

APPENDIX TO THE SCHEME

PROFORMA SCHEME FOLLOWING ADDENDUM CHANGES

(ALL AMENDMENTS APPEAR IN ITALICS, WITH DELETIONS IN SQUARE BRACKETS)

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the 14th February 2003

the following

SCHEME

will govern the charities

previously known as

Alveston Village Association, and

Land held for the use of Alveston Village Association

and now to be known as

ALVESTON VILLAGE ASSOCIATION (223913)

at

Stratford upon Avon, Warwickshire

This Scheme has been adjudged as not liable to stamp duty.

Commissioners' References: Sealing: N23

03

Case No: 234433

Case No: 234433 10/02/03 Version: 1.0

* The additions shown with an asterisk have been approved by way of a Resolution of the members at a General Meeting passed on the 24th day of April 2017

1. Definition

In this scheme:

"the area of benefit" means the village of Alveston and the immediate surrounding neighbourhood.

"the charity" means the charity created by clause 2 of this scheme.

"the committee" means the committee of management of the charity.

"the exiting 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.

ADMINISTRATION

2. Administration

- (1) The charities are to be administered as one charity in accordance with this scheme. This scheme replaces the former trusts of the charities.
- (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 Alveston Village Association.

OBJECT

4. Object of the charity

- (1) The object of the charity is, in the interests of social welfare, to improve the conditions of life of the inhabitants of the area of benefit without distinction of political, religious or other opinions by the provision and maintenance of:
 - (a) a village hall for use by the inhabitants, including use for:
 - i. meetings, lectures and classes, and
 - ii. other forms of recreation and leisure-time occupation; and
 - (b) a recreation land for use by the inhabitants.
- (2) 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 *solely* in furtherance of the objects of the charity:

- (1) Power to acquire or hire property and to maintain and equip it for use. (The property must be needed to further the objects of the charity.)
- * (2) Power to appoint staff (who must not be members) and pay them reasonable remuneration *[including pension provision for them and their dependants – INTENTIONALLY DELETED]*.
- (3) 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).
- (4) Power to raise funds. (The committee must not undertake any permanent trading activity.)
 - * (4a) *Power to borrow money;*
 - * (4b) *Power to give security for loans and other obligations (but only in accordance with the restrictions imposed by the Charities Act 2011, as may be amended, modified, updated or revised from time to time);*
 - * (4c) *Power to set aside funds for special purposes or as a reserve against future expenditure;*
 - * (4d) *Power to deposit or invest its funds in any manner (but to invest only after taking suitable advice as the charity trustees consider necessary and having regard to the suitability of investments and the need for diversification)*
 - * (4e) *Power to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011 (as may be amended, modified, updated or revised from time to time), and clause 23)*
 - * (4f) *Power to arrange for investments or other property of the charity to be held in the name of a nominee company acting under the direction of the charity trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;*
 - * (4g) *Power to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;*
 - * (4h) *Power to enter into contracts to obtain goods or services from other bodies;*
- (5) Power to co-operate with other charities, voluntary bodies and statutory authorities. The committee may exchange information and advice with them.
- (6) Power to make rules and regulations consistent with this scheme for the management of the charity.
- * (7) *Power to do anything else within the law which promotes or helps to promote the charity's objects.*
- * *Nothing in this deed restricts or excludes the exercise by the trustees of the powers given by the Trustee Act 2000 (as may be amended, modified, updated or revised from time to time) as regards investment, the acquisition or disposal of land and the employment of agents, nominees and custodians.*

***5A Duty of Care and extent of Liability**

When exercising any power (whether given to them by this scheme, or by statute, or by any rule of law) in administering or managing the charity, each trustee must use the level of care and skill that is reasonable in the circumstances, taking into account and special knowledge or experience that he or she has or claims to have ("the duty of care").

- (1) The charity trustees must keep in repair and insure to their full value against fire and other usual risks all buildings and land of the charity. They must also insure suitably in respect of public liability and employer's liability.*
- (2) No charity trustee, and no one exercising powers or responsibilities that have been delegated by the charity trustees, shall be liable for any act or failure to act unless, in acting or in failing to act, he or she failed to discharge the duty of care.*

COMMITTEE

6. Committee of management

- (1) Subject as provided in clause 7 there should be 12 elected members.
- (2) The members of the committee are the managing trustees of the charity.
- (3) 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. 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.

9. 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.

10. Members not to have a personal interest

Except with the prior written approval of the Commissioners no member may:

- (1) receive any benefit in money or in kind from the charity; or
- (2) have a financial interest in the supply of goods or services to the charity; or
- (3) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).

****Conflicts of Interest**

- (a) A charity trustee must declare the nature and extent 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*
- (b) 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).*
- (c) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.*

11. 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 *(as may be amended, modified, updated or revised from time to time)*; or
- (1a) * *in the written opinion, given to the charity, of a registered medical practitioner treating that person, the member has become mentally or physically incapable of acting as a trustee, and may remain so for more than three months; 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

12. 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.

