

## THIS DECLARATION OF TRUST IS MADE

On the 31<sup>st</sup> day of March 2014 by:

- (1) David Joseph Butter of [REDACTED].
  - (2) Adrian Russell Dale of [REDACTED].
  - (3) Duncan Charles Farrington of [REDACTED].
  - (4) Kathryn Jan Gelder of [REDACTED].
  - (5) Charlotte Ann Goodson of [REDACTED].
  - (6) Kimberley How of [REDACTED].
  - (7) Michael John Izzard of [REDACTED].
  - (8) Robin Heriot Mackonochie of [REDACTED].
- (‘the first trustees’)

## THE TRUST

The first trustees hold the sum of £25,650 (the ‘capital’) paid by Chelveston Renewable Energy Ltd in accordance with the Section 106 agreements dated 16<sup>th</sup> April 2012 made with East Northamptonshire Council and Bedford Borough Council relating to planning applications EN/10/00415/FUL and 10/00484/MAF on the trusts declared in this deed. The trustees expect that the same sum (index linked in accordance with the formulae established in the Section 106 agreements) or greater will be paid to them annually under these agreements to be held and applied on the same trusts.

## NOW THIS DEED WITNESSES AS FOLLOWS:

### 1. Administration

The charitable trust created by this deed (‘the charity’) shall be administered by the trustees. (In this deed, the expression ‘the trustees’ refers to the individuals who are the trustees of the charity for the time being. It includes the first trustees and their successors. The word ‘trustee’ is used to refer to any one of the trustees.)

### 2. Name

The charity shall be called:

**Chelveston Wind Farm Community Benefit Fund.**

### 3. Objects

The objects of the charity (‘the objects’) are:

To make grants of varying amounts out of capital and accumulated income to eligible projects proposed by charitable bodies, trusts, associations, institutions or organisations that operate for charitable or community purposes within the boundaries for the time being of the four Civil Parish Councils of:

- (A) Chelveston-cum-Caldecott in the county of Northamptonshire
- (B) Dean and Shelton in unitary district of Bedford Borough
- (C) Hargrave in the country of Northamptonshire
- (D) Melchbourne and Yelden in the unitary district of Bedford Borough

(‘the Sponsoring Parish Councils’).

'Eligible projects' are those which meet the following criteria:

- (1) the conservation, protection and improvement of the built and natural environment within the said parishes;
- (2) the provision of facilities for recreation, entertainment, arts, sporting activities or other leisure time for the residents of the parishes or for the public at large;
- (3) the advancement of the education of the residents of the parishes or the public in the conservation, protection and improvement of the built and natural environment and heritage awareness of same;
- (4) the advancement of the education of the residents of the parishes or the public about all aspects of renewable energy generation and sustainability;
- (5) the promotion of sustainable development which meets the needs of the present without compromising the ability of future generations to meet their own needs by the preservation, conservation and the protection of the environment and the prudent use of resources;
- (6) the promotion of rural regeneration in the areas served by the Parish Councils by the maintenance, improvement or provision of public amenities and/or the preservation of buildings or sites of historic or architectural importance.

None of the above objectives shall include provision of funding for political or religious activities or campaigns save where they are incidental to the objectives above.

#### **4. Application of income and capital**

- (1) After permitted expenses and specified reserves the trustees must apply all the income of the charity and, at their discretion all or part of the capital in furthering the objects.
- (2) Trustees must maintain a general reserve sufficient to cover the expenses of the charity for one year including an allocation to cover the costs of dissolution.
- (3) Trustees shall have the power to designate restricted reserves drawn from income or capital that can be held over to fund larger projects in future years. Restricted reserves should normally be time limited to five years after which time the monies must be granted or reallocated. Exceptionally the Trustees may pass a resolution to extend this time period, but this resolution must be reviewed every five years.
- (4) The trustees must report annually on their application of income and capital showing the nature and locations of the projects which have been supported. They must also report on any reserves that have been allocated for specific projects or general contingencies.
- (5) Over the lifetime of the trust the income and capital shall be applied equally within the boundaries for the time being of the four Sponsoring Parish Councils.

