

MINUTES OF HICKLING PLAYING FIELD OR RECREATION GROUND CHARITY

Date **28th July 2014** Venue: **Hickling Barn** Time **8 pm**

	PRESENT : Richard Cook , Nick Baker, Shirley Sainsbury , Brian Butcher , Chris Watkins, Maggie Prettyman, Vivien Tallowin, Pam Barnard	Action BY
1	Apologies: Harvey Gibbons. Harry Purnell, Lorraine West	
2	Approval of Minutes: 23 June & 10 July approved	
3	Matters Arising : Warwickshire CC (foyer door damage) NB to draft letter.	
4	Finance Matters : PB met with the accountant. Finance report circulated. All agreed for the Fields in Trust subscription be paid, £50, as this is further protection to keep the recreation ground status for the future.	PB
5	Dispute Update: Two meetings had been held with 2 parish councillors mandated to attend on behalf of HPC & 3/4 trustees. Both sides felt they had come to an amicable and practical solution to the difficulty regarding the PC's demands for the removal of the nominating organisations. The two Parish Councillors took the proposed compromise back to the HPC for consideration. However less than two days after the second meeting the charity received a letter dated the 21 st July from HPC which clearly stated that they will not consider any amendment to the draft Constitution appended to the Tomlin Order with regards to the nominated trustees. The Trustees took legal advice and Hansells confirmed that as the PC are not prepared to reconsider their requirement that the nominating organisations be removed from the Board, the Trustees should consider passing a s280 resolution so that the new constitution can be put to the membership at an EGM of the Charity. The 2 parish councillors that the Charity met with have subsequently tendered their resignations to the Parish Council over the matter. RC proposed and all agreed that the PC letter to the Charity go onto the Barn website.	
6	Fund Raising & Promotion: Deferred.	
7	Correspondence: HPC letter (see item 5). CC query as to whether the legal dispute qualifies as Charity Proceedings. This matter was put in the hands of the Charity's solicitors in 2012 and has been cleared with the CC. CC request for information about the history of the dispute. Responded to. Sue Pilgrim, wedding planner, has accepted our proposal of using her to plan & oversee certain weddings in the Barn as per discussions with MP. David Skinner to attend to light problem. Pheonix Trust has written to the trustees wanting assurance that the trustees have done everything in their power to expedite the dispute, a chronology of facts which excludes any matters of legal privilege will be forwarded to the PT ASAP.	
8	Resolution s280: Under the Charities Act 2011 a s280 resolution is in required to modify the Charity's Constitution. (Section 280 of the Charities Act is appended to these minutes). Therefore in order for the draft Constitution, as appended to the Tomlin Order, to be adopted, it must first be resolved to be adopted by the Trustees and then put to the Charity's membership for approval at an Extraordinary General Meeting of the Charity. This was discussed and the conflicts of interest of the nominated Trustees whose organisations have declined to give up their places, was also considered, it was decided that they could vote on the motion because, as Trustees they are obliged to put the best interests of the Charity first.	

	<p>The voting decision had to be made in the face of a complete refusal by the Parish Council to re-consider allowing the nominating organisations to remain on the board, despite the best endeavors of the Trustees and the co opted Councillors. The representatives of the nominating bodies realised that to support their nominating organisation and to vote against the resolution could empower the Parish Council to take the matter to court which could financially ruin the Charity.</p> <p>This would clearly not be in the best interests of the Charity.</p> <p>For these reasons a resolution was passed unanimously by the Trustees to adopt the draft constitution and to call an EGM to put the draft Constitution for approval to the membership in the hope of securing the requisite 2/3rds majority vote to allow the Charity to adopt the constitutional changes required by the Parish Council.</p> <p>As a consequence of passing the resolution the Trustees will now go about arranging the EGM.</p> <p>With the holiday period and absences, including that of the Charity's solicitor, this mean that the earliest date for the EGM will be in September, depending on availability of independent persons appointed by the Trustees to oversee the meeting and to ensure the integrity of the vote.</p> <p>The Charity's AGM will then be scheduled to meet the requirement of the Tomlin Order that the new Constitution elections must take place within 4 weeks of the EGM.</p>	
	AOB: None	
	<p>Close of Meeting 10.05 pm Next Meeting : TBA Venue: TBA</p> <p>Signed Dated</p>	

HPFRG Charity – Appendix to minutes dated 28 July 2014

280

Power to modify powers or procedures of unincorporated charity

1. This section applies to any charity which is not a company or other body corporate.
2. The charity trustees of such a charity may resolve for the purposes of this section that any provision of the trusts of the charity—
 - (a) relating to any of the powers exercisable by the charity trustees in the administration of the charity, or

(b) regulating the procedure to be followed in any respect in connection with its administration,
should be modified in such manner as is specified in the resolution.

3. Subsection (4) applies if the charity is an unincorporated association with a body of members distinct from the charity trustees.

4. Any resolution of the charity trustees under subsection (2) must be approved by a further resolution which is passed at a general meeting of the body—

(a) by a majority of not less than two-thirds of the members entitled to attend and vote at the meeting who vote on the resolution, or

(b) by a decision taken without a vote and without any expression of dissent in response to the question put to the meeting.

5. Where—

(a) the charity trustees have passed a resolution under subsection (2), and

(b) (if subsection (4) applies) a further resolution has been passed under that subsection,

the trusts of the charity are to be taken to have been modified in accordance with the terms of the resolution.

6. The trusts are to be taken to have been so modified as from

(a) such date as is specified for this purpose in the resolution under subsection (2), or

(b) (if later) the date when any such further resolution was passed under subsection (4).