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Teignmouth Town Council GRANT APPLICATION

Please answer all questions – failure to do so may result in a delay in the determination of your application

Q1 Contact Details

Name of organisation making application: ...Teign Heritage Centre, Teignmouth & Shaldon Museum

Name of your project (if this is different):

Tourist Information Point.....

Name of contact for this application

Title :Mrs First Name: Rosamund.....Surname: ...Bagnald.

Position held in the organisation: Curator and Trustee...

Contact Address, including full postcode:

29 French Street,
Teignmouth

Postcode: ...TQ14 8ST.....

Contact Telephone Number: 01626 777041
personal mobile 07776098407.....

Email address: info@teignheritage.org.uk

About your organisation

Q2 What type of organisation are you?

Tick (✓) relevant category:

Registered Charity: (Y) Charity Registration Number ...1116204

Voluntary Organisation: (Y)

Other – Please specify:

Q3 When was your organisation established?

...1978.....

.....

Q4 Briefly describe the purpose of your organisation.

Describe the usual activities/services you provide.

If you are a new organisation, describe the services/activities you plan to provide.

Teign Heritage is a local museum, run entirely by volunteers.

We have an education team which offers lectures and themed visits for local schools.

The Teign Room is available for school visits and for hire to community groups. Other facilities include accessible toilets, baby changing facilities, a lift and roof terrace and, most recently, a 'coffee hub' (not a café) where visitors can enjoy light refreshments, browse our retail offer or take a rest from viewing our exhibitions. Our team of archivists responds to enquiries, research topics for articles to put online or in the Friends journal and produces three temporary exhibitions a year.

The charity's vision is '**Telling the stories and keeping the memories of Teignmouth and Shaldon alive**' for the communities of Teignmouth and Shaldon.

The object of the Charity is the advancement of education by:

promoting interest in the history and heritage of Teignmouth, Shaldon and the surrounding district ('the Area');

maintaining and developing the museum for the Area; and

a programme of lectures, displays, discussions and visits to extend knowledge of the Area and of history in a wide context

Q5 If you are a subsidiary of a larger organisation, please state which one;

.....

Q6 Does your organisation have an agreed constitution or Memorandum of Association?

Please state which and attach a copy:

...Memorandum of Association.....

Q7 Previous Applications

If you have applied for and received funding from Teignmouth Town Council in the past please provide details of the amount, the year and briefly what the funding was used for.

We have received councillors' community grants in the past 12 months

Cllr Phipps Flood board £100,

Cllr Williams £50 Flag ,

Cllr Ash £50 Flag ,

Cllr Ash £210 Teigny Tinies Jubilee events,

Cllr Eden £300 Jubilee celebration events

Details of the project or activities you are planning

Q8 Describe the projects/activities you plan to use this grant for.

Try to be specific about what you will do and how you will do it.

We would like to be recognised as a tourist information point for the benefit of visitors and residents of our town. We welcome enquiries from the public and our front of house volunteers have a wealth of knowledge about the local area. We are open all year, currently Tuesday to Saturday from 11am . We are in a prominent position for people arriving by train and if walking into town from Eastcliff Car Park. We have a large foyer with a coffee hub and seating and a small gift shop. We sell maps and books about the local area, and we subscribe to Westward Marketing with a large stand of leaflets for local attractions. We are currently also stocking Teignbridge leaflets provided by the Green Spaces Team.

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Please state how you have identified this need and how the project will benefit the people of Teignmouth, together with the estimated time span.

Since the closure of the Tourist information Centres by Teignbridge District Council new residents to the area and many visitors, especially those arriving by train, who would like to know more about the town, don't know where to find that information.

At the Museum we are regularly answering their questions and feel that as a designated information point with appropriate signage, brochures, and handouts we could provide a real welcome to our beautiful town. We open Tuesday to Saturday from 11am until 3.30pm and we hope to attract more volunteers allowing us to open for longer hours. We already open during the winter months.....

.....A small amount of funding for the project will enable us to provide a suitable hub for both locals and tourists. They can talk to a knowledgeable volunteer who can answer their questions and provide information about the town and local facilities. We already have an area in the foyer with tables where our visitors can sit for coffee. This is an ideal space for chatting and making sure people feel welcome.

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Q9 What criteria will you use to measure the success of the project and how many people from the Town do you expect to benefit for the project/activity?

...We currently measure footfall from all our visitors both paying and non-paying using our EPOS system and would continue to do so to enable comparisons. New

residents to the town and visitors would benefit from the warm welcome and the extra information we can provide, increasing their enjoyment of the area and encouraging them to return.

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Q10 What, if any, special safety issues are related to your project/activity?

Please provide the following information –

i) What kind of insurance does your organisation have? ...We have full public liability insurance

.....
.....
.....

ii) Do the leaders have the relevant qualifications and/or experience?

We are all trained in customer service

.....
.....
.....

iii) What policies does your organisation have in place (i.e. Health and Safety, Safeguarding, etc.)?

...W are all trained in safeguarding. The Curator and the Education Leader are DBS checked ...We have a full Health and Safety Policy and Fire Safety Policy.....

.....
.....

Q11 Please provide details of the amount of funding you need for your project and give us a breakdown of what the money is for (please enclose any relevant estimates or details).

Tell us the amount of grant requested £...750..... and provide a detailed breakdown as to how you have reached this figure.

Banners x 3 £240

Signage £200

Display stands £50

Illuminated sign £200

Amendments to existing banners £60

Tell us how much money the project will cost in total:

£...1050.....

How much money has been raised towards this sum: £...300

Please list the amounts and sources of funds that you expect to receive for other funding sources.

.....
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.....
.....

Q12 Any other information which you consider to be relevant to your application.

The Council lists its grant making priorities as Social responsibility, Community Involvement, Social inclusiveness and preventing social isolation, Increase prosperity and tourism in the town.

We feel that the provision of the tourist information point at the Museum will meet these criteria by involving the community – our volunteers - and increasing tourism.

We are asking for a small sum of money to set it up, but our major aim is to increase public awareness of the Museum as an information hub and official recognition of Teign Heritage Centre as a Tourist Information Point. ...

Q 13 Please give us your bank or building society account details

You can only apply for a grant if you have a bank/building society account in the name of your organisation. We will only pay grants into an account which

requires at least two people to sign each cheque or withdrawal. **These people should not be related.**

Account name:Teign Heritage Ltd.....

Sort code: ...30-96-06.....

Account number:00129101.....

Bank/Building Society name:Lloyds Bank plc.....

Bank/Building Society address.....
...41 Courtenay Street, Newton Abbot

Who are the signatories and what position do they hold in your organisation?

- | | | |
|---|-----------------------------|------------------------------------|
| 1 | Name ...Rosamund Bagnald... | Position ...Curator / Trustee |
| 2 | Name Theresa Killoran | Position ...Membership Secretary |
| 3 | Name ...Linda Watson... | Position Senior Archivist/ Trustee |

.....

Q14 Please provide a copy of your most recent annual audited accounts or, in the case of newly established organisations, the projected income and expenditure for the next twelve months.

