

## **Notes for trustees meeting 17th January 2023.**

### **Constitution of NVCA**

The constitutional document of NVCA is the Articles of Association. These are registered at Companies House and the Objects clause in particular was agreed with the Charity Commission after much negotiation and we were register as a charity on the 22nd April 2021.

#### **Objects – (clause 4 AofA)**

The charity's objects ("Objects") are:

- (1) To provide or assist in the provision of facilities in the village of Newchurch-In-Rosendale and the surrounding area, in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life;
- (2) To provide or assist in the provision of public amenities within the village of Newchurch-In-Rosendale and the surrounding area
- (3) Acts for the public benefit taking a balanced view to protect and enhance the character and amenities of Newchurch-in-Rosendale and the surrounding area including:-
  - (a) high standards of planning/architecture
  - (b) educate in the geography, history, natural history and architecture of the area of benefit
  - (c) preservation, protection development and improvement of features of historic or public interest; and
- (4) To support such general charitable purposes according to the laws of England and Wales as the trustees may in their absolute discretion determine, through the provision of grants to registered charities.

The objects are written in legalese and with wording the charity commission wanted when we registered. To change these would require further negotiation with the charity commission. In all honesty there is no need to change these objects as they cover all we need them to in order to operate as a community association.

### **Powers - (clause 5 AofA)**

This sets out the authority (power) of NVCA to operate, we must operate within these powers, again they are extensive and more than adequate for us to function.

### **Declaration of directors' interests - (clause 8 and 9 AofA)**

We are required to make a declaration of our interests. I have prepared a form for us to make that declaration.

### **Trustees (Directors) – (clauses 27 to 39 AofA)**

Trustees are directors and vice versa. The companies act calls us directors, but the charity commission calls us trustees. We should call ourselves trustees.

There must be at least 3 directors. All must be adults. Directors are appointed by an ordinary resolution at general meetings. (Do not confuse community meetings with general meetings, general meetings are formal company meetings requiring notice and only members can vote.) Directors can appoint a director, but that director must retire at the next AGM and can be re-elected by the members.

The members appoint the directors for a term of office at the AGM. There is no requirement for the members to appoint the chair, but there is nothing in our AofA to ratify the appointment of the chair at the AGM.

### **Trustees' meetings – (clauses 41 to 49 AofA)**

These clauses set out how our meetings are conducted. They must be minuted.

We should be having trustee meetings regularly; I suggest at least 4 times a year ideally before each of the open community meetings