

NEUADD BENTREF A CHAEAU CHWARAE LLANDDEWI BREFI

(rhif elusen gofrestredig 523862)

Cynhelir Cyfarfod Cyffredinol Anghyffredin o'r PWYLLGOR RHEOLI NEUADD BENTREF A CHAEAU CHWARAE LLANDDEWI BREFI ar y 30^{ain} o Dachwedd 2020 am 7:30yh.

Bydd y cyfarfod hwn yn cael ei gynnal o bell trwy Zoom; dylai aelodau'r cyhoedd sy'n dymuno mynychu e-bostio web@llanddewibrefi.org i ofyn am ddolen i'r cyfarfod.

AGENDA

1. Croeso ac Ymddiheuriadau am Absenoldeb
2. Esboniad o'r penderfyniad, cynigiwyd gan Rhodri Evans ac eiliwyd gan Bethan Anthony, i ddiwygio Dogfen Lywodraethu Neuadd Bentref a Chaeau Chwarae Llanddewi Brefi yr Pwyllgor Rheoli Ymddiriedolwyr presennol i Ymddiriedolaeth Unigol Cyngor Cymuned Llanddewi Brefi. Mae copi llawn o'r penderfyniad ynghlwm wrth yr agenda hon.
3. Unrhyw gwestiynau.
4. Pleidleisiwch ar y Penderfyniad.
5. Cau'r cyfarfod.

LLANDDEWI BREFI VILLAGE HALL AND RECREATION GROUND

(registered charity number 523862)

An Extraordinary General Meeting of the LLANDDEWI BREFI VILLAGE HALL AND RECREATION GROUND MANAGEMENT COMMITTEE will be held on 30th November 2020 at 7.30pm. The meeting will be held remotely via Zoom; members of the public wishing to attend should e-mail web@llanddewibrefi.org to request a link to the meeting.

AGENDA

1. Welcome and Apologies for Absence.
2. Explanation of the resolution, proposed by Rhodri Evans and seconded by Bethan Anthony, to amend the Governing Document of Llanddewi Brefi Village Hall and Recreation Ground of the present Trustees and Management Committee to the Sole Trusteeship of Llanddewi Brefi Community Council. A full copy of the resolution is attached to this agenda.
3. Any questions.
4. Vote on the Resolution.
5. Close.

LLANDDEWI BREFI VILLAGE HALL AND RECREATION GROUND MANAGEMENT COMMITTEE

Resolution to amend the Governing Document of Llanddewi Brefi Village Hall and Recreation Ground of the present Trustees and Management Committee to the Sole Trusteeship of Llanddewi Brefi Community Council. 30th November 2020.

"That under the powers given to them under Section 280 of the Charities Act 2011, and under clause 26 of the Scheme dated 10th October 2000 made by the Charity Commissioners For England And Wales, and being the Governing document ("the Governing Document") relating to the Charity known as Llanddewi Brefi Village Hall and Recreation Ground (registered Charity number 523862) the Committee of Management and Trustees of Llanddewi Brefi Village Hall and Recreation Ground hereby make the following amendments to the provision of the Governing Document:-

(1) That having regard to the difficulties experienced in obtaining new members to serve on the Committee of Management as provided by Clause 7 of the Governing Document (whether they be elected, representative or co-optative) the Committee of Management shall henceforth consist of Llanddewi Brefi Community Council and its members for the time being and from time to time who shall have power to co-opt or elect such other persons to serve on the Committee of Management and for such length of time as shall in the sole discretion of the Community Council be deemed advisable and whether such other persons are nominated by or be representative of any organisation in the parish of Llanddewi Brefi and the surrounding neighbourhood as provided in Clause 9 of the Governing Document or independent of any such organisation.

(2) That clause 1 of the Governing Document that reads

"In this scheme:

"the area of benefit" means the parish of Llanddewi Brefi and the surrounding neighbourhood.

"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 committee" means the committee 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 committee (who are the charity trustees of the charity) acting under this scheme. "

is amended to read

" "In this scheme:

"the area of benefit" means the parish of Llanddewi Brefi and the surrounding neighbourhood.

"the charity" means Llanddewi Brefi Village Hall and Recreation Ground.

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

"the Council" means Llanddewi Brefi Community Council.

"the members" means the members of the Council (as Sole Trustee of the charity) acting under this scheme."