Please attach your most recent audited accounts or financial projections for a new organisation. **You need to include these documents with this application.**

Q15 Declaration

Please give details of a senior member of your organisation. For example, this may be your Chairperson, Treasurer or Secretary. They must read the application and sign below. **(This must not be the main contact name in Q1).**

I confirm, on behalf of ...Teign Heritage(insert name of organisation):

That I am authorised to sign this declaration on its behalf, and that, to the best of my knowledge and belief, all replies are true and accurate.

I confirm that I have read the Terms and Conditions set out in the Notes which accompanied this application and further confirm that this application is made on the basis that if successful, the organisation will be bound to use the grant only for

Please return your completed application form to:

**Town Clerk
Teignmouth Town Council
Bitton House
Bitton Park Road
TQ14 9DF**

**Telephone: 01626 242085
Email:townclerk@teignmouth-devon.gov.uk**

GDPR and Data Protection

Here at Teignmouth Town Council we are committed to ensuring that your privacy is protected by adhering to the principles of the EU General Data Protection Regulation (GDPR). Should we ask you to provide certain personal information by which you can be identified for the purpose of a contract with us, signing up to our mailing list, newsletter or use of our website, then you can be assured that it will only be used for the purpose it was collected.

It will never be used by any third party for any other form of processing or marketing purposes.

Teignmouth Town Council does not pass on any of its data to third parties other than those specified to undertake the contract entered into.

Teignmouth Town Council may change this policy from time to time by updating this statement. Statement can be found at: -

[Teignmouth Town Council Privacy Notice Web Link](#)

REGISTERED COMPANY NUMBER: 05874265 (England and Wales)
REGISTERED CHARITY NUMBER: 1116204

Report of the Trustees and
Unaudited Financial Statements for the Year Ended 31 October 2021
for
Teign Heritage
(A Company Limited by Guarantee)

Greenwood Accountancy Ltd
5 Pellew Arcade
Teignmouth
Devon
TQ14 8EB

Teign Heritage

Contents of the Financial Statements
for the Year Ended 31 October 2021

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Teign Heritage

Report of the Trustees for the Year Ended 31 October 2021

The trustees who are also directors of the charity for the purposes of the Companies Act 2006, present their report with the financial statements of the charity for the year ended 31 October 2021. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

Chairman's Summary

The Trustees are pleased to present their annual report for the year to 31 October 2021. This proved to be another year of coping with challenges presented by the global Covid-19 pandemic.

As we prepared for the year under review, we thought we were heading for a 'new normal', but it didn't quite work out that way. Instead, we had another extended closure of the Museum in November before finally we were able, on a part-time basis only, to reopen on 3 June 2021.

Teign Heritage is perhaps more fortunate than many charities and businesses, in that we are not expected to provide essential services without the human and financial resources to do so. But having to close the Museum twice in the financial year was a big setback, not only in terms of the loss of income from visitors and from hirers of our much-admired Teign Room but also because of the lack of interaction with our volunteers and supporters, whose passion for things historical is what drives us.

At trustee level, we continued with our regular meetings by Zoom, although by July we felt able to meet face-to-face again. The Museum Management Committee (MMC) too met on Zoom but again is able to meet in person, which is better for us all. We have continued to discuss how best we can manage the Museum to give our visitors the best possible experience within our limited resources and to encourage our volunteers and visitors to linger a little longer and perhaps attract others to the Museum who might otherwise have passed by.

Financially speaking, we have weathered the storm remarkably well but, as you will see, this was due to some very hard work in securing grants - and those have to be spent. We still need to plan for the future against rising costs and threats to our income so as not to deplete our limited reserves. Do please read on.

Richard King, Chair

OBJECTIVES AND ACTIVITIES

Objectives and aims

The charity's vision is 'Telling the stories and keeping the memories of Teignmouth and Shaldon alive' for the communities of Teignmouth and Shaldon. That is how we aim to carry out the formal object of our Charity, which is the advancement of education in particular by:

- 1 promoting interest in the history and heritage of Teignmouth, Shaldon and the surrounding district ('the Area');
- 2 maintaining and developing the museum for the Area; and
- 3 a programme of lectures, displays, discussions and visits to extend knowledge of the Area and of history in a wide context

Teign Heritage is a local museum, run entirely by volunteers. We have an education team which offers lectures and themed visits for local schools - now no longer online after the relaxation of pandemic restrictions. Our fully equipped Teign Room is again available for school visits and for hire to community groups. Other facilities include accessible toilets, baby changing facilities, a lift and roof terrace and now 'coffee hub' where visitors can enjoy light refreshments as they gaze at our revamped retail offer or take a rest from viewing our exhibitions. Our team of archivists responds to enquiries, researches topics for articles to put online or in the Friends journal and also produces our temporary exhibitions.

ACHIEVEMENT AND PERFORMANCE

Acknowledgements and thanks

The Trustees particularly wish to thank Lou Bagnald, our Curator, and Lin Watson, our Senior Archivist (both trustees) for the many hours they give, unpaid, to the running of the Museum, in addition to their roles as joint duty managers. All the Trustees play their part, but Peter Maberly in particular worked hard on the financial structures of our charity until his second term of office expired during the year. He was largely responsible, with the help of the Treasurer and the Curator and latterly trustee Barrie Dennett, for bringing these accounts to public view, having devised an accounting protocol that showed us more clearly how we were doing, both in our work as a charity and in the 'business' side that pays for that work.

The continued success of Teign Heritage - despite the challenges that everyone has had to face because of the ongoing pandemic - is the product of the dedicated work of our many volunteer archivists and stewards. We are also grateful for the contributions of the Museum Management Committee including Theresa Killoran, our membership secretary and joint duty manager; Ruth Cole, our Treasurer; and Jayne Adames, Christina Siviter, Geoff Wood and Sarah Marshall-Maun. During the year Sarah worked on PR and Marketing and Sam Lock provided volunteer support while working on a Wellness and Wellbeing project for Teign Heritage. Both were funded by an Arts Council grant.

Following the year-end one of our archivists, Malcolm Tipper, took on the role of volunteer coordinator and joint duty manager. We should especially mention our former Curator, Beryl King, who finally retired from the Management Committee after many years of supporting the Museum.

Buildings management and compliance

With a building that, in its current form, is more than a decade old, it was only to be expected that some renewal would be needed. We were pleased at last to have the exterior of the newer parts repainted, but the old Georgian part needs to be tackled when funds allow.

Just before the year began, Ian Mitchell joined us as a trustee. With his considerable experience of buildings management and regulatory compliance, he reviewed our policies and procedures and identified a number of pressing issues that needed to be resolved. He has since arranged the installation of a new fire alarm, cleaned the external paving on the roof terrace and renegotiated several utility contracts and others to control our spending. Leaks to the modern flat roof during heavy storms remain a concern as they are difficult to trace. We also carried out risk assessments for health and safety, fire and Covid (including a 'one way' system) as well as evacuation procedures.

Our rearranged reception area has made it possible to introduce the 'coffee hub' as an added attraction for visitors and so potentially to increase our income, as well as adding space for people to linger in our retail area. Our new electronic point of sale ('EPOS') till system (thanks to an AIMS Hallmarks grant) has improved our record-keeping and stock-control and will simplify the way we manage and charge for our improved offer of merchandise.

Membership, footfall and charges

During the year, 25 new members were enrolled, bringing the total to 308. The very modest subscription for membership of the charity (£15 p.a.) entitles subscribers to visit the Museum as many times as they wish during the year, saving them £3 per visit, and also to use the extensive archive for research. They also receive the Friends' Journal twice a year.

