

Terms of Reference: Jan 2026

Notes:

1. This document is intended to be read in conjunction with The Conveyance made between Evelyn Barbara Nelson and Lawrence William Robson (of the first part) and Robert Peter Healing, Nicholas Harrold Kenneth Coleman, Stanley Digby and John Arthur William Walker (of the second Part) dated 7 November 1968.
2. This document has been drafted to clarify the purpose, structure, scope and responsibilities of the Kemerton Village Hall Committee.
3. This document will be made available for inspection on the website.
4. This document may be amended from time to time with the approval of no fewer than two thirds of the members of the Committee, and is intended to evolve to reflect current practice and practicalities in the administration of the business of the Committee.
5. This document will be reviewed by the Committee not less than every 5 years.
6. Should this document be amended, the updated version will replace that previously available for inspection on the website.
7. Where there is a conflict between this document and the above-mentioned Conveyance, the terms of the Conveyance shall be determinative unless specifically agreed by the Committee.
8. The Conveyance can be inspected at www.kemertonvillagehall.co.uk

1. TERMS / DEFINITIONS

For the purposes of this document

- 1.1 The Victoria Hall Kemerton shall be referred to as “The Kemerton Village Hall” or “KVH”
- 1.2 The Committee of Management shall be referred to as “the Committee”
- 1.3 The Conveyance made between Evelyn Barbara Nelson and Lawrence William Robson (of the first part) and Robert Peter Healing, Nicholas Harrold Kenneth Coleman, Stanley Digby and John Arthur William Walker (of the second Part) dated 7 November 1968 shall be referred to as “the Deed”
- 1.4 The Charitable Trust created by the Deed shall be referred to as “the Trust”, and the Trustees thereof as “the Trustees”

- 1.5 The Charity created by the Deed, therein referred to as “the Foundation” has been registered with the Charities Commission as “The Victoria Hall, Kemerton” under number 523159, and shall be referred to as “the KVH Charity”
- 1.6 “The area of benefit” shall mean the inhabitants of the Parish of Kemerton and the neighbourhood
- 1.7 “The KVH website” shall mean the site www.kemertonvillagehall.co.uk
- 1.8 “via WhatsApp” shall mean via the WhatsApp group called “Kemerton Village”

2. CONTEXT

- 2.1 Title to the land upon which KVH sits is held by the Official Custodian, a corporation created by statute to hold land on behalf of charities.
- 2.2 The Trustees shall be the Chair and Secretary of the Committee plus at least one other member of the Committee (up to a maximum of five in total), to be appointed annually at the Annual General Meeting.
- 2.3 The Committee administer the Hall for the use of the inhabitants of the area of benefit, without distinction of race, religion or belief, age, disability, gender, sexual orientation, marital status or other protected characteristic, and in particular for use for (but not limited to) the following
 - meetings
 - lectures
 - classes
 - other forms of recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants
 - for such other purposes as the Committee may from time to time approve, and determine to be in keeping with the purposes set out in the Deed

3. FUNCTION OF THE COMMITTEE

- 3.1 The Committee is responsible for the administration of the Hall for those living within the area of benefit and for expending net income derived from its use in accordance with the terms of the Deed, to include (but not limited to) the following:
 - collecting in and administering any revenue, donations and expenses connected with the use or administration of the Hall
 - disbursing any payments due in respect of the administration of the Hall
 - ensuring that the Hall is kept in good repair, both internally and externally

- ensuring that the Hall is adequately and properly insured
- maintaining the website in connection with the Hall (www.kemertonvillagehall.co.uk)
- administering a booking system
- any other functions in keeping with the general purposes for which the Hall was intended to be used as set out in the Deed.

