



Meeting Minutes of the Langton Green Village Society ('LGVS') Committee (the 'Committee')

Held 7th March 2024 in GraceSpace

In attendance:

James Bowdidge (JB) Chair; Dave Whittaker (DW) Treasurer & Secretary; Mark Gamble (MG) Vice Chair & Fete Chair; Lyn Dollimore (LD); Lawrence Dollimore (LDo); Emma Stevens (ES); Jeremy Stirling (JS)

Apologies: Harry Harrison (HH); Rebecca Leach (RL); Emma Howden (EH)

- JB opened the meeting at 20:05 with a discussion around the Langton Pavilion Community Hub.
 - JB explained that in November 2023, a complex 'legal use' situation arose which led to the Pavilion Cafe not being granted a license to operate. In several rounds of discussion between LGVS and Speldhurst Parish Council (SPC), a solution was agreed whereby a new entity (the 'Langton Pavilion Community Hub' (LPCH)) would be created - this is a Community Interest Company (CIC) run on behalf of LGVS and has entered into a hire agreement with SPC for the Pavilion on a 12 month basis.
 - LDo enquired as to the legal structure of the LPCH.
 - JB explained that the CIC had been set up with four Directors (JB, MG, DW and Nicci Levy) with JB and MG each 'owning' (on behalf of LGVS) a share at a value of £1 in the CIC. The CIC has no assets or liabilities. The CIC operates on behalf and at the direction of the LGVS with no liabilities or obligations introduced to the LGVS and its members.
 - The CIC has entered into a hire agreement with SPC, to hire the Pavilion from - to include term time week days (Tuesday to Thursday 9am to 4pm) and three term time week day evenings (Tuesday to Thursday 7pm to 9pm).

- The CIC, funded by the LGVS, will pay SPC for both day-time and evening use (at a rate of £8.75 per hour) including for any additional time eg longer hours, additional evenings, school holidays etc at the same rate.
- It is anticipated most, if not all, of the day-time cost will be covered by contributions from EH who operates the Pavilion Cafe. Thus, for the sake of planning and provision it is hoped this will be largely self-financing
- The CIC, again funded by LGVS, and provide the facility to local charities and community activities, in particular Thrive Langton, our local registered charity. Thrive Langton is expected to make a reasonable contribution to these costs, by way of donation to LGVS but, for the sake of planning and financial provision, this will be funded entirely by LGVS at an approximate cost of £4,000 per annum. DW confirmed there is sufficient liquidity in LGVS accounts (which stand at approximately £25,000) to cover this.
- The CIC, funded by LGVS, will also pay for incidental expenses to support the LPCH to flourish - this includes repairs to the oven (£120.49 paid in January) and Notice Board (£33.55). The CIC may have to consider additional funding to assist with community activities.
- JB noted the fabulous events already taking place in the LPCH, including:
 - A return of community lunches - over 30 people joined on 26th November
 - A dance evening for young people with Down's Syndrome took place on 19th February with a series of 9 further sessions planned
 - 'Midwives and Mum & Baby Wellbeing' is now taking place every other week.
 - Thrive Langton has run Knit & Natter groups and held Trustee and Action Group meetings
 - A Bug Hunt around the Recreation Ground and activities in the LPCH took place during February half term
- Many further events are planned and the Committee agreed unanimously how great it is to see the facility now used for such a broad range of community activities, including the cafe facility so adored by village residents.
- JS noted 'I think you [JB, MG] should be congratulated - a wonderful result'
- The Committee briefly discussed the potential exposure we have if EH were to leave and the lease arrangement was enforced. The Committee concluded this was low risk and our strong working relationship with SPC would support an amenable outcome.
- JB concluded this part of the meeting by confirming that a working group is to be established between LGCSA, SPC and JB (on behalf of LGVS) regarding the longer term management and costs of the facility.

