



Ferring Retirement Club
socialise, be active & have fun

ANNUAL GENERAL MEETING
Wednesday 20th November 2024

MEMBERS' BOOKLET



Ferring Retirement Club

socialise, be active & have fun

201 Greystoke Road, Ferring, Worthing BN12 5JL

28 October 2024

Dear Member

Annual General Meeting: Wednesday 20 November 2024 @ 2pm

Please find your AGM pack enclosed comprising:

- Newsletter: Autumn 2024
- Notice of Annual General Meeting and Agenda
- The Chair's Annual Report for the year ended 30 September 2024
- The Treasurer's Report for the year ended 30 September 2024
- The Accounts for the year ended 30 September 2024
- Circular setting out a proposal for Ferring Retirement Club (FRC) to incorporate as a Charitable Incorporated Organisation (CIO) and to subsequently dissolve the existing FRC charity under registered charity number 1040624. A full explanation of the proposal is set out in the enclosed Circular. This is an important constitutional matter, therefore, please do take the time to read the Circular carefully, as members will be asked to vote on the proposal.
- Donation to Ferring Village Hall Paper

You will see that there is a great deal of business to get through at this year's AGM, including two Special Resolutions; being the CIO proposal referred to above, together with an amendment to clause H(1) of the Constitution, whereby we are seeking approval to reduce the minimum number of Trustees required from eight to five. With trustee numbers falling (and recruitment providing something of a challenge) it's vital for the continued and effective operation of the charity that the trustees are not prevented from carrying out their duties and functions simply because there are fewer than eight in post. This could be the situation after this year's AGM, unless we make this constitutional change, particularly if we are unable to appoint additional trustees.

It would be helpful to know whether you will be attending or wish to send your apologies by calling 07522 092690 or emailing frcferring@gmail.com. Also, if you have any questions on any matter set out in the enclosed documents, please make contact via this same email address.

B Griffin
Secretary
frcferring@gmail.com

Ferring Retirement Club | Charity No. 1040624
Email: frcferring@gmail.com | Telephone: 07522 092690

Ferring Retirement Club Autumn Newsletter – October 2024

Dear club member

Sadly, this will be my last Newsletter to you as I shall be stepping down as the Club's Chair at the Annual General Meeting (AGM). This will be held on Wednesday 20th November in the Glebelands Community Centre and you are all invited. Refreshments will be served from 2pm and the business meeting will follow. You will find with this Newsletter, the AGM Notice and Agenda, the accounts for our financial year 2023-2024, the Chair's Annual Report, the Treasurer's Report and a **Circular** setting out a proposal for the incorporation of Ferring Retirement Club as a Charitable Incorporated Organisation (CIO). **Please do take the time to read this very important document.**

The Minutes of the 2023 AGM have been displayed on the Club notice board since November 2023, for reference. The names of those nominated for election as Officers and Trustees are also on the board and you are welcome to add to this list the name of any other members you would like to nominate or by emailing frcfering@gmail.com. If you wish to do this, please do so by 6th November and be sure to check first that your nominee wishes to stand for election.

It would mean a great deal to those responsible for the governance and management of the Club to see as many of you as possible in attendance to learn what they have been doing to secure the Club's future and to have your say regarding proposals for the coming year. Please let us know whether you will be attending or wish to send your apologies by calling 07522 092690 or emailing frcfering@gmail.com.

Tickets for our Christmas Concert will be on sale from 7th November on Tuesdays 9.30-10.30, Thursdays 9.30-10.15 and Fridays 10.00-11.00. Performances are on Thursday 5th and Saturday 7th December, at 2pm in the Glebelands Centre. The ticket price is £2 and, since this is a popular event for which demand outstrips supply, tickets will again be limited to four per person.

Our Christmas Lunch will take place on Thursday 12th December at 12.00 for 12.30. Tickets for this traditional three-course meal plus coffee and mince pies are priced at £25 and these will be on sale from Monday 11th November. The Club will provide complimentary Bucks Fizz or orange juice on arrival but guests should bring their own drinks (alcoholic or otherwise) to have with the meal. The menu is displayed on the notice board and, when booking your place, you will be asked to give your choice of starter, main course and dessert. If you would like to suggest one or two people you would like to sit near, we shall endeavour to meet your request, if possible. Since we can only accommodate 80, tickets will be allocated on a first come first served basis. Initially, we must restrict the event to club members but, if we are unable to fill the 80 places, we shall then open it to spouses and partners.

I hope to see as many of you as possible at both the AGM and the Christmas Lunch.