4. COMMITTEE MEMBERSHIP

- 4.1 The Committee consists of elected and representative members of the resident Kemerton community, living within the area of benefit.
- 4.2 There must be a minimum of 6 elected members.
- 4.3 There can be no more than 2 co-opted members at any time.
- 4.4 Any existing or newly formed organisation operating in the area of benefit may apply for representation on the Committee.
- 4.4.1 Any such request may be granted by the Committee by the approval by vote of not less than two thirds of all of the members of the Committee.
- 4.4.2 There may be up to a maximum of 9 representative members.
- 4.4.3 Such representative members shall be appointed at the AGM and their term will extend only until the next AGM at which time they may stand for election to the Committee.
- 4.4.4 With their organisation's consent a member so elected may continue to represent their organization upon the Committee.
- 4.4.5 Representative members will have the same voting rights as elected members of the Committee.
- 4.5 Should a casual vacancy arise on the Committee during the year
- 4.5.1 in respect of an elected member, it may be filled by the Committee by co-option, such co-option to be approved by no fewer than two thirds of the elected members of the Committee.
- 4.5.2 in respect of a Representative member, it may be filled by the representative organization in accordance with their own procedures.
- 4.5.3 any person appointed to fill a casual vacancy will serve only for the unexpired term of the member in whose place they have been appointed.
- 4.6 In the event that a member of the Committee is adjudged bankrupt they must resign from the Committee with immediate effect.

- 4.7 A list of the current members will be maintained by the Secretary and will be available for inspection on the KVH website.
- 4.8 The list will note the capacity in which each member sits on the Committee, and the date of their election or co-option.

5. OFFICERS

- 5.1 There must be a Chair of the Committee, elected at the AGM by the members of the Committee.
- 5.2 The Committee may appoint a Vice Chair of the Committee, elected at the AGM by the members of the Committee.
- 5.3 Should the role of Chair (or Vice Chair, If any) become vacant at any time between Annual General Meetings, a temporary Chair or Vice Chair may be elected by the Committee, by the approval of no less than two thirds of the Committee, and their appointment will be confirmed at the subsequent AGM.
- 5.4 The Committee must appoint a Secretary to hold office for so long as the Committee agree, and the member so appointed consents.
- 5.5 The Committee may appoint a Treasurer to hold office for so long as the Committee agree, and the member so appointed consents.
- 5.6 The Committee may appoint an Auditor or other unpaid officers as they agree, and for such duration as they agree.
- 5.7 The Chair will serve for a maximum term of two years, and may be elected by the Committee to serve two more consecutive terms, up to a maximum of six consecutive years in post.
- 5.8 The Vice Chair will become Chair upon the end of the Chair's term of office. In the absence of a Vice Chair the Committee will elect a Chair from among themselves.
- 5.9 The Secretary and the Treasurer will remain in office until their successors may be elected by the Committee from among themselves.
- 5.10 The Officers, namely the Chair, the Secretary and the Treasurer, may remain on the Committee at the end of their term of office for a period of two years without the need to stand for re-election.
- 5.11 The duties of the Officers will be discussed and agreed by the Committee from time to time, and noted in the Minutes. They will include, but not be limited to:
- 5.11.1 The Chair will chair any meeting of the Committee
 - 5.11.2 The Vice Chair will chair any meeting which the Chair is unable to attend, and deputise generally for the Chair
 - 5.11.3 The Secretary will take Minutes of any meeting of the Committee, be responsible for maintaining the List of Members and Register of Interests on the website and

the orderly management of the election process, including all notices in respect of the AGM and other meetings

5.11.4 The Treasurer will

5.11.4.1 manage the Hall's finances under the guidance of the Chair and the Committee, maintain a bank account and appropriate records for all income and outgoings and make the monthly VAT return

5.11.4.2 keep all records at The Charity Commission relating to the Charity up to date, including lodging an Annual Return and ensuring that any change in the Trustees is notified to the Commission in a timely fashion

5.11.4.3 in addition to the duties outlined at 10.9 below, present an Annual Report as to the financial health of the organisation at each AGM which Report will subsequently be made available for inspection on the Website.

