

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

9TH FEBRUARY 2005

the following

SCHEME

will govern the charity

known as

CARDIGAN MEMORIAL POOL AND HALL TRUST (226762)

at

Cardigan, Ceredigion

Commissioners' References:

Sealing:

Case No: 63692

1. Definitions

In this scheme:

“the area of benefit” means the town of Cardigan and the surrounding areas of South Ceredigion and North Pembrokeshire.

“the charity” means the charity identified at the beginning of this scheme;

“the committee” means the committee of management of the charity;

“the existing trustees” means the persons listed in part 2 of the schedule to this scheme;

“the members” means the members of the committee (who are the charity trustees of the charity) acting under this scheme.

ADMINISTRATION

2. Administration

(1) Subject to clause 2(2) below, the charity is to be administered by the committee in accordance with this scheme. This scheme replaces the former trusts of the charity.

(2) The charity will be administered by the existing trustees until the end of the first annual general meeting held under this scheme. They must administer the charity in accordance with the provisions of this scheme.

3. Name of the charity

The name of the charity is Cardigan Memorial Pool and Hall Trust (or such other name as the trustees may from time to time decide with the approval of the Charity Commissioners).

OBJECT

4. Object of the charity

(1) The object of the charity is, in the interests of social welfare, to improve the conditions of life for the inhabitants of the area of benefit without distinction of political, religious or other opinions by the provision and maintenance of a swimming pool and public hall.

(2) The land identified in part 1 of the schedule to this scheme must be retained by the committee for use for the object of the charity.

POWERS OF THE COMMITTEE

5. Powers of the committee

In addition to any other powers which they have, the committee may exercise the following powers in furtherance of the object of the charity:

- (1) Power to sell, lease or otherwise dispose of all or any part of the charity's property which is not required by clause 4 above to be retained for use for the objects of the charity. (The committee must comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the sale, lease or disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.)
- (2) Power to provide indemnity insurance for the trustees out of the funds of the charity. (The insurance must not extend to:
 - (a) any claim arising from any act or omission which:
 - (i) the trustees knew to be a breach of trust or breach of duty; or
 - (ii) was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the charity.)
- (3) Power to acquire or hire property and to maintain and equip it for use. (The property must be needed to further the objects of the charity.)
- (4) Power to employ staff (who must not be members) and pay them reasonable remuneration, including pension provision for them and their dependants.
- (5) Power to insure against public liability and, if appropriate, employers' liability; and to insure the buildings of the charity to their full value against fire and all other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant).
- (6) Power to raise funds. (The committee must not undertake any permanent trading activity).
- (7) Power to borrow money and to mortgage all, or any part of the charity's property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993.
- (8) Power to invest the funds of the charity in any of the investments for the time being authorised for the investment of charity funds.
- (9) Power to co-operate with other charities, voluntary bodies and statutory authorities. The committee may exchange information and advice with them.

- (10) Power to make rules and regulations consistent with this scheme for the management of the charity.
- (11) Power to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity.
- (12) Power to delegate to any one or more of the trustees the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the charity and which is within the professional or business competence of such trustee or trustees: Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them.
- (13) Power to do all such other lawful things as are necessary for the achievement of the objects.

COMMITTEE

6. Committee of management

- (1) Subject as provided in clause 8, there should be:
at least 5 and not more than 12 elected members; and
1 appointed member for each of the organisations listed in part 3 of the schedule to this scheme.
- (2) The members of the committee are the managing trustees of the charity.
- (3) The term of office of all members will end at the end of the annual general meeting following the date on which they came into office. They may be re-elected or re-appointed.

7. Elected members

- (1) The elected members must be appointed at the annual general meeting.
- (2) The appointment will be effective from the end of the annual general meeting at which the appointment is made.

8. Appointed members

- (1) Each of the organisations listed in Part 3 of the schedule to this scheme may appoint 1 appointed member.
- (2) Any appointment must be made according to the ordinary practice of the appointing body.

- (3) An appointment must not be made more than 2 months before the annual general meeting.
- (4) The appointment will be effective from the later of:
 - (a) the end of the annual general meeting; and
 - (b) the date on which the committee or their secretary or clerk are informed of the appointment.
- (5) The person appointed need not be a member of the relevant appointing body.