Before the lockdown took effect in March 2020, the Trustees had decided to open for longer during the winter months, and early signs were encouraging. But the pandemic not only forced the second closure of the Museum at the beginning of the financial year until June 2021. It also severely affected the number of visitors that might have been expected when we reopened, before lockdown was reimposed. At 1660, the number of visitors was rather better than the previous year's 981, but less than half what it was before the pandemic. Overall footfall at 2931 was well down on the previous year (4898, which itself was much less than the 14,000-odd numbers pre-pandemic), in part because so many Teign Room bookings had to be cancelled and have still not fully recovered. Likewise, school visits were severely curtailed as schools struggled to overcome the effects of the pandemic.

Early in the year we increased our charges from £5 to £10 (and £10 per hour thereafter) for conducting research on behalf of enquirers, to take account of the considerable work involved. We were pleased to provide research for a Channel 5 programme on Lyme Bay (presented by Michael Portillo) for which an appropriate fee was paid.

Teign Heritage

Report of the Trustees for the Year Ended 31 October 2021

Having cancelled the annual meeting of the Friends of Teignmouth & Shaldon Museum in April 2020 after the pandemic began, we held a virtual meeting on Zoom in May 2021 to explain what the Trustees had achieved despite the long closure and the significant loss of income. And in April 2022 we were able to hold the meeting face-to-face once again.

Exhibitions, history walks, lectures and other local events

A highlight of the year was the unveiling of the panels displaying the history of Teignmouth and Shaldon on the blank grey Port Wall of Teignmouth Docks, which members of Teign Heritage planned and created, funded by the Arts Council Artists project. We were glad to arrange a short fourth season of history walks and we were able to distribute resource packs to several local schools.

At the start of the year, we took our first steps towards running virtual lectures on Zoom which were a great success. And we were able to resume educational 'Afternoon Sharing' talks led by Eileen Simpson which continued to be very popular despite concerns about social distancing. We are still looking at the possibility of raising income by charging for heritage lectures by academics.

We continued to work with local charities the Pavilions, TAAG (Teignmouth Arts Action Group) and Age Concern Teignmouth & Shaldon (Alice Cross Centre) and Teignmouth Library on the Teignmouth Together Project.

In 2021, after a year's hiatus enforced by the pandemic, we again hosted part of the Teign Shanty Festival to encourage access to the Museum.

With some relief, after all the uncertainties, we were able to hold an exhibition marking the centenary of the Morgan Giles shipyard, bringing together many artefacts and memories of such an important part of Teignmouth's history. Likewise a 'Shaldon Then and Now' exhibition planned for autumn 2020 was postponed but was able to take place after the year-end.

Gifts and developments at the Museum

One exciting development during the year was a legacy from Mrs Brenda Baker (née Seymour) of a clock, some pewter, 4 historic photos and more than 50 paintings, many of them her own works (often signed). We cannot yet be certain of their value. Sadly we cannot accommodate them at the Museum (even if we had space), since they have no apparent connection with Teignmouth/Shaldon but, as she spent all her married life here, we hope to put on an exhibition of some of her paintings and perhaps offer them for sale.

We also received and catalogued a gift from Teignmouth Town Council of six large 1930s OS maps and we were very pleased to receive a large framed original GWR poster "Teignmouth is Devon" in the Will of the late Mrs Thomas.

Planning meetings are held with archivists and other volunteers, some of whom continue to work remotely. Every new steward receives The Volunteers' Handbook, which has been fully revised, and a welcome pack is given to new volunteers. Young Volunteers are strongly encouraged, as are work experience students; in that context, safeguarding remains a priority.

In February 2021 we received a helpful grant-funded advice paper from Retail Thinking on merchandising and display in the Museum shop.

Public benefit

The Trustees have had regard to the Charity Commission's general guidance on public benefit, particularly when reviewing our aims and objectives and planning future events. They are satisfied that the charity's activities listed above do bring significant benefit to the public in terms of education and conservation, without detriment or untoward private benefit.

Teign Heritage

Report of the Trustees for the Year Ended 31 October 2021

ACHIEVEMENT AND PERFORMANCE

Action Plan

During the year, the Trustees reviewed and updated their 5-Year Plan, which details ways in which the following seven main aims can be developed.

- 1: **Education** - extend the range and maintain the quality of learning opportunities offered
- 2: **Community Participation** - maintain and develop community participation activities.
- 3: **Income and Finance** - develop a range of income sources to ensure long-term financial stability
- 4: **Personnel** - continue to strengthen the staffing capacity
- 5: **Collection** - develop and promote the collection
- 6: **The Building** - maintain and enhance the building and its equipment
- 7: **Systems Management** - improve the network, security and accessibility

Talk of a much-needed new second-floor gallery is on hold until we can be confident that there are sufficient resources - both financial and personal - to build and manage it.

FINANCIAL REVIEW

Summary

The finances have been managed by a treasury team led, until his retirement in February 2021, by Peter Maberly (Trustee), with Lou (Curator and Trustee), Ruth (Treasurer) and Theresa (Membership Secretary) and most recently Barrie Dennett (Trustee). They have continued working on a variation of our bespoke accounting protocols, with the intention of simplifying our management accounts so as to improve our decision-making.

The accounts show that income for the year was £119,164 (2020: £33,722) and expenditure £93,247 (2020: £49,569) which produced a surplus of £25,917 (2020: deficit £15,847). As explained elsewhere, we were very successful in securing grants but other donations fell and, because of the further closure, lettings of our Teign Room were again more than halved to less than £1750. Surprisingly, though, retail sales showed a healthy increase from £1293 to £2432, income from visitors more than trebled to £3827 from a low point of £1051 and subscription income increased by more than a third to over £5000. Repairs/maintenance costs again almost doubled as we tackled a backlog of important but largely unseen repairs, but wages and office expenses were severely reduced as a result of the decision no longer to employ an administrator. All in all, total expenditure was almost unchanged, except that we spent over £43000 from the Arts Council grant.

It is clear that, when things return to somewhere near normal, we will have to find new revenue streams if we are to avoid losses, let alone expand our operations.

	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Income	£32,536	£39,064	£41,860	£33,722	£119,164	forecast under review
Expenditure	£30,605	£37,554	£49,898	££49,569	£93,247	forecast under review
Surplus/ (Deficit)	£1,931	£1,510	(£8,038)	(£15,847)	£25,917	forecast under review

Despite the difficulties caused by the pandemic crisis, the Trustees are satisfied that, both at the year-end and at the date of writing this report, the charity was and is a going concern.

Teign Heritage

Report of the Trustees for the Year Ended 31 October 2021

FINANCIAL REVIEW

Grants and funding

We remain very grateful for the ongoing support from Teignmouth Town Council and Shaldon Parish Council, without which the Museum could not function. Unfortunately Teignbridge District Council withdrew its support for the SW Development Fund so we are no longer eligible to apply to that.

