

**CONSTITUTION OF MARTLESHAM HEATH PAVILION
(REGISTERED CHARITY NO. 1069469) WHICH IS THE BODY
SET UP TO MANAGE THE MARTLESHAM HEATH PAVILION
AT MARTLESHAM HEATH**

adopted on the 23 day of October 2002

In accordance with

ORDER OF

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Made under section 26 of the Charities Act 1993 to authorise the amendment of the
Administrative provisions of the governing document

Dated the

3rd September 2002

For the charity known as

MARTLESHAM HEATH PAVILION (1069469)

In the Parish Of Martlesham, Suffolk

1. Definitions

In this Constitution: -

“THE COMPANY”

Means Martlesham Consultants Limited.

“THE PAVILION”

Means The Pavilion in the parish of Martlesham and unless context otherwise requires includes any land in addition to the site of The Pavilion which is included in the Lease.

“THE LEASE”

Means the Lease of the land and buildings at Martlesham Heath (including The Pavilion) dated 13th September 2002 and such other land and rights which may be added thereto between The Company and The Martlesham Heath Pavilion for a period expiring on 30th September 2029 at a rent of £1 per annum.

“THE ACTIVITIES”

2. Objects

Means all functions which take place in The Pavilion including but without limitation the functions mentioned in clause 2.1 or on any other land included in the Lease and includes the maintenance supervision and upkeep of The Pavilion and that property.

- 2.1.1** The Lease is held upon trust for the purposes of a village hall for the use of the inhabitants of the Parish of Martlesham and district (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.
- 2.1.2 Powers of holding trustees and vesting in the Official Custodian for Charities.**
- 2.2(1)** The holding trustees and all persons holding any interest in land beneficially owned or leased by the charity must take such steps as may be necessary for the purpose of vesting in the Official Custodian for Charities all freehold and leasehold lands belonging to the Charity.
- 2.2(2)** Pending such vesting in the Official Custodian for Charities:
- (a) the holding trustees have no powers of management except such as expressly conferred on them by this Constitution
 - (b) the holding trustees have the custody of all securities and documents of title relating to the property but the members of the management committee or any of them have free access thereto and are entitled to take photo copies of them
 - (c) the holding trustees must do all that is asked of them by the management committee in relation to the property unless it involves a breach of trust or involves a personal liability upon them. Provided they act only in accordance with the lawful directions of the management committee, the holding trustees should not be liable for the act and defaults of the management committee or any of its members
 - (d) the powers of appointing new or additional holding trustees and of discharging holding trustees are exercisable by the management committee alone, but the holding trustees have the same power of applying to the court or to the Charity Commissioners for the appointment of a new holding trustee as has any other trustee for a charity. The holding trustees are disqualified from holding office as members of the management committee and no member of the management committee may be appointed a holding trustee so long as he or she remains in office as such member.

3. The Powers

The activities shall be administered in conformity with the provisions of this constitution by the committee of management hereinafter constituted (and hereinafter called **the committee**).

4. Administration

- (1) Except as hereinafter in this clause provided the committee shall consist of up to 6 elected members and up to 7 representative members one of whom shall be a Director of MCL and one of whom shall be a member of the Parish Council, it may include not more than 2 co-opted members.
- (2) The elected members (other than those appointed under sub-clause (8) of this clause to fill casual vacancies) shall be elected at the Annual General Meeting to be held as herein provided.
- (3) One representative member may be appointed by up to 5 of the organisations who are regular users of The Pavilion. 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. Each organisation shall notify to the secretary of the committee the name of its representative.

- (4) Co-opted members shall be appointed at a duly constituted meeting of the committee.
- (5) Subject to the provisions of sub-clauses (6) and (8) of this clause the period of office of members shall commence
 - (a) in the case of elected members, 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 to fill a casual vacancy, on the day on which notification of his appointment is received by the Secretary;
 - (c) in the case of co-opted members, from the date of their co-option.
- (6) 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.
- (7) In the event of any application for representation on the committee being received from an existing or newly-formed organisation operating in the area of benefit the committee may, upon a resolution supported at a duly constituted meeting of the committee by the votes of a majority of not less than two-thirds of all the members of the committee, allow such an organisation to appoint a representative member of the committee in the same manner as if the steps outlined in sub-clause (3) had been followed.
- (8) 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 he was so elected.
- (9) The constitution of the committee as hereinafter provided may, be altered from time to time by a resolution of the kind referred to in sub-clause (7) of this clause.
5. 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.
6. 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 constitution.
7. No member of the committee shall take or hold any interest in any property used in the Activities otherwise than as a trustee for the purposes hereof or receive any remuneration or be interested in the supply of work or goods used in the Activities.
8. Any member who is adjudged bankrupt or who makes a composition or arrangement with his creditors, or who is incapacitated from acting or who communicates in writing to the committee a wish to resign, shall thereupon cease to be a member.
9. The committee shall hold at least two ordinary meetings in each year, there shall be a quorum when at least one third of the number of members of the committee for the time being or three members of the committee, whichever is the greater, are present at a meeting. Special meeting may be summoned at any time by the Chairman or any two members upon 21 clear day's notice being given to all the other members of the matters to be discussed.
10. The committee at their first meeting in each year after the Annual General Meeting shall elect one of their number to be Chairman of their meetings and may elect one of their number to be vice-Chairman. The Chairman and vice-Chairman shall continue in office until their respective successors are elected.

