

Amending a governing document for a Parish Council as Sole Trustee with a village hall sub-committee

The resolution introductory text examples provided have been used for the following:

- Where a parish council is already sole trustee but the governing document requires amendment e.g. to provide clarity and appropriate administrative provisions.
- Where a committee of charity trustees is to be replaced by a parish council as Sole Trustee. Due process must be followed and all necessary efforts must first have been made, and failed, to form a committee of Charity Trustees, and the Parish Council must both fully understand and accept the role, before the resolution can be passed. This may involve multiple public communications and public meetings.

This reflects the original governing document it was used to amend. Further changes than already indicated may be needed to ensure it is fit for use with other governing documents.

Brantham Village Hall Charity No. 268836

At a meeting of Brantham Parish Council acting as Sole Trustee of the Charity held on 04 February 2026, the following resolution was passed in accordance with s280A of the Charities Act 2011.

Resolution

That the governing document of the Charity, namely the Trust Deed dated 14 October 1974 as varied by Resolution dated 04 February 2026, be amended in the following manner:

1. By the introduction of clause 1

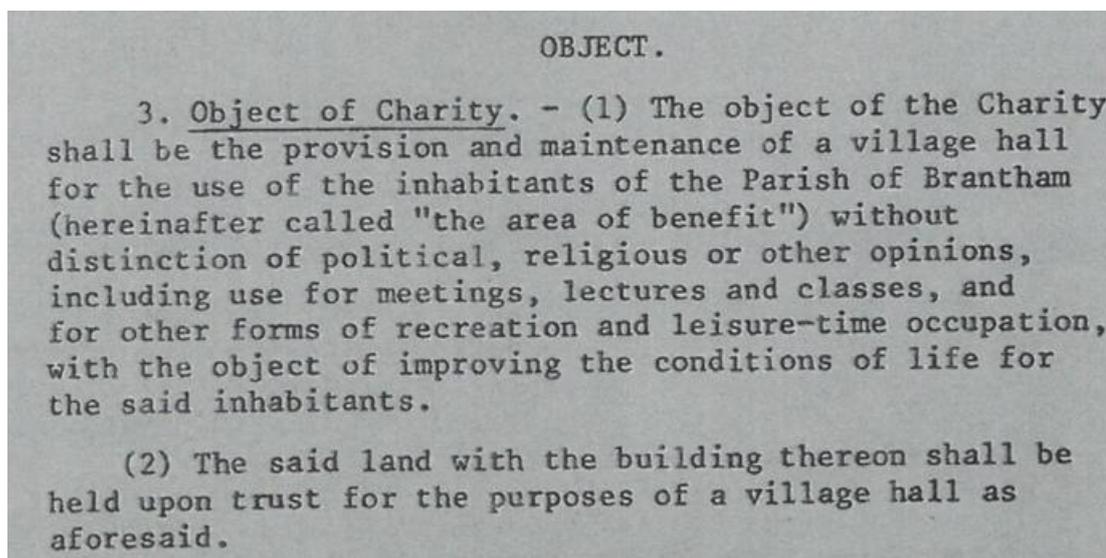
"1. Definitions

"the charity" means Brantham Village Hall registered charity no. 268836

"the council" means Brantham Parish Council

"sole trustee" means Brantham Parish Council acting as trustee and not as a parish council.

2. By the introduction of clause 2 heading **"Charity and objects"**



3. By the introduction of clause 13 **"Disposal of Property, Incorporation and Dissolution"**

13.1 *Subject to the provisions of this Clause:*

13.1.1 *if the Council as sole trustee, or any future management committee of charity trustees, 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, or any other property belonging to the Charity, in whole or in part for the Objects, the trustee(s) may sell or surrender the trust property or any other property belonging to the Charity or any part of it on such terms as may be approved*

by the trustee(s) in accordance with the provisions of Sections 117 to 123 of the Charities Act 2011 or any statutory modification or re-enactment thereof;