ACTION: DW to follow up with Blackfriars insurance to resolve subject of insurance for the CIC

- LDo raised the subject of Committee structure and operating rhythm going forward. The Committee has changed shape with several members having left recently which has made it necessary to re-think how we operate in terms of meeting cadence. The Committee agreed we are still working to the existing (2021) Constitution but resolved to make several small edits (appended in red text and detailed as follows):
 - 5c is removed - the Committee shall not review or comment on planning applications, as this is the remit of the SPC Planning Committee.
 - 8a(i) - the membership secretary is removed as a role, which is now fulfilled by the Secretary
 - 8b(i) and (ii) - changed from 'usually meet monthly' to 'as required, at least annually' to reflect the delegated authority type approach to the Committee - where, for example, MG runs the fete, LD and LDo run village beautification, DW accounts, EH the Cafe, ES the church, JS Gatwick - and we all stay in regular contact via Whatsapp which often serves as a more immediate and accessible means of communication rather than meeting monthly for the sake of it.
 - 10(i) changing 'signatory' to 'approval' to reflect the digital nature of our transactions
 - LDo raised the subject of planning application for the 3G pitch - the Committee resolved to not opine as a body on the planning portal and allow individuals to make their own personal representations.
 - The Committee reflected on the sad news of David Brimlow's passing this week and agreed to send flowers to David's family. The Committee later raised a toast to David in the Hare.
 - JB represented two requests for financial support:
 - Nicci Levy and Debbie Hargreaves asked for £250 to set up a village podcast. Approved.
 - Amba Parker is running a clothes sale in the LCPH to raise funds for the village - JB asked that the LGVS fund the £200 refundable deposit for the rent of the Pavilion. Approved.
 - LDo confirmed that the eagerly awaited planters would arrive next week for installation in the layby on the corner of Stonewall Park Road on the A264. Help offered if required.
 - MG provided a short update on the Fete plans which is all coming together well and will take place on the village green. MG asked each committee member to source two raffle prizes each.
- ACTION: All members to source two raffle prizes each for the fete.**
- Meeting closed at 21:05

Langton Green Village Society

Constitution

Updated March 2024

1. Title

The Society shall be known as the Langton Green Village Society (hereinafter referred to as “the LGVS” or “the Society.”)

2. Mission Statement

To champion the interests of the village of Langton Green and its residents.

3. Aims and Objectives

- a) Work for the interests of the village and its residents, to make Langton Green a better place to live for all.
- b) Maintain Langton Green as a village in its own right.
- c) Protect the village, its character and its environment.
- d) Support the village clubs and institutions, especially those run for the benefit of the village.
- e) Work with the relevant organisations to ensure that the interests of Langton Green and its residents are fully understood and represented.
- f) Cooperate and work with local and national bodies involved in these objectives.

4. Controls

- a) The Society shall be non-profit making and funds will be used for the benefit of the village.
- b) The Society shall have no direct political or religious affiliations.
- c) The list of Members and their details, especially the Members’ database, shall only be used in accordance with this Constitution, and shall not be divulged to any third party, which action would not be in accordance with the Constitution.
- d) The Society, through its committee, may appoint a senior member of the local community to act as its President.

5. Activities

The activities undertaken by the Society are varied and may include:

- a) Organising community events.
- b) Driving initiatives to support the mission statement
- ~~c) Reviewing planning applications and making comments and representations as necessary.~~
- d) Communicating with Members and sharing information, events and initiatives through the village website, by email and via social media pages.
- e) Assisting local bodies and organisations.

6. Membership and Eligibility

- a) Membership. Each household within the Langton Green village boundary is eligible to be a Member of the LGVS.

b) Special membership arrangements may be made for people who are not resident in Langton Green but who have an affiliation, interest or care about the village and its people.

7. Subscription

- a) There is a voluntary annual subscription. Voluntary subscriptions and donations will be invited
- b) The amount of and collection arrangements for any subscription and suggested donations shall be decided by the Committee.

8. The Committee

The LGVS will be run by a Committee (the 'Committee')

a) Structure

- i. Officers of the Committee will include the Chair, Vice Chair, Secretary, Treasurer, ~~Membership Secretary~~ and Fête Chair. All officers are honorary.
- ii. Committee Members will be drawn from Members of the Society.
- iii. The Committee size will be determined by the Chair
- iv. Committee Members will be formally elected at the Annual General Meeting (AGM), and need to be proposed and seconded by Members of the Society.
- v. Committee Members will be elected to serve a period of three years, after which they will resign but may make themselves available for re-election.
- vi. Officers of the Committee will be elected by the Committee at the first Committee meeting after the AGM.
- vii. During the year the Chairman, with the Committee's agreement, may co-opt additional Committee Members, to be in place up to the next AGM.

