Knowbury Memorial Hall Terms of Reference for Trustees.

1. Name:
The name of the organisation shall be Knowbury Memorial Hall (hereinafter referred to as "KMH").

2. Objectives:

The objectives of KMH are:

- To maintain and manage Knowbury Memorial Hall as a community facility for the benefit of the inhabitants of Knowbury and the surrounding area (hereinafter referred to as "the Beneficiaries") without distinction of age, sex, sexual orientation, race or of political, religious or other opinions.
- To promote for the benefit of the Beneficiaries the provision of facilities for recreation and other leisure-time occupation in the interests of social welfare with the object of improving the conditions of life for the said inhabitants.
- To promote and facilitate educational, cultural, social, and recreational activities for the benefit of the Beneficiaries.

3. Powers:

In furtherance of the above objectives, the Trustees shall have the power to:

- Raise funds and invite and receive contributions from any person or persons whatsoever by way of donation, and otherwise, provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
- Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects of KMH and to construct, maintain and alter any buildings or erections necessary for the work of KMH.
- Subject to any consents required by law, to sell, let, mortgage, dispose of or otherwise deal with all or any part of the property of KMH.
- Invite and receive the assistance of volunteers and to make reasonable payments to them for out-of-pocket expenses.
- Co-operate with other charities, voluntary bodies, and statutory authorities operating in furtherance of the objectives or similar charitable purposes.
- Do all such other lawful things as are necessary for the attainment of the objectives.

4. Trustees:

- KMH shall be managed by a Board of Trustees (hereinafter referred to as "the Trustees") who shall be responsible for the general control and management of the administration of KMH.
- The number of Trustees should be no more than 18 unless deemed necessary by the Committee
- The first Trustees shall be those persons who are signatories to this Constitution.
- A Trustee must be over the age of 18 years.
- A person shall cease to be a Trustee if they:
- Resigns by written notice to the Trustees.
- Is absent for 3 or more meetings per annum without reason highlighted to the chairperson.
- Is declared bankrupt or makes any arrangement or composition with their creditors generally.
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Is suffering from mental disorder and either (a) is admitted to hospital in pursuance of an order under the Mental Health Act 1983 or any statutory modification or re-enactment thereof or (b) an order is made by a court having jurisdiction in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs.

- Is convicted of any criminal offence (other than a minor motoring offence) which, in the opinion of the Trustees, renders them unfit to be a Trustee.
- Is removed from office by a resolution passed by two-thirds majority of the members present and voting at a General meeting.

5. Election and Appointment of Trustees:

- At the Annual General Meeting (AGM), all retiring Trustees shall be eligible for re-election without nomination, provided they have indicated their willingness to stand again.
- Nominations for new Trustees may be made by any two members of KMH, and must be received by the Secretary at least fourteen (14) days before the date of the AGM. Each nomination must include the written consent of the nominee to act as a Trustee if elected.
- If the number of nominations (including those standing for re-election) exceeds the number of vacancies, a ballot shall be held at the AGM. Voting shall be by secret ballot, and each member present shall have one vote for each vacancy. The candidates receiving the highest number of votes shall be elected as Trustees. In the event that there is a tie the Chairperson should have the carrying vote.
- If the number of nominations (including those standing for re-election) is equal to or less than the number of vacancies, all those nominated shall be declared elected.
- The Trustees shall have the power either at a General Meeting or Executive Meeting to vote in additional Trustees to fill **urgent** vacancies. Trustees offering to fill urgent roles can also be voted in outside of a meeting where there is not a convenient meeting within 4 weeks. This can be done by any three executive committee members or nominated Trustees.

OFFICERS & COMMITTEE

Chairperson - To lead the Committee in the implementation of plans and strategies for KMH, as agreed by the Management Committee; to be the primary point of communication with the KMH; to manage the regular Committee meetings and have a casting vote where required. Also be the first point of contact for concerns within the committee about conduct of members and non-members.

Vice – Chairperson – In the absence of the Chairperson, to act in this role where necessary under the guidance of the Chairperson. To support the Chairperson on all things KMH related and to promote positivity and ideas coming forward from the full committee. If post is unfilled, a trustee can be nominated to assist with decision making of the Executive Committee.