At the beginning of the financial year, Arts Council England awarded us a grant of £51,000 (mainly restricted, for 'Creating the Future' including cultural development work on a major community event in connection with the Morgan Giles yard) from its Culture Recovery Fund. And we reported to National Heritage Lottery Fund on completion of a very successful digital engagement programme and the installation of anti-virus measures up to the end of 2020. We were also awarded a £750 Teign Fund grant from Teign CVS towards socially distanced workshops for families and two Local Restrictions grants totalling over £5700 from Teignbridge District Council, as well as invaluable Lockdown Support government grants, administered by Teignbridge, totalling £13,500. The Curator has continued to take advantage of every opportunity to attract funding, and we will report on these successes in our next annual report.

Investment policy

Apart from retaining a prudent amount in reserves each year as explained below, most of the charity's funds are to be spent in the short term so there are few funds available for long term investment. We have a modest amount invested in COIF Charities Investment Fund, run by CCLA. This investment is regularly reviewed, but the Trustees consider it to be a long-term investment and are reluctant to be swayed by inevitable volatility in stock market performance, especially in the situation brought about by Brexit and the pandemic.

Reserves policy

A formal policy on reserves was agreed by the Trustees aims to have the following funds held in reserve:

Working capital (12 months turnover)	£30,000
Reserve for future matched funding in grant applications	£10,000
Essential improvements to building including 'La Terrasse' (top floor gallery)	£32,000
Redundancy and other costs in event of forced closure	£10,000

Thanks to the improved financial position during the year under review, we are ahead of our reserves target, with total free (unrestricted) investments and cash at over £91,000. However, although redundancy costs are no longer an issue, at least for the foreseeable future, a further review is likely to show that this target is not ambitious enough, in the light of expenditure already in the pipeline and further information received in regard to the cost of building the top floor gallery.

During the previous year it was established that £32,000 (held in connection with the 'Annex' - the major extension of the original museum building - as a protection against loss of warranties after the builder went into liquidation) was not restricted as previously thought. The Trustees therefore resolved to designate it as a Development and Maintenance Fund towards planned expenditure on further improvements when the charity's finances allowed.

FUTURE PLANS

At the year-end, preparations were under way for an exhibition on Fore Street Shaldon. Work is progressing on updating our policies and procedures in line with the requirements for the new Accreditation Standard from Arts Council England. However we are not now expecting to have to apply to renew our accreditation until 2024 at the earliest.

The 'La Terrasse' project, to develop out the top floor of the Museum to provide additional space, remains on hold until sufficient funds can be found. Meantime we are looking at ways to create much-needed storage space. We also hope to redecorate the exterior of the older parts of the Museum, following the successful repainting of the modern 'Annexe' wing.

STRUCTURE, GOVERNANCE AND MANAGEMENT

Structure, governance and management

The charity is controlled by its governing document, a deed of trust, and constitutes a limited company, limited by guarantee, as defined by the Companies Act 2006.

Teign Heritage

Report of the Trustees for the Year Ended 31 October 2021

Teign Heritage is a charitable company limited by guarantee, incorporated on 12 July 2006 and registered as a charity on 25 September 2006. As a charity, it has been able to dispense with the word 'Limited' in its name.

The company was established under a Memorandum of Association which set out the objects and powers of the charity and is governed under its Articles of Association. The Companies Act 2006 later transferred to the Articles all the substantive provisions of the Memorandum other than the company's name. In the event of the company being wound up, its members (who are also the Trustees) are required to contribute an amount not exceeding £10.

The directors of the company are also the charity trustees for the purpose of charity law, so under the company's Articles they are described as Trustees. The Trustees are elected to serve for a period of three years, after which they can be re-elected (by the Trustees themselves, in their capacity as the company members) at the next Annual General Meeting up to a maximum of three consecutive terms. The Articles of Association adopted last year permit a trustee to continue in office for up to three further periods of one year if the other members unanimously consider it to be in the charity's interests for the trustee's maximum nine years' service to be extended. Jamie Evans, was duly appointed for a second such year in 2021, being by some margin the youngest trustee and the only one working full time. His insight and experience in economic evidence, policy and strategy at County level continues to be invaluable.

The Trustees - in particular the Curator and the Archivist - are supported by a Management Committee which considers matters concerning the day-to-day management of the Museum, including the education programme, events and retail sales. The Management Committee also assists with recruitment and supervision of volunteer stewards who are essential to the functioning of the Museum. The Trustees adopted new terms of reference for the Management Committee during the year.

Trustees (and indeed volunteer stewards) have traditionally been recruited by word of mouth among local people known to be interested in heritage matters. Limited external advertising has been carried out but this may need to be stepped up.

Currently there is no formal induction process for Trustees as the trustee induction pack is still under review. Meantime their attention is drawn to our policies and procedures and to the Charity Commission's CC3 guidance 'the Essential Trustee: what you need to know' and to available seminars and workshops. The Curator and Archivist (and occasionally other Trustees) have regularly attended museum-related meetings such as the Teignbridge and Devon Museums Groups and RPRP, the Rural Proofing Resilience programme developed by South West Museums Development, although during the pandemic opportunities have been few and far-between.

All Trustees give their time voluntarily and received no benefits from the charity. They may claim expenses but in practice none of them does other than for necessary visits by our Curator and Archivist.

During the year we underwent an external health check, sponsored by RPRP, to ensure that our governance is fit for our accreditation renewal. We received a report in April 2021 and following a joint meeting of Trustees and Management Committee we continue to work on its implications.

Trustees and Personnel

The responsibility for managing the Museum and the wider charity rests with the Trustees, supported by our Treasurer, Membership Secretary and other members of the MMC. We are very grateful to them and of course to all our stewards and volunteers without whom the Museum could not function. We still need more volunteers to carry out the many tasks that are needed to make the Museum work.

Peter Maberly came to the end of his second 3-year term as trustee and opted not to renew. We miss his robust contributions, especially on financial matters.

Related parties

There were none.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Company number

05874265 (England and Wales)

Registered Charity number

1116204

Teign Heritage

Report of the Trustees
for the Year Ended 31 October 2021

Registered office

29 French Street
Teignmouth
Devon
TQ14 8ST

Trustees

J A Evans
Mrs L C Watson (Senior Achivist)
P C Maberly (resigned 25.2.21)
Mrs R J Bagnald (Curator)
A R G King (Chair of Trustees)
B Dennett
I F Mitchell

Independent Examiner

David Rudall FMAAT AFA
Greenwood Accountancy Ltd
5 Pellew Arcade
Teignmouth
Devon
TQ14 8EB

Solicitors

Tozers LLP
Broadwalk House
Southernhay West
Exeter
EX1 1UA

Bank

Lloyds Bank PLC
19-20 Wellington Street
Teignmouth, Devon
TQ14 8HW

Treasurer - R Cole

Curator - R J Bagnald

Archivist - L C Watson

Management Committee

Jayne Adames
Lou Bagnald (Chair)
Theresa Killoran
Beryl King [retired April 2021]
Christina Siviter
Lin Watson
Sarah Marshall-Maun [from December 2020]
Geoff Wood [from December 2020]
Sam Lock [from January to September 2021]
Malcolm Tipper [from October 2021]
Richard King (Chair of Trustees) also attends

Approved by order of the board of trustees on 13 June 2022 and signed on its behalf by:

A R G King - Trustee

Independent examiner's report to the trustees of Teign Heritage ('the Company')

I report to the charity trustees on my examination of the accounts of the Company for the year ended 31 October 2021.

