

Christian Malford Village Hall Minutes of a Trustee Decision Made on 16 April 2024

Present: Albert Pace, David Pike, Geoff Coker, Kevin May, Richard Lamb, Shirley Palmer, Tina May

In Attendance: Steve Hunt (Finance sub-committee)

Apologies: Andy Moss, Stephen Purkiss, Marion Coker

These are the minutes of an extraordinary meeting of the trustees held at 7pm on Tuesday 16 April 2024 at 29 Lime Trees in Christian Malford, Chippenham, Wiltshire, SN15 4BN.

Background

The Village Hall is in a poor condition and considered to be beyond economic repair. A planning application to demolish the existing hall and replace it with a new building was approved by Wiltshire Council on 13 March 2024.

On 14 March 2024, Steve Hunt and Mark Lindsey (from the fund raising sub-committee) presented to the trustees a fundraising plan which included an option to apply for a grant from the Community Ownership Fund. The trustees were provided with a Trustee Briefing document which explained the eligibility conditions for this grant would require the charity to incorporate, if they wished to apply, and the consequences of doing this.

The advantages and disadvantages of incorporation were discussed along with details of the legal matters and options which the trustees would have to consider.

At this meeting the trustees decided to seek legal advice and further information about incorporation.

On 11 April 2024 the trustees held another meeting when it was agreed in principle to incorporate a Charitable Incorporated Organisation (CIO) subject to satisfactory agreements and answers to some trustee concerns.

Reason for this meeting

The purpose of this meeting was to receive and consider answers to concerns and to receive and decide upon a detailed proposal to incorporate the charity by registering a CIO.

The reason for considering incorporation was to access the Community Ownership Fund and the possibility of obtaining a significant grant to help with the rebuild costs.

Other advantages of incorporation have been noted such as limited liability for trustees and the ability for the charity to hold the Village Hall Title in its own name.

While the charity itself will not directly benefit from limited liability, it will do so indirectly where charity trustees would otherwise be unwilling to enter into large contracts on its behalf because of the personal liability risk.

Meeting Notes

During the meeting the following key matters were discussed.

It was noted that legal advice had been received from ACRE, Community First and Kevin Allard (a solicitor specialising in trusts) regarding creating a CIO. Having explained the hall's situation and our intentions to rebuild, they confirmed in writing that a CIO is the correct course of action.

It was further noted that ACRE had prepared a model CIO constitution for village halls governed by the model village hall Trust Deed which had been approved by the Charity Commission. It was proposed that the trustees should use this model constitution due to its suitability.

It was considered that the first trustees of the CIO should be chosen according to the knowledge and skills required for the fundraising and rebuild project. There was concern however that this could result in a different board of trustees and a change in control. This was addressed by noting that a formal agreement could be reached to co-opt any trustees left behind at a later date (possibly after the rebuild) when the new trustees would offer to resign.

The trustees were reminded that incorporation was a three step process. Form a new CIO charity, transfer the assets and then close the old charity.

It was observed that the title to the Village Hall currently vests with the Official Custodian for Charities and that this can be transferred to the new CIO if Charity Commission (and legal) conditions are met. These conditions include; the new CIO must be the same charity as the existing charity, and that the property must be held on the same Trust as designated land and a permanent endowment for the benefit of the parish. It was believed that the Charity Commission approved ACRE model constitution met these conditions.

The meeting also considered a proposed structure for the new CIO, nominations for first trustees, the proposed CIO trustee numbers and other constitutional options.

Steve Hunt briefed the trustees on the plans that had been formulated by the fund raising sub committee. These plans extended to included a rebuild sub-committee and publicity sub-committee and outlined what could be achieved while waiting for a CIO application to be approved. In particular it was noted that an expression of interest to the Community Ownership Fund could be made in advance of a formal application once there was agreement to incorporate.

The trustees discussed the requirement to consult the village and noted legal opinion varied on the extent to which they were required to. This discussion favoured transparency and it was suggested a village meeting should be called to present plans and answer questions.

Various other administrative matters were identified which would require attention; such as the Land Registry Title for the new land purchased in January 2022 and some entries on the Charity Commission charity record. David Pike agreed to attend to these issues.

Decision

Having fully considered all the information and advice received the trustees unanimously AGREED to incorporate the charity by;

1. Applying to the Charity Commission to register a Charitable Incorporated Organisation in the name of Christian Malford Village Hall using the ACRE approved model constitution with the following options:

8	Liability of members.	Option 1 (no liability)
9.2.4	Number of trustees under the age of 18	Restrict to 25%
9.3.1	Minimum number of trustees	3
9.3.3	i Maximum number of elected trustees	12
	ii Maximum number of nominated trustees	15
	iii Maximum number of co-opted trustees	10
13.3.1	Trustee quorum	Higher of 3 or 1/3 of trustees
13.3.3	Chair to have a casting vote	Include

2. Inviting Steve Hunt, David Pike, Mark Lindsey, Nigel Fairley, Shirley Palmer and Sharon Hunt to be the first trustees and to prepare and submit the CIO application accordingly.

The trustees further decided to invite Steve Hunt and Mark Lindsey, present the Village Hall plans and answer questions on 14 May 2024 at a meeting of the village which they would convene.

In making these decisions the trustees recognise that their duties and obligations towards the Village Hall continue and will do so until the conclusion of the asset transfer. The trustees final decision was to seek and appoint a suitably qualified solicitor to assist with this asset transfer and any associated contractual agreement with the new CIO.

Signed as true record of the meeting held on 16 April 2024 at 29 Lime Trees Christian Malford



Albert Pace
Chair

Date 18th April 2024.