

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

9th APRIL 2002

the following

SCHEME

will govern the charities

formerly known separately as

1. NAPHILL VILLAGE HALL AND RECREATION GROUND (300309)

and

2. NAPHILL VILLAGE HALL AND PLAYING FIELDS COUNCIL (1047172)

and now to be known together as

NAPHILL VILLAGE HALL AND PLAYING FIELDS COUNCIL

at Naphill, in the County of Buckinghamshire

This scheme has been adjudged as not being liable to stamp duty.

Commissioners' References:

Sealing: 47(s)02

Case No: 202305

SCHEME

1. Definitions

In this scheme:

“the area of benefit” means the inhabitants of Naphill in the Parish of Hughenden in the County of Buckinghamshire and its immediate vicinity (this means the electoral division of Naphill which includes Walters Ash).

“the charities” means the charities identified at the beginning of this scheme. “the charity” means the charity created by clause 2 of this scheme.

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

“the former trusts” means conveyances dated 21st July 1928 and 5th March 1931 and a trust deed dated 6th May 1931.

ADMINISTRATION

2. Administration

- 1) The charities are to be administered as one charity by the Council 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 **Naphill Village Hall and Playing Fields Council**.

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 ground for use by the inhabitants.
- 2) The land identified in part 2 of the schedule to this scheme must be retained by the Council for use for the object of the charity.

POWERS OF THE COUNCIL

5. Powers of the Council

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

- 1) Power to lease any part of the charity's property which is not required for use for the object of the charity. (The Council must comply with the restrictions on disposal imposed by sections 117-123 of the Charities Act 2011).
- 2) Power to buy, take on in lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use. (The property must be needed to further the object of the charity.)
- 3) Power to employ and remunerate staff (who must not be members).
- 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 Council must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.)
- 6) Power to co-operate with other charities, voluntary bodies and statutory authorities. The Council may exchange information and advice with them.
- 7) Power to make rules and regulations consistent with this scheme for the management of the charity.
- 8) To do any other lawful thing that is necessary or desirable for the achievement of the objects

COUNCIL

6. Council of Management

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

6 elected members; and
One appointed member for each of the organisations entitled to representation in
this scheme. (clause 8.1)

2) The members of the Council 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) Elected members must live in the villages of Naphill or Walter's Ash.

2) The elected members must be appointed at the annual general meeting.

3) The appointment will be effective from the end of the annual general meeting at which the appointment is made.

8. Appointed Members

1) Any club or organization within Naphill and Walters Ash which meets the objectives of the charity (clause 4) is entitled to apply for representation on the Naphill Village Hall and Playing Fields Council. Approval being granted as per clause 26.2

2) Any appointment must be made according to the ordinary practice of the appointing organisation.

3) The appointment will be effective from the later of:

a. The end of the annual general meeting; and

b. The date on which the Council or their secretary or clerk are informed of the appointment.

4) The term of office of each appointed member will last until the annual general meeting following the date on which the appointment takes effect.

5) The person appointed need not be a member of the relevant appointing body.

9. Co-opted Members

The Council may appoint not more than 4 co-opted members. The appointment must be made at a special meeting of the Council. The appointment will be effective from the end of the meeting until the end of the following annual general meeting.

Co-opted Members are also Trustees of the charity.

10. New Members

The Council must direct each new member on their first appointment to the relevant pages on the Naphill Village Hall website where :

- 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

can be found. The new member is entitled to request a hard copy of the above from the Council.

11. Register of Members

- 1) The Council 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 Council 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

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).

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 sections 178 and 179 of the Charities Act 2011, or:
- 2) Is absent without the permission of the members from all their meetings held within a period of 12 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 and Vice-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 and vice chairman of their meetings.
- 2) The members present at a meeting must elect one of their number to chair the meeting if both the chairman and vice-chairman are not present or the offices are vacant.

15. Secretary, Treasurer and Lettings Secretary

The Council may appoint a secretary, treasurer and lettings secretary. The offices may be held by:

- 1) Members (who must not receive any reward for acting and who may be dismissed as Secretary, Treasurer or Lettings Secretary at any time): or
- 2) Some other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Council think fit).

MEETINGS OF COUNCIL

16. Ordinary Meetings

- 1) The Council 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.

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 Council

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 a majority decision of the members present and voting at a duly convened meeting of the Council.
- 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 Council 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 Council to do so

who must allow 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 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.
- 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 Council.
- 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 Council will chair subsequent meetings. The vice-chairman will chair the meeting if the chairman is not present. The persons present must elect one of their number to chair the meeting if neither the chairman nor the vice-chairman are present.
- 6) At the meeting the Council 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 a 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 Council must first apply:
 - a. The charity's income; and
 - b. If the Council 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 Council must apply the remaining income in furthering the object of the charity.
- 3) The Council 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 Commissioners may approve by order in advance.

25. Sale of Land

- 1) Subject to the provisions of this clause, the Council may sell the land identified in part 2 of the schedule. (The Council must comply with the restricts on disposal imposed by sections 117-123 of the Charities Act 2011).
- 2) The Council may only sell the land if:
 - a. The Council decide that the land is no longer required for use as a village hall or 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) The Council must invest the proceeds of any such sale in trust for the charity.
- 4) The Council may apply the income and expendable endowment in furthering the object of the charity.

AMENDMENT OF THE SCHEME

26. Amendment of scheme

- 1) Subject to the provisions of this clause, the provisions of this scheme may be amended.
- 2) The Council may resolve to add the names of other organisations operating in the area of benefit to the list in clause 8(1) of this scheme. The resolution must be passed at an ordinary meeting of the Council by not less than two thirds of the members of the Council.
- 3) Any other amendment must be made at 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.
- 4) The Council must not make any amendment which would:
 - a) Vary this clause;
 - b) Vary the definitions clause;
 - c) Vary clause 4 (object);
 - d) Vary clause 25 (sale of land);
 - e) Confer a power to dissolve the charity; or
 - f) Enable permanent endowment of the charity to be spent.
- 5) The prior written approval of the Commissioners must be obtained to any amendment which would;
 - a. Vary clause 12 of this scheme (Members not to have a personal interest); or
 - b. Change the name of the charity.
- 6) The Council 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 amendments with this scheme.

GENERAL PROVISION

27. Questions relating to the Scheme

The commissioners may decide any question put to them concerning:

- a. The interpretation of this scheme; or
- b. The propriety or validity of anything done or intended to be done under it.

SCHEDULE

PART 1

Appointed Members (one from each of the clubs or organisations entitled to representation)

Elected Village Representatives (6)

Co opted Members (Maximum of 6)

PART 2

The following land at Naphill, in the County of Buckinghamshire:

- 1) The Village Hall. The land is described in a conveyance dated 21st July 1928 made between Coningsby Ralph Disraeli of the one part and Harold Alan Oakeshott and two others of the other part. The land was vested in the Official Custodian for Charities on 19th September 1930.
- 2) The Recreation Ground. The land is described in a conveyance dated 5th March 1931 made between Coningsby Ralph Disraeli of the first part, Anthony Gustav de Rothschild and two others of the second part and Harold Alan Oakeshott and two others of the third part. The land was vested in the Official Custodian for Charities on 22nd September 1931.