9. Co-opted members

The committee may appoint not more than 2 co-opted members. The appointment must be made at an ordinary meeting of the committee. The appointment will be effective from the end of that meeting until the end of the following annual general meeting.

10. New members

The committee must give each new member on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts.

11. Register of members

- (1) The committee must keep a register of the name and address of every member and the dates on which their terms of office begin and end.
- (2) Before acting as a member, every member must (whether on their first appointment or on any later re-appointment) sign in the register a declaration of acceptance and willingness to act in the trusts of this scheme.
- (3) The committee must promptly report any vacancy in the office of appointed member to the body entitled to fill it.

12. Members not to have a personal interest

Except with the prior written approval of the Commissioners no member may:

- (1) receive any benefit in money or in kind from the charity; or
- (2) have a financial interest in the supply of goods or services to the charity; or
- (3) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).

13. Termination of membership

A member will cease to be a member if he or she:

- (1) is disqualified from acting as a trustee by section 72 of the Charities Act 1993; or
- (2) is absent without the permission of the members from all their meetings held within a period of 6 months and the members resolve that his or her office be vacated; or
- (3) gives not less than one month's notice in writing of his or her intention to resign (but only if at least one third of the total number of members will remain in office when the notice of resignation is to take effect).

OFFICERS

14. Chairman and vice-chairman

- (1) At their first ordinary meeting in each year the trustees must elect from their number:
 - (a) a chairman to be chairman of their meetings; and
 - (b) a vice chairman.
- (2) The vice-chairman will chair the meeting if the chairman is not present.
- (3) The trustees present at a meeting must elect one of their number to chair the meeting if the chairman or vice-chairman is not present or the office of chairman or vice-chairman is vacant.

15. Secretary and treasurer

The committee may appoint a secretary and treasurer. The offices may be held by:

- (1) members (who must not receive any reward for acting and who may be dismissed as secretary or treasurer at any time); or
- (2) some other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the committee think fit).

MEETINGS OF COMMITTEE

16. Ordinary meetings

- (1) The committee must hold at least 6 ordinary meetings in each year.
- (2) Ordinary meetings require at least 10 days' notice.
- (3) The chairman, or any two members, may call an ordinary meeting at any time.

17. Special meetings

- (1) The chairman, or any two members, may call a special meeting at any time.
- (2) Special meetings require at least 7 days' notice, but a special meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote.
- (3) The notice calling a special meeting must include details of the business to be transacted at the meeting.
- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

18. Quorum

- (1) Subject to sub-clause (2) below, no business may be transacted at a meeting unless there are present at least one-third of the total number of members.
- (2) If there are fewer than one third of the total number of members in office, the committee may take such action as is required for the purpose of filling vacancies in its number, but it may not do any other business.

19. Voting

- (1) Every matter must be decided by majority decision of the members present and voting at a duly convened meeting of the committee.
- (2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

20. Recording of meetings

The committee must keep a proper record of its meetings. The record must be retained by:

- (1) the secretary; or
 - (2) another suitable person appointed by the committee to do so
- who must allow the members access to it.

21. Members to act jointly

The members must exercise their powers jointly, at properly convened meetings.

ANNUAL GENERAL MEETING

22. Annual general meeting

- (1) There must be an annual general meeting of the charity in July of each year, or as soon as possible thereafter.

- (2) All residents of the area of benefit of 18 years and upward must be allowed to attend and vote at the meeting. [The committee may allow residents who are under 18 to attend (but not vote at) the meeting.]
- (3) The first annual general meeting after the date of this scheme must be called by the existing trustees within 12 months of that date. Every other meeting must be called by the committee.
- (4) Public notice of the meeting must be given in the area of benefit at least 14 days before the meeting.
- (5) The chairman of the existing trustees will chair the first meeting. The chairman of the committee will chair subsequent meetings. The vice-chairman will chair the meeting if the chairman is not present. The persons present must elect one of their number to chair the meeting if neither the chairman and vice-chairman are present.
- (6) At the meeting the committee must present the report and accounts for the last financial year. The existing trustees will present the report and accounts to the first meeting.
- (7) Every matter must be decided by majority decision of those present and voting. The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

CHARITY PROPERTY

23. Accounts

The committee shall comply with the accounting requirements of the Charities Act 1993, relevant to the income/expenditure level of their charity, with regard to:

- (1) the keeping of accounting records of the charity;
- (2) the preparation of annual statements of account of the charity;
- (3) the auditing, or independent examination, of the statements of account of the charity;
- (4) the preparation of an annual report and the sending of it together with the statements of account to the Charity Commission.

