

This document is a consolidated copy of the Trust Deed dated 1 September 1995 as amended by a trustee resolution passed under the authority of s.280 Charities Act 2011 dated 12 October 2023 and approved at the AGM on 12 October 2023.

THIS TRUST DEED is made the first day of September One Thousand Nine Hundred and Ninety Five by JOHN CORNWALL of 2 Barnfield Cottage, Crow Hill, Upton Bishop, Ross-on-Wye, Hereford and Worcester, DEBORAH WOODS of Old Roses, Upton Bishop, Ross-on-Wye, Hereford and Worcester, ALAN HUGH MAJOR of Crews Orchard, Upton Bishop, Ross-on Wye, Hereford and Worcester, PETER JAMES FRAY of Keepers Cottage, Upton Bishop, Ross-on-Wye, Hereford and Worcester and MARJORIE DAVIES of Rossways, Upton Bishop, Ross-on-Wye, Hereford and Worcester (hereinafter called "the Trustees").

(i) At a public meeting of the Parish on the 5 May 1994 it was resolved to construct a new Village Hall in the Parish of Upton Bishop and Whereas a sum of money has been raised by voluntary contributions upon trust for the provision and maintenance of a new village hall in the Parish of Upton Bishop.

(ii) The Trustees are the Trustees of the new Upton Bishop Village Hall (hereinafter called "the Village Hall Charity") and have agreed to execute such Declaration of Trust as hereafter appears NOW THIS DEED WITNESSETH as follows:-

General provisions

1. The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity which shall be known as Upton Bishop Village Hall and hereinafter called "the Village Hall Charity" and in this constitution are together called "the Trustees".

2. Any property conveyed to the Trustees (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 Upton Bishop in the County of Hereford and Worcester (hereinafter called "the area of benefit") without distinction including use for meetings, lectures, classes, and activities and for other forms of recreation and leisure time occupation, with the object of improving the conditions of life for the said inhabitants.

3.

(1) The title to the Upton Bishop Village Hall shall be vested in the Official Custodian of Charities, subject to any contrary decision of the Trustees.

(2) The Trustees must ensure the title to:

(a) all land held by or in trust for the Village Hall Charity that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the charity

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(3) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Village Hall Charity.

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(4) The Trustees may remove the holding trustees at any time.

4.

The Trustees shall be entitled to an indemnity out of the property of the Village Hall Charity for all expenses and other liabilities properly incurred by them in the discharge of their duties.

Appointment and election of Trustees

5.

(1) Except as hereinafter in this paragraph provided the full body of Trustees shall consist of at least three and no more than thirteen Trustees comprising:

- (a) up to 6 elected Trustees;
- (b) up to 4 representative Trustees; and
- (c) up to 3 co-opted Trustees

(2) The elected Trustees (other than those appointed under sub-paragraph (10) of this clause to fill casual vacancies) shall be elected at the Annual General Meeting to be held as provided in this Deed.

(3) One representative Trustee shall be appointed by each of the following:-

- (a) Upton Bishop Parish Council; and
- (b) Upton Bishop Parochial Church Council.

(4) Up to two representative trustees shall be appointed/nominated in accordance with the following provisions:

- (a) Subject to clause 5(4)(c), Upton Bishop Branch of the Women's Institute may appoint one representative trustee;
- (b) Any other user-group as selected by the Trustees from time to time may nominate one representative Trustee.
- (c) In the event that the Upton Bishop Branch of the Women's Institute has not exercised the power of appointment set out in clause 5(4)(a) within three months' of being notified of a vacancy, the Trustees may select any other user-group and invite such user-group to nominate a representative Trustee. Upon the cessation of office of a representative Trustee who was nominated under this clause, the Upton Bishop Branch of the Women's Institute shall be notified of a vacancy.

