

Guilsfield Community Centre Trustees

Public Consultation On The Future Powers of the Trust

“Proposals to Regularise Ownership and Management of Assets of Guilsfield Community Centre Charitable Trust”

**Opening 14th January 2021 Closing 14th February 2021
Public Zoom Meeting 1st February 2021 at 7:30pm**

Prepared by Malcolm Graham - Trustee / Secretary

7th January 2021 – Issue No 3 – Replaces all previous Issues

Purpose

The current group of Trustees came together at a time of crisis with the near collapse of the Trust at the end of 2018. Matters are explained more fully below but in short this situation developed, inadvertently, over many years since the purchase, leasing and development of assets by the Trust beyond the powers they had in the registered Governing Document of the Trust.

After exhaustive and time consuming work by the Trustees, using legal advice from solicitors and in close consultation with The Charity Commission it has been concluded that the only way forward is to formally apply to the Charity Commission to expand the powers contained in the Governing Document of the Trust so as to explicitly permit the ownership, leasing and control of additional property beyond the Community Centre itself for the benefit of the residents of Guilsfield and the surrounding area.

Such a mechanism is called a “CY Pres Scheme Application” but it is a requirement of the process that all affected or interested parties (stakeholders) shall be formally consulted and given an opportunity to ask questions about the issues and put forward points or concerns they wish to be considered by the Trustees in the process. That is the purpose of this public consultation process and outlined in more detail below.

Defining The Problem

Initially the Trust was set up in 1996 in a lease for the Community Centre (The Trust) from Powys County Council (PCC). This document defines the Community Centre as the physical building (main hall, the stage, 2 meeting rooms, kitchen, toilets and storage and – at that time – changing facilities for the outside sports activities) and a small amount of grounds and car parking space. Amongst other things it defined who could be trustees, the relationship with the school activities and the responsibilities and scope of the powers of the Trust and Trustees. (a copy can be made available on request).

From 2002 further land was purchased and leased, this was further developed to eventually contain modern changing facilities, football and cricket pitches, tennis court, bowling green and supporting services. Unfortunately all of these actions taken with the best possible intention have been shown to be outside the powers of the Trust as defined by its Governing Document held by the Charity Commission. This non compliance with the Governing Document and the powers of the Trustees

starts from the initial purchase and leasing of the land. All subsequent actions were therefore not legitimate.

When these matters came to light a series of financing, legal and tax issues were highlighted that were increasingly difficult to resolve with any certainty.

The collapse of the Trust was imminent in 2018 and the current Trustees took office with the primary purposes of

- Maintaining On Going Activity of the legitimate activities of the trust. The running of the centre itself. Leaving the Outside Lands in a limbo filled in an ad hoc manner by Guilsfield Community Council through the exceptional efforts of Community Councillor Glynne Turner. Which have been highly successful and for which Glynne should be highly commended. Yet this is not a sustainable solution and still lacks legitimacy.
- Address issues of financial stability / viability concerning debts, VAT and liquidity. These have now been resolved and the Community Centre itself is on a sound financial footing. (copies of the latest accounts available on request)
- Regularise the status of the Outside Lands so a sustainable future can be built for maintaining this well used community resource whilst satisfying the legal obligations of the Trust and the scope of it's powers within it's governing document. This is why we find ourselves in this consultation process.

More Detailed Timeline

- The current Lease, which remains the "Governing Document" so far as the Charity Commission is concerned, was created in 1996 for a period of 30 years. There are further clauses in the document detailing how the Trust is to be run that cause problems in themselves and don't help to resolve the current impasse. To reiterate, the scope of this Governing Document is restricted to the Community Centre Building and small parking area.
- Adjoining land was purchased in 2002. Additional land was leased from PCC in 2004, 2006 and 2007. This was used to create and expand existing facilities including football pitches, tennis court / all weather, changing rooms, bowls facilities etc. It was a big effort from all concerned. Much money was raised and spent.
- BUT the Trustees had exceeded their powers as Trustees so all this is, with hind sight, built on shaky legal foundations. This has been confirmed by the Charity Commission on at least three occasions. It is believed that the Charity Commission involvement had come from a complaint that the Trust had exceeded it's powers.
- In 2010 to 2012 attempts were made to regularise the situation by attempting to adjust the Governing Document and / or create separate organisations. All of which were not accepted by the Charity Commission.
- By 2017 a crisis had occurred driven by collateral issues of this lack of regular ownership and the implications of decisions made by the Trust and Trustees. The number of Trustees steadily declined.
- In late 2018 there was one active Trustee remaining and the Trust and Community Centre activities were at imminent risk of collapse.
- The current group of Trustees started work in December 2018 with much work to do on the matters outlined above. At that time the clear legal advice was that the Trust could have no involvement with the Outside Lands, despite the value of the assets remaining on the balance sheet. The Outside Lands have been managed by Glynne Turner acting on behalf of the Custodian Trustee – Guilsfield Community Council. (GCC)
- The current Trustees are
 - Mr Trevor Trevor – Chair (Guilsfield Community Councillor)