With my very best wishes

Valerie

Valerie Simpson (Chair)

NOTICE IS HEREBY GIVEN THAT

**THE 30th ANNUAL GENERAL MEETING
OF THE FERRING RETIREMENT CLUB
WILL BE HELD AT 2PM ON WEDNESDAY 20th NOVEMBER 2024
AT THE GLEBELANDS CENTRE, GREYSTOKE ROAD, FERRING BN12 5JL**

REFRESHMENTS WILL BE SERVED AT 2PM BEFORE THE BUSINESS OF THE MEETING

AGENDA

Welcome from the President, Mrs Lilian Holdsworth MBE DL

1. Apologies for absence
2. Declarations of Interests
3. Minutes of the 29th Annual General Meeting
4. Matters arising
5. Presentation of the FRC Chair's Annual Report for the year ended 30 September 2024
6. Presentation of the Treasurer's Report for the year ended 30 September 2024
7. Presentation of the Accounts for the year ended 30 September 2024

8. **Officer Trustees**
 - 8.1 To note the resignation of **Valerie Simpson** as Trustee and Chair of Ferring Retirement Club with effect from the end of the 2024 AGM
 - 8.2 To elect **Susan Pratt** as Trustee and Chair of Ferring Retirement Club
 - 8.3 To re-elect **Bernadette Griffin** as Trustee and Secretary
 - 8.4 To re-elect **Betty McCann** as Trustee and Treasurer

9. **Trustees: resignations, elections and nominations**
 - 9.1 To note that **Robert Linzey** and **Lindsay Taylor** resigned as Trustees in the year since the last AGM
 - 9.2 To note the resignations of **Yvonne Linzey** and **Ann Smith** as Trustees with effect from the end of the 2024 AGM
 - 9.3 To re-elect as Trustees: **Roger Abbott, Lynda Gould** and **Jeannette O'Sullivan**
 - 9.4 To deal with any new trustee nominations (nominations should be received by 6th November 2024 – please see the enclosed Newsletter for details)

10. **Special Resolution: Proposal to amend Clause H(1) of the Constitution**

To address the current matter of diminishing Trustee numbers and to ensure that the Charity may continue to operate effectively following the 2024 AGM, the members will be asked to vote on a **Special Resolution**:
THAT Clause H(1) of the Charity's Constitution dated 25 August 1994 be amended from:
"The Executive Committee shall consist of not less than **8** members nor more than 12 members..." To
"The Executive Committee (also known as the Trustees) shall consist of not less than **5** members nor more than 12 members..."

11. **Independent Examiner**

To note that **Jane Crathern** will continue as the Independent Examiner for the 2024/25 financial year

12. Special Resolution:

Proposal for Ferring Retirement Club to incorporate as a Charitable Incorporated Organisation and to dissolve the existing FRC charity under registered charity number 1040624 A full explanation of the proposal is set out in the Circular (pages 13-16)

This is an important constitutional matter as the proposal would involve the consequential dissolution of the current charity under charity number 1040624 in the event of successful incorporation of Ferring Retirement Club as a Charitable Incorporated Organisation.

In furtherance of the proposal to dissolve the existing FRC charity under registered charity number 1040624 and incorporate Ferring Retirement Club (FRC) as a Charitable Incorporated Organisation (CIO) members will be asked to vote on the following matters collectively as a **Special Resolution:**

- i. To agree in principle to incorporate a new CIO entity (retaining the current FRC charity name), subject to a successful application for registration with the Charity Commission
- ii. To authorise the trustees to adopt the Constitution for the new CIO using the appropriate Charity Commission model constitution wording
- iii. To approve those persons in place as trustees at the time of adoption of the Constitution of the new CIO as the first trustees of the new CIO
- iv. That upon registration by the Charity Commission of the new CIO, to authorise the trustees, as soon as reasonably practicable, to take all steps and actions necessary to effect the transfer of the assets and liabilities of the existing FRC charity under registered charity number 1040624 to the new CIO
- v. To authorise the trustees to prepare final accounts for the existing FRC charity under registered charity number 1040624 showing a nil balance account for filing at the Charity Commission
- vi. To authorise the trustees (at such time as the trustees shall deem appropriate) to dissolve the existing FRC charity under registered charity number 1040624 and to apply to the Charity Commission for it to be removed from the Register of Charities.

13. Donation made to Ferring Village Hall – please see pages 17-19

14. Any other business

15. President's closing remarks

Date of next Annual General Meeting: to be confirmed

Notice dated 28 October 2024

B Griffin
Secretary
frcferring@gmail.com

Ferring Retirement Club

Chair's Annual Report for the year ended 30 September 2024

After ten years as Trustee and four in the Chair, I regret that I must now stand down for personal reasons. It was a privilege to take over the reins in 2020 and I hope that, during my term of office, I have been able to make a real difference to the lives of many local residents and drive the Club forward. I am proud to have overseen a period of significant growth and am happy to be leaving the Club flourishing, although I am well aware that it is the efforts of all the Trustees, Section Leaders and helpers that have brought us to this point.