(3) That clause 2(2) of the Governing Document that reads

“(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.”

is amended to read

“(2) The Charity and the charity property is to be administered by the Council as sole charity trustee in accordance with this Governing Document. The Council is the charity trustee within the meaning of Section 177 of the Charities Act 2011. The Council must act reasonably and prudently in all matters relating to the Charity and must always pursue the interests of the Charity to the exclusion of other Council interests”

(4) That the Governing Document shall henceforth be construed as if references to the Committee were references to Llanddewi Brefi Community Council.

(5) That clause 6 of the Governing Document that reads

“CUSTODIAN TRUSTEE

6. Custodian trustee

The Community Council of Llanddewi Brefi will be the custodian trustee of the charity.”

is amended to read

“TRUSTEE

6. Sole trustee

The Community Council of Llanddewi Brefi will be the Sole trustee of the charity.”

(6) That clause 7 of the Governing Document that reads

“7. Committee of management

(1) Subject as provided in clause 10, there should be:

11 elected members; and

one appointed member for each of the organisations listed in clause 9 of this scheme.

(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.”

is amended to read

“7. Committee of management

- (1) the Committee of Management shall consist of Llanddewi Brefi Community Council and its members for the time being and from time to time, together with such persons as the Council shall resolve to co-opt or elect”

(7) That clause 8 of the Governing Document that reads

“8. 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.”

is deleted.

(8) That clause 9 of the Governing Document that reads

“9. Appointed members

- (1) Each of the following organisations must appoint 1 appointed member:
The Community Council of Llanddewi Brefi
Eglwys Dewi Sant, Llanddewi Brefi
Bethesda Chapel, Llanddewi Brefi
Bethlehem Chapel, Llanddewi Brefi
Llanddewi Brefi Women's Institute
Llanddewi Brefi Young Farmers Club
Llanddewi Brefi Senior Citizens Club
Llanddewi Brefi Football Club
Llanddewi Brefi Horse Race Committee
Llanddewi Brefi Welfare and Culture Committee
- (2) Any appointment must be made according to the ordinary practice of the appointing body.
- (3) An appointment must not be made more than 2 months before the annual general meeting.
- (4) The appointment will be effective from the later of:
 - (a) the end of the annual general meeting; and
 - (b) the date on which the committee or their secretary or clerk are informed of the appointment.
- (5) The person appointed need not be a member of the relevant appointing body.”

is deleted.

(9) That clause 10 of the Governing Document that reads

“10. Co-opted members

The committee may appoint not more than 2 co-opted members. The appointment must be made at a special meeting of the committee. The appointment will be effective from the end of that meeting until the end of the following annual general meeting.”

is amended to read

"10. Co-opted members

The Council shall have power to co-opt or elect such other persons to serve on the Committee of Management and for such length of time as shall in the sole discretion of the Council be deemed advisable and whether such other persons are nominated by or be representative of any organisation in the parish of Llanddewi Brefi and the surrounding neighbourhood or independent of any such organisation."

(10) That clause 12(3) of the Governing Document that reads

"(3) The committee must promptly report any vacancy in the office of appointed member to the body entitled to fill it."

is deleted

(11) That clause 14 of the Governing Document that reads

"14. 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; 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)."

is deleted

(12) That clause 15 of the Governing Document that reads

- "(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."

is amended to read

- "(1) Meetings shall be chaired by the chairman of the Council.
- (2) The members present at a meeting must elect one of their number to chair the meeting if the chairman is not present."

(13) That Clause 19 that reads

“(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.”

is amended to read

“(1) No business may be transacted at a meeting unless there are present at least one-third of the total number of members of the Council and in no case shall the quorum of a meeting be less than three.
(2) If a meeting is or becomes inquorate no business shall be transacted and the meeting shall be closed. The business on the agenda for the meeting shall be adjourned to another meeting.”

(14) That Clause 20 (1) that reads

“(1) Every matter must be decided by majority decision of the members present and voting at a duly convened meeting of the committee.”

is amended to read

“(1) Every matter must be decided by majority decision of the Council members present and voting at a duly convened meeting of the committee.”

(15) That clause 21 of the Governing Document that reads

“21. Recording 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.”

is amended to read

“21. Recording of meetings
Decisions of the Council as sole trustee of the Charity shall be recorded in a minute book and books of account shall be provided and kept by the Clerk to the Council.”