(5) A representative Trustee shall ordinarily be appointed (under 5(4)(a)) or nominated (under clauses 5(4)(b) or 5(4)(c)) not more than one month before the Annual General Meeting: provided that an organisation which fails to appoint/nominate such representative Trustee before such a meeting may make the appointment as soon as practicable (subject to the requirement that Upton Bishop Branch of the Women's Institute must make any appointment within three months' of being notified

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of a vacancy). Each organisation shall notify the Secretary of the Committee of the name of its nominated/appointed representative Trustee

- (6) Where a representative Trustee has been nominated in accordance with clauses 5(4)(b) or 5(4)(c) above, the Trustees may appoint the nominated representative Trustee at a duly constituted meeting of the Trustees.
 - (7) Co-opted Trustees shall be appointed by the Trustees at a duly constituted meeting of the Trustees.
 - (8) Subject to the provisions of sub-paragraphs (9) and (10) of this paragraph the period of office of Trustees 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 Trustees appointed before the Annual General Meeting in any year, at the end of that meeting or, in the case of a representative Trustee appointed after such Annual General Meeting, or to fill a casual vacancy of a representative trustee, on the day on which notification of their appointment is received by the Secretary (or, where appointed under clause 5(6), on the day on which the appointment is made at a duly constituted meeting of the Trustees);
 - (c) In the case of co-opted Trustees, from the date of their co-option by the Trustees at a duly constituted meeting of the Trustees
 - (9) All Trustees shall retire from office at the end of the third Annual General Meeting next after the date on which they came into office but in all cases they may be re-elected or re-appointed provided that a Trustee who has been in office for three consecutive terms must take a break from office and may not be reappointed until the anniversary of the commencement of their break from office unless the Trustees unanimously resolve to approve/appoint (as the context requires) an exceptional re-appointment for a fourth consecutive term.
 - (10) Upon the occurrence of a casual vacancy the Trustees shall cause a note thereof to be entered in their minute book at their next meeting and, if in the office of representative Trustee, it shall be notified as soon as possible to the proper appointing organisation. A casual vacancy in the office of elected Trustee may be filled by the Trustees and the period of the office of an elected Trustee to fill a casual vacancy shall commence at the end of the meeting of the Trustees at which they were so elected and shall end at the end of the next Annual General Meeting following the commencement of their period of office
6. The proceedings of the Trustees shall not be invalidated by any failure to appoint or any defect in the appointment election or qualification of any Trustee.
 7. No person shall be entitled to act as a Trustee, whether on a first or on any subsequent entry into office, until after signing the minute book of the Trustees a declaration of acceptance and of willingness to act in the Trusts of this Deed.
 8. Except in special circumstances, with the approval in writing of the Charity Commission, no Trustee shall take or hold any interest in any property belonging to the Village Hall Charity, otherwise than as a trustee for the purposes thereof, or received any remuneration, or be interested in the supply of work or goods, at the cost of the Village Hall Charity.

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Disqualification and removal of trustees

9. 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 Act;
 - (2) 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;
 - (3) 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);
 - (4) 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; or
 - (5) is removed by a resolution passed at a meeting of the Trustees at which at least half of the Trustees are present. Such a resolution shall not be passed unless the Trustee has been given at least 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

Trustee powers

10. The Trustees must manage the business of the Village Hall Charity and have the following powers in order to further the purposes of the Village Hall Charity (but not for any other purpose):
- (1) to make grants to any individual, group, organisation or institution;
 - (2) to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (3) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (4) to sell, lease or otherwise dispose of all or any part of the property belonging to the Village Hall Charity. In exercising this power, the trustees must comply as appropriate with s.117 to s.122 of the Act;
 - (5) to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Village Hall Charity, provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - (a) any act or omission which that person knew to be a breach of trust or breach of duty or which was committed by that person in reckless disregard as to whether it was a breach of trust or breach of duty or not; or

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- (b) any liability incurred by that person in defending any criminal proceedings in which that person is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by that person; or
 - (c) any liability incurred by that person to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (6) to borrow money and to charge the whole or any part of the property belonging to the Village Hall Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with s.124 to s.126 of the Act, if they intend to mortgage land;
 - (7) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (8) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the purposes;
 - (9) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the purposes;
 - (10) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (11) to invest the Trust property and its income anywhere in the world in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments or property of whatsoever nature and wheresoever situate (including without limitation any property not within the word "investment" as strictly construed) and whether involving liability or not (whether for investment purposes or in the course of carrying out the purposes of the Village Hall Charity) as the Trustees shall in their absolute discretion think fit to the extent that the Trustees shall have the same full unrestricted powers of varying and transferring investments and layout of monies in all respects as if they were absolutely entitled thereto beneficially;
 - (12) to obtain and pay for such goods and services as are necessary for carrying out the work of the Village Hall Charity;
 - (13) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (14) to do all such other lawful things as are necessary for the achievement of the purposes.