- 13.1.2 if the Council as sole trustee, or any future management committee of charity trustees, decides that the Charity should incorporate, it may transfer or require the transfer of the trust fund or any part of it to the new charitable corporate body having the same objects as the Charity.*
- 13.2 *The Council as sole trustee, or any future management committee of charity trustees, may only do so if:*
- 13.2.1 the decision to sell or incorporate 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*
- 13.2.2 such resolution is passed by a three quarters of such inhabitants present and voting at such meeting.*
- 13.3 *Not less than fourteen 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 trust property and advertised in a newspaper circulating in the area of benefit or in the charity's newsletter or on the charity website.*
- 13.4 *Following the sale the trust property and other property belonging to the Charity, in whole or in part in the circumstances described in clause 13.1.1, 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:*
- 13.4.1 in the purchase or lease of other trust property approved by the Council as sole trustee, or any future management committee of charity trustees and to be held upon the trusts of the Charity or*
- 13.4.2 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.*
- 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 governing document.*
- 13.5 *In the event of the Charity being dissolved a copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.]*
3. By the deletion of all remaining clauses of the Trust Deed and the substitution therefor of the following clauses 3 to 12:
- "3. Administration, repairs and insurance**
- 3.1 *The Charity, the Trust Property and other land acquired by the Charity and other property of the Charity must be administered by the Council as sole trustee. The Council is the charity trustee within the meaning of Section 177 of the Charities Act 2011 or any statutory modification or re-enactment thereof. The Council as sole trustee 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.*
- 3.2 *The Council as sole trustee must:*

- 3.2.1 *ensure that the Trust Property and other property of the Charity is at all times kept in repair and sufficiently insured against all insurable risks including fire, theft and public liability and must whenever necessary procure a professional valuation for such purposes and*
- 3.2.2 *take out such insurance as the Council as sole trustee considers necessary to protect the Charity's property including but not limited to public liability insurance and employer's liability insurance.*

4. Powers of the Council

The Council as sole trustee has the following powers, which may be exercised only in promoting the Objects:

- 4.1 *to raise funds and invite and receive contributions and endowments (whether for general or special purposes). In raising funds the Council as sole trustee must not undertake any trading activities which are liable to tax other than charity trading and must conform to relevant requirements of the law*
- 4.2 *to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use*
- 4.3 *subject to Clause 13 and subject to the restrictions imposed by the Charities Act 2011, or any statutory modification or re-enactment thereof, to sell, lease or otherwise dispose of all or any part of the Trust Property and other property belonging to the Charity*
- 4.4 *to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert)*
- 4.5 *to borrow money by mortgage or otherwise or to seek grant aid as may be required for maintaining, extending or improving the Trust Property or any part thereof or erecting any building thereon or for any work carried on therein and to charge the whole or any part of the Trust Property and other property at any time belonging to the Charity with repayment of the money so borrowed or granted (but only in accordance with the restrictions imposed by the Charities Act 2011 or any statutory modification or re-enactment thereof)*
- 4.6 *to employ staff (who must not be members of the Council) and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants*
- 4.7 *to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them*
- 4.8 *without prejudice to clause 5.2, to appoint, constitute and provide clear terms of reference for, such committees as the Council as sole trustee may think fit. Such committees must be answerable to the Council as sole trustee and all their acts and proceedings must be fully and promptly reported to the Council as sole trustee.*
- 4.9 *to do anything else within the law which promotes or helps to promote the Objects.*

5. Meetings of the Council acting as sole trustee and its Village Hall sub-committee

- 5.1 *The following provisions apply to meetings of the Council as sole trustee of the Charity:*