#### **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):

- (1) to raise or receive funds in addition to the annual payment received from Chelveston Renewable Energy Ltd under the existing Section 106 agreements relating to the planning applications EN/10/00415/FUL and 10/00484/MAF. In exercising this power, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (3) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (4) to create such advisory committees as the trustees think fit;
- (5) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

## 6. Statutory powers

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

## 7. Appointment of trustees

- (1) There must be 8 trustees with two trustees being appointed by each of the Sponsoring Parish Councils.
- (2) Each of the Sponsoring Parish Councils will formally adopt a resolution which specifies:
  - (a) local procedures and qualifying criteria for the appointment of trustees;
  - (b) the terms of office of the 'first trustees' and those subsequently appointed;
  - (c) local procedures for removing a trustee who has not completed their full term and has not been otherwise disqualified from office under the provisions of clause 9.
- (3) In selecting individuals for appointment as trustees, the Sponsoring Parish Council must have regard to the skills, knowledge and experience needed for the effective administration of the charity. The Sponsoring Parish Council will confirm that a nominated Trustee is eligible for office under the terms of the *Charities Act 2011* as defined in clause 8.
- (4) The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee and must ensure that the Charity Commission records of trustees are up to date.
- (5) The trustees must make available to each new trustee, on his or her first appointment:
  - (a) a copy of this deed and any amendments made to it;
  - (b) a copy of the charity's latest report and statement of accounts;
  - (c) a register of all grants made by the trust.

## 8. Eligibility for trusteeship

- (1) No one shall be appointed as a trustee:
  - (a) if he or she is under the age of 18 years; or;
  - (b) if he or she would at once be disqualified from office under the provisions of clause 9 of this deed.
- (2) No one shall be entitled to act as a trustee whether on appointment or on any re-appointment as trustee until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee of the charity.

## 9. Termination of trusteeship

A trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a trustee by virtue of *sections 178 and 179 of the Charities Act 2011* or any statutory re-enactment or modification of that provision;
- (2) in the written opinion, given to the charity, of a registered medical practitioner that the person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (3) is absent without the permission of the trustees from two consecutive meetings and the trustees resolve that his or her office be vacated; or
- (4) notifies to the trustees a wish to resign (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).

## **10. Vacancies**

If a vacancy occurs the trustees must note the fact in the minutes of their next meeting and must notify all of Sponsoring Parish Councils. If the number of trustees falls below the quorum in Clause 16, none of the powers or discretions conferred by this deed or by law on the trustees shall be exercisable until new trustees are appointed by the Sponsoring Parish Councils.

## **11. Delegation**

- (1) In addition to their statutory powers, the trustees may delegate any of their powers or functions to a committee of three or more trustees. A committee must act in accordance with any directions given by the trustees. It must report its decisions and activities fully and promptly to the trustees. It must not incur expenditure on behalf of the charity except in accordance with a budget previously agreed by the trustees.
- (2) The trustees must exercise their powers jointly at properly convened meetings except where they have:
  - (a) delegated the exercise of the powers (either under this provision or under any statutory provision), or
  - (b) made some other arrangements, by regulations under clause 21.
- (3) The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.

## **12. Duty of care and extent of liability**

- (1) When exercising any power (whether given to them by this deed, or by statute, or by any rule of law) in administering or managing the charity, each of the trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ('the duty of care').
- (2) No trustee, 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, he or she has failed to discharge the duty of care.

## **13. Meetings**

The trustees must hold at least two meetings each business year, the first of which will be designated as the Annual Meeting. At each of their meetings, the trustees must arrange the date, time and place of their next meeting, unless such arrangements have already been made. Other meetings may also be called at any time by the person elected to chair meetings of the trustees or by any two trustees who have been appointed by different Sponsoring Parishes. In that case not less than ten days' clear notice must be given to the other trustees.

All meetings of the trustees shall take place in a public building within the boundaries of one of the Sponsoring Parish Councils. The trustees shall have discretion as to whether members of the public should be admitted to any or all of their meetings.

## **14. Chairing of meetings**

At the Annual Meeting each year the trustees must elect one of their number to chair their meetings for that year. The person elected shall always be eligible for re-election. If that person is not present within ten minutes after the time appointed for holding a meeting, or if no one has been elected, or if the person elected has ceased to be a trustee, the trustees present must choose one of their number to chair the meeting. The person elected to chair meetings of the trustees shall have no other additional functions or powers except those conferred by this deed or delegated to him or her by the trustees.