(16) That clause 23 of the Governing Document that reads

“23. Annual general meeting
(1) There must be an annual general meeting of the charity in September 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. The committee may allow inhabitants who are under 18 to attend (but not 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 committee.
- (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 committee will chair subsequent meetings. The persons present must elect one of their number to chair the meeting if the chairman is not present. 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 and vice-chairman are present.
- (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.
- (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."

is amended to read

"23. Annual general meeting

- (1) There shall be an annual general meeting in connection with the Charity which shall be held in such month of the year as the Council shall determine provided that annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.
- (2) All inhabitants of the area of benefit of 18 years of age and upward shall be entitled to attend the annual general meeting and any special meetings.
- (3) Public notice of every annual general meeting and any special meetings shall be given in the area of benefit at least 14 days before the date thereof.
- (4) The chairman of annual general meetings shall be the chairman for the time being of the Council, but if he or she is not present before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (5) The business of an annual general meeting shall be the presentation by the Council of the report and accounts of the Charity for the preceding year and such other business as the chairman shall allow."

(17) That clause 24 of the Governing Document that reads

"24. Transfer of property

- (1) The Official Custodian for Charities is discharged from his trusteeship in respect of the land numbered 1 in part 2 of the schedule to this scheme.
- (2) The title to the land numbered 1 in part 2 of the schedule to this scheme is transferred by this scheme to the custodian trustee in trust for the charity.

(3) The title to the land numbered 2 in part 2 of the schedule to this scheme was transferred by a scheme of 18 March 1974 to the custodian trustee in trust for the charity.”

is amended to read

“24. Transfer of property

(1) The Official Custodian for Charities was discharged by a scheme of 10 October 2000 from his trusteeship in respect of the land numbered 1 in part 2 of the schedule to this Governing document.

(2) The title to the land numbered 1 in part 2 of the schedule to this Governing document was transferred by a scheme of 10 October 2000 to Llanddewi Brefi Community Council as the custodian trustee in trust for the charity.

(3) The title to the land numbered 2 in part 2 of the schedule to this Governing document was transferred by a scheme of 18 March 1974 to Llanddewi Brefi Community Council as the custodian trustee in trust for the charity.”

(18) That clause 26 of the Governing Document that reads

“ 26. Amendment of scheme

(1) Subject to the provisions of this clause, the provisions of this scheme may be amended.

(2) The committee may resolve to add the names of other organisations operating in the area of benefit to 'the list in clause 9 of this scheme. The resolution must be passed at an ordinary meeting of the committee by not less than two thirds of the members of the committee.

(3) 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.

(4) The committee must not make any amendment which would:

(a) vary this clause;

(b) vary the definitions clause and clause 4 (objects clause);

(c) confer a power to dissolve the charity;

(d) 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 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 13 of this scheme (Members not to have a personal interest);

(c) change the name of the charity;

(d) vary the powers of investment exercisable by the committee.

(6) 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.”

is amended to read

“26 Power of amendment

(1) The Council (subject to the provisions of this clause) may from time to time amend the trusts if they are satisfied that it is expedient in the interests of the charity to do so.

(2) The Council must not make any amendment which would have the effect directly or indirectly of:

- (a) Altering or extending the purposes of the charity;
- (b) Authorising the Council to do anything which is expressly prohibited by the trusts of the charity;
- (c) Causing the charity to cease to be a charity at law;
- (d) Altering or extending the power of amendment that is conferred by this clause

(3) The Council must obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:

- (a) Enabling them to spend permanent endowment or capitalise income of the charity;
- (b) Conferring a benefit of any kind on all or any of the current members or their successors;
- (c) Varying the name of the charity

(4) A decision to make an amendment must be approved at an annual general meeting of the charity at which:

- (a) At least 14 clear days’ public notice has been given in the area of benefit, the notice stating the business to be considered; and
- (b) Such amendments are approved by a two-thirds majority of the inhabitants of the area of benefit present and voting at the meeting.

(5) The Council must:

- (a) Prepare a written memorandum of each amendment, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
- (b) Send to the Commissioners a certified copy of the memorandum within three months of the date of the meeting; and
- (c) Retain the memorandum as part of the governing document.”

(20) That Part 1 of the Schedule to the Governing Document “Existing trustees” is deleted.

(21) That apart from the above-mentioned amendments the object, provisions, rules and regulations contained and set forth in the Governing document remain unchanged.