A number of changes have taken place in our Trustee body over recent years, as members resign and new ones take their place, but these have been welcomed, for they ensure that our board remains vibrant. With a structure of specialist sub-committees, Trustees have been able to work both as individuals and collaboratively in teams, with every member participating fully in decision-making. We are blessed in having a mix of board members who possess a range of skills, knowledge and attributes; I have every confidence in their ability to keep the Club thriving, evolving and responding to societal changes in the coming years.

Trustees and helpers:

Bernadette Griffin, our Club Secretary, has continued to steer us along the right tracks, spending hour upon hour meticulously poring over paperwork and preparing documents. I am most grateful to her not only for negotiating our way through Charity Commission requirements and other official matters but also for her patient explanation of their significance in plain English for those of us who do not benefit from a legal background. In addition to her prodigious work in this respect, Bernie has served on our Finance & General Purposes Committee (F&GPC) and our Communications and Welfare Group (CWG) until it was disbanded in July.

Betty McCann took over seamlessly from her predecessor as Treasurer at last year's AGM. Her many duties in that role include the preparation of our accounts, both quarterly and annually, for scrutiny by our Independent Examiner, Jane Crathern. Betty also chairs the F&GPC and is a member of our Events Management team (EMT). She, too, served on the CWG until its disbandment.

Susan Pratt, having stepped up as Welfare and Health & Safety Officer, has served as my Vice Chair since January. She has been instrumental in setting up our new website and Facebook page, which she now manages. Sue stands for election as your new Chair and, given her decades of experience in governance and management, I am in no doubt that she possesses the skills and expertise to excel in this role.

Roger Abbott, our Assistant Treasurer, deputises for Betty and oversees the management of our funds and investments. In addition to serving on the F&GPC, Roger liaises with insurance companies regarding our renewal premiums and undertakes the painstaking duty of counting, collating and banking all monies paid by members for activities and events every week as well as the annual membership fees and ticket sales for events.

Membership Secretary, Jeannette O'Sullivan, set up a new membership database to facilitate our administrative processes and I thank her and Janet Jolley for the many hours they have spent, and continue to spend, on this work. Jeannette maintains the registers of those attending activities and liaises with section leaders. She took on the task of designing our restyled logo and

commissioning new signage, which now sits proudly over the clubroom entrance and above our outside notice board.

Lynda Gould has served as Trustee for four years and, as an EMT member, she contributes to the organisation of all our activities. She also acts as Section Leader for both the Tuesday Seated Exercise class and our Terry Clough Choir. We perform three concerts a year, with two performances of each, and Lynda ensures that they run smoothly, right down to the last ticket sold, the last chair set out in the hall, and the last cup and saucer for interval teas.

We are sorry that two of our Trustees are standing down at this AGM. Ann Smith has served for nine years, throughout which her cheerful presence has been apparent at concerts and other events, where she could be found setting up chairs, serving teas, washing up and generally helping behind the scenes. She has also been one of the hand-deliverers of our Newsletters for the past four years and has served on the EMT – a role she would like to continue as a non-trustee member.

Our second loss is Yvonne Linzey, who joined us 2½ years ago. She proved to be a highly efficient Membership Secretary, until this role passed to Jeannette, and served on the F&GPC and EMT. Yvonne has been particularly indispensable in her meticulous planning of our Christmas lunches and she, too, will continue to serve on the EMT as a non-trustee member.

Lindsay Taylor resigned as Trustee in January but, fortunately for us, she has continued as Club Manager and still serves on the EMT. She runs monthly Bingo sessions on Saturday mornings with Sue and Betty, and is as fully involved with our members as ever. Lindsay is the glue that holds us together and better known, perhaps, than any other of our trustees and helpers.

I was very sorry that Bob Linzey resigned as Maintenance Officer at the end of December, as he had been a great support to me in so many ways. However, he kindly offered to continue as Fire Officer until he stood down finally in July. Dave Wallace is now Maintenance Officer and you will have seen him tackling odd jobs, assisting at events and generally keeping an eye on our clubroom security.

Of course, our Section Leaders and the many who help on a casual basis are also essential to the smooth running of the club. We owe every one of them a debt of gratitude but I must make special mention of Barbara Black, who, once again, organised both a highly successful Burns Night Supper and a St George's Day celebration. Barbara also helps at other events and recently stepped up as Section Leader for the Friday Seated Exercise class. Another club member worthy of special thanks is Brian Bigwood, who has kindly printed tickets for all our events – an essential part of our planning.

Membership:

Our closing membership at the end of September 2023 was the highest ever at 261. New members were joining so rapidly that we had to introduce waiting lists for the oversubscribed activities. However, a number of members have since moved out of the area or into residential care and, sadly, over recent months, nine have passed away. We remember, with great fondness, David Chapman, Margaret May, Lyn Cooper, Colin Oliver-Redgate, Vivien Hayes, Kath Heasman, Chris Brownsey-Joyce, Janice Tapper and Pam Cummings. Despite these losses, our membership at the close of this financial year on 30 September 2024, stood at 266 – another all-time high and a true indication of our enduring popularity.