- 5.1.1 *The Council as sole trustee must hold at least two ordinary meetings in each year. Meetings are not public and must be held separately from, and at different times to, meetings of the Council otherwise than as sole trustee of the Charity.*
- 5.1.2 *At the first meeting of the Council as sole trustee, members of the Council shall elect a chairperson and may appoint a vice-chairperson.*
- 5.1.3 *Meetings of the Council as sole trustee may be called at any time by the chairperson or any two members of the Council upon not less than ten days' notice having been given to all other members.*
- 5.1.4 *A special meeting may be called at any time by the chairperson or any two members of the Council upon not less than seven clear days' notice being given to all other members of the Council of the matters to be discussed.*
- 5.1.5 *If the chairperson is absent from any meeting, the vice-chairperson (if any) shall preside; otherwise the members present must, before any other business is transacted, choose one of their number to be chairperson of the meeting.*
- 5.1.6 *Every issue may be determined by a simple majority of the votes cast at a meeting of the Council as sole trustee.*
- 5.2 *The Council as sole trustee may delegate the day to day running of the Trust Property to a committee of the Council to be called the Village Hall Committee. The following provisions apply to the Village Hall Committee:*
- 5.2.1 *the terms of reference of the Village Hall Committee shall be:*
- (a) the management of all bookings of the Trust Property;*
 - (b) the day to day maintenance of the Trust Property;*
 - (c) the payment of bills up to £10,000 in each case, in so far as they conform with the expenditure budget for the year agreed by the Council as sole trustee; and*
 - (d) the representation of users of the Trust Property.*
- 5.2.2 *All cheques in payment of bills in accordance with clause 5.2.1(c) shall be signed, or in the case of electronic payments shall be authorised, by two members of the Village Hall Committee both of whom should normally be Parish Councillors. A non-councillor can be a signatory only in accordance with Standing Orders approved by the Council.*
- 5.3 *The Village Hall Committee shall comprise:*
- 5.3.1 *not less than 4 Parish Councillors, who shall normally be expected to form the majority of the committee;*
- 5.3.2 *no more than 5 representatives of users of the Trust Property (1 representative per user group only) and/or residents of the Parish of Brantham, 18 years of age and upward, appointed in accordance with clause 5.4;*
- 5.3.3 *the Parish Council Clerk and the Village Hall Manager*

Appointed Representative Members

- 5.4 *The Council shall maintain a list of user bodies that they consider to be supportive of the Charity's objects and which have indicated a wish to appoint a member of the Village Hall Committee. The person appointed need not be a member of the relevant*

appointing body. The listed user bodies shall have the right to appoint members of the Village Hall Committee at an annual general meeting. In the event of there being more representatives of user bodies proposed for appointment than vacancies to fill, the Parish Council as sole trustee will select the appointed members. The following provisions apply to the list of user bodies:

- 5.4.1 where any application to be included in the list of user bodies is received from any existing or newly-formed body operating in the said Parish, the Council as sole trustee may, in its discretion, add such body to the list of user bodies.*
- 5.4.2 the Council as sole trustee may remove a body from such list of user bodies where it reasonably considers such removal to be in the best interests of the Charity.*
- 5.4.3 a minute of the relevant resolution, authenticated by the chairperson, should be (a) placed with the title deeds and (b) kept with the charity trustees' working papers.*

Co-opted Members

- 5.5 Co-opted members must be appointed at a meeting of the Council as sole trustee.*
- 5.6 The Village Hall Committee must hold at least four meetings in each year. All meetings must be held separately from, and at different times to, meetings of the Council as sole trustee of the Charity. The following provisions apply to all meetings of the Village Hall Committee:*
 - 5.6.1 At the first meeting of the Village Hall Committee after the annual general meeting, the committee shall elect a chairperson and may appoint a vice-chairperson.*
 - 5.6.2 Meetings of the Village Hall Committee may be called at any time by the chairperson or any two committee members upon not less than ten days' notice having been given to all other members.*
 - 5.6.3 A special meeting may be called at any time by the chairperson or any two committee members upon not less than seven clear days' notice being given to all other committee members of the matters to be discussed.*
 - 5.6.4 If the chairperson is absent from any meeting, the vice-chairperson (if any) shall preside; otherwise the members present must, before any other business is transacted, choose one of their number to be chairperson of the meeting.*
 - 5.6.5 There shall be a quorum when at least two Parish Councillors and one third of the number of other committee members are present at a meeting.*
 - 5.6.6 Every issue may be determined by a simple majority of the votes cast at a meeting of the Village Hall Committee. The chairperson of the meeting may cast a second or casting vote only if there is a tied vote.*
- 5.7 The Council as sole trustee must exercise reasonable supervision over the Village Hall Committee and must ensure that all their acts and proceedings are fully and promptly reported to the Council as sole trustee.*
- 5.8 The Village Hall Committee must keep proper minutes of its meetings. The minute book must be available for inspection upon reasonable request by any member of the Council.*

6. Recording of Meetings

The Council as sole trustee must keep proper minutes of meetings, held in accordance with clause 5. These must be separate to the minutes of meetings of the Council otherwise than as sole trustee of the Charity The charity's minute book must be available for inspection upon reasonable request by any member of the Council. The minute book must be retained by the Clerk to the Council.

