecting a Village Hall for the use of the inhabitants of the said Town of Winchelsea AND WHEREAS the said Committee consists of the following persons namely Charlotte Campion the wife of Charles Walter Campion Esq, the said John Addison Burke, George Mallows Freeman, Sidney George William Frost, Elizabeth Frances McDonnell the wife of Edward Thomas McDonnell, John Harman, Frank Nash and Augusta Friggs Widow (Secretary & Treasurer) all of Winchelsea aforesaid (hereinafter called the Committee) AND WHEREAS the said George Mallows Freeman Esq of the Greyfriars Winchelsea aforesaid has agreed with the Committee to provide a site for the erection of the said Village Hall to be vested in the Trustees upon the Trusts hereinafter declared AND WHEREAS the Trustees are the Trustees of the said Village Hall and it has been agreed that the said land given by the said George Mallows Freeman should be conveyed by the said George Mallows Freeman aforesaid to the Trustees on trust for sale with power to postpone the sale and with full powers of management conferred by law on trustees for sale and accordingly by a Conveyance bearing even date with but executed before these presents and made between the said George Mallows Freeman of the one part and the Trustees of the other part a piece or parcel of land situate in the Rectory Lane of fifty nine feet or thereabouts and a depth of one hundred and nine feet or thereabouts and therein more particularly described has been conveyed to the Trustees in fee simple upon trust to sell the same and stand possessed of the net proceeds of sale of and capital money arising under the Statutory and of the net rents and profits of the said property until sale upon the trusts declared by Deed Poll of even date therewith (meaning these presents) AND WHEREAS the amount of the purchase money expressed to be paid to the said George Mallows Freeman in the said conveyance has been in fact contributed to the fund for the erection and purchase of the said site and the erection of the said Hall AND WHEREAS the Committee have directed that the said proceeds of sale and the said property or the rents and profits thereof until sale shall be held upon the trusts hereinafter contained.

1. The Trustees shall stand possessed of the said piece or parcel of land and the Hall and other buildings erected thereon until sale or other disposition upon trust to permit the same to be used occupied and enjoyed in perpetuity as a Village Hall for the use and benefit of the said inhabitants of the said Town of Winchelsea as hereinafter appears.
2. Nothing shall be erected or done on the said land so as to cause any nuisance or annoyance to the said George Mallows Freeman or the owners of the land adjoining or contiguous thereto.
3. The Trustees shall until sale or other disposition as aforesaid out of the funds of the said Hall keep the said property in proper repair and insured against loss or damage by fire and generally manage the same under the directions of the Committee.
4. If and whenever a resolution shall be passed by a majority of not less than two thirds of the Members present at a duly convened meeting of the Committee or voting by proxy thereat, directing that the said property or any part thereof shall be sold, exchanged, mortgaged, leased or otherwise disposed of or dealt with, the Trustees shall in exercise of the trusts or powers implied by law, comply with such resolution and execute and do all the deeds acts and things necessary or proper for conveying the same with effect and no purchaser, lessee, mortgager or other person acquiring any interest in the said property for money or money's worth shall be concerned to see or enquire whether any such resolution has been passed.
5. All money arising from any sale, mortgage or other disposition of the said property and all rents and profits received in respect of the said property shall be assets of the Trustees in like

manner as if the same had arisen from subscriptions or donations for the erection of the aforesaid Hall.