Secretary - To take minutes of Committee Meetings; and within a reasonable timeframe, type-up and disseminate the same amongst those present, for their review, confirmation and/or amendment where necessary. Minutes shall not be deemed binding until signed off by the committee.

Treasurer - To keep up-to-date and accurate records of KMH accounts, in conjunction with Kevin Wholey the current auditor.

Publicity Officer - To communicate with 3rd parties re promotion of KHM activities. Manage publicity/ promotion volunteers to delegate the design of advertising, flyers, posters, programmes, etc. To ensure compliance with legal, copyright and licensing requirements.

Bar - To communicate with bar suppliers, Stock Take & Organise Bar Rota. Manage Bar volunteers to cover events requiring the hall bar to be open. To ensure compliance with legal and licensing requirements.

Maintenance/Cleaning - To conduct regular maintenance checks at the hall. Manage maintenance volunteers to carry out required works. Costs over £50 for maintenance/cleaning must be approved by a management committee vote.

Booking Secretary - To manage all booking and associated correspondence. To liaise with the Bar, publicity and maintenance officers when required for specific events.

Vice Secretary - To support the main officer and assume the role in the absence of the main officer if positions filled. If post is unfilled, a trustee can be nominated to assist with decision making of the Executive Committee.

Conduct

We should all behave with civility towards others.
Rudeness/bullying will not be tolerated towards members of the committee from either other members of the committee or the public.
Objectionable or insulting behaviour, intimidation or bad language is not acceptable.
KMH wishes to maintain a happy and stress-free environment for its committee members. Of course, we hope it never happens, but in the event, you feel you have been subject to inappropriate conduct and it's not possible to rectify it directly with the person responsible, any committee member is invited to submit a formal written complaint to the chair.
No committee member unless in extreme circumstances shall be contacted during holiday periods, any problems / complaints should be directed to the next available executive committee member, this will be stated when leave is informed. If a committee member on holiday has indicated, they are happy to be contacted then this statement is void.

6. Meetings of Trustees:

- The Trustees shall hold at least five general meetings in each year.
- Executive Committee Members (Chairperson, Vice Chairperson, Treasurer & Secretary) shall hold at least 4 additional meetings per year.
- The executive committee is a group of trustees appointed to act on behalf of, and within the powers granted to them by the board of Trustees. Typically, it consists of a chairperson, Vice-chairperson, secretary, and treasurer. It is a group within the board of Trustees responsible for making decisions on behalf of the full committee and shaping the organisation's strategic direction. The executive board committee is composed of members who occupy the senior-most positions in the organisation. The executive committee comes together to discuss the company issues at hand. Being a leaner group, they can meet more regularly than the full committee to ensure the organisations goals stay on track. Generally, these meetings will be chaired by the Chairperson, who may plan them on a monthly basis. The work of the executive committee helps to streamline many of the activities that the committee needs to address, which makes committee work more efficient. Executive committees have been staples of good governance for many years running.
- The Executive Committee shall have the delegated authority to make decisions on the following matters, which will be reported and ratified at the next quorate General Meeting:
- Routine maintenance and repair works up to a value of £1000.00. To be reported back to full committee at the next available meeting.
- Renewal of existing insurance policies on similar terms.
- Renewal of existing management contracts (e.g., cleaning, gardening) on similar terms.
- Authorisation of expenditure, where a decision is required or preferable before the next General Meeting. If this cannot be agreed a WhatsApp message will go out to the wider committee for consultation.
- A quorum for a general meeting of the Trustees shall be one third of the trustees or 3 trustees, whichever is the greater.
- The Chair of the Trustees (elected by the Trustees from amongst their number) shall chair all meetings of the Trustees. In the absence of the Chair, the Vice Chair or appointed trustee shall be chair for that meeting.
- Every question at a meeting of the Trustees shall be decided by a majority of votes of the Trustees present and voting. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- The Trustees shall keep minutes of all their proceedings.

