

Wass and Byland Village Institute

Charity Commission Number 1104547

Constitution

1. Name / Title / type

The name of the organisation is Wass and Byland Village Institute, though more usually referred to as Wass Village Hall. In this document "the charity" means "the Institute".

The charity is unincorporated.

2. Aim

This shall be to:

ensure the continued provision of a village hall and its assets (property and finance) for the use of the inhabitants of the Parish of Wass and Byland for recreation, cultural and social activity to enhance the well-being of said inhabitants.

3. The Committee of Trustees

The Charity shall be managed and administered by a Committee comprising the Officers and other members elected in accordance with this constitution. All committee members shall be Trustees of the Charity and any reference in this constitution to either the Committee or the Trustees has the same meaning.

Objectives of the Committee

In furtherance of the charity's aim but not otherwise the Committee will pursue the following objectives:

- i. Raise funds and invite contributions, provided that in raising funds the committee shall not undertake any trading activities and shall conform to any relevant requirement of the law and apply for, invite, obtain, collect, and receive contributions, grants, subscriptions, fees & otherwise.
- ii. To buy, take on lease or in exchange any property necessary for the achievement of the Aim and Objectives and to maintain and equip it for use.
- iii. Manage the day-to-day operation, property and finances of the charity and the Village Hall's assets (property and finance) such that the building remains fit for purpose and the Charity remains a "going concern".
- iv. Respond to local requests from residents for activities and events in the hall or within the parish boundary.

- v. Monitor all events held in the village hall with regard to risk assessment, health & safety regulations and other legal requirements.
- vi. Recruit suitable volunteers and employ any paid worker required to achieve the objects.
- vii. Set up or affiliate to any local or national working group or association that the Committee decides is appropriate.
- viii. Monitor the activities of any other bodies as established by the committee either as working groups or as an affiliated organisation. Such groups or organisations shall not enter into legal or financial agreement without the prior authority of the committee. The committee may terminate or disaffiliate from any group or organisation if continued affiliation be, in the Committee's view, against the interests of the Charity.

4. Role of Trustees and Officers

The officers and committee shall have overall and final responsibility for decisions and charity operation.

Trustees

All Committee members are "trustees" with the following responsibilities:

- i. attend every committee meeting where practical
- ii. ensure the charity is meeting its aim for the members' benefit
- iii. comply with this constitution and the law
- iv. act in the charity's best interests
- v. manage the charity's resources responsibly
- vi. act with reasonable care and skill
- vii. ensure the charity is accountable to its members

A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees or any charity meeting.

A Trustee must be a member of the charity.

No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of the constitution.

The number of Trustees shall be not less than five.

As an unincorporated charity is not a legal entity it cannot hold land in its own name: "Holding Trustees" are appointed by the Committee for this purpose and Holding Trustees may not act in any way without direct

instruction from the charity/committee. The current Holding Trustees are the officers of the Parish Council.

Officers

The Charity shall have the following Officers with these assigned general (but not limited to) core responsibilities:

A. Chairperson

- i. attend every committee meeting where practical
- ii. chair meetings of the Committee and the Charity
- iii. represent the Charity at functions/meetings to which the Charity has been invited
- iv. act as spokesperson for the Charity when necessary
- v. produce an end of year report for the trustees that outlines the achievements in meeting the aim of the charity
- vi. oversee the preparation of an Annual Report to the trustees for their approval, tabling at the AGM and, if requested to do so, submission to the Charities Commission

B. Secretary

- i. attend every committee meeting where practical
- ii. take and keep minutes of meetings
- iii. prepare the agenda for meetings of the Committee and the Charity in consultation with the Chairperson
- iv. maintain the committee membership list and re-election process
- v. manage correspondence on behalf of the committee
- vi. collect and circulate to the Charity any relevant information affecting the organisation.

C. Treasurer

- i. attend every committee meeting where practical
- ii. supervise the financial affairs of the charity through processes agreed with the officers
- iii. keep proper accounts that show all monies collected and paid out by the charity
- iv. make quarterly reports to the committee on the financial status / health of the organisation
- v. recommend relevant financial controls to minimise fraud or

- mismanagement of funds and implement as instructed by the officers or committee
- vi. prepare an end of year financial report for inclusion in the Annual Report
- vii. arrange and facilitate the audit of the accounts by an independent reviewer
- viii. endeavour to achieve maximum return on the charity's savings

5. Finance

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- i. The keeping of accounting records for the Charity.
- ii. The preparation of annual statements of account for the Charity on a Receipts and Payments basis.
- iii. The annual auditing or independent review of the statements of account of the Charity.
- iv. The production of the charity's annual report and statement of accounts both of which may need to be sent to the Charities Commission depending on the level of annual income or upon demand.
- v. A bank account opened to operate in the name of the charity and all financial payments shall be authorised before online payment by 2 of chair/secretary/treasurer or such signatories as authorised by the committee and none of whom shall be related or live at the same address.

The financial year shall run from 1st January ending 31st December.

In the event of the charity being wound up, any assets remaining on dissolution after the payment of proper debts and liabilities, shall be transferred by the Committee to a charitable institution/s or institutions having objects similar to those of the charity, and having regard to any special requirements of grant aiding bodies.

Charity members will be reimbursed for reasonable expenses incurred on behalf of the Charity and pre-authorised by the Committee.

