

**MINUTES OF THE MEETING OF GREAT SOMERFORD FREE GARDEN TRUSTEES HELD ON ZOOM ON
MONDAY 12TH OCTOBER 2020 AT 19.30 HRS.**

PRESENT: Trustees S. Mansfield-Chairman, H. Cole, D. Butcher, S. Binstead, M. Griffiths, A. Gravell, C. Blount, F. Hyde, M. Hourigan.

IN ATTENDANCE: T. Chapman

MINUTES

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| 1.10.20 | Apologies for Absence – None; all present |
| 2.10.20 | Minutes It was proposed by Chris Blount and seconded by Meriel Griffiths that the Minutes of the previous Trustees meeting held on 6 th September 2020 be adopted as a true record. This was approved unanimously ; the minutes were then signed by the chairman as a true record. |
| 3.10.20 | Publication of Minutes It was agreed that the Minutes of Free Gardens Trustees meetings should be made available to the public. <p align="right">Action SM</p> |
| 4.10.20 | Amazon Smile It was agreed that the Free Gardens should be registered with Amazon Smile – anyone then purchasing (and selecting the Free Gardens as their chosen charity) causes Amazon to contribute 0.5% of the purchase price to us. There was some initial unease that customers might be paying the extra in the cost of goods – Amazon guarantee that the range of goods and costs are identical between the normal Amazon site and the Amazon Smile site. It was further agreed that a PIE be generated to advertise this <p align="right">Action SM</p> |
| 5.10.20 | Who are the Free Gardens Trustees One of the trustees felt very strongly that, notwithstanding the fact that the Charity Commission register lists 9 individuals (the current Parish Councillors) as trustees of the Free Gardens that it was, or ought to be, the Parish Council as sole trustee. The solicitor advised that the status is confused as the 1905 Charity Commission document says "The parish council are trustees" yet later Charity Commission documents refer to "charity trustees" in the plural, whereas if the council were sole trustee, this should be in the singular. It was agreed to instruct the solicitor to ask the Charity Commission to make a determination on the matter. <p align="right">Action: SM</p> <p>However all recognised that it was more important to determine who the trustees will be for the future. It was noted that, whatever the outcome of the determination, the sitting trustees had the power to make the Parish Council the sole trustee of either the registered charity or of the CIO (Charitable Incorporated Organisation) but that the constitution of the unincorporated registered charity would still need amending since the both the current and former Parish Councillor trustees had not been fully compliant with all aspects of the existing constitution for many years.</p> <p>It was recognised that the trustees could change the status quo and move from having individual trustees to appointing the Parish Council as a whole as the sole trustee of the unincorporated registered charity. Such a change would remove concerns about personal liability which had in part underpinned the decision to change to a CIO. It was therefore agreed unanimously to revisit the 11th August 2020 decision to set up a CIO. [Minute 3.8.20].</p> <p>It was proposed by Steve Mansfield, seconded by Chris Blount, that the trustees should reconfirm their August decision and set up a CIO for the future and not remain an unincorporated registered charity. This was passed with 6 votes for and 3 against so the August decision was reconfirmed.</p> <p>Before considering points raised by the solicitor concerning the draft constitution of the new CIO to replace the unincorporated registered charity it was further agreed to revisit the composition of the CIO's trustee board. It was proposed by Hector Cole, seconded Dave Butcher, that the CIO should have the Parish Council as its sole trustee and not have individuals as trustees. This was defeated with 3 votes for, 5 votes against and 1 abstention. Therefore the August decision to have a CIO with individuals as trustees was reconfirmed.</p> |

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| | <p>Being mindful of the strength of feeling for the Parish Council / Councillors to be running the Free Gardens charity Steve Mansfield proposed that, instead of the intended trustee board comprising 3 Parish Councillors, 1 Allotment Holder, 3 other residents [minute 3.8.20] it should instead consist of 5 Parish Councillors, 1 Allotment Holder, 1 other resident and that all 7 trustees should start at incorporation. This was approved unanimously.</p> <p>Sarah Binstead left the meeting at this point but made her views known on all items in section 6 to the Chair.</p> | | | | | | | | | | | | | | |
| 6.10.20 | <p>The Somerford Free Garden Constitution</p> <p>The Parish Clerk took the Chair for this item</p> <p>A Composition of Trustees</p> <p>Apart from the change in the numbers of each category of trustee as above [minute 5.10.20] the following was agreed unanimously.</p> | | | | | | | | | | | | | | |
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| | <p>B Objects</p> <p>The Solicitor had amended these to include words such as "financial hardship" which the Charity Commission will insist upon. The proposal is therefore :-</p> <p>"To promote for the benefit of the inhabitants of the Parish of Great Somerford and Startley the provision of allotments and other facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social and economic circumstances <u>or for the public at large</u> in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.</p> <p>If the trustees think fit, the charity may provide allotments and other facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social and economic circumstances whether or not those individuals live in the Parish of Great Somerford and Startley , <u>or for the public at large</u> on condition that such facilities are provided in the interests of social welfare and with the object of</p> | | | | | | | | | | | | | | |

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| <p>improving the condition of life of such individuals”.</p> <p>It was noted that “public at large” means residents of Great Somerford & Startley who do not satisfy one of the conditions of youth, age, infirmity, disability, financial hardship or social and economic circumstances.</p> <p>The amended Objects were approved unanimously subject to the addition of the word “allotments” in paragraph 2.</p> <p>C Other Amendments proposed by the Solicitor</p> <p>The unanimous decision of the trustees on each of these points is detailed below :-</p> | |
| Clause 3 | <p>Remove paragraph “Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]</p> <p>Agreed.</p> |
| Clause 4 | <p><i>Is an express power to make grants needed?</i></p> <p>No.</p> |
| Mortgage/ Loans/Sales 4.1 4.3 | <p>1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;</p> <p>3 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;</p> <p>As this is a standard legal power it was agreed to retain the power but instruct the Solicitor to add a clause making it illegal for the trustees to lease, mortgage or sell the 6 acres comprising the Free Gardens or use it as security for any loan.</p> |
| Old clause 17 | <p><u>Informal or associate (non-voting) membership</u></p> <p>The Solicitor recommended that the trustees should include provision for the above class of membership as an optional power that that the incoming trustees could choose to exercise should they wish, it being easier to have it in as a power not used than to have to alter the constitution in future to add it should it be required.</p> <p>It was agreed that it should be added back in for possible future use.</p> |
| Appendix | <p>It was agreed that this should be removed as it had been left in the draft constitution in error.</p> |
| <p>Steve Mansfield was tasked to communicate these decisions to the Solicitor.</p> <p style="text-align: right;">Action: SM</p> | |
| 7.10.20 | Next Meeting – To be determined. |

Meeting closed 21.20 Hrs.

S. T. Mansfield

11/11/20