## **15. Officers of the Trust**

At the Annual Meeting, the trustees will appoint (or re-appoint for a further year) an officer or officers to undertake the administrative functions of the trust.

The trustees may appoint either:

- (a) a Clerk to the Trustees (the 'Clerk') who cannot simultaneously hold the role of trustee. The Clerk shall be the nominated contact for the Charity Commission, bankers and the Sponsoring Parish Councils. The Clerk shall be responsible for maintaining the financial and administrative records of the charity in accordance with the terms of this deed and any other regulations which may be enacted by the trustees to manage the charity. The Clerk would not be a signatory of any bank accounts but would be responsible for holding cheque books or other payment instruments in safekeeping for use only when duly authorised by a resolution of the trustees. The Clerk should normally be present at all meetings to record the business of the charity. The trustees can resolve to exclude the Clerk for the duration of the meeting where the Clerk has a declared personal or financial interest in the item being discussed. During the Clerk's exclusion one of the trustees should take a note of the decision taken and the reason for that decision. The chair of the meeting should sign and date that note as a true record of the decision so that it can be included in the minutes of the meeting. This role would preferably be a voluntary position but the trustees shall have the power to set and pay a salary for the position if a suitably qualified or experienced volunteer cannot be found.
- (b) separate roles of a Secretary and Treasurer either or both of whom may simultaneously hold the role of trustee.

The Secretary would be responsible for maintaining the administrative records of the trust and for contacts with the Charity Commission and Sponsoring Parish Councils. The Secretary should normally be present at all meetings to record the business of the charity. The trustees can resolve to exclude the Secretary for the duration of the meeting where the Secretary has a declared personal or financial interest in the item being discussed. During the Secretary's exclusion one of the trustees should take a note of the decision taken and the reason for that decision. The chair of the meeting should sign and date that note as a true record of the decision so that it can be included in the minutes of the meeting.

The Treasurer would be responsible for maintaining the financial records of the trust and would be the nominated contact for bankers. The Treasurer would not be a signatory of any bank accounts but would be responsible for holding cheque books or other payment instruments in safekeeping for use only when duly authorised by a resolution of the trustees.

These roles would preferably be voluntary positions but the trustees shall have the power to set and pay a salary for either position (provided that they are not occupied by a trustee) if a suitably qualified or experienced volunteer cannot be found.

## **16. Quorum**

No business shall be conducted at a meeting of the trustees unless at least five trustees eligible to vote on all items are present throughout the meeting. No resolution can be passed unless a quorum of eligible trustees is available to vote.

## **17. Voting**

At meetings, decisions must be made by a majority of the trustees present and voting on the question. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question but no trustee in any other circumstances shall have more than one vote.

## **18. Conflicts of interests and conflicts of loyalties**

A trustee or the Clerk/Secretary must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal or professional interest (including but not limited to any personal financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **19. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this deed to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 18 (Conflicts of interests and conflicts of loyalties)

## **20. Minutes**

The Clerk/Secretary must keep minutes, in books kept for the purpose or by such other means as the trustees decide, 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 21 of this deed. The minutes of the meetings must be available for inspection by the Sponsoring Parish Councils.

## **21. General power to make regulations**

- (1) The trustees may from time to time make regulations for the management of the charity and for the conduct of their business, including
  - (a) the calling of meetings;
  - (b) methods of making decisions in order to deal with cases or urgency when a meeting is impractical;
  - (c) the deposit of money at a bank;
  - (d) the custody of documents; and
  - (e) 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 trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (2) Trustees must not make regulations which are inconsistent with anything in this deed.

## **22. Disputes**

If a dispute arises between the trustees about the validity or propriety of anything done by the charity trustees under this deed, and the dispute cannot be resolved by agreement, the trustees party to the dispute must first try in good faith to settle the dispute by mediation before the matter is passed to the Sponsoring Parish Councils for resolution.

## **23. Accounts, Annual Report and Annual Return**

The trustees must comply with their obligations under the *Charities Act 2011* with regard to:

- (1) the keeping of accounting records for the charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the charity;
- (4) the transmission of the statements of account of the charity to the Commission;
- (5) the preparation of an Annual Report and its transmission to the Commission;
- (6) the preparation of an Annual Return and its transmission to the Commission.

## **24. Registered particulars**

The Clerk/Secretary must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **25. 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 trustees appointed by different Sponsoring Parish Councils.