If the Chairman is absent from any meeting, the vice-Chairman (if any) shall preside; otherwise the members present shall before any other business is transacted, choose one of their number to preside at the meeting.

- 11.** Every matter shall (except as herein provided) be determined by the majority of the members of the committee present and voting on the question. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 12.** There shall be an Annual General Meeting in each year;

 - (a)** Annual General Meetings shall be held within 3 months of the end of the Financial Year which ends on the 31st August.
 - (b)** 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. There shall be a quorum when at least 15 inhabitants of the area of benefit are present at any such meeting.
 - (c)** Public notice of every Annual General Meeting shall be given in the area of benefit at least 21 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.
 - (d)** The Chairman of subsequent Annual General Meetings shall be Chairman of the Committee. In his absence the vice-chairman (if any) shall take the chair but, if neither is present, the persons present shall, before any other business is transacted, appoint a Chairman of the meeting. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.
 - (e)** The committee shall present to each Annual General Meeting the report and accounts of The Pavilion for the preceding year.
 - (f)** A special meeting may be called at any time by the chair or any two members upon not less than seven clear days notice being given to all members of the management committee of the matters to be discussed.
- 13.** The committee shall cause all the buildings and other property under their charge at all times to be kept in repair and sufficiently insured against fire, theft, public liability and other insurable risks.
- 14.** After satisfying its obligations under clause 13 hereof the committee shall as and when it thinks fit apply the net yearly income for the purposes of The Pavilion and the Activities.
- 15.** Any sum of cash at any time not needed as a balance for working purposes shall (unless otherwise directed by the Secretary of State) be invested.
- 16.** The committee may receive any additional donations or endowments for the general purposes of The Martlesham Heath Pavilion Management Committee and it may also accept any special objects connected with the aforementioned not inconsistent with the provisions of this constitution.
- 17.** The committee shall provide and keep a minute book and books of account. All proper statements of account in relation to the Activities shall in each year be prepared and copies thereof shall be sent to the Parish Council.
- 18.** The committee may from time to time by mortgage or otherwise obtain such advances on the security of the property under their charge 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 thereon.

19. Disposal of Trust Property and Dissolution

- 19.1** Subject to the provisions of this clause, the management committee may surrender or otherwise dispose of the leasehold interest in the property and other property comprised in the trust fund or any part of it on such terms as may be approved by the management committee in accordance with the provisions of section 36 of the Charities Act 1993.
- 19.2** The management committee may only do so if:
- (a)** the management committee decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of the property and the trust fund in whole or in part for the objects and
 - (b)** the decision to dispose of is confirmed by a resolution passed at a special general meeting of the inhabitants of the age of 18 years and upward of the area of benefit and
 - (c)** such resolution is passed by three-quarters of such inhabitants present and voting at such meeting.
- 19.3** Not less than 21 days notice of such special general meeting (stating the terms of the resolution that will be proposed) must be posted in a conspicuous place or placed on the property and advertised in a newspaper circulating in the area of benefit.
- 19.4** All monies belonging to the Charity including the proceeds of sale of any fixtures and fittings (after satisfaction of any liabilities properly payable) must be applied:
- (a)** In the purchase or lease of other property approved by the management committee and to be held upon the trusts of the Charity or to such charitable purposes as near thereto as circumstances permit or
 - (b)** 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.
- 19.5** Pending such application, such monies must be invested and any income arising shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income to be applied as the capital of such investments or must be used in furthering the purposes specified in this constitution.
- 19.6.1** In the event of the Charity being dissolved a copy of the statement of accounts, or accounts and statement, for the final accounting period of the Charity must be sent to the Charity Commissioners.

20. Amendment of Constitution

- 20.1** Subject to the provisions of this clause. This constitution may be amended.
- 20.2** With the exception of an amendment made by virtue of Clause 4 (7) any other amendment must be made by a resolution passed at either the annual general meeting or a special general meeting.
- 20.3** The notice of the meeting must include notice of the resolution setting out the terms of the amendment proposed.
- 20.4** No amendment must be made which would:
- 20.4.1** vary this clause or
 - 20.4.2** vary Clauses 2 (objects). 7 (members not to be personally interested) and 19 (disposal of trust property and dissolution).
- 20.5** The prior written approval of the Charity Commissioners must be obtained to any amendment which would:

- 20.5.1** vary the composition of the management committee or the terms on which members hold office (other than amendments made under Clause 4 (7))
 - 20.5.2** change the name of the Charity
 - 20.5.3** vary the powers of investment exercisable by the management committee.
- 20.6** The management committee must:
 - 20.6.1** promptly send to the Charity Commissioners a copy of any amendment made under sub-clause 20.2 and
 - 20.6.2** keep a copy or such amendment with this Constitution.
- 20.7** Within the limits prescribed by this constitution the committee may from time to time make and alter rules for the management of and in particular with reference to:-
 - 20.7.1** The terms and conditions upon which The Pavilion and any property under the committee's control may be used by persons or bodies other than the committee for the purposes specified in this constitution and the sum (if any) to be paid for such use.
 - 20.7.2** The deposit of money at a proper bank and the safe custody of documents.
 - 20.7.3** The appointment of an independent examiner.
 - 20.7.4** The engagement and dismissal of such officers and agents as the committee may consider necessary and the payment of such persons (not being members of the committee).
 - 20.7.5** The summoning and conduct of meetings including the number of members who shall form a quorum thereat; Provided that at meetings of the committee the quorum shall not be less than one-third of total numbers of members for the time being.