Trustee decision making and proceedings

- 11. The Trustees shall hold at least two meetings in each year. Meetings shall be called as followed:
 - (1) Meetings may be arranged by the Trustees at their meetings;
 - (2) The chair of the Trustees or any two Trustees may call a meeting at any time upon not less than 10 days' notice (which may include notice by email) being given to the other Trustees.

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- (3) Notwithstanding paragraph (2) above, the Trustees may by unanimous agreement waive the requirement to give advance notice of a meeting, in relation to a particular meeting, or Trustees' meetings generally.
12. There shall be a quorum when at least one-third of the number of Trustees for the time being or two Trustees, whichever is the greater, are present at a meeting.
13. Meetings of the Trustees shall be held either in person or by telephone, televisual or other electronic or virtual means agreed by the Trustees in which all participants may communicate simultaneously with all other participants.
14. The Trustees, ordinarily 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 and may at any time remove the Chair and/or Vice-Chair from their respective office. If the Chair is absent from any meeting, the Vice-Chair (if any) shall preside; otherwise the Trustee present shall, before any other business is transacted, choose one of their number to preside at that meeting.
15. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, that Trustee must:
- (1) declare an interest before discussion on the matter begins;
 - (2) withdraw from that part of the meeting unless expressly invited to remain;
 - (3) in the case of personal interests not be counted in the quorum for that part of the meeting; and
 - (4) in the case of personal interests withdraw during the vote and have no vote on the matter.
16. Every matter shall (except as in this Deed provided) be determined by the majority of the Trustees present and voting on the question. In case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 17.
- (1) A written resolution signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
 - (2) A written resolution may be contained in more than one document and will be treated as passed on the date of the last signature or date of the last agreement received by email.
 - (3) A Trustee signifies agreement to a proposed written resolution either by signing it in hard copy form or by indicating their agreement by email sent from their usual email address.
18. Except as otherwise required by this deed, the Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means including by email, that they share a common view on a matter. Such a decision may, but need not, take the form of a written resolution passed in accordance with clause 17.

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Powers to establish advisory boards and to delegate

19. The Trustees may establish and may disband at any time advisory boards comprising of such individuals as selected by the Trustees.

20.

(1) The Trustees may delegate any of their powers or functions to committees consisting of two or more persons appointed by them but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.

(2) Trustees may delegate day to day management of the affairs of the Charity to any person including any organisation whether established by the Trustees or by or with any other charities or voluntary bodies.

General meetings

21.

(1) There shall be an Annual General Meeting in connection with the Village Hall Charity which shall be held in the month of October in each year or as soon as practicable thereafter.

(2) All general meetings other than Annual General Meetings shall be called special general meetings. The Trustees may call a special general meeting at any time.

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

(4) All general meetings shall be convened by the Trustees. Public notice of every 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 including by posting notice online.-The Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance including how those attending by Remote Attendance may vote.

(5) The Chair for the time being of the Trustees shall be the Chair of any general meeting. 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.

(6) The Trustees shall present to each Annual General Meeting the report and accounts of the Village Hall Charity for the preceding year.

(7) The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting (for the avoidance of doubt, a general meeting may be held in a hybrid manner with both physical attendance and/or Remote Attendance).

(8) General meetings do not need to take place in one physical place. Persons participate in (and shall be treated as being present and/or present in person) a general meeting, or part of a general meeting, when they can contemporaneously communicate with each other by any means. If all the persons participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

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- (9) In the event of technical failure or other technical issues during the general meeting, the Chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the general meeting if in their view this is necessary or expedient for the efficient conduct of the general meeting.

Miscellaneous

22. The Trustees shall cause all the buildings and other property of the Village Hall Charity at all times to be kept in repair and 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 buildings and property of the Village Hall Charity.
23. After satisfying its obligations under clause 22 hereof the Trustees shall as and when it thinks fit apply the net yearly income for the purposes of the Village Hall Charity.
24. Any sum of cash at any time belonging to the Village Hall Charity and not needed as a balance for working purposes shall (unless otherwise directed by the Charity Commission) be invested.
25. The Trustees may receive any additional donations or endowments for the general purposes of the Village Hall Charity and it may also accept donations or endowments for any special objects connected with the Village Hall Charity not inconsistent with the provisions of this deed.
- 26.
- (1) The Trustees shall keep records of the proceedings at their meetings.
- (2) The Trustees shall comply with their obligations under the Act with regard to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Charity; Commission of:
- a) annual reports
 - b) annual returns; and
 - c) annual statements of account.
- (3) The bank account in which any part of the funds of the Village Hall Charity is deposited shall be operated by the Trustees and shall be held in the name of the Village Hall Charity. All cheques and orders for the payment of money from such account shall be signed by at least two persons authorised for that purpose by the Trustees, including at least one Trustee.
27. The Trustees may (subject to complying with sections 124 to 126 of the Act) from time to time by mortgage or otherwise obtain such advances on the security of the Trust property or any part therein 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.
28. If the Trustees decide at any time that on the ground 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

