

Birdbrook and District Community House

Constitution

Date of constitution (last amended):

23rd September 2025

1. Name

The name of the Charitable Trust ("*the Trust*") is

Birdbrook and District Community House

2. National location of principal office

The principal office of *the Trust* is in England.

3. Object

The object of *the Trust* is:

To provide buildings, facilities and open space for amateur sport, economic and community development, and employment for the benefit of the inhabitants of the civil parish of Birdbrook in Essex and its immediate vicinity.

4. Powers

The Trust has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, *the Trust* has power to:

- (1) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Trust must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to *the Trust*. In exercising this power, *the Trust* must comply as appropriate with sections 117 and 119 to 123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of *the Trust*. *The Trust* may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of *the Trust* to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of *the Trust* must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of *the Trust* or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of *the Trust*.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at *the Trust's* expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of *the Trust* may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of *the Trust*.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from *the Trust* on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to *the Trust*;
- (c) be employed by, or receive any remuneration from, *the Trust*;
- (d) receive any other financial benefit from *the Trust*;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("*the Commission*") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from *the Trust* as a beneficiary of *the Trust* provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods to *the Trust* where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) A charity trustee or connected person may receive interest on money lent to *the Trust* at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to *the Trust*. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of *the Trust* on the same terms as members of the public.

(3) In sub-clause (2) of this clause:

- (a) "*The Trust*" includes any company in which *the Trust*:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;

- (b) "connected person" includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with *the Trust* or in any transaction or arrangement entered into by *the Trust* which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of *the Trust* and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of trustees to contribute to the assets of *the Trust* if it is wound up

If *the Trust* is wound up, the trustees have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of *the Trust* and may for that purpose exercise all the powers of *the Trust*. It is the duty of each charity trustee:

- (a) To exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of *the Trust* in the way he or she decides in good faith would be most likely to further the purposes of *the Trust*; and
- (b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) Any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) If he or she acts as a charity trustee of *the Trust* in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of *the Trust*:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 12(1)(e).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (d) At least one of the trustees of *the Trust* must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a

meeting of the charity trustees, or appoint a new charity trustee.

- (e) Trustees must reside in the civil parish of Birdbrook.

(3) Number of charity trustees

- (a) There should be:

Not less than three nor more than six appointed trustees and one ex officio trustee. The ex officio trustee shall not have voting rights.

- (b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees

The first charity trustees were as follows and were appointed for life.

John Felix Charles Bryce and Marie Josephine Bryce

10. Appointment of charity trustees

(1) Appointed charity trustees

- (a) Apart from the first charity trustees, every appointed trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.
- (b) In selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of *the Trust*.
- (c) When a position as charity trustee becomes vacant, the trustees must make this known to parish residents and seek volunteers to take up the position.

(2) Ex Officio Trustee

- (a) The Chair of the Birdbrook Parish Council ("the BPC") for the time being ("the office holder") shall automatically ("ex-officio") be a charity trustee, for as long as he or she holds that office and will chair all meetings of the trustees.
- (b) If unwilling to act as a charity trustee, the office holder may:
 - (i) Before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause 12 (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) A copy of the current version of this constitution; and

- (b) A copy of *the Trust's* latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
- (a) Retires by notifying *the Trust* in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to *the Trust*, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
 - (f) Ceases to reside in the civil parish of Birdbrook.
- (2) Any person retiring as a charity trustee is eligible for reappointment.
- (3) A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

13. Taking of decisions by charity trustees

Any decision may be taken either:

- At a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - The majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to *the Trust* at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

14. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- (c) There will be a minimum of four meetings of the charity trustees per year, to include the Annual General Meeting (AGM).

(2) Chairing of meetings

The ex officio trustee, or their nominated deputy, will chair all meetings of the trustees. If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum of voting members is present at the time when the decision is taken.
- (b) The quorum is two charity trustees, or the number nearest to one-third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (c) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (d) In the case of an equality of votes, the matter will be deferred and may be raised again at a future meeting.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the Trust

- (1) The members of *the Trust* shall be its charity trustees for the time being. The only persons eligible to be members of *the Trust* are its charity trustees. Membership of *the Trust* cannot be transferred to anyone else.

- (2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of *the Trust*.

17. Informal or associate (non-voting) membership

- (1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members, and the conditions for admission to, and termination of membership of any such class of members.
- (2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

18. Decisions which must be made by the members of *the Trust*

- (1) Any decision to:
- (a) Amend the constitution of *the Trust*;
 - (b) amalgamate *the Trust* with, or transfer its undertaking to, one or more other Trusts, in accordance with the Charities Act 2011; or
 - (c) wind-up or dissolve *the Trust* (including transferring its business to any other charity) must be made by a resolution of the members of *the Trust* (rather than a resolution of the charity trustees).
- (2) Decisions of the members may be made either:
- (a) By resolution at a general meeting; or
 - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as *the Trust* has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of *the Trust* on the date when the proposal is first circulated.

19. General meetings

(1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of *the Trust*. The purpose of such a meeting is to discharge any business which

must by law be discharged by a resolution of the members of *the Trust* as specified in clause 18 (Decisions which must be made by the members of *the Trust*).

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of *the Trust* is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of *the Trust*.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2) to (4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - Who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) *The Trust* shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

1) General

The Trust will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The Trust must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) Appointments of officers made by the charity trustee;
- (2) proceedings at general meetings of *the Trust*;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of *the Trust*, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of *the Trust* entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of *the Trust*, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of *the Trust* on request.

27. Disputes

If a dispute arises between members of *the Trust* about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224 to 227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) By resolution agreed in writing by all members of *the Trust*; or

- (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of *the Trust* called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of *the Trust's* objects, of any provision of *the Trust's* constitution directing the application of property on its dissolution or any provision of *the Trust's* constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of *the Trust* or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of *the Trust's* constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

29. Voluntary winding-up or dissolution

- (1) As provided by the Dissolution Regulations, *the Trust* may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve *the Trust* can only be made:
 - (a) At a general meeting of the members of *the Trust* called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) By a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of *the Trust*.
- (2) Subject to the payment of all *the Trust's* debts:
 - (a) Any resolution for the winding up of *the Trust*, or for the dissolution of *the Trust* without winding up, may contain a provision directing how any remaining assets of *the Trust* shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of *the Trust* shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of *the Trust*.
- (3) *The Trust* must observe the requirements of the Dissolution Regulations in applying to the Commission for *the Trust* to be removed from the Register of Charities, and in particular:
 - (a) The charity trustees must send with their application to the Commission:
 - (i) A copy of the resolution passed by the members of *the Trust*;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of *the Trust* have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of *the Trust* has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days

to every member and employee of *the Trust*, and to any charity trustee of *the Trust* who was not privy to the application.

- (4) If the *Trust* is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.



S T Rhenius

Chair of Trustees

23rd September 2025



K Gentry

Vice Chair of Trustees

23rd September 2025



M P Urwin

Trustee

23 September 2025



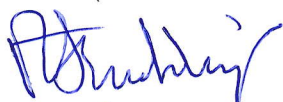
STEPHEN FILBEY

TRUSTEE

23.9/25.

Elizabeth Filbey
TRUSTEE

23/9/2025


TRUSTEE

23/9/2025