Responsibilities and basis of report

As the charity's trustees of the Company (and also its directors for the purposes of company law) you are responsible for the preparation of the accounts in accordance with the requirements of the Companies Act 2006 ('the 2006 Act').

Having satisfied myself that the accounts of the Company are not required to be audited under Part 16 of the 2006 Act and are eligible for independent examination, I report in respect of my examination of your charity's accounts as carried out under section 145 of the Charities Act 2011 ('the 2011 Act'). In carrying out my examination I have followed the Directions given by the Charity Commission under section 145(5) (b) of the 2011 Act.

Independent examiner's statement

I have completed my examination. I confirm that no matters have come to my attention in connection with the examination giving me cause to believe:

1. accounting records were not kept in respect of the Company as required by section 386 of the 2006 Act; or
2. the accounts do not accord with those records; or
3. the accounts do not comply with the accounting requirements of section 396 of the 2006 Act other than any requirement that the accounts give a true and fair view which is not a matter considered as part of an independent examination; or
4. the accounts have not been prepared in accordance with the methods and principles of the Statement of Recommended Practice for accounting and reporting by charities (applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)).

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the accounts to be reached.

David Rudall FMAAT AFA
Greenwood Accountancy Ltd
5 Pellew Arcade
Teignmouth
Devon
TQ14 8EB

15 June 2022

Teign Heritage

Statement of Financial Activities
for the Year Ended 31 October 2021

	Notes	Unrestricted funds £	Restricted funds £	31.10.21 Total funds £	31.10.20 Total funds £
INCOME AND ENDOWMENTS FROM					
Donations and legacies		47,265	57,650	104,915	17,139
Charitable activities					
General		11,395	-	11,395	14,806
Other trading activities	2	2,850	-	2,850	1,767
Investment income	3	4	-	4	10
Total		61,514	57,650	119,164	33,722
EXPENDITURE ON					
Raising funds		1,148	-	1,148	1,195
Charitable activities					
General		41,021	51,078	92,099	48,374
Total		42,169	51,078	93,247	49,569
Net gains on investments		-	-	-	2,678
NET INCOME/(EXPENDITURE)		19,345	6,572	25,917	(13,169)
Transfers between funds	10	3,247	(3,247)	-	-
Net movement in funds		22,592	3,325	25,917	(13,169)
RECONCILIATION OF FUNDS					
Total funds brought forward		68,773	837,865	906,638	919,807
TOTAL FUNDS CARRIED FORWARD		91,365	841,190	932,555	906,638

The notes form part of these financial statements

Balance Sheet
31 October 2021

	Notes	Unrestricted funds £	Restricted funds £	31.10.21 Total funds £	31.10.20 Total funds £
FIXED ASSETS					
Tangible assets	7	2,967	819,146	822,113	830,617
Investments	8	37,759	-	37,759	37,759
		<u>40,726</u>	<u>819,146</u>	<u>859,872</u>	<u>868,376</u>
CURRENT ASSETS					
Stocks	9	3,097	-	3,097	2,300
Cash at bank and in hand		47,542	22,044	69,586	35,962
		<u>50,639</u>	<u>22,044</u>	<u>72,683</u>	<u>38,262</u>
NET CURRENT ASSETS		<u>50,639</u>	<u>22,044</u>	<u>72,683</u>	<u>38,262</u>
TOTAL ASSETS LESS CURRENT LIABILITIES					
		<u>91,365</u>	<u>841,190</u>	<u>932,555</u>	<u>906,638</u>
NET ASSETS		<u>91,365</u>	<u>841,190</u>	<u>932,555</u>	<u>906,638</u>
FUNDS					
10					
Unrestricted funds:					
General fund				59,365	36,773
Designated Fund - Annex Development and Maintenance				32,000	32,000
				<u>91,365</u>	<u>68,773</u>
Restricted funds:					
Restricted Fund - Annex				819,146	826,661
Restricted Fund - Acquisitions				568	568
Restricted Fund - Others				5,776	5,776
AIM grant				-	160
National Lottery Heritage Fund				10,600	4,700
Arts Council Recovery Fund				5,100	-
				<u>841,190</u>	<u>837,865</u>
TOTAL FUNDS				<u>932,555</u>	<u>906,638</u>

The charitable company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 October 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 October 2021 in accordance with Section 476 of the Companies Act 2006.

Teign Heritage (Registered number: 05874265)

Balance Sheet - continued

31 October 2021

The trustees acknowledge their responsibilities for

- (a) ensuring that the charitable company keeps accounting records that comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the charitable company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the charitable company.

These financial statements have been prepared in accordance with the provisions applicable to charitable companies subject to the small companies regime.

The financial statements were approved by the Board of Trustees and authorised for issue on 13 June 2022 and were signed on its behalf by:

A R G King - Trustee

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charitable company, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Long leasehold	- 2% on cost
Equipment	- 20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation

The charity is exempt from corporation tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Restricted funds can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purposes.

Further explanation of the nature and purpose of each fund is included in the notes to the financial statements.

Notes to the Financial Statements - continued
for the Year Ended 31 October 2021

2. OTHER TRADING ACTIVITIES

	31.10.21	31.10.20
	£	£
Fundraising events	418	474
Sales of purchased goods	2,432	1,293
	<u>2,850</u>	<u>1,767</u>

3. INVESTMENT INCOME

	31.10.21	31.10.20
	£	£
Deposit account interest	<u>4</u>	<u>10</u>

4. NET INCOME/(EXPENDITURE)

Net income/(expenditure) is stated after charging/(crediting):

	31.10.21	31.10.20
	£	£
Depreciation - owned assets	<u>8,504</u>	<u>8,504</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 31 October 2021 nor for the year ended 31 October 2020.

Trustees' expenses

There were no trustees' expenses paid for the year ended 31 October 2020 nor for the year ended 31 October 2019, except for two trustees who as Curator and Archivist have the main responsibility for the Museum. As such they are reimbursed expenses for travel and parking for attending Devon/Teignbridge Museum Group meetings and training days.

6. STAFF COSTS

The average monthly number of employees during the year was as follows:

	31.10.21	31.10.20
Administrative staff	<u>-</u>	<u>1</u>

No employees received emoluments in excess of £60,000.

Notes to the Financial Statements - continued
for the Year Ended 31 October 2021

7. TANGIBLE FIXED ASSETS

	Long leasehold £	Equipment £	Totals £
COST			
At 1 November 2020 and 31 October 2021	901,805	10,798	912,603
DEPRECIATION			
At 1 November 2020	75,144	6,842	81,986
Charge for year	7,515	989	8,504
At 31 October 2021	82,659	7,831	90,490
NET BOOK VALUE			
At 31 October 2021	819,146	2,967	822,113
At 31 October 2020	826,661	3,956	830,617

8. FIXED ASSET INVESTMENTS

	Listed investments £
MARKET VALUE	
At 1 November 2020 and 31 October 2021	37,759
NET BOOK VALUE	
At 31 October 2021	37,759
At 31 October 2020	37,759

There were no investment assets outside the UK.