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stated in clause 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 no 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 advertised 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 Trustees may with the consent of the Charity Commission let or sell the Trust property or any part thereof. All monies arising from such letting or sale (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 Trustees 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 Commission and meanwhile such moneys shall be invested and any income arising there from 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.

29.

- a) In the event that the Upton Bishop Parochial Church Council or the Upton Bishop Parish Church Charity (the P. C. C.) shall contribute to the Village Hall Charity such sum of money as the Trustees shall in their absolute discretion consider to be a substantial sum towards the costs of construction and equipping of the said Village Hall then the said P. C. C. shall have exclusive use of the Village Hall as:-
 - i) a Place of Worship whenever the Parish Church is unavailable.
 - ii) to the same extent at least as that enjoyed (as of 1 September 1995) by the P. C. C. of the old Parish Room including but not limited to a meeting room in the Village Hall for one evening per month between the hours of 7.00pm to 10.00pm.
- b) The Trustees shall have full powers to secure and protect for the benefit of the P. C. C. by means of a Guarantee, Authorised Security or otherwise the sum contributed by the P. C. C. or such part as the P. C. C. may require.

30. Subject to the restrictions of section 280 of the Act, the Trustees shall have the power to resolve to amend the administrative provisions of this Deed provided such resolution is approved by a further resolution passed at a general meeting by a majority of not less than two-thirds of such inhabitants voting on the resolution.

31. Within the limits prescribed by this Deed the Trustees may from time to time make and alter rules for the management of the Village Hall Charity and in particular with reference to:

- (a) The terms and conditions upon which the Trust property may be used by persons or bodies other than the Trustees 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 (if required);

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- (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 Trustees);
 - (e) The summoning and conduct of meetings including the number of Trustees who shall form a quorum thereat.
32. In this Deed, the following words and phrases shall have the following meanings, unless the context otherwise requires:

- (1) **“the Act”** shall mean Charities Act 2011 including any statutory modification or re-enactment for the time being in force;
- (2) **“the Charity Commission”** shall mean the Charity Commission for England and Wales;
- (3) **“Remote Attendance”** shall mean remote attendance at a general meeting by such means as are approved by the Trustees in accordance with clause 21(7);
- (4) **“writing”** or **“written”** shall be interpreted (without limitation) as allowing for the transmission of information in electronic form.

In Witness whereof the parties have signed this Deed the day and year before written.

SIGNED as a Deed by the said)

JOHN CORNWALL in the presence)

of:-)

ROBERT GAMMOND
GUILD HOUSE
CROW HILL
ROSS-ON-WYE
HEREFORDSHIRE
Haulage Contractor

SIGNED as a Deed by the said)

DEBORAH WOOD in the presence)

of: -)

M. NEAL
7 POWELLS CROFT
UPTON BISHOP
ROSS-ON-WYE
HEREFORDSHIRE

SIGNED as a Deed by the said)

12th October 2023

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ALAN HUGH MAJOR in the presence)

of:-)

C. W. NICHOLLS
6 HIGH STREET
ROSS-ON-WYE
HEREFORDSHIRE
Legal Secretary

SIGNED as a Deed by the said)

PETER JAMES FRAY in the presence)

of:-)

R. W. DUNN
POUND COTTAGE
THE CREWS
UPTON BISHOP
ROSS-ON-WYE
HEREFORDSHIRE
HR9 7UF

SIGNED as a Deed by the said)

MARJORIE DAVIES in the presence)

of:-)

D. M. BRYAN
1 POWELLS CROFT
UPTON BISHOP
ROSS-ON-WYE
HEREFORDSHIRE

Presented by the Trustees after consideration with the said Parochial Church Council

12th October 2023