24. Bank account

Any bank account in which any assets of the charity are deposited shall be operated by the trustees and shall be held in the name of the charity.

25. Use of income and capital

- (1) The committee must firstly apply:

- (a) the charity's income; and
 - (b) if the committee thinks fit, expendable endowment; and
 - (c) when the expenditure can properly be charged to it, its permanent endowment
- in meeting the proper costs of administering the charity and of managing its property (including the repair and insurance of its buildings).
- (2) After payment of these costs, the committee must apply the remaining income in furthering the object of the charity.
 - (3) The committee may also apply for the object of the charity:
 - (a) expendable endowment; and
 - (b) permanent endowment, but only on such terms for the replacement of the amount spent as the Commission may approve by order in advance.

AMENDMENT OF SCHEME

26. Amendment of scheme

- (1) Subject to the provisions of this clause, the provisions of this scheme may be amended.
- (2) The committee may resolve to add the names of other organisations operating in the area of benefit to the list in part 3 of the schedule to this scheme. The resolution must be passed at an ordinary meeting of the committee by not less than two thirds of the members of the committee.
- (3) Any other amendment must be made by a resolution passed at the annual general meeting. The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- (4) The committee must not make any amendment which would:
 - (a) vary this clause;
 - (b) vary the definitions clause and clause 4 (objects clause);
 - (c) confer a power to dissolve the charity;
 - (d) enable permanent endowment of the charity to be spent.
- (5) The prior written approval of the Commissioners must be obtained to any amendment which would:
 - (a) vary clause 12 of this scheme (Members not to have a personal interest);

- (b) change the name of the charity;
- (c) vary the powers of investment exercisable by the committee.
- (6) The committee must:
 - (a) promptly send the Commissioners a copy of any amendment made under sub-clause 3 of this clause; and
 - (b) keep a copy of any such amendment with this scheme.

GENERAL PROVISIONS

27. Questions relating to the Scheme

The Commissioners may decide any question put to them concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

PART 1

Land at Cardigan, Ceredigion with the building thereon known as Cardigan Memorial Pool and Hall Trust. The land is described in a conveyance dated 21 April 1959 which was made between Vernon Edward Tuson of the first part and Cyril Lloyd and five others of the second part.

PART 2

Names	Address
John Messenger	The Willows, Sarnau, Llandysul, Ceredigion SA44 6QA
Llwyd Edwards	Penparc Farm, Penparc, Cardigan, Ceredigion SA43 2AB
Jane R Spillet	Ty Hedd, Aberystwyth Road, Cardigan, Ceredigion SA43 1LU
Cllr. T H Lewis	Mount Pleasant, Ferwig Road, Cardigan, Ceredigion SA43 1QJ
Thelma Messenger	The Willows, Sarnau, Llandysul, Ceredigion SA44 6QA
Brian Smith	Old Mill, Moylegrove, Pembrokeshire SA43 3BW
Cllr. S Watkins	Trewern, Felindre Farchog, Crymych, Pembrokeshire SA41 3XE
L A Dickinson	14 Grove Park, Cardigan, Ceredigion SA43 1AX

PART 3

Ceredigion County Council

Pembrokeshire County Council

Cardigan Town Council

Part 2 (updated 2015)

Names	Address
Alan Wilson	
Llwyd Edwards	
Cllr Catrin Miles	
Mandy Verrall	
Lynne Fischer	
Cerys Hogan	
Philipa Noble	

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Cardigan Town Council

Part 2 (updated 2016)

Names	Address
Alan Wilson	
Cllr Catrin Miles	
Mandy Verrall	
Lynne Fischer	
Cerys Hogan	
Ben James	
Richard Fletcher	
Sharon Griffiths	
Sharon Chambers	

Part 3

Ceredigion County Council

Pembrokeshire County Council

Cardigan Town Council

Part 2 (updated 2017)

Names	Address
Matt Newland	
Cllr Catrin Miles	
Richard Evans	
Lynne Fischer	
Richard Fletcher	
Sharon Griffiths	

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