6. ELECTION TO THE COMMITTEE

6.1 Any resident within the area of benefit may volunteer for election to the Committee.

6.2 Elections will take place annually at the AGM.

6.3 Any nominee proposed for election to the committee must

6.3.1 consent to their nomination (this to be provided in writing to the Secretary of the committee not less than 14 days before the AGM at which it is proposed they are elected)

6.3.2 be proposed by one and seconded by another of two people residing in the area of benefit, each of whom must be over 18 whose names and addresses have been provided to the Secretary of the Committee at the time that the nominee provides their consent as provided for at 6.3.1 above.

6.4 The names of any nominees must be listed in alphabetical order, along with the names of their proposers and seconders, and posted on the website, not less than 14 days before the AGM.

7. TERMS OF OFFICE

7.1 At every AGM the two elected members who have served longest on the Committee shall retire. Two members must then be elected to the Committee as replacements, either by way of re-election (in which case the retiring members need not comply with the election process outlined at paragraph 6 above), or from outside the existing Committee.

8. RESIGNATION FROM THE COMMITTEE

8.1 Should any member wish to resign for the Committee, such resignation must be communicated in writing to the Chair and/or the Secretary as soon as practicable, who will then inform the Committee.

8.2 The Secretary will as soon as practicable note any resignation on the list of members on the website.

9. REMOVAL FROM THE COMMITTEE

9.1 Should any member of the Committee act in such a way as to cause the Committee to come into disrepute, they may be summarily removed from the Committee at the Chair's proposal and approval of no fewer than two thirds of the remaining members of the Committee.

9.2 The Chair may, at their discretion, and with the approval of the Committee take such other steps as may be deemed appropriate in each case in the event of a lesser breach of these guidelines by a member of the Committee.

9.3 Any action taken in respect of the removal of a member from the Committee, for whatever reason, shall be minuted only in private Minutes of any meeting of the Committee, such Minutes being available for inspection only by Committee members.

9.4 The Secretary will as soon as practicable note any removal on the list of members on the website.

9.5 Any person who has been removed from the Committee shall not be eligible to stand for re-election to the Committee for a period of three years from the date of their removal.

10. MEETINGS

10.1.1 The Committee must hold an Annual General Meeting each year, in April, or as soon as possible thereafter. All inhabitants of the area of benefit over the age of eighteen may attend the AGM.

10.1.2 21 days' notice of the AGM will be given by way of a notice being displayed at the Hall, posted on the website, and circulated via WhatsApp.

10.1.3 The Committee must hold at least two ordinary meetings per year (in addition to the AGM).

10.1.4 Minutes of the AGM will be made available on the website.

10.1.5 The Committee may call Special meetings for any purpose that they deem fit. Not less than 7 days' notice must be given of any Special meetings called by the Committee on the proposal of the Chair. Notice must be given by WhatsApp, including the subject matter of such meetings.

- 10.1.6 The quorum for any meeting of the Committee is no less than five committee members including representative members.
- 10.2 Meetings are chaired by the Chair, and in their absence by the Vice Chair, and in their absence by such other member as may volunteer at the meeting.
- 10.3 Minutes will be taken by the Secretary, and in their absence by such other member of the Committee as may volunteer at the meeting.
- 10.4 Voting is by simple majority on a show of hands of those present. The Chair of the meeting has the casting vote in the event of equality of votes.
- 10.5 The Treasurer will give a brief report at each meeting as to the general finances of the organisation and in respect of any issues of particular note at their discretion or the request of any other member.

11. ACCOUNTS

- 11.1 The Treasurer is responsible for maintaining the accounts.
- 11.2 Accounts will be kept by the Treasurer who will present them for approval by the Committee and those present at the Annual General Meeting each year. The accounts which will subsequently be made available for inspection on the Website, and copies shall also be sent to the Parish Council for Kemerton, and any other Parish Council for an area benefitting from the Hall.

12. DECLARATION OF INTERESTS

- 12.1 The Secretary will maintain a Register of Interests recording such interests of the members of the Committee which may be relevant to their role upon the Committee. Such register shall be available for inspection on the Website.