- Mr John Breese – Treasurer
 - Mr Edward Davies – Vice-Chair and representing Guilsfield Cricket Club (Guilsfield Community Councillor)
 - Mr Malcolm Graham – Secretary and representing Guilsfield Amateur Dramatic Society
 - Mr Richard Davies – Representing Guilsfield Football Club
 - Mr David Andrew – Representing Guilsfield Young Farmers
 - Mr David Edwards – Representing Guilsfield Bowls Club
 - Mrs Penny Jones – Representing Montgomeryshire Youth Theatre
 - In addition Mrs Christine Roach who is not a Trustee but acts as Facility Manager attends Trustee meetings.
- Further communication was initiated by the Chairman (Trevor Trevor) through solicitors with the Charity Commission that some sort of way forward could now be worked out. Most specifically in July and November 2020. The minutes of various meetings of the Trustees and access to the written directions of the Charity Commission are available on request concerning this matter but can be summarised as follows
 - **3rd September 2020** – An Extraordinary Meeting considered the written direction that was received from the Charity Commission via solicitors acting on behalf of the Trust. The Trust agreed that the Chair should continue to find a way of regularising the status of the outside lands by CY Pres scheme to the charity commission.
 - **21st September 2020** – The chair met with a working group – himself, The Secretary and The Treasurer to consider how to proceed. At this stage the preferred option was to find a way of separating the Trust into two new Trusts or similar organisations in order to run the Centre and the Outside Lands as completely separate organisations. They also explored the possibility of leasing out the main football facility for sole use of Guilsfield Football Club
But four key Options were tabled – 1./ Do Nothing and keep bungling along 2./ Give up completely and push the matter back to the Trustees who made they flawed decisions at the time. 3./ To separate the Trust into new Trusts as premised above 4./ To regularise the Trust by expanding it's powers and adjusting the Governing Document through a CY Pres scheme acceptable to the Charity Commission.
1./ and 2./ were quickly dismissed as either reckless of the duties of the Trustees and / or not practically feasible and risk the collapse of all the facilities and services available to the village community. Further more detailed questions were then sent to the Charity Commission via solicitors with regard to Options 3./ and 4./ (slightly confusingly referred to in the Charity Commission letters as Option 2 and Option 1 respectively)
 - **15th December 2020** - The chair called a meeting of the working group to consider the response of the Charity Commission. The clear direction was that Option 3./ was a very expensive and risky path. It contained issues about duties of the Trust with regard to value and disposal of assets that would require severe scrutiny with regard to both the Terms of the Trust and the duties of charitable Trusts in general. There was clear direction from the Charity Commission that leasing out any substantial part (>5%) of the assets was contrary to the Charitable Purpose of the Trust. It was therefore concluded that the only feasible approach was to pursue Option 4./ (Option 1 in the Charity Commission Letters) and attempt to regularise the status of the Outside Lands within the Trust. Further consideration was then made to outline the process required, including this public consultation, the key stakeholders, the future structure of day to day management of the trust and a communication plan with key parties to the process – PCC, GCC, Guilsfield School, Guilsfield Football Club.
 - **23rd December 2020** – An Extraordinary Meeting of Trustees after lengthy discussion unanimously approved the active pursuit of the proposal to bring the ownership and

leasing of the Outside Lands into the scope of the Governing Document. This to be undertaken through a CY Pres Scheme application following a public / stakeholder consultation on the matter.

This brings us to this point and the start of the consultation timetable.

The Consultation Process

Participation in the process is open to all residents of Guilsfield and the surrounding area. It is open to comment and input from all organisations using the facilities of the village community centre and the outside lands. Open to all other organisations and groups serving the community of Guilsfield and the surrounding area.

An attempt will be made to contact all groups directly and the community in general through the media, social media and notice boards.

Input is firstly requested by consideration of the matter and the return of a questionnaire attached by the closing date of the consultation period – 14th February 2021.

But we welcome all communication on the matter by email, post or telephone to

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You are also strongly encouraged to speak to any of the Trustees about questions or concerns that you might have in an informal manner.

Timeline Of The Consultation:-

- 14th January 2021 - Consultation Opens
- 1st February 2021 – Open Public meeting by Zoom at 7:30pm. This allows questions to be asked in an open forum to address concerns on any matter of the proposal, the process or the reasons behind the recommendations of the Trustees. It will be recorded as an official record. Whilst open and public we will require registration to receive the link to try to prevent the meeting being hijacked by parties with issues or other intent not related to the matter in hand. Registration requests by email to the Secretary Mr Malcolm Graham – malcolm@bioagri.biz –who will forward the meeting Link to you.
- 14th February 2021 – Consultation Closes
- 21st February 2021 – Extraordinary Meeting of Trustees to consider the outcome of the consultation and, if appropriate approve the CY Press application to the Charity Commission.
- 23rd February 2021 – Submit CY Press application (if approved)
- Date tbc – Agree newly worded Governing Document / Lease with PCC

- Date tbc – Start to manage the facilities as a whole with new management structure (hopefully by 31st March 2021)

Important Documents distributed with this Consultation Document

- Frequently Asked Questions with answers
- Flow Chart of the process outlining the proposed management structure after successful regularisation of the status of the outside lands
- ***The Response Questionnaire***

Supporting Documents Available for view on request

- Governing Document / Lease (1996)
- Minutes of the Extraordinary Trustee Meetings 3rd September 2020 and 23rd December 2020 & The Working Group 21st September 2020 and 15th December 2020
- Letters from Charity Commission dated 24th July 2020 & 26th November 2020
- Copy of the official Accounts for the last two years to 31st March 2020
- Minutes of Trust AGM 4th November 2020