

Sunningdale Village Hall

**Reconvened AGM
Wednesday 22nd July 2015 at 7.30 pm**

MINUTES

Present: Robin Booth (Acting Chair)
Rosemarie Nash
Steve Hall
Carol Elsasser (Acting Secretary)
Christine Gadd
Adrian Keal
Rev Sue Cooke
Rev David Uffindell
Jane O'Kill

Apologies: Anthony Hatch
Aileen Boaler
Rebecca Graves

Robin Booth (RB) welcomed those present and reported that since the original meeting on 5th May the former Chairman John Upperton had resigned as a Trustee. He did this on 1st July 2015 following receipt of legal advice. RB noted that as a result he was acting as Chair for this meeting.

He reminded those present that Sunningdale Parochial Church Council (SPCC) had given formal notice prior to the AGM on 5th May that they had appointed Steve Hall and Anthony Hatch to be their appointed Trustees for the ensuing year and that John Upperton would no longer be one of their appointed Trustees.

Notwithstanding that SPCC had received legal advice that they were entitled to end the period of office of a Trustee in this manner this was disputed by some on various grounds including: the intentions when the constitution was amended in 2009; the ambiguous wording of the constitution; recent custom and practice and Charity Commission governance recommendations.

Mindful of their duty to ensure that Sunningdale Village Hall is run in accordance with its constitution and their duty of care to all concerned the Trustees proposed, and it was agreed, that the AGM should be adjourned to enable them to take legal advice on this specific issue.

This was agreed on the basis that the AGM would be reconvened in no more than three months and that over the coming year the Trustees would review the constitution to remove any ambiguities and to ensure it was fit for purpose.

RB reported that the advice the Trustees had received confirmed the view of SPCC.

The constitution provides that:

- The appointment of a nominated Trustee should be made not more than one month before the AGM.
- The term of office of a nominated Trustee commences at the end of the AGM and finishes at the end of the next AGM, except where the nomination is to fill a casual vacancy or where it is made more than one month before the AGM, in which case the term of office commences on the day the nomination is received by the Secretary and ends at the end of the next AGM.
- Nominated Trustees may be re-appointed by the nominating body but there is no presumption that this will happen.
- The Trustees do not get appointed/elected or re-elected/re-appointed by those present at the AGM. The AGM is simply the point in time when Trustees take up or leave office (except for appointments between AGMs) having been appointed or re-appointed by the nominating organisations (SPCC and Sunningdale Parish Council).

RB reported for the record that the following had been validly appointed and would hold office until the conclusion of the next AGM:

- Steve Hall (SPCC)
- Anthony Hatch (SPCC)
- Rosemarie Nash (SPC)
- Robin Booth (SPC)

He also noted that Clause 13 of the constitution provides that no person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the scheme. This would be done.

He reported that Clause 16 of the constitution provides that at the first meeting in each year after the AGM one of the nominating organisations shall appoint one of the Trustees to be Chairman until the commencement of the first meeting after the AGM the following year. The practice had been that the two nominating organisations take it in turn to do this, with this year being SPC's turn. As mentioned at the meeting on 5th May he noted that Sunningdale Parish Council had indicated that he would be appointed and he looked forward to taking up the position.

RB placed on record the thanks of the Trustees and the community to John Upperton. John first became a Trustee in November 2011 and served as Chairman twice. He was very committed to the success of the Hall and during his time as a Trustee significant improvements were made to the property and the charity was put on a sound financial footing. John had been integral in securing funding for the toilet renovation and redecoration project and the heating upgrade. He had been a very hands on Trustee and looked after the wellbeing of all the volunteers and employees. The Trustees have recently taken a lease on a self-contained office in the SPC

Pavilion and John was pleased to have been able to keep the excellent operations team together. He had now moved to Cranleigh and it was hoped that he would remain in touch. RB then proposed a formal vote of thanks to John, this was seconded by Christine Gadd and passed unanimously.

Jane O'Kill wished it to be recorded that up until November 2009, the Trustees did sign the minute book each year and were also provided with a Handbook specifically for Trustees. RB undertook to ensure that all the Trustees receive this Handbook.

RB declared the meeting closed at 7.45pm.