Finance:

As part of my annual report, I am obliged to advise members of the Club's Policy on Financial Reserves. Our Reserves Policy governs the funds we hold, where we keep them, and our plans for their use. These matters are reviewed by our Finance & General Purposes Committee (F&GPC) on an ongoing basis and reported to Trustees at full trustee meetings. The Policy is specifically reviewed by the Trustees every six months.

Currently we have a total reserve of £359,000; this is split into an expendable reserve of £48,000, held in an instant access savings account with a High Street Bank, and an investable reserve of £310,000, split into four deposits with different UK financial institutions, so that all our funds are protected by the FSCS compensation scheme.

Those of you who have attended recent AGMs may recall that, for the past three years, the Trustees have made the decision to maintain our reserve and use the interest generated to support the activities run by the Club. The rationale for retaining such a large sum, rather than designating it for a specific purpose, centred on concerns about our ability to continue to occupy the clubroom when our original lease expired in 2023. We could not be certain that a new lease would be granted and it might be that we would need to use the funds to purchase the clubroom or to find other suitable premises. Those concerns have now been largely allayed, as a new lease is at an advanced stage in negotiations with our landlord, the Glebelands Community Centre. Costs associated with the new lease are anticipated to be in the region of £10,000 and we have set aside funds to cover those costs. There will, no doubt, be other future expenditure, including clubroom and kitchen decorations and upgrades and, of course, potential unforeseen matters.

Whilst we derive income from membership subscriptions and activity fees that help to cover the majority of day-to-day running costs, any shortfall is subsidised from our reserves. We also provide benefits to members by subsidising the costs of other activities such as the Christmas lunch and the social event we hosted for our Section Leaders in recognition of their enormous contribution to our Club's success. In fact, it is pleasing to note that the accounts for 2023-24 show a positive subsidy amount of approximately £15 per member. Accordingly, the Trustees did not feel the need to increase either the annual membership fee or the activity charges, despite the significant rise in the costs of goods and services recently. The Trustees resolved that members should, once again, benefit from our very healthy financial position and that, for the year commencing 01 October 2024, all fees remain at the 2023-24 levels.

The above matters are relevant to the question of the appropriate level of reserves to be retained for forward financial planning, but this needs to be weighed against the key charitable principles to spend income within a reasonable period in furtherance of the charity's objects. Since we have a very significant sum in reserves, we should be actively using our unspent funds, whilst maintaining a balance between those obligations and the need to retain a suitable level of reserves. Being mindful of this, Trustees were unanimous in their wish to use part of our significant reserves during the year 2023-24 by way of donations to one or more other Ferring charities whose objects align closely with our own, which are: "the relief of the elderly in any manner now or hereafter deemed charitable within Ferring and the surrounding area". Four organisations that meet these criteria were identified and considered as potential donees – Ferring Village Hall, Glebelands Community Centre, Beehive Care and St Barnabas Hospice. All four charities provide relief, benefits or services to the elderly of Ferring, including FRC's members, albeit in different ways.

After many hours of intense deliberation, the F&GPC put its proposals to the full Trustee body and, after further lengthy discussion, a vote was taken. Trustees voted in favour of making an unrestricted donation of £30,000 to Ferring Village Hall (FVH) during our financial year 2023-24. (Two Trustees were prohibited from participating in the vote having declared their respective interests as trustees of FVH). This charity was selected on the grounds that it is a central hub of the village and is in the process of renovating and upgrading its facilities, from which the elderly of Ferring, including many of our own club members benefit. Furthermore, since FVH will be celebrating its centenary this calendar year, it was felt especially fitting to offer our support at this time to such a valuable village asset.

Going forward, the Trustees resolved to undertake regular reviews of our financial position in terms of considering potential donations to other Ferring charities, including those already mentioned. By supporting other local charities in this way, we will be helping to protect, for the future, the social spaces that many of our members and the elderly of Ferring have been fortunate enough to enjoy, thus ensuring that Ferring continues as a thriving place for the older members of our community.

Closing comments:

In conclusion, I would like to say what an enormous privilege and pleasure it has been to serve you for the past four years. I consider myself extremely fortunate to have worked with a such a strong team, to whom I have delegated many of my responsibilities over recent months. They have more than risen to the challenge to ensure a smooth transition and I know that I am leaving the Club's future in the most capable of hands.

I look forward now to sitting back and watching the Club evolve under the change of leadership and I thank you all for the support you have given me!

Valerie

Valerie Simpson (Chair)

28 October 2024

Ferring Retirement Club

Treasurer's Report for the year ended 30 September 2024

The 2023/24 accounts are included in your AGM pack and summarise our financial position for the accounting year ended 30 September 2024.