9. STOCKS

	31.10.21 £	31.10.20 £
Stocks	3,097	2,300

Notes to the Financial Statements - continued
for the Year Ended 31 October 2021

10. MOVEMENT IN FUNDS

	At 1.11.20 £	Net movement in funds £	Transfers between funds £	At 31.10.21 £
Unrestricted funds				
General fund	36,773	19,345	3,247	59,365
Designated Fund - Annex Development and Maintenance	32,000	-	-	32,000
	<u>68,773</u>	<u>19,345</u>	<u>3,247</u>	<u>91,365</u>
Restricted funds				
Restricted Fund - Annex	826,661	(7,515)	-	819,146
Restricted Fund - Acquisitions	568	-	-	568
Restricted Fund - Others	5,776	250	(250)	5,776
AIM grant	160	-	(160)	-
National Lottery Heritage Fund	4,700	5,900	-	10,600
Arts Council Recovery Fund	-	7,937	(2,837)	5,100
	<u>837,865</u>	<u>6,572</u>	<u>(3,247)</u>	<u>841,190</u>
TOTAL FUNDS	<u>906,638</u>	<u>25,917</u>	<u>-</u>	<u>932,555</u>

Net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Movement in funds £
Unrestricted funds			
General fund	61,514	(42,169)	19,345
Restricted funds			
Restricted Fund - Annex	-	(7,515)	(7,515)
Restricted Fund - Others	750	(500)	250
National Lottery Heritage Fund	5,900	-	5,900
Arts Council Recovery Fund	51,000	(43,063)	7,937
	<u>57,650</u>	<u>(51,078)</u>	<u>6,572</u>
TOTAL FUNDS	<u>119,164</u>	<u>(93,247)</u>	<u>25,917</u>

10. MOVEMENT IN FUNDS - continued**Comparatives for movement in funds**

	At 1.11.19 £	Net movement in funds £	At 31.10.20 £
Unrestricted funds			
General fund	47,287	(10,514)	36,773
Designated Fund - Annex Development and Maintenance	32,000	-	32,000
	<u>79,287</u>	<u>(10,514)</u>	<u>68,773</u>
Restricted funds			
Restricted Fund - Annex	834,176	(7,515)	826,661
Restricted Fund - Acquisitions	568	-	568
Restricted Fund - Others	5,776	-	5,776
AIM grant	-	160	160
National Lottery Heritage Fund	-	4,700	4,700
	<u>840,520</u>	<u>(2,655)</u>	<u>837,865</u>
TOTAL FUNDS	<u>919,807</u>	<u>(13,169)</u>	<u>906,638</u>

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	24,818	(38,010)	2,678	(10,514)
Restricted funds				
Restricted Fund - Annex	-	(7,515)	-	(7,515)
AIM grant	3,004	(2,844)	-	160
National Lottery Heritage Fund	5,900	(1,200)	-	4,700
	<u>8,904</u>	<u>(11,559)</u>	<u>-</u>	<u>(2,655)</u>
TOTAL FUNDS	<u>33,722</u>	<u>(49,569)</u>	<u>2,678</u>	<u>(13,169)</u>

Details of year end restricted fund balances and where they are held:

	TOTAL	Assets	Bank
Annex	£819,146	£819,146	-
Aquisitions	£568	-	£568
Other:			
Restricted donation	£5,000	-	£5,000
YV Soup	£361	-	£361
WW1	£415	-	£415
National Lottery Heritage Fund	£10,600	-	£10,600
Arts Council Recovery Fund	£5,100	-	£5,100
Summary	£841,190	£819,146	£22,044

11. RELATED PARTY DISCLOSURES

There were no related party transactions for the year ended 31 October 2021.

Teign Heritage

Detailed Statement of Financial Activities
for the Year Ended 31 October 2021

	31.10.21	31.10.20
	£	£
INCOME AND ENDOWMENTS		
Donations and legacies		
Donations	965	1,395
Gift aid	724	1,490
Grants	103,226	14,254
	<hr/>	<hr/>
	104,915	17,139
Other trading activities		
Fundraising events	418	474
Sales of purchased goods	2,432	1,293
	<hr/>	<hr/>
	2,850	1,767
Investment income		
Deposit account interest	4	10
Charitable activities		
Admissions	3,827	1,051
Educational activities	57	522
Rental income - rooms	1,744	6,236
Other income	691	567
Subscriptions	5,076	3,657
Furlough receipts	-	2,773
	<hr/>	<hr/>
	11,395	14,806
Total incoming resources	<hr/>	<hr/>
	119,164	33,722
EXPENDITURE		
Raising donations and legacies		
Retail stock	1,148	1,195
Charitable activities		
Wages	-	6,858
Repairs & maintenance	19,575	9,906
Establishment costs	4,473	5,795
Office expenses	5,605	12,045
Other direct costs	2,691	4,464
Grant spend on events	7,401	-
Arts Council grant spent	43,063	-
Long leasehold	7,515	7,515
Depn of equipment	989	989
	<hr/>	<hr/>
	91,312	47,572
Support costs		

This page does not form part of the statutory financial statements

Teign Heritage

Detailed Statement of Financial Activities
for the Year Ended 31 October 2021

	31.10.21	31.10.20
	£	£
Support costs		
Governance costs		
Accountancy fees	787	802
Total resources expended	93,247	49,569
Net income/(expenditure)	25,917	(15,847)

This page does not form part of the statutory financial statements

Company No: 5874265

Charity No: 1116204

Companies Act 2006

**MEMORANDUM and
ARTICLES of ASSOCIATION**

- of -

TEIGN HERITAGE

Incorporated on 12th July 2006

(as adopted by Special Resolution dated 16 December 2019)

[based on the Charity Law Association model (3rd edition)]

TOZERS
Solicitors LLP

www.tozers.co.uk

Charities & Social Enterprises team
Exeter EX1 1UA

Tel: 01392 207020
r.king@tozers.co.uk

The Companies Act 2006
Company not having a share capital

MEMORANDUM OF ASSOCIATION

- of -

TEIGN HERITAGE

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
Mrs Beryl Rhoda King	<i>sgd Beryl King</i>
Ms Anna Francesca Leatherdale	<i>sgd A Leatherdale</i>
Mr David Postlethwaite	<i>sgd D Postlethwaite</i>
Mrs Mary Purchase	<i>sgd M Purchase</i>
Mr Colin Trigger	<i>sgd C Trigger</i>
Mrs Patricia Warner	<i>sgd P Warner</i>

Dated: 5th July 2006

Companies Act 2006

Company limited by guarantee

ARTICLES OF ASSOCIATION

- of -

TEIGN HERITAGE

(as adopted by Special Resolution dated 16 December 2019)

1. OBJECTS

- 1.1 The objects of the Charity ('**the Objects**'¹) are the advancement of education in particular by:
 - 1.1.1 promoting interest in the history and heritage of Teignmouth, Shaldon and the surrounding district ('the area');
 - 1.1.2 maintaining and developing the Museum for the area; and
 - 1.1.3 a programme of lectures, displays, discussions and visits to extend knowledge of the area and of history in a wide context
- 1.2 The Charity will be non-party in politics and non-sectarian in religion and will not discriminate on the grounds of gender, sexual orientation, race, age or opinion.
- 1.3 This **Article** may be amended by **special resolution** but only with the prior **written** consent of the **Commission**

2. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 2.1 To promote such public events as the Trustees think fit
- 2.2 To provide advice or information
- 2.3 To promote or carry out research
- 2.4 To co-operate with other bodies
- 2.5 To support, administer or set up other charities
- 2.6 To accept gifts and to raise funds (but not by means of **taxable trading**)
- 2.7 To borrow money
- 2.8 To give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**)
- 2.9 To acquire or hire property of any kind
- 2.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 2.11 To set aside funds for special purposes or as reserves against future expenditure

¹ Words defined in Article 11 (or elsewhere) are printed in bold the first time they appear

- 2.12 To deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification)
- 2.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 2.13.1 the investment policy is set down **in writing** for the financial expert by the Trustees
 - 2.13.2 timely reports of all transactions are provided to the Trustees
 - 2.13.3 the performance of the investments is reviewed regularly with the Trustees
 - 2.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 2.13.5 the investment policy and the delegation arrangement are reviewed at least once a **year**
 - 2.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt and
 - 2.13.7 the financial expert must not do anything outside the powers of the Charity
- 2.14 To act as trustee and to undertake and execute charitable trusts
- 2.15 To arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required
- 2.16 To deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required
- 2.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 2.18 Subject to Article 6.3, to employ paid or unpaid agents, staff or advisers
- 2.19 To enter into contracts to provide services to or on behalf of other bodies
- 2.20 To establish or acquire subsidiary companies
- 2.21 To amalgamate with or acquire all or part of the undertaking of any charity having purposes similar to the Objects and to transfer to such charity any of the assets liability and engagements of the Charity
- 2.22 To do anything else within the law which promotes or helps to promote the Objects

3. THE TRUSTEES

- 3.1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 3.2 The Trustees at the date of adoption of the Articles in this present form are the Trustees of the Charity for the terms which they currently hold

- 3.3 The Trustees when complete consist of at least 4 and not more than 9 individuals, who being individuals are over the age of 18, all of whom must support the Objects.
- 3.4 A **Trustee** may not act as a Trustee unless he/she
 - 3.4.1 is a Member; and
 - 3.4.2 has signed a written declaration of willingness to act as a charity trustee of the Charity
- 3.5 One third (or the number nearest one third) of the Trustees must retire at each **AGM**, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A retiring Trustee who is eligible under Article 3.3 may be reappointed so as to serve up to a maximum of 9 consecutive years unless following the ninth year he or she is re-elected for a further period of one year (which can be repeated up to a maximum of 3) provided that the other Trustees unanimously agree that it would be in the long term interests of the Charity for him or her to be so
- 3.7 A Trustee's term of office as such automatically terminates if he/she:
 - 3.7.1 is disqualified under the Charities Act from acting as a charity trustee
 - 3.7.2 is incapable, whether mentally or physically, of managing his/her own affairs
 - 3.7.3 is absent without notice from 3 consecutive meetings of the Trustees except for reasons approved by the Trustees and duly minuted and is asked by a majority of the other Trustees to resign provided that the Trustee shall first be given an opportunity to make representation to the Trustees
 - 3.7.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office) or
 - 3.7.5 is removed by special resolution after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3.8 The Trustees may at any time co-opt (and remove on notice in writing) any individual who is eligible under Article 3.3 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3.3) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. TRUSTEES' PROCEEDINGS

- 4.1 The Trustees must hold at least four meetings each year at regular intervals
- 4.2 A quorum at a meeting of the Trustees is two Trustees or (if greater) one third of the Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person

- 4.4 The **Chair** or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Any issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing agreed by a 75% majority of the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting provided that due notice has been drawn to the attention of every Trustee
- 4.6 For the purpose of Article 4.5 the resolution may be passed in more than one communication in like terms and will be treated as passed when the last Trustee sufficient to achieve a majority has communicated his or her agreement provided that the communication is received at the office of the Charity within 28 days beginning with the circulation date
- 4.7 Every Trustee has one vote on each issue but, in case of equality of votes, the Chair of the meeting has a second or casting vote
- 4.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 4.9 At a meeting the Trustees elect from their number a Chair for a term of up to 3 years provided that:
 - 4.9.1 the Chair will not usually serve for more than 6 consecutive years in total but may be re-elected if the extension is unanimously held by the other Trustees to be in the interests of the Charity
 - 4.9.2 the Chair has no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees
- 4.10 The Secretary will on request by any Trustee summon a meeting of the Trustees by notice at any reasonable time
- 4.11 The Secretary after consulting the Chair is to send the Trustees an agenda and supporting papers at least 7 **clear days** before a meeting unless the Trustees decide otherwise
- 4.12 No later than 30 November in any year the Secretary after consulting the Chair is to send the Trustees notice of the dates of all regular meetings for the coming year (without prejudice to Article 4.9)

5. TRUSTEES' POWERS

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 5.1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the **Companies Acts**
- 5.2 to appoint a Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees
- 5.4 to make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings
- 5.5 to make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees

- 5.6 to make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes or differences within the Charity
- 5.8 to exercise in their capacity as Trustees any powers of the Charity which are not reserved to them in their capacity as Members
- 5.9 in particular to adopt and revoke at any time terms of reference for a management committee or any other policy or constitutional document that the Trustees decide upon. Such terms of reference are to set out a framework for the operation and roles of the management or other sub-committee and the officers of the Charity and so far as appropriate to govern their and the Charity's relationship with any Friends group or other Committee established or to be established in connection with the Charity
- 5.10 to appoint advisory committees (whether including Trustees or not) to advise on any matters and in whatever manner the Trustees decide but an advisory committee will act only in an advisory capacity and may not carry out any functions of the Trustees

6. **BENEFITS AND CONFLICTS**

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but subject to compliance with Article 6.4:
 - 6.1.1 Trustees and **Connected Persons** may be paid interest at a reasonable rate on money lent to the Charity
 - 6.1.2 Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity and
 - 6.1.3 individual Trustees and Connected Persons may receive charitable benefits and take part in normal trading and fund-raising activities of the Charity on the same terms as any other **Beneficiaries**
- 6.2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except
 - 6.2.1 as mentioned in Articles 6.1 or 6.3
 - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 6.2.3 the benefit of **indemnity insurance** as permitted by the Charities Act
 - 6.2.4 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 6.2.5 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and/or where *permitted or* required by the Companies Acts the approval or affirmation of the Members)
- 6.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 6.2.5, but any Trustee or Connected Person may enter into a written contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if

- 6.3.1 the goods or services are actually required by the Charity, and the Trustees decide - and it is minuted - that it is in the best interests of the Charity to enter into such a contract
- 6.3.2 the nature and level of the remuneration is no more than reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.4 and
- 6.3.3 no more than half of the Trustees are subject to such a contract in any **financial year**
- 6.4 Subject to Article 6.5 any Trustee who becomes a **Conflicted Trustee** in relation to any matter must:
 - 6.4.1 declare the nature and extent of his/her interest at or before discussion begins on the matter
 - 6.4.2 withdraw from the meeting for that item after providing any information requested by the Trustees
 - 6.4.3 not be counted in the quorum for that part of the meeting and
 - 6.4.4 be absent during the vote and have no vote on the matter
- 6.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
 - 6.5.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - 6.5.2 disclose to a third party information confidential to the Charity, or
 - 6.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit, or
 - 6.5.4 refrain from taking any step required to remove the conflict
- 6.6 This clause 6 may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission

7. RECORDS & ACCOUNTS

- 7.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
 - 7.1.1 annual returns
 - 7.1.2 annual reports
 - 7.1.3 annual statements of account
- 7.2 The Trustees must also keep records of
 - 7.2.1 all proceedings at general meetings

- 7.2.2 all proceedings at meetings of the Trustees including appointments of officers and attendance
- 7.2.3 all resolutions in writing
- 7.2.4 all reports of committees and
- 7.2.5 all professional advice obtained
- 7.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any *reasonable* time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide
- 7.4 A copy of the Charity's **constitution** and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs
- 7.5 Each new Trustee is to undergo an induction process decided upon by the Trustees as to the responsibilities of charity trustees and his/her overall responsibility for all aspects of the Charity's business including strategic decision-making by the Trustees, implementation of policy by the Charity's managers, monitoring and review of financial and managerial procedures and the requirements of Article 7.1

8. MEMBERSHIP

- 8.1 The Charity must maintain a register of Members
- 8.2 **Membership** is open only to the Trustees and is terminated if the Member concerned ceases to be a Trustee
- 8.3 The form and the procedure for applying for Membership is to be prescribed by the Trustees
- 8.4 Membership is not transferable
- 8.5 The Trustees may recognise one or more classes of supporters who are not Members (but who may nevertheless be termed 'members') and set out their respective rights and obligations
- 8.6 Each Member will further the Objects so far as practicable and observe any standing orders rules and regulations issued under Article 5

9. GENERAL MEETINGS

- 9.1 Trustees in their capacity as Members and the auditors of the Charity are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary at least 24 hours before the meeting begins)
- 9.2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) at least 28 clear days' written notice setting out the terms of the proposed special resolution
- 9.3 Every notice must specify the place and time chosen by the Trustees and the business to be discussed and notify the right of the Member to appoint a proxy

- 9.4 A general meeting may be called by shorter notice if agreed by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights
- 9.5 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least two or one third if greater
- 9.6 If there is no quorum, the meeting will be adjourned to such time and place as the Trustees decide, but if business is adjourned for more than 14 days then at least 7 clear days' notice of the adjourned meeting and business must be given
- 9.7 The Chair or (if the Chairman is unable or unwilling to do so) some other Trustee elected by those present presides at a general meeting
- 9.8 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by **ordinary resolution**
- 9.9 Except for the chair of the meeting, who has a second or casting vote, every Member present in person or by proxy has one vote on each issue
- 9.10 Each issue is decided on a show of hands unless (subject to the provisions of the Companies Acts) either the chair or 2 Members present demand a poll
- 9.11 A poll on the election of a Chair or on a proposed adjournment is taken immediately. A poll on any other question is taken not more than 30 days after the demand, but does not prevent transaction of other business at the meeting
- 9.12 Except where otherwise provided by the Articles or the Companies Acts, a **written resolution** (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting provided that due notice has been drawn to the attention of every Member. A written resolution may be set out in more than one communication provided that that communication is received at the office of the Charity within 28 days beginning with the circulation date
- 9.13 The Trustees may make such arrangements and give such directions as they reasonably consider necessary for Members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendees may securely identify themselves, follow the proceedings and cast their votes by telephone, on line or in a manner otherwise agreed by the Trustees
- 9.14 The Charity must hold an AGM in every year (and within 15 months of the last AGM)
- 9.15 At an AGM the Members:
- 9.15.1 receive the accounts of the Charity for the previous financial year
 - 9.15.2 receive a written report on the Charity's activities
 - 9.15.3 are informed of the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 9.15.4 elect Trustees to fill the vacancies arising
 - 9.15.5 appoint reporting accountants or auditors for the Charity
 - 9.15.6 may confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Charity (without executive duties or responsibilities or voting rights in that capacity) for a (renewable) term of 36 months unless they decide otherwise at the time of conferring that title and
 - 9.15.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees

- 9.16 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request of two or more Trustees (as Members) explaining its purpose
- 9.17 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution

10. LIMITED LIABILITY

The liability of Members is limited

11. GUARANTEE

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a Member, to pay up to £10 towards

- 11.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member
- 11.2 payment of the costs, charges and expenses of winding up and
- 11.3 the adjustment of rights of contributors among themselves

12. COMMUNICATIONS

12.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Acts may be served:

- 12.1.1 by hand
- 12.1.2 by post
- 12.1.3 by suitable electronic means or
- 12.1.4 through publication in the Charity's newsletter

12.2 The only address at which a Member is entitled to receive notices sent by post is the address in the U.K. shown in the register of Members

12.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received

- 12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 12.3.2 2 clear days after being sent by first class post to that address
- 12.3.3 3 clear days after being sent by second class or overseas post to that address
- 12.3.4 immediately on being handed to the recipient personally or, if earlier,
- 12.3.5 as soon as the recipient acknowledges actual receipt

12.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

13. DISSOLUTION

13.1 If the Charity is dissolved the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- 13.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 13.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or
 - 13.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance
- 13.2 A final report and statement of account must be sent to the Commission
- 13.3 This provision may be amended by special resolution but only with the prior written consent of the Commission

14. INTERPRETATION

- 14.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.
- 14.2 In the Articles, unless the context indicates another meaning:
- 'AGM'** means an annual general meeting of the Charity
 - 'the Articles'** means the Charity's Articles of Association and 'Article' refers to a particular Article
 - 'Beneficiaries'** means the beneficiaries of the Charity under Article 1
 - 'Chair'** means the Chair of the Trustees appointed under Article **Error! Reference source not found.**
 - 'the Charities Act'** means the Charities Act 2011
 - 'the Charity'** means the company governed by the Articles
 - 'charity trustee'** has the meaning prescribed by the Charities Act
 - 'clear day'** does not include the day on which notice is given or the day of the meeting or other event
 - 'the Commission'** means the Charity Commission for England and Wales or any body which replaces it
 - 'the Companies Acts'** means the Companies Acts (as defined in the Companies Act 2006) so far as they apply to the Charity
 - 'Conflicted Trustee'** means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity
 - 'Connected Person'** means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights
 - 'constitution'** means the Memorandum and the Articles and any special resolutions relating to them

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them

'electronic means' refers to communications addressed to specified individuals by telephone conference call, fax or email or, in relation to meetings, by telephone conference call or video conference or similar virtual means

'financial expert' means an individual, company or **firm** who is authorised to give investment advice under the Financial Services and Markets Act 2000

'financial year' means the Charity's financial year

'firm' includes a limited liability partnership

'indemnity insurance' has the meaning prescribed by the Charities Act

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value

'Member' and **'Membership'** refer to company membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another

'the Objects' means the Objects of the Charity as defined in Article 1

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, 'Members' in this definition means a class of Members

'resolution in writing' means a written resolution of the Trustees

'Secretary' means a company secretary

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, 'Members' in this definition means a class of Members

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax

'Trustee' means a director of the Charity and **'Trustees'** means the directors but where a Trustee is a corporate body 'Trustee' includes where appropriate the named representative of the Trustee

'written' or **'in writing'** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or special resolution which is in writing

'year' means calendar year

14.3 Expressions not otherwise defined which are defined in the Companies Acts have the same meaning

14.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it