(Revised) Governing Document of the North Petherton Community Centre (Charity Number 291048)

Adopted on the …1st May 2025

North Petherton Community Centre

Paragraph 1. (1). The property hereby demised (hereinafter called "the trust property") shall be held upon trust for the purposes of a village hall for the use of the inhabitants of the Parish of North Petherton in the County of Somerset (hereinafter called "the area of benefit") without distinction of political, religious or other opinions including use for meetings, lectures and classes and for other forms of recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants.

(2). Aims of the Organisation

(a) To place the North Petherton Community Centre at the heart of the community, providing a sustainable, and accessible space that is valued and supported by the people of our town.

(b) To promote, enable and facilitate inclusive activities, which embrace and address the education, social, cultural and recreational needs of the North Petherton Communities.

(c) The organisation shall be non-party in politics and non-sectarian in religion. The area of benefit shall be the Parish of North Petherton, Somerset.

(3). Administration of the Committee

The Charity shall be administered in conformity with the provisions of this Deed by the committee of management hereinafter constituted (and hereinafter called "the committee") who shall be the Charity trustees of the Charity within the meaning of Section 46 of the Charities Act 1960 (or any statutory re-enactment or modification of that provision) provided that until the end of the first annual general meeting to be held after the date of this Deed the Charity shall be administered in accordance with the provisions of this Deed by the steering committee.

Vesting in the Official Custodian for Charities

Paragraph 2. The Trustees and all persons holding any property of the Charity shall take such steps as may be necessary for the purpose of vesting in the Official Custodian for Charities all freehold and leasehold lands and other property at any time belonging to the Charity.

Committee Management

Paragraph 3. (1). Except as hereinafter in this paragraph provided the committee shall consist of not less than three and not more than twelve elected (voting) members (trustees) and representative (non-voting) members for organisations using the Centre.

(2). The elected members (other than those appointed under sub-paragraph (8) of this paragraph to fill casual vacancies shall be elected at the annual general meeting to be held as in this Deed provided.

(3). One representative member shall be invited from each of the user organisations as a non-voting member of the management committee to attend monthly meetings. Each organisation shall notify to the secretary of the committee the name of its representative.

(4). A representative member shall ordinarily be appointed not more than one month before the annual general meeting provided that an organisation which fails to appoint a representative member before such meeting shall make the appointment as soon as practicable thereafter.

(5). Any co-opted members shall be appointed at a duly constituted meeting of the committee.
(6). The period of office of trustees and representative members shall commence:

(a) In the case of elected trustees at the end of the annual general meeting at which they were elected.
(b) In the case of representative members appointed before the annual general meeting in any year at the end of that meeting or in the case of a representative member appointed after such annual general meeting or to fill a casual vacancy on the day on which notification of their appointment is received by the secretary.
(c) In the case of co-opted members from the date of their co-option.

(7). All members of the committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed.

(8). Any application for representation on the committee received from existing or newly formed organisations operating in the area of benefit of the committee, may upon a resolution supported at a meeting of the committee by the votes of a majority of not less than one third of the voting members of the committee, be appointed as a representative member of the committee. A minute of the relevant resolution authenticated by the chairman and the secretary should be (a) placed with the title deeds and (b) kept with the committee's working papers.

(9). Upon the occurrence of a casual vacancy the committee shall cause a note thereof to be entered in their minute book at their next meeting and if in the office of representative member, it shall be notified as soon as possible to the proper appointing organisation. A casual vacancy in the office of elected member may be filled by the committee and the period of office of an elected member elected to fill a casual vacancy shall commence at the end of the meeting of the committee at which they were so elected.

(10). The constitution of the committee as hereinbefore provided may on the application of the committee be altered from time to time by order of the Charity Commissioners.

Failure to Appoint
Paragraph 4. The proceedings of the committee shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any member.