The accounts were prepared by me and checked by our Independent Examiner, Jane Crathern, and duly approved by the Trustees. The copy in your AGM pack has been signed off by the Chair, the Independent Examiner and me, as Treasurer. The accounts will be submitted to the Charity Commission with our annual return.

The accounts reflect a thriving club of over 260 members, with income exceeding expenditure. This is due to the Flagstone investments earning interest of £18,811 over the year. We have one known financial commitment outstanding, namely the legal costs associated with the proposed new lease of the clubroom.

Our expenditure has increased over recent years due to the increased costs of serving more members and running more activities, together with Glebelands increasing their rates from £12.00 to £14.00 per hour.

We were able to use our financial reserves in the year to support the activities we run, as income from some activities did not entirely cover their running costs, which included hall hire charges, instructors' fees and overhead utility costs. Reserves also provided a safety net to cover the cost of maintaining our continued occupation of our club room. Using reserves in this way has meant that we have been able, in recent years and also this year, to supplement the rates we charge for membership and activities and, therefore, not impose any increase to members.

With regard to membership subscriptions, you may wonder why we have collected these in October this year, rather than in September (as has been the usual practice). This is because we have now aligned the collection of subscriptions with our financial year, which starts on 1 October.

Donations received this year totals £168.35. These were from our choir entertaining Worthing Stoke Association and from Ferring Parish Council (for the Christmas lights switch on event), together with small donations received at our Burns Night and St. George's day events.

This year, we organised a number of social events and activities, including Burns Night, Saturday Bingo and Fish & Chips lunches, all of which are self-funding. The Christmas lunch is a ticketed event but the costs generally exceed ticket sales. However, we have used reserves to subsidise the shortfall.

I do need to give particular thanks to Lindsay Taylor who donates supplies of cakes and biscuits for numerous events and offers lifts to those in need.

I would like to thank Brian Bigwood for his assistance with the handover to me last November and also Roger Abbott, who does a sterling job of counting all the coins, which makes my life much easier. Thanks also go to the Finance and General Purposes committee for giving up their time to attend meetings, in addition to trustee meetings.

My final thanks go to the Valerie Simpson and to the trustees for their commitment and unseen work that ensures the club survives and thrives, and continues to offer our community such a wide range of social activities.

Betty McCann (Treasurer)

**FERRING RETIREMENT CLUB
ACCOUNTS FOR THE YEAR 1ST OCTOBER 2023 - 30TH SEPTEMBER 2024**

2022/23	INCOME	2023/24	EXPENDITURE	2023/24
2621	CATERING	2567	CATERING	2712
16615	ACTIVITIES	18663	ACTIVITIES	10343
2	CLUB SALES		MAINTENANCE	2520
43	DONATIONS	204	SUNDRIES	341
5010	SUBSCRIPTIONS	682	PRINTING & STATIONERY	847
1257	CONCERTS	1011	HOUSEKEEPING	1474
9772	INTEREST EARNED	18811	HALL HIRE & RATES	4249
2958	EVENTS	1895	CLUB MOBILE PHONE	637
			ELECTRICITY	2258
			WATER & RATES	383
			INSURANCE	408
			LEGAL FEES	
			EVENTS	2129
			FLAGSTONE FEES	570
			SETTLEMENT AGREEMENT, FOF	5000
			DONATIONS	30000
38278		43833		63871
	BALANCE B/F	379134	CASH IN HAND	125
	INCOME	43833	CURRENT ACCOUNT	48971
	EXPENDITURE	63871	INVESTMENT ACCOUNT (FLAGSTONE)	310000
		359096		359096

I HAVE PREPARED THIS FINAL ACCOUNT FOR THE YEAR ENDED 30TH SEPTEMBER 2024 FROM THE STATEMENTS, RECEIPTS AND PAYMENTS VOUCHERS AND EXPLANATIONS GIVEN TO ME.

IN MY OPINION THEY REPRESENT THE FINANCIAL POSITION OF THE FERRING RETIREMENT CLUB AS AT 30TH SEPTEMBER 2024.

INDEPENDENT EXAMINER, JANE CRATHERN

J Crathern
15/10/2024

CHARVALE SIMPSON

V J Simpson

B. McCarroll
B. McCarroll

15/10/24

Circular to the Members of Ferring Retirement Club

Annual General Meeting: 20 November 2024 This purpose of this Circular is to set out and explain a proposal by Ferring Retirement Club (FRC) to incorporate as a Charitable Incorporated Organisation (CIO). FRC believes that this change of status is important for the continuation of the club as a thriving Ferring Village asset. Members will be asked to vote on the 6 part proposal set out below