b) Operation

- i. The Committee will ~~usually~~ meet ~~as required, at least annually.~~ ~~monthly.~~
- ii. The Chair will lead the ~~(usually monthly)~~ meeting or in his/her absence the Vice Chair will chair the meeting. If both are absent from the meeting a Chair will be agreed by the Committee.
- iii. Decisions taken by the Committee if voted on shall be approved by a simple majority of those Committee Members present at the meeting; the Chair of the meeting shall in addition to his/her vote, have a casting vote which may be used if the votes are equal.
- iv. If the number of elected Committee Members is even, the quorum shall be half the elected Committee Members plus one. If the number of elected Committee Members is odd the quorum shall be half the elected Committee Members, rounded up.
- v. Subjects not on the agenda may be discussed under "Any Other Business."
- vi. Urgent decisions may be taken in between Committee meetings by e-mail communications, organised and declared on by the Chair, or in his/her absence by the Vice Chair. Such decisions will be on the agenda of the next Committee Meeting to be ratified and properly recorded. This technique is not to be used for major or crucial matters.
- vii. Minutes shall be taken at all Committee Meetings, and best efforts will be made to make these available as a draft to all Committee Members within one week of the Meeting.
- viii. The agenda will be sent to all Committee Members at least 48 hours before each meeting.
- ix. The Committee may set up working groups or sub-committees to address issues appropriate to its aims and objectives.

- x. The members of the Committee shall be entitled to an indemnity purchased using the assets of the LGVS for their acts &/or omissions as such. The Committee may purchase D&O (Directors and Officers) Insurance cover on behalf of the LGVS.
- xi. The Committee shall make decisions and take actions on behalf of the LGVS in all matters, including interpretation of this Constitution within the spirit and objectives of the LGVS.

9. General Meetings (Annual and Extraordinary)

- a) The Annual General Meeting shall take place each year during the first half of the year. Details of the AGM shall be notified to all Members at least twenty-one days before the meeting. Members will be notified of the meeting via their e-mail addresses and by advertising on the website and social media. Other means may also be used if so decided by the Committee. Notification will include making available the verified accounts, the agenda and the draft minutes of the previous AGM.
- b) Nominations for Committee Members shall be forwarded to the Secretary at least two weeks in advance of the AGM, such nominations to be proposed and seconded by Members of the Society in writing.
- c) A quorum for a General Meeting shall be twenty Members of the LGVS.
- d) The chairman of the meeting shall be the Chair, or in his/her absence the Vice Chair. If both are absent from the meeting a chair shall be elected to act as the chair for the meeting.
- e) Extraordinary General Meetings may be arranged by the Committee if deemed necessary, or at the request of at least twenty-five Members of the LGVS.
- f) Minutes of General Meetings shall be taken and will be offered for approval at the next General Meeting.

10. Finance

- a) Expenditure will be controlled by the Committee and may only be in accordance with this Constitution.
- b) The Treasurer will carry out all financial activities.
- c) An accurate record of income and expenditure shall be kept.
- d) The Treasurer will provide for each Committee Meeting a simple summary of the financial position.
- e) The Financial Year shall be from 1 st January to 31 st December.
- f) Annual accounts shall be produced for the AGM, be prepared and verified three weeks before the AGM and be available to Members on request before the AGM.
- g) The Annual Accounts shall be subject to independent verification.
- h) Accounts shall be opened in the name of the Society.
- i) All financial decisions shall be implemented by the Treasurer. For transactions of £500 (five hundred pounds) or more, in addition to the Treasurer a second **approval signatory** shall be required which will either be the Chair or another Member of the Committee, as designated by the Committee. Signatories must not be related to each other.

11. Amendments to the Constitution

Amendments to the Constitution shall be proposed by the Committee at a General Meeting where they will need to be passed by a majority of two-thirds at the meeting.

12. Dissolution

a) The Committee, or if a Committee no longer exists, a majority of the remaining Members of the Society can propose that the Society be dissolved. They must give at least twenty-one days' notice to all Members that a General Meeting is to take place proposing to dissolve the Society. For the sole purpose of dissolution, a quorum need not apply and the Society may be dissolved by a two-thirds majority of those present at the meeting.

b) Any assets remaining after all liabilities have been settled shall be given to local charities and local institutions agreed by those present at the meeting.

13. Conflicts of Interest

(a) Any pre-existing conflicts shall be declared by Committee members and noted by the Committee and in the Minutes

(b) Any conflicts arising through the regular activities of the LGVS shall be reviewed and approved by majority vote of the Committee