13. 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

14. Ordinary meetings

- (1) The committee must hold at least 2 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.

15. 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.

16. 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.

17. 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.

***17a Disputes**

If a dispute arises between the charity trustees about the validity or propriety of anything done by the charity trustees under this scheme, and the dispute cannot be resolved by agreement, the charity trustees party to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

18. Record 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.

19. Members to act jointly

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

ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

***19A** *The charity trustees must comply with their obligations under the Charities Act 2011 (as may be amended, modified, updated or revised from time to time with regard to:*

- (1) *The keeping of accounting records for the charity;*
- (2) *The preparation of annual statements of account for the charity;*
- (3) *The auditing or independent examination of the statements of account of the charity;*
- (4) *The transmission of the statements of account of the charity to the Charity Commission;*
- (5) *The preparation of an Annual Report and its transmission to the Charity Commission;*
- (6) *The preparation of an Annual Return and its transmission to the Charity Commission.*

***[ANNUAL GENERAL MEETING – INTENTIONALLY DELETED] GENERAL MEETINGS**

***20**

- (1) *A general meeting may be called at any time by the charity trustees and must be called by the charity trustees on receipt of a written requisition, signed by at least 20 eligible inhabitants requisitioning the meeting. This must be sent to the Secretary who will call a meeting within 28 days of the requisition being received.*
- (2) *All inhabitants of the area of benefit of 18 years and upward are entitled to attend and vote at general meetings. Public notice of the meeting must be given in the area of benefit at least 14 days before the meeting, specifying the business to be discussed. Every notice calling a general meeting shall specify the place, the date and the time of the meeting.*
- (3) *No business other than the appointment of a chairman shall be transacted at a general meeting unless the requisite quorum is present at the time when the meeting proceeds to business. 20 inhabitants of the area of benefit of 18 years and upward shall be quorum for all purposes. If a quorum is not achieved, the meeting shall be adjourned, giving notice of at least 7 clear days notice of the adjourned meeting.*
- (4) *The chairman of the committee will chair the meeting. The persons present may elect one of their number to chair the meeting if the chairman is not present.*
- (5) *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.*

***20A Annual general meeting**

- (1) There must be an annual general meeting of the charity in April 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. INTENTIONALLY DELETED] 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~~
- ~~(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. INTENTIONALLY DELETED] At the meeting the committee must present the report and accounts for the last financial year.~~

- ~~*(4) [Public notice of the meeting must be given in the area of benefit at least 14 days before the meeting. INTENTIONALLY DELETED]~~
- ~~*(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. INTENTIONALLY DELETED]~~
- ~~*(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. INTENTIONALLY DELETED]~~
- ~~*(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. INTENTIONALLY DELETED]~~

CHARITY PROPERTY

21. Transfer of property

The title to the land identified 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.

22. 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

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 expendable endowment for the object of the charity:

23. 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) 117(3)(c) or section 36(10) of that Act.
- (2) The committee may only sell the land if:
 - (a) the committee decide that the land is no longer required for use as a recreation ground; 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) In respect of a sale of land marked 1 in part 2 of the schedule. Further to sub clause 2 above, if a decision is confirmed by a majority of such inhabitants the Settlor and his heirs and assigns shall be

at liberty within six calendar months after passing of such a resolution, to purchase the said property at the value confirmed by a surveyor at the time of sale.

- (4) The committee must invest the proceeds of any such sale in trust for the charity.
- (5) The committee may apply the income and expendable endowment in furthering the object of the charity and for general charitable purposes for the benefit of the inhabitants of the area of benefit.

AMENDMENT OF SCHEME

24. Amendment of scheme

- (1) Subject to the provisions of this clause, the provisions of this scheme may be amended.
- (2) Any other amendment must be made by a resolution passed at the annual general meeting. The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- (3) The committee must not make any amendment which would:
 - (a) vary this clause;
 - (b) vary the definitions clause and clauses 4 (objects clause) and 23 (power to dispose of property);
- (4) The prior written approval of the Commissioners must be obtained to any amendment which would:
 - (a) vary the composition of the committee or the terms on which the members hold office (other than amendments made under sub-clause (2) of this clause);
 - (b) vary clause 10 of this scheme (Members not to have a personal interest);
 - (c) change the name of the charity.
- (5) The committee must:
 - (a) promptly send the Commissioners a copy of any amendment made under sub-clause 3 of this clause; and
 - (b) keep a copy of any such amendment with this scheme.

GENERAL PROVISIONS

25. Questions relating to the Scheme

The Commissioners may decide any questions 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

Existing trustees

John Bedford

Howard Blessington

David Tucker

Brian Johnson

PART 2

1. Land situated at Alveston, in the county of Warwickshire containing 0.025083 hectares or thereabouts with the building thereon known as The Malthouse.
2. Land containing 0.75249 hectares or thereabouts fronting the River Avon at Alveston in the county of Warwickshire. The land is described in a conveyance dated 31st December 1986 between Percy Gregory Swiffen of the first part and Dr Michael Harold Farnham Coigley and four others of the second part.