6. Any present or future trustees of these premises may resign the trusteeship at any time by a note in writing addressed to the Secretary of the Committee expressing his wish to resign.
7. Whenever there shall be a vacancy in the trusteeship by death, resignation, removal or any other cause, the Committee may by resolution nominate one or more trustee or trustees to supply the vacancy and upon such appointment the number of trustees may be increased or reduced provided that the number be never less than two or more than four.
8. Upon every such nomination the statutory power to appoint new trustees of the said Conveyance of even date shall become and be exercisable so that the same persons who are for the time being trustees and hereof shall be appointed to act as the trustees of that Conveyance and the said property shall be vested in them accordingly by a separate instrument in accordance with Section thirty five of the Trustee Act 1925.
9. The management and control of the said trust premises shall be vested in a Committee which shall consist of an elective Committee of seven persons.
10. The first elective Committee shall consist of the persons hereinbefore referred to as the Committee.
11. Two of the said first elective Committee (to be selected by lot) shall retire on the First January in the year one thousand nine hundred and twenty seven and in each succeeding year the two persons who shall have been longest in office shall retire but shall be eligible for re-election.
12. Persons to fill the places of those retiring under the last preceding clause hereof shall be elected each year at a meeting to be convened at the said Hall for that purpose by the Parishioners of the said Parish assembled in such meeting and qualified to vote at the Local Government Elections and the retiring members of the Committee from time to time shall remain in office until their successors are appointed.
13. Casual vacancies on the Committee may at any time be filled up by the Committee but so that any person elected to fill a casual vacancy shall hold office only while the person in whose place he was elected would have held office.
14. No person shall be eligible to hold office as a Member of the Committee unless he shall reside in the Parish of Winchelsea, and any member of the Committee ceasing so to reside shall forthwith vacate his office.
15. The names of the retiring members of the Committee each year and the date and place of the election at which the persons to fill their places are to be appointed shall be kept posted up on the principal outer door of the trust premises for fourteen days at least before the election.
16. Candidates for appointment as members of the Committee shall be proposed by at least two persons qualified to vote at the elections aforesaid who shall give to the Committee or as they shall direct notice in writing of their intentions in that behalf seven days at least before the election and for seven days at least before the election the names and addresses of the candidates and their proposers shall be posted up on the principal outer door of the trust premises.
17. The Committee shall make rules for the management and use of the Hall or any other part of parts of the trust premises for the purposes of entertainments, theatrical performances, dances, whist or bridge drives, games, concerts, lectures, public meetings or assemblies, or for the purposes of recreation or such other similar purposes as the Committee shall approve and upon such terms (including the payment of such charge as the Committee shall from time to time determine) and subject to such regulation as the Committee shall from time to time prescribe.
18. All moneys received by the Committee in respect of such charges aforesaid or otherwise under or for the purposes of these presents shall be applied Firstly in paying off any debt for the time being owed in respect of the said trust premises and in repairing and improving the said premises and keeping the same and the furniture and effects from time to time therein insured against fire and in paying all rates, taxes and all expenses of carrying on the trust premises and providing and repairing furniture and effects and such other things as may be required for the purpose of the said trust premises and paying the wages of all officers and servants whom the Committee may think proper to employ for the purposes of these presents or otherwise in executing the trusts and powers herein contained.

19. Meeting of the Committee shall be held at such times (not being less than one in every three months) as the Committee shall prescribe and seven days notice of every meeting shall be sent to each member of the Committee by such officer as the Committee shall appoint for that purpose.
20. The said George Mallows Freeman shall be the first Chairman of the said Committee and at each annual meeting of the Committee such person as the members of the Committee present shall appoint shall be the Chairman and three shall be a quorum and every question shall be determined by the majority of the members of the Committee present and voting thereon and in case of equality the Chairman shall have a second or casting vote.
21. A Minute Book shall be kept by the Secretary of the Committee and all proceedings of the Committee shall be entered therein and a copy of any resolutions purporting to be signed by the Secretary and two members of the Committee shall be sufficient evidence thereof and that the same was duly passed.
22. The Committee may from time to time delegate any of their powers of management to Sub-Committees consisting of such member or members of their body as they may think fit.
23. Any notice to be given to a member of the Committee under these presents shall be sufficiently given if sent through the post to his or her usual last known place of residence in the said Parish of Winchelsea.
24. Subject as aforesaid the Committee shall from time to time make and alter such rules and regulations with regard to the conduct of their business and all matters in respect of which any power or duty is hereby vested in these as they may think proper.
25. If any question shall arise as to the management or the use of the trust premises or the construction of these presents the same shall be referred to the Decision of the Trustees which shall be final.

In WITNESS whereof the said parties to these presents have thereunto set their hands and seals the day and year first before written:

Signed Sealed & Delivered by the above named

Lord Ritchie of Dundee in the presence of E J Owen General Manager P.L.A. Trinity Sq. E.C, James McGowan in the presence of Leila H McGowan, Married Woman, Cambridge Gate, London N, John Addison Burke in the presence of A E T Finch, Sub Postmaster, High St, Winchelsea.