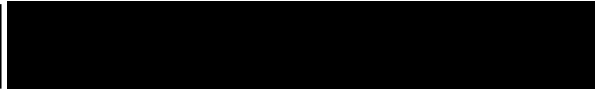


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ECCLESFIELD PARISH COUNCIL

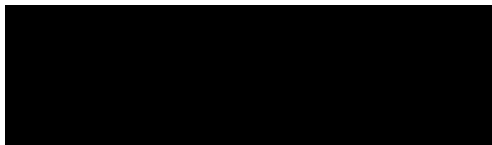
Minute of Meeting Dated 4th October 2007

Resolved unanimously



By a resolution of Ecclesfield Parish Council as trustees of the Old School Charity it is decided that in accordance with the 2006 Order and under the provisions of Section 74D charities Act 1993 as enacted by the Charities Act 2006 section 42 and the advice of the Charity Commission the governing document of the Grenoside Exhibition Foundation shall henceforward be as set out in the document annexed to this resolution a copy of which is attached hereto,

The Trustees consider that this change to the constitution of the Grenoside Exhibition Foundation as enabled by the 2006 Order and the provisions of Section 74D Charities Act 1993 will better enable the Grenoside Exhibition Charity to be transparently beneficial for the whole community of Grenoside based on a governing document that is current best practice and is more simple to understand.



The Governing Document of the
Grenoside Exhibition Charity
Charity Registration Number 529453

"The Charity"

Approved by unanimous resolution of the Trustees dated 4th October 2007

In accordance with Section 74D Charities Act 1993 as enacted by The Charities Act 2006 Section 42.

1. Trustees

The Trustees are Ecclesfield Parish Council, "the Council".

2. The Trust Fund

The *Trust Fund* shall be the interests in land listed in the Schedule to this Governing Document or such other land or other investments as shall from time to time be acquired in substitution for same.

3. Application of income

The Trustees must apply the income from the Trust Fund and the other income and capital of the Charity in furthering the objects ("the objects") which continue unamended and as set out by the Scheme made by the Board of Education on 27th April 1934:

The income shall be applied by the Trustees in one or more of the following ways:-

(a) In assisting pupils to attend schools, institutions, or classes for purposes of education other than elementary, by paying fees or travelling or other incidental expenses, or by providing them with maintenance allowances; provided that candidates for these benefits shall be boys or girls resident in Grenoside, who, in the opinion of the Trustees, are in need of financial assistance.

(b) In making arrangements approved by the Local Education Authority for attending to the health or physical condition of children attending any Public Elementary School in Grenoside.

(c) In otherwise promoting the education, including social and physical training, of boys and girls of the poorer classes in Grenoside.

The trustees shall consult the Local Education Authority as to their general action under this clause and, if occasion requires it, as to the educational qualifications of candidates for benefit.

4. Application of capital

At their discretion, the Trustees may spend all or part of the capital of the Charity in furthering the objects save for the capital comprised in the Trust Fund.

5. Powers

In addition to any other powers they have, the Trustees may exercise any of the following powers in order to further the objects (but not for any other purpose):

(i) to raise funds. In exercising this power, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(ii) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;

(iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(iv) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they wish to mortgage land owned by the Charity;

(v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(vi) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

(vii) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the objects;

(viii) to create such advisory committees as the Trustees think fit;

(ix) to employ and remunerate such staff as are necessary for carrying out the work of the Charity;

(x) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

6. Statutory powers

Nothing in this Governing Document restricts or excludes the exercise by the Trustees of the powers given by the Trustee Act 2000 or otherwise as regards investment, the acquisition or disposal of land and the employment of agents, nominees and custodians.

7. Duty of care and extent of liability

When exercising any power (whether given to them by this Governing Document, or by statute, or by any rule of law) in administering or managing the Charity, each of the members of the Council must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that they claim to have ("the duty of care").

No member of the Council, and no one exercising powers or responsibilities that have been delegated by the Trustees, shall be liable for any act or failure to act unless, in acting or in failing to act, they have failed to discharge the duty of care.