<p>What is the current status of FRC?</p>	<p>FRC is (and has been since its registration with the Charity Commission in 1994) an unincorporated organisation. This means that FRC does not have its own legal identity. Accordingly, the law does not recognise a difference between FRC, as an organisation, and its trustees and members - it is simply seen as a group of people.</p> <p>As an unincorporated charity (with no legal identity), FRC is unable to enter into contracts in its own right. Instead, individual trustees are required to be the signatories on documents, such as contracts, leases etc. We have, in fact, been faced with this very situation regarding the new club room lease. This is not an ideal situation for any trustee because they become the legal party to the contract or lease personally (not FRC) and this brings with it the understandable concern over personal liability.</p>
<p>What is a CIO and why should FRC incorporate as a CIO?</p>	<p>A CIO is a registered charitable entity with its own legal identity – it is a corporate body (like a company). Accordingly, a CIO can own property and sign contracts in its own name.</p> <p>The CIO structure is specifically designed for charities and solely governed by charity law, under the supervision of the Charity Commission.</p> <p>Incorporation as a CIO would mean that FRC would have its own recognisable legal identity and its trustees would benefit from the protection that CIO status would bring; the biggest advantage of incorporation being the limited liability for those involved in running the organisation when. Consequently, FRC (rather than the trustees) would be liable for any obligations or liabilities arising from any contractual or other legal arrangements. The same applies in respect of any breaches of law or damage to a third party. In such circumstances, FRC would bear responsibility rather than liability falling on the trustees (or in some circumstances the members) personally. This is particularly important in the context of trustee recruitment.</p>
<p>What would this mean for the trustees?</p>	<p>As already mentioned, incorporation as a CIO would give FRC's trustees greater protection against personal liability. Many unincorporated charities have gone through the CIO process for this very reason, but have also done so to address</p>

	<p>the particular difficulties of attracting and recruiting new trustees. It is easy to see why many people would shy away from taking on an unpaid volunteer trustee role, where there is any potential risk of personal liability. Being the trustee of a CIO helps to allay this concern, not only for the current cohort of FRC trustees, but also for any future recruits.</p>
<p>What steps would FRC need to take to effect the proposed CIO incorporation?</p>	<p>An unincorporated organisation (such as FRC) cannot simply convert to a CIO. Instead, FRC would have to register as a new CIO charity with the Charity Commission. If successful, FRC would be given a new CIO charity number. The original FRC charity (i.e. under charity number 1040624) would be dissolved and closed down once all assets have been transferred to the new CIO.</p> <p>Before any of the above could happen, FRC's members would need to approve dissolution of the existing FRC charity, as part of the CIO incorporation process and the transfer of assets to the new CIO. The resolutions that would need to be passed are set out below.</p> <p>The existing FRC Constitution contains a dissolution clause, which provides that the members may pass a special resolution at a members' meeting to dissolve the existing FRC charity provided that any such resolution is passed by the appropriate majority of the members present and voting. This is 75% under company law.</p>
<p>Would the charity name remain the same?</p>	<p>Yes – FRC has a clear local identity and there is no proposal to change the name. Furthermore, the Charity Commission is more likely to approve the CIO registration process where the charity name remains unchanged.</p> <p>Although the charity name would remain the same, as a new entity, the new CIO would have a different registered charity number.</p>
<p>Would the Constitution (the rules) be the same?</p>	<p>The Constitution for the new CIO would be in a form required by the Charity Commission. With effect from November 2023, all new CIOs must use the Charity Commission model, but the key aims of FRC, as set out in the current FRC Constitution, would remain unchanged and would be specifically included. The Charity Commission requires the existing purposes of the charity to be protected in this way.</p>
<p>What changes would there be for members?</p>	<p>There will be no significant differences for members. Members will still have the right to attend Annual General Meetings and to vote on the election of trustees, as they do now.</p>

	All CIOs must keep a register of members and a register of trustees - anyone can ask to see, or be given a copy of, the register of Trustees.
Membership of the new CIO	There is no automatic transfer of membership from the existing FRC charity to the new CIO. We would arrange for existing members to apply for membership of the new CIO as part of the 2025 subscription process.
Who would be the trustees of the new CIO?	The Trustees would be the existing FRC Trustees in place and reported to the Charity Commission in the application for registration of the new CIO. These trustees would be listed in the Constitution of the new CIO.
What resolutions would members be asked for vote on the 2024 AGM?	<p>The members would be asked to pass a special resolution to dissolve the existing FRC charity under registered charity number 1040624 and in furtherance of the proposed dissolution process to resolve as follows:</p> <ol style="list-style-type: none"> i. To agree in principle to incorporate a new CIO entity (retaining the current FRC charity name), subject to a successful application for registration with the Charity Commission ii. To authorise the trustees to adopt the Constitution for the new CIO using the appropriate Charity Commission model constitution wording iii. To approve those persons in place as trustees at the time of adoption of the Constitution of the new CIO as the first trustees of the new CIO iv. That upon registration by the Charity Commission of the new CIO, to authorise the trustees, as soon as reasonably practicable, to take all steps and actions necessary to effect the transfer of the assets and liabilities of the existing FRC charity under registered charity number 1040624 to the new CIO v. To authorise the trustees to prepare final accounts for the existing FRC charity under registered charity number 1040624 showing a nil balance account for filing at the Charity Commission vi. To authorise the trustees (at such time as the trustees shall deem appropriate) to dissolve the existing FRC charity under registered charity number 1040624 and to apply to the Charity Commission for it to be removed from the Register of Charities.