Declaration of Trustees
Paragraph 5. No person shall be entitled to act as a member of the committee whether on a first or on any subsequent entry into office until after signing in the minute book of the committee a declaration of acceptance and of willingness to act in the trusts of this Deed.

Members not to be Personally Interested in the Charity
Paragraph 6. Except in special circumstances with the approval in writing of the Charity Commissioners no member of the committee shall take or hold any interest in any property belonging to the Charity otherwise than as a trustee for the purposes thereof or receive any remuneration or be interested in the supply of work or goods at the cost of the Charity.

Meetings of the Committee
Paragraph 7. The committee shall hold at least six ordinary meetings in each year. An extraordinary meeting may be summoned at any time by the chair or any two members upon seven clear days' notice being given to all the other members of the matters to be discussed.

Officers and Trustees

Paragraph 8. (1). The Charity and its property shall be managed and administered by a committee comprising the officers and other voting members elected in accordance with this constitution. The officers and other members of the committee shall be trustees of the Charity and in this constitution are together called 'the trustees.

(2). The Charity shall have the following officers:

(a) A chair,
(b) A secretary,
(c) A treasurer.

(3). A trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

(4). The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.

(5). A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

(6). Appointment of trustees

(a) The Charity in the annual general meeting shall elect the officers and the other trustees.

(b) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause (6f) of this clause, they may also appoint trustees to act as officers.

(c) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(d) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:

(i) is signed by a member entitled to vote at the meeting.
(ii) states the member's intention to propose the appointment of a person as a trustee or as an officer.
(iii) is signed by the person who is to be proposed to show their willingness to be appointed.

(e) The appointment of a trustee, whether by the Charity general meeting by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.

(f) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

(g) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of virtue of sections 178 and 179 of the Charities Act 2011(or any statutory re-enactment or modification of that provision).

Rules

Paragraph 9. (1). Within the limits prescribed by this Deed the committee may from time to time make and alter rules for the management of the Charity and with reference to:

(a) the terms and conditions upon which the trust property may be used by persons or bodies other than the committee for the purposes specified in this Deed and the sum (if any) to be paid for such use.
(b) the deposit of money at a proper bank and the safe custody of documents.
(c) the appointment of an auditor.
(d) the engagement and dismissal of such officers, servants and agents as the committee may consider necessary and the payment of such persons (not being members of the committee)
(e) the summoning and conduct of meetings including the number of trustees who shall form a quorum thereat provided that at meetings of the committee the quorum shall not be less than one-third of the total number of the members for the time being.

(2). Conflicts of interests and conflicts of loyalties

A Charity trustee must:

(a) 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).

(3). Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

(1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011(or any statutory re-enactment or modification of that provision).

(2) ceases to be a member of the Charity.

(3) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months.

(4) resigns as a trustee by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect) or:

(5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

(4). Termination of membership

Membership is terminated if:
(1) the member dies or, if it is an organisation, ceases to exist.
(2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than three members.
(3) any sum due from the member to the Charity is not paid in full within six months of it falling due.
(4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed.

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

Chair and Vice-Chair of the Committee

Paragraph 10. The committee at their first meeting in each year after the annual general meeting shall elect one of their number to be chair of their meetings and may elect one of their number to be vice-chair. The chair and vice-chair shall continue in office until their respective successors are elected. If the chair is absent from any meeting, the vice-chair (if any) shall preside otherwise the members present shall before any other business is transacted choose one of their number to preside at their meeting.

Voting in Committee

Paragraph 11. Every matter shall be determined by the majority of the members of the committee present and voting on the question. In case of equality of votes the chair of the meeting shall have a second or casting vote.

Annual General Meeting

Paragraph 12. (1). There shall be an annual general meeting in connection with the Charity which shall be held in the month of April in each year or as soon as practicable thereafter.

(2). All inhabitants of the area of benefit of eighteen years of age and upwards shall be entitled to attend and vote at the annual general meeting.