8. Termination of Right to Speak or Vote on Trustees Business

A member of the Council shall not speak or vote in respect of any Trustees matter if they are:

(i) is disqualified for acting as a trustee of a charity by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;

(ii) becomes incapable by reason of mental disorder, illness or injury of managing their own affairs;

(iii) has any conflict of interest relevant to a Trustees' matter disclosed under the relevant Council rules and regulations;

(iii) their office as a member of the Council is vacated; or

(iv) notifies to the Council a wish not to speak or vote in respect of any Trustees' matter (but only if enough members of the Council will remain to make any vote on any Trustee matter quorate).

9. Meetings

The Trustees must hold at least one meeting each year. Any such meeting must involve the physical presence of those members of the Council who attend the meeting.

10 Calling meetings

The members of the Council must arrange at each of their Trustees meetings the date, time and place of their next meeting, unless such arrangements have already been made. Meetings may also be called at any time by the person elected to chair meetings of the Council or by any two members of the Council.

11. Conflict of interest

A member of the Council must absent themselves from any discussions of and any vote by the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

12. Minutes

The Clerk to the Council shall attend all Trustees meetings and the Trustees must keep minutes, in books kept for the purpose or by the said clerk, of the proceedings at their meetings. In the minutes the Trustees must record their decisions and, where appropriate, the reasons for those decisions. The Trustees must approve the minutes in accordance with the procedures, laid down in regulations made under clause 13 of this Governing Document.

13. General power to make regulations

The Trustees may from time to time make regulations for the management of the Charity and for the conduct of their business, including:

(i) the calling of meetings;

(ii) methods of making decisions in order to deal with cases or urgency when a meeting is impractical;

(iii) the deposit of money at a bank;

(iv) the custody of documents; and

(v) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a member of the Council to

sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

The Trustees must not make regulations which are inconsistent with anything in this Governing Document.

14. Accounts, Annual Report and Annual Return

The Trustees must comply with their obligations under the Charities Acts with regard to:

- (i) the keeping of accounting records for the Charity;
- (ii) the preparation of annual statements of account for the Charity;
- (iii) the auditing or independent examination of the statements of account of the Charity;
- (iv) the transmission of the statements of account of the Charity to the Commission;
- (v) the preparation of an annual report and its transmission to the Commission;
- (vi) the preparation of an annual return and its transmission to the Commission.

15. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

16. Bank account

Any bank or building society account in which any of the funds of the Charity are deposited must be operated by the Trustees and held in the name of the Charity. Unless the regulations of the Trustees make other provision, all cheques and orders for the payment of money from such an account shall be signed by at least two members of the Council

17. Trustees not to benefit financially from Trusteeship

Unless expressly authorised in writing in advance by the Charity Commission to do so, no member of the Council may buy goods or services from the Charity, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity or from any trading company owned by the Charity.

18. Amendment of this Governing Document

The Trustees may amend the provisions of this Governing Document subject to the limitations and requirements of the Charities Acts.

19. Orders and Schemes

The following Orders and Schemes of the Charity Commissioners and the Board of Education have been made and apply to the Charity and together with this deed comprise its Governing Document, copies of which are attached to this deed:

Scheme dated 26th March 1895

Order dated 13th November 1903

Scheme dated 13th July 1928

Scheme made by the Board of Education dated 27th April 1934

Order dated 16th September 2005

Order dated 3rd August 2006

20. Interpretation

In this Governing Document, all references to particular legislation are to be understood as references to legislation in force at the date of this deed and also to any subsequent legislation that adds to, modifies or replaces that legislation. This Governing Document is to be interpreted in accordance with English law subject to the exclusive jurisdiction of the English Courts.

SCHEDULE

The interests in the land comprised in numbers 4, 6, 8, 10, 12a, 14a, 16a, and 18 Cupola Lane Grenoside Sheffield held by the Charity from time to time.

We hereby certify this to be a true and correct copy of the Original
John Nibb
Dated 3/6/18