

## **Minutes of General Meeting of the Lypstone Village Hall Charity no.269342 held on Wednesday 22 April 2020**

### **Present**

**Trustees:** Marge Brewer, Brian Cotton, Anne Crisp, Greg Crum, Paul Harradine, Brain Mather, Don Mildenhall,(chairman) Steve Morgan, (treasurer), Clive Wilson (secretary).

**Others:** Keith Hill (observer, Parish Council), Caron Winter (bookings manager), Miles Freeman (premises manager), Carrie Darby and Ian Bethwaite (prospective CIO trustees).

[NOTE : Because of the restrictions imposed during the COVID-19 pandemic it was not possible to hold the meeting with attendees physically present. As allowed under Charity Commission COVID-19 guidance and with the prior agreement of all the invitees, this meeting was held on-line, providing audio and visual links with real time communication.]

**1 Apologies:** trustees - Bobby Brunt, Vicki Drinkwater

### **2 Chairman's opening remarks**

Don said that, at the meeting of the VHMC on 4 March, it had been agreed that the the Annual General Meeting (AGM) for 2019 should be held today (22 April). As required by the charity's constitution, public notice of the meeting had been given in the Lypstone Herald for May, together with an explanation of why it could not be held in the normal way as an open meeting, as the hall was required by law to be closed because of the COVID-19 pandemic, and the ban on public gatherings.. Since then, the officers had decided that the AGM should be held later, by the end of June 2020 if possible. But in view of the important constitutional issues on the agenda, the meeting would still be designated as a general meeting of the charity and the minutes would be published on the village hall website.

### **3 Minutes of the meeting on 4 March 2020**

These were agreed. It was also agreed that any 'Matters Arising' should be raised at the meeting of the Lypstone Village Hall Charitable Incorporated Organisation [the LVH CIO] later that evening.

## **4 Chairman's (written) Report**

4.1 Don referred to his report circulated with the meeting papers. This majored on the effect of the COVID-19 pandemic on hall bookings and finances. More information about the financial effects are set out in the treasurer's report. Both reports were also on the agenda of the LVH CIO meeting and Don proposed that any substantive discussion should take place at that meeting. In brief, the closure of the hall on 26 March 2020 had had a major impact on gross income through cancellation of bookings, and the officers' decision that normal cancellation charges should be waived. However, the hall's overall financial position remained strong which would enable us to ride out any foreseeable disruption of bookings this year, particularly as we had been able to secure a grant of £10,000 from EDDC under the Government's Retail, Leisure and Hospitality grant scheme.

4.2 Closure of the hall had enabled the premises manager (Miles) to arrange for projects agreed earlier to be carried out. These included refurbishment of the main hall floor and renovation of the double doors to the main hall and the side door by the tennis courts. More details were in the premises manager's report covering 1 March to 18 April, circulated for information with the meeting papers.

4.3 Good progress had been made in the transition to CIO status. The Charity Commission had made the statutory order required to allow the charity's assets to be transferred to the CIO which would then allow the CIO to take over full legal responsibility for management of the hall. The necessary decisions which the VHMC needed to take would be covered under item 6 later in the meeting.

4.5 Trustees thanked Don for his report and agreed that any further discussion of it should be left for the CIO.

## **5 Appointment of Independent Examiner**

5.1 Steve said the VHMC charity had a three-year contract with Thompson Jenner for the independent examination of the hall's accounts which had started with the calendar year 2019. At the time the contract was made it had been assumed that the charity's responsibilities for the hall would have passed to the new CIO by the end of 2019. It now seemed likely that the charity would remain until at least the end of June 2020. So, an independent examiner of the VHMC's accounts for part of 2020 would be required as well as an examiner for the CIO accounts from 1 May 2020. It made sense that Thompson Jenner should carry out that examination as the likelihood was that they would also be appointed to examine the CIO's accounts. If trustees approved this proposal, he would then agree any consequential changes with Thompson Jenner to the fees agreed under the contract with them.

5.2 Trustees confirmed their approval.

## **6 The Vesting Declaration**

6.1 The trustees discussed the proposed transfer of the property known as Lympstone Village Hall and other assets and liabilities of the unincorporated charity to Lympstone Village Hall CIO No 1187640 (CIO).

6.2 The draft Vesting Declaration had been prepared on the advice of Tozers Solicitors. The draft documents have been reviewed by the trustees and it was noted that the CIO would, on completion, receive the assets of the Unincorporated Charity and assume responsibility for all liabilities of the trustees of the Unincorporated Charity.

6.3 As the property known as Lympstone Village Hall is currently unregistered at the Land Registry, the transfer of the property to the CIO will trigger first registration of the land. In order to complete registration, the original deeds are required which are currently held by the Parish Council.

6.4 The following resolution, proposed by Brian Cotton and seconded by Paul Harradine, was unanimously agreed:

1. To change the status of the unincorporated charity to that of a charitable incorporated organisation and to transfer the Trust's assets and undertaking to the CIO.
2. To approve the proposed Vesting Declaration under which the above transfer of assets will be put into effect.
3. Subject to 2 above, to wind up the Trust and to have Tozers LLP register the merger of the Trust with the CIO in the Charity Commission's Register of Mergers.
4. To delegate to Don Mildenhall and Steven Morgan the ability to conclude matters on behalf of the Trust in respect of the setting up of the CIO.
5. To authorise Don Mildenhall and Steven Morgan pursuant to section 333 of the Charities Act 2011 to sign all documents pertaining to the transfer of the undertaking by the Trust to the CIO

6.5 In addition, it was agreed that steps shall be taken in conjunction with CIO

- to arrange for a transfer of cash held by the Unincorporated Charity's bank accounts at the close of business on 30 April 2020 or as soon as possible thereafter to bank accounts designated by the CIO
- to arrange for the CIO to become the Insured under the Village Hall Insurance Policy
- to take all other steps as shall be necessary to ensure that subsisting contracts are, as far as practicable, put in the name of CIO subject to the terms of the Vesting Declaration.

## **7 Any Other Business**

None

## **8 Date of Next Meeting**

As noted in item 2 above, the next meeting was planned to be the Annual General Meeting for 2019, around the end of June 2020. It was also expected to be the meeting at which the (unincorporated) VHMC charity would pass the necessary resolution(s) for its dissolution.