<p>When would the existing FRC charity be dissolved?</p>	<p>It may be necessary for both the existing FRC charity and the new CIO to operate alongside each other for a period of time to enable the club's activities to continue, pending FRC's transfer of assets and liabilities to the new CIO.</p> <p>The trustees would also need to undertake a number of administrative and transfer tasks relating to bank accounts and investments, insurance, utilities, existing contracts, website and stationery. Furthermore, we may need to keep the existing FRC charity in operation until we have completed the process of registering existing members as new members of the CIO.</p> <p>The trustees would keep the above matters under review and would finalise the dissolution process as soon as all such matters had been completed. It's anticipated that the process would be finalised during the club's financial year 2024/25.</p>
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Donation to Ferring Village Hall by Ferring Retirement Club

Ten members of Ferring Retirement Club wrote to the Trustees on 10 October 2024 as follows:

“We, the undersigned members of the Ferring Retirement Club are concerned by the rumours that the Trustees have authorised the payment of a significant donation to the Ferring Village Hall “Call for the Wall” appeal.

“We are surprised that if this is true, the Trustees have made the decision to make such an unprecedented donation in terms of the amount and purpose to an organisation which does not share our charitable aim, without consulting or advising the sections leaders and members in any way, indeed it seems to have been actioned with deliberate secrecy and haste.

“We, the undersigned call on the Trustees to call a “Special General Meeting” to discuss the matter and to take the opportunity to explain their rationale to interested members regarding this expenditure. We would like to be assured that the expenditure meets our constitutional aim, the consequential effect on our financial situation, why this money could not be better spent for the benefit of our members, why the membership was not part of the process, to confirm that relevant conflicts of interest were declared and that the payment complies with all our charities own policies and Charity Commission guidelines.”

Signatories: Alan Plummer; Brian Bigwood; Graham Ray; Chris Bradley; Pam Chamberlain; Barbara Black; John Smith; Lindsay Taylor; Don Nice and Gordon Parmenter.

Response of the Trustees to the points raised above:

Comment that the donation was made to FVH for the “Call for the Wall” appeal: That is not correct. The Trustees specifically approved a donation to FVH on an unrestricted basis, which means that it was not given as a donation to the wall appeal. The Trustees did, of course, recognise FVH’s financial needs, which included general hall improvements as well as the wall appeal, but we made a point of making a donation on an **unrestricted** basis to enable FVH to direct resources as it deems appropriate.

Comment that FVH does not share FRC’s charitable aim: FRC’s objects as set out in the constitution are: “the relief of the elderly in any manner now or hereafter deemed charitable within Ferring and the surrounding area”. When considering the matter of making a donation to FVH, we took into account that FVH’s charitable aims are not inconsistent with FRC’s objects. FVH is a key hub of Ferring and a valuable village asset. Many of FRC’s members, as well as the elderly of Ferring generally, actively enjoy and directly benefit from the various activities carried out at the village hall.

Comment that the donation was made to FVH without consulting or advising the section leaders or the members and actioned with deliberate secrecy and haste: We must take particular issue with your suggestion that this matter was actioned with “deliberate secrecy”. Financial matters are dealt with by the Trustees, as is the standard and appropriate forum for the conduct of business of any charitable organisation. The constitution and charity law are clear on this point. Our constitution does not require or envisage a situation where the Trustees must consult with section leaders or members on financial or, indeed, other operational matters. We do, of course, openly report financial matters to members under the AGM process and the annual accounts are made available. Furthermore, the matter of use of reserves and donations to local Ferring charities was discussed at great length at three separate meetings and so we must also take issue with the suggestion that this matter was dealt with in haste.

Comment about the consequential effect on FRC’s financial position: Members will know, because they will have seen the accounts for the past few years, that FRC has a very significant sum of money

in reserves. We held this large reserve and decided not to use it over the past few years pending clarity on our position regarding the club room lease. We now have that clarity, having reached agreement with Glebelands on the terms of a new peppercorn lease.

A donation of £30,000 out of a pot of over £300,000 does not seem disproportionate and, in fact, it would be wonderful for our community if further donations could be made by FRC to other Ferring charities in the future. Please also bear in mind that our reserves are invested in interest bearing accounts. We have benefited from some very healthy interest payments in recent years, which go some way to offset the donation we have made to FVH.