None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. Trustees may not be paid for their trustee duties.

6. Charity membership

Membership of the charity shall be automatic for all inhabitants of the parish of Wass and Byland who are over the age of 18 years.

All members:

- i. May attend any committee meeting and contribute to the Trustees' discussions but without voting rights.
- ii. May attend the AGM and where applicable vote on:
 - a. The election of committee members
 - b. Resolutions as raised by the committee
 - c. Constitution amendments
 - d. Dissolution of the charity
- iii. Shall be eligible for election to the committee.
- iv. Shall receive charity communication electronically or hard copy with an option to unsubscribe by advising the Committee Secretary.

7. Election of committee members and Officers

The committee shall consist of 3 officers, Chair, Treasurer & Secretary and not more than 12 members in total, all resident in the parish.

Officers' tenure shall be on a 3-year rolling basis in order, as from January 2022, of Treasurer, Chair, Secretary. The officers shall only be re-elected/selected by and from the committee.

Committee members (incl. officers) may only be in office for 3 consecutive years at the end of which they must stand for re-election or retire. Trustees are assigned to 1 of 3 blocs comprising 4 members to identify the date of each member's next end of tenure.

The vacant positions each year will be filled in accordance with this re-election process:

- i. The opportunity to join the Committee will to be notified to all charity members shortly after the January meeting.
- ii. Only in the event of there being more candidates (re-standing Trustees and interested members) than vacancies will an election be organised at the AGM by the Secretary (or Chair if the Secretary is a retiree).
- iii. If the number of members choosing to re-stand for election, together with any new members interesting in joining the Committee, is not more than the

number of vacancies, the AGM will re-appoint/appoint all the candidates without a vote.

The committee may fill any interim Officer vacancies and any person appointed shall serve until the re-election process at the next Annual General Meeting.

The committee may co-opt additional persons to the committee within the allotted number of members and they shall have full voting rights.

In the event that the officers identify persistent non-attendance at committee meetings (e.g. 3 consecutive meetings missed) by a trustee, the Chairman shall engage with the trustee to identify good cause or otherwise for the absence. If the officers find that no good cause is found, the Chairman shall notify the trustee that he/she is deemed to have resigned and this will be notified to the next committee meeting. The trustee can appeal to that meeting and make the case for the resignation to be rescinded. If the committee agrees by a 2/3 majority with the trustee their membership shall continue.

8. Meetings

The committee shall meet as a minimum, but not limited to, 4 times per year on the 4th Thursday of January / April / July / October or on an alternative agreed date with an AGM directly after the April meeting.

The purpose of the Charity's Annual General Meeting is to:

- i. Receive and adopt the audited/reviewed annual statements of accounts.
- ii. Receive both the Chairman's Annual Report and the Trustees'.
- iii. Re-appoint/elect committee members.
- iv. Consider any motion submitted to the Secretary and included on the agenda.
- v. Appoint an appropriate person to independently review the financial records and annual statements prepared therefrom and determine their remuneration (if any) for the following year.

Special General Meetings may be called by the Officers or requested by a minimum of 5 members, or 50% of the committee, including 2 officers, whenever they feel it is necessary for the organisation and all members will have at least 21 days' notice of the meeting. Only the business specified in the notice will be discussed at the meeting.

Rules of proceedings at all meetings

The Quorum (the minimum number of members needed for a formal meeting) shall be a minimum of 5 members, or 50% of the committee, including 2 officers.

All motions at any meeting shall be decided by a simple majority. In the event of a tie the Chair shall have a casting vote.

All meetings shall be Minuted (document/ email / signed - dated **note**) and signed off as a true and accurate record at the next committee meeting / AGM.

9. Charity dissolution

If the Committee decides that it is necessary or advisable to dissolve the Charity:

- i. It shall call a meeting of all members of the Charity, detailing the proposed resolution, at least 21 days before the meeting date.
- ii. If the proposal passes by a two-thirds majority of those voting, the Committee shall:
 - a. give notice to the Charities Commission of the members' intention to dissolve, with copy to the Holding Trustees.
 - b. have power to realise any assets held by or on behalf of the Charity.
- iii. If the Committee cannot agree upon a suitable charity with similar objects, the membership will be approached for their selection.

10. Constitution amendment

The Charity should review the constitution at the AGM every 3 years and may amend any provision of this Constitution provided that:

- i. No amendment may be made that would have the effect of making the Charity cease to be a Charity at law.
- ii. No amendment may be made to clauses Title / Objects / Powers / Dissolution if the change would not be within the reasonable contemplation of the founding members of the Charity and without the prior written consent of the Commission.
- iii. Any resolution to amend a provision of this constitution and agreement to the new constitution details, shall be passed by the agreed quorum by voting at an annual or special general meeting.
- iv. A copy of any resolution amending this constitution and a copy of the revised constitution shall be sent to the Charities Commission within twenty-one days of it being passed.

11. Adoption

This amended constitution was produced by the Committee following review/feedback at the 24th October 2024 and 23rd January 2025 meetings, and

was adopted by members of the Charity at the Annual General Meeting on 27th February and signed off by the following officers whose signatures appear below:

Signed:

Chairman

Secretary

Date signed:

WASS V/H CONSTITUTION APPROVED 27/02/2025