7. General Meetings:

- There shall be an Annual General Meeting (AGM) of KMH which shall be held within twelve months of the date of the last AGM.
- The business of the AGM shall include:
- Receiving the report of the Trustees on the activities of KMH during the preceding year.
- Receiving and approving the audited or independently examined accounts of KMH for the preceding year.
- Electing Trustees in accordance with Clause 5.
- Appointing auditors or independent examiners (if required).
- Considering and, if thought fit, passing any other resolutions.
- An Extraordinary General Meeting (EGM) may be called at any time by the Trustees or upon a written request signed by at least ten members of KMH, stating the purpose of the meeting.
- At least twenty-one (21) days' notice of any General Meeting shall be given to all members. The notice shall state the date, time, and place of the meeting and, in the case of an EGM, the purpose of the meeting.
- A quorum for a General Meeting shall be one third of the trustees or 3 trustees, whichever is the greater.
- The Chair of the Trustees shall chair all General Meetings. In the absence of the Chair, the Vice Chair shall be chair for that meeting.
- Every member present shall have one vote on each resolution. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- Minutes shall be kept of all proceedings at General Meetings.

8. Finance:

- The funds of KMH shall be applied solely towards the promotion of the objects of the Hall.
- A bank account shall be opened in the name of the Hall, and all funds shall be paid into this account.
- All cheques drawn on the account shall be signed by Treasurer or appointed Bank Representative. If the amount exceeds (£1000) at least two Trustees must approve the spend, one of which must be an executive member. It must be signed by the two appointed bank representatives.
- The Trustees shall ensure that proper accounting records are kept and that the accounts are audited or independently examined annually.
- The Trustees shall prepare an annual report and statement of accounts in accordance with the relevant statutory requirements.

9. Expenditure Without Committee Approval:

- The Chair & Secretary of the Trustees shall be authorised to approve expenditure up to a maximum of **£150** per single item (up to a maximum spend of £500), provided that this expenditure is clearly in line with the objectives and ongoing activities of the Hall and is reported to the Trustees at the next meeting.

The Treasurer shall be authorised to approve expenditure as required, provided that this expenditure is clearly in line with the objectives and ongoing activities of the Hall and is reported to the Trustees at the next meeting.

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- Any expenditure exceeding these limits shall require the prior approval of the Trustees at a duly constituted meeting.
- In exceptional circumstances requiring immediate action, the Treasurer (or in their absence, another designated Trustee) may authorise expenditure exceeding the limits set out above, but such expenditure must be fully documented and ratified by the Trustees at the next meeting.

Credit Cards for Expenses: To facilitate efficient management of certain organisational expenses, the committee may authorise the use of credit cards by designated individuals.

- The Treasurer (or a designated committee member) will be responsible for overseeing the use of any organisational Credit cards.
- Any expenditure made using an organisational Credit card must be supported by original receipts and a clear explanation of the expense's purpose.
- Regular reconciliation of credit card statements will be undertaken by the Treasurer and reviewed by another designated committee member.
- Spending limits may be set for individual Credit cards and specific categories of expenditure, as deemed appropriate by the committee.
- Personal use of organisational Credit cards is strictly prohibited.

10. Amendments to the Constitution:

- This Constitution may be amended by a resolution passed by a two-thirds majority of the members present and voting at a General Meeting.
- Notice of any proposed amendments shall be given to all members at least twenty-one (21) days before the meeting.

11. Dissolution:

- If the Trustees decide at any time that it is necessary or advisable to dissolve KMH, they shall call an Extraordinary General Meeting of all the members of KMH, of which not less than twenty-one (21) days' notice (stating the terms of the resolution to be proposed) shall be given. If the resolution is passed by a two-thirds majority of those present and voting at that meeting, the Trustees shall have power to realise any assets held by or on behalf of KMH. Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of KMH as the members may determine or, failing such determination, as the Trustees may decide.

13. Governing Document:

This Terms of Reference shall be the governing document of Knowbury Memorial Hall.

Signatures of the First Trustees:

(Space for signatures, names, and addresses of the initial Trustees)