Comment “why this money could not be better spent for the benefit of our members”: That is an excellent question and one that the Trustees have mulled over on many occasions. FRC’s operational and financial needs are relatively modest compared to say Glebelands, the Village Hall or other local charities. The reality is that there is no major anticipated expenditure or other immediate financial needs and what we have in reserves is arguably more than we need. Charities are obliged to actively look at ways of using unspent funds rather than sitting on reserves indefinitely. Obviously, there needs to be a balance between those obligations and the need to retain a suitable level of reserves for the future.

Returning to the decision made this year with regard to use of reserves, in the absence of any immediate need to use our considerable unspent funds, we considered whether it would be appropriate (whilst staying within our key charitable aim) to give financial support to other Ferring charities, who have a need for financial assistance. We identified a number of local charities that could be said to have charitable purposes aligned with our own. These included, as well as FVH, Glebelands, Beehive Care and St Barnabas. When deciding on FVH as the recipient, we took into account its particular financial needs but also felt, with this being FVH’s 100 centenary year, that it was a particularly fitting time to offer our support.

We would like to think that we could (and should be proud to) continue to provide financial support to other Ferring charities. Helping such local charities benefits our members and the elderly of Ferring generally, as this support helps to ensure the continued existence of the valuable village assets we are lucky enough to enjoy, whether this is the Village Hall, Glebelands, Beehive Care or other local charities.

Apart from making donations, we would welcome ideas as to how to use our unspent funds.

Comment that the membership was not part of the process: We have touched on that above, but would like to add that we would very much welcome members becoming more involved in the running of the club and its decision making processes. Members may be nominated (or nominate themselves) as trustees. In fact, our Trustee numbers are falling. Four Trustees stood down in 2023, with a further four having stood or are standing down this year. This is a concern in itself, particularly as it looks likely that there will be fewer Trustees in post, after the 2024 AGM, than the current minimum required under the constitution and recruitment of new trustees, with appropriate skills, has proven to be something of a challenge. The club can only continue to exist if we have a viable board of volunteer trustees in place.

Comment questioning whether relevant conflicts of interest were declared: As Trustees we are very alive to the legal principles and need to declare any relevant interests in a matter under discussion. Two FRC Trustees are also trustees of FVH and we are able to confirm that both of those Trustees duly declared their interests and did not participate in the votes relating to the donation to FVH.

Comment about the payment complying with FRC’s policies and Charity Commission guidelines: If we can deal with the last point first; Charity Commission guidelines provide that Charity trustees have a general legal duty to spend income within a reasonable time of receipt. Trustees may spend this income to fund charitable activities, in acquiring assets to use in the charity’s work, and in meeting the day to day running costs of the charity. To hold income in reserve rather than spending it, trustees rely on an explicit or implicit power to hold reserves and they must use that power in the charity’s best interests. The guidelines also provide that *“All charities need to develop a policy on reserves which establishes a level of reserves that is right for the charity and clearly explains to its stakeholders why holding these reserves is necessary. In particular, a reserves policy will manage the risk to a charity’s reputation from holding substantial unspent funds at the year-end without explanation”*

Charity Commission guidelines also refer to charities that are having difficulties in using their funds: *“A charity with excess reserves or unspent funds should explore the reasons for this, for example whether they could do more to increase the number of beneficiaries entitled to use the charity’s service doing so. If ultimately a charity has more resources than it needs to fulfil all of its purposes then the trustees must consider whether the purposes of the charity should be amended to enable the charity to operate more effectively.”*

We specifically considered the Commission’s guidelines as part of the overall discussions relating to use of reserves and donations to other local charities. There is limited scope to increase the number of FRC members; we are already over subscribed on almost all activities and the size of the club room is in itself a limiting factor. We have identified that the club’s own financial needs are fairly modest relative to the very large reserves we hold (and which, incidentally, we have held for a considerable period of time). We are not proposing to alter the purposes of the charity in order to create new purposes to which the funds we hold could be applied and spent. Accordingly, as already explained in this response, we felt that supporting other Ferring charities was an appropriate way to use some of our unspent funds.

With regard to the comment about policies, having made the decision to consider supporting other Ferring charities, we have updated our finance and reserves policies to include suitable provisions. These new provisions state that the Trustees may consider *“how and when to use the Charity’s reserves provided that the Trustee’s act within powers and in the best interests of the Charity and its beneficiaries. The Charity is obliged to:*

- *ensure that it uses its income and reserves in furtherance of the Charity’s objects*
- *ensure that funds received as income should be spent within a reasonable period of receipt of the funds*
- *decide on the appropriate level of reserves to be retained for forward financial planning.*

In considering the above matters, the Charity should, whilst continuing to maintain a suitable reserves level, recognise that holding excessive reserves can unnecessarily limit the amount spent on charitable activities and the potential benefits that the Charity can provide. Accordingly, the Charity should review how it might use its unspent funds in line with its charitable aims, including supporting other Ferring charities with aligned purposes.”

By way of a final comment on this matter, our position, as the Trustees of FRC, is that the decision to make a donation to FVH was made after detailed deliberation and followed all appropriate processes.