## **26. Application of income and property**

- (1) The income and property of the charity must be applied solely towards the promotion of the objects with the following exceptions:
  - (a) a charity trustee is entitled to be reimbursed out of the property of the charity or may pay out of such property pre-agreed and receipted reasonable expenses properly incurred by him or her when acting on behalf of the charity with the exception that no travelling expenses shall be paid for attendance at meetings of the trustees.
  - (b) a charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, *section 189 of the Charities Act 2011*;
  - (c) the charity may purchase such insurance as is necessary to indemnify the charity, trustees and the Clerk to the Trustees against fraud and public liability;
  - (d) the trustees may use the charity's funds to meet any necessary and reasonable expenses which they incur in the course of carrying out their responsibilities as trustees of the charity including the hire of a public venue for meetings.
- (2) Subject to clause 27, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any charity trustee or connected person.

## **27. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person nor any business in which they have an interest may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity; unless the payment or benefit is authorised by the court or the Charity Commission ('the Commission'). In this clause a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the charity in their capacity as a member of a grant receiving organisation provided that a majority of the trustees do not benefit in this way from that grant. Such an interest must be declared and the provisions of clause 18 must be followed in meetings where such matters are discussed.
  - (b) A charity trustee or connected person may not in their own right or as part of a business in which they have an interest enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity.
  - (c) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- (3) In sub-clauses (1)-(2) of this clause 'connected person' includes any person within the definition set out in clause 30 (Interpretation).

## **28. Amendment of trust deed**

- (1) The trustees may amend the provisions of this deed, provided that the following conditions are satisfied:
- (a) no amendment may be made to clause 3 (Objects), clause 12 (Duty of care and extent of liability), clause 26 (Application of income and property) and clause 27 (Benefits and payments to charity trustees and connected persons), clause 29 (Review and Dissolution) or this clause without the prior consent in writing of Chelveston Renewable Energy Limited (or their successor in title), East Northamptonshire Council, Bedford Borough Council (or their successors) and the Charity Commission.
  - (b) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - (c) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - (d) each of the Sponsoring Parish Councils passes a resolution approving the amendment;
- (2) The trustees must send to the Commission a copy of the deed effecting any amendment made under this clause together with the resolutions passed by each Sponsoring Parish Council within three months of it being made.

## **29. Review and Dissolution**

- (1) The Sponsoring Parish Councils will formally review the outcomes of projects supported by charity every five years to ensure that the charity is meeting the broader community objectives defined at its inception and to ensure that the operating procedures are effective.
- (2) If a Sponsoring Parish Council is not satisfied with the outcomes of their review, they



must pass a resolution to this effect and communicate their concerns to the trustees and to the other Sponsoring Parish Councils. The trustees must provide a written response within three months to each of the concerns to the Sponsoring Parish Councils proposing remedies or actions as necessary to resolve those concerns.

- (3) If a Sponsoring Parish Council is dissatisfied with the remedies proposed they first have the option to replace their trustees in an effort to effect the change they desire in the charity's operations.
- (4) If a Sponsoring Parish Council remains dissatisfied with the operations and outcomes they can propose a resolution to dissolve the charity to the other Sponsoring Parish Councils.
- (5) If a majority of the Sponsoring Parish Councils pass a resolution to dissolve then the trustees must enact the necessary procedures to effect the dissolution within three months.
- (6) The trustees may recommend the dissolution of the charity if they decide that it is necessary or desirable to do so. To be effective, a resolution to dissolve the charity must first be passed by a majority of the Sponsoring Parish Councils.
- (7) Any assets of the charity that are left after the charity's debts have been paid ('the net assets') must be given:
  - (a) to another charity (or other charities) with objects that are the same or similar to the charity's own, for the general purposes of the recipient charity (or charities);  
or
  - (b) to any charity for use for particular purposes which fall within the charity's objects.
- (8) The Commission must be notified promptly that the charity has been dissolved and, if the trustees were obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

### **30. Interpretation**

In this deed:

- (1) 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
- (2) 'connected person' means:
  - (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
  - (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
  - (d) an institution which is controlled:
    - (i) by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
    - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
  - (e) a body corporate in which
    - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
    - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- (3) *Sections 350 – 352 of the Charities Act 2011* apply for the purposes of interpreting the terms used in sub-clause (2) above.