7. Annual General Meeting and Special Meetings

7.1 *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 as sole trustee shall determine provided that annual general meetings must be held not more than fifteen months after the holding of the preceding annual general meeting.*

7.2 *All inhabitants of the said Parish and users of the hall shall be entitled to attend and speak at the meeting.*

7.3 *Public notice of every annual general meeting shall be given in the said Parish at least 14 days before the date thereof.*

7.4 *The chairperson of annual general meetings shall be the chairperson for the time being of the Council as sole trustee, but if he or she is not present before any other business is transacted, the persons present shall appoint a chairperson of the meeting.*

7.5 *The business of an annual general meeting shall be: the presentation by the Council as sole trustee of the pre-approved accounts and report of the Charity for the preceding year; the appointment of representatives of user bodies to the Village Hall Committee; and such other business as the chairperson shall allow.*

7.6 *The AGM is empowered to request the Council as sole trustee to bring forward a resolution for public consideration, after the sole trustee has considered any such 'request' and made a decision in the charity's best interests, for the removal of the sole trustee administration and suitable amendment to the governing document, for the charity to be administered by a committee of charity trustees, elected annually at subsequent AGMs.*

8. Accounts

The Council as sole trustee must comply with their obligations under the Charities Act 2011 or any statutory modification or re-enactment thereof, with regard to:

8.1 *the keeping of separate accounting records for the Charity*

8.2 *the preparation of annual statements of account for the Charity*

8.3 *the auditing or independent examination of the statements of account for the Charity and*

8.4 *the transmission of the statements of account of the Charity to the Charity Commission.*

9. Annual Report

The Council as sole trustee must comply with its obligations under the Charities Act 2011 or any statutory modification or re-enactment thereof, with regard to the preparation of an annual report and its transmission to the Charity Commission.

10. Annual Return

The Council as sole trustee must comply with its obligations under the Charities Act 2011 or any statutory modification or re-enactment thereof, with regard to the preparation of an annual return and its transmission to the Charity Commission.

11. Receipts and Expenditure

The income of the Charity, including all donations and bequests, must be paid into an account operated by the Council as sole trustee in the name of the Charity at such bank or building society as the Council as sole trustee shall from time to time decide. Save for bills to be paid by the Village Hall Committee, all cheques and orders for payment of money from such account shall be signed, or in the case of electronic payments shall be authorised, by at least two members of the Council.

12. Rules

Within the limits prescribed by this governing document the Council as sole trustee may from time to time make and alter rules for the management of the Charity and in particular with reference to:

- 12.1 *the terms and conditions upon which the Trust Property, or any other property belonging to the Charity, may be used by persons or bodies other than the Council as sole trustee for the purposes specified in this governing document and the sum (if any) to be paid for such use*
- 12.2 *the deposit of money at a proper bank or building society and the safe custody of documents*
- 12.3 *the appointment of an auditor or an independent examiner*
- 12.4 *the engagement or dismissal of such officers, servants and agents as the Council as sole trustee may consider necessary and the payment of such persons (not being members of the Council)*
- 12.5 *the summoning and conduct of meetings."*

4. By the addition of the following Schedule, incorporating the following from the above-mentioned Scheme dated 14 October 1974.

S C H E D U L E .

Land containing 22 perches or thereabouts situate at Cattawade in the Parish of Brantham in the County of Suffolk having a frontage on the north to Middle Row of 60 feet or thereabouts with the building thereon known as the Village Hall being the land comprised in the above-mentioned conveyance dated the 2nd May 1914 made between The British Xylonite Company Limited of the first part Charles Pierce Merriam and another of the second part and the said Charles Pierce Merriam and two others of the third part.

Signed:

A handwritten signature in black ink, appearing to be 'M. B. ...', with a long horizontal stroke extending to the right.

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Chairperson, Brantham Parish Council as sole trustee for Brantham Village Hall