(3). The first annual general meeting after the date of this Deed shall be convened by the Secretary hereof and subsequent annual general meetings by the committee. Public notice of every annual general meeting shall be given in the area of benefit at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the trust property or other conspicuous place in the area of benefit and by such other means as the conveners think fit.

(4). The persons who are present at the first annual general meeting after the date of this Deed shall before any other business is transacted appoint a chairman of the meeting. The chair of subsequent annual general meetings shall be the chair for the time being of the committee. In their absence the vice-chair (if any) shall take the chair but if neither is present the persons present shall before any other business is transacted appoint a chair of the meeting. In case of equality of votes the chair of the meeting shall have a second or casting vote.

(5). The committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

Rent and Other Outgoings

Paragraph 13. The committee shall at all times keep the demised premises and the fixtures and additions thereto in good and substantial repair and condition and shall save harmless and keep indemnified the Lessees against the rent and against all rates, taxes and outgoings whatsoever including the cost of repairs and insurance against fire which are or at any time may become payable in respect of the demised premises under the covenants contained in this Deed and on the part of the Lessees to be observed and performed and from and against all proceedings, damages costs claims and expenses on account of any breach of any of the said covenants and shall cause the demised premises and other property of the Charity insofar as the same shall not be otherwise insured at all times to be sufficiently insured against all insurable risks including fire theft and public liability and

shall whenever necessary procure (and act upon) a professional valuation for insurance purposes of the said premises and property of the Charity.

Application of Income
Paragraph 14. After satisfying its obligations under paragraph 13 hereof the committee shall as and when it thinks fit apply the net yearly income for the purposes of the Charity.

Surplus Cash
Paragraph 15. Any sum of cash at any time belonging to the Charity and not needed as a balance for working purposes shall (unless otherwise directed by the Charity Commissioners) be invested.

Further Endowments
Paragraph 16. The committee may receive any additional donations, grants or endowments for the general purposes of the Charity and it may also accept donations or endowments for any special objects connected with the Charity consistent with the provisions of this Deed.

Minutes and Accounts
Paragraph 17. The committee shall provide and keep a minute book and book of accounts. All proper statements of account in relation to the Charity shall in each year be prepared as prescribed by Section 32 of the Charities Act 1960 (or any statutory re-enactment or modification of that provision) and copies thereof shall be available to the Town Council (or chairman of the Council).

Mortgages and Charges
Paragraph 18. At the request of the committee the Lessees may with the consent of the Commissioners (and any necessary consent of the Council) from time to time by mortgage or otherwise obtain such advances on the security of the trust property or any part thereof as may be required for maintaining extending or improving the same or any part thereof or erecting any building thereon or for the work carried on therein and may continue or may repay in whole or in part and from time to time any existing mortgage or charge on the trust property.

Surrender of Lease
Paragraph 19. If the committee decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of the trust property in whole or in part for the purposes stated in paragraph 1, it shall call a meeting of the inhabitants of the age of eighteen years and upwards of the area of benefit of which meeting not less than fourteen days' notice (stating the terms of the resolution that will be proposed thereat) shall be posted in a conspicuous place or places on the trust property and advertise in a newspaper circulating in the area of benefit and if such decision shall be confirmed by three-quarters of such inhabitants present and voting at such meeting the Lessees may at the request of the committee and with the consent of the Charity Commissioners surrender their leasehold interest in the trust property for such consideration and upon such terms as may be approved by the Charity Commissioners. All monies belonging to the Charity including the proceeds of sale of any fixtures and fittings (after satisfaction of any liabilities properly payable thereout) shall with such consent as aforesaid be applied either in the purchase of other property approved by the committee and to be held upon the trusts for the purposes and subject to the provisions hereinbefore set forth (including this power) or as near thereto as circumstances shall permit or towards such other charitable purposes or objects for the benefit of the inhabitants of the area of benefit as may be approved by the Charity Commissioners and meanwhile such moneys shall be invested and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used in furthering the purposes specified in this Deed.