PART 2 – QUALIFICATION, POWERS AND RESPONSIBILITIES

4. Unless otherwise agreed by the directors of Nutfield Village Hall Ltd, only residents of the Parish of Nutfield may become a Director of the Company.
5. The Directors are responsible for the management of the Company's business for which purpose they may exercise all the powers of the Company.
6. The Directors shall administer the Property under the Title of the Nutfield Village Hall until the end of the first Annual General Meeting following their appointment.
7. Nutfield Parish Council shall be the Custodian Trustees of the Property.
8. Nutfield Village Hall Management Committee shall consist of Company Directors plus up to twelve elected Representatives and may include Co-opted members. Representatives may be appointed by local organisations (one for each organisation) and, unless agreed with the Company, all such Representatives must be residents of the Parish of Nutfield.
9. The names of Representatives to the Committee shall be notified to the Company Secretary to serve for a term of office commencing at the end of the Annual General Meeting next after their appointment and expiring at the end of the Annual General Meeting in the following year.
10. Committees must follow procedures based on the provisions of the Company Articles.
11. The Directors can co-opt not more than 2 persons to hold office on the Management committee until the end of the Annual General Meeting following their co-option.
12. The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any Director.
13. No Director (or his or her spouse) shall take or hold any interest in any property belonging to the Company otherwise than as a Trustee for the purposes or have any pecuniary interest in any supply of works or goods at the cost of the Company.
14. Any Director who is adjudged bankrupt or who makes a composition or arrangement with his or her creditors or who is incapacitated from acting in their role or who communicate in writing to the Company a wish to resign shall thereupon cease to be either a Director.

PART 3 - MEETINGS

15. There shall be an Annual General Meeting of the Company which shall be held in the month of April each year or as soon as practicable thereafter.
16. All residents of the Parish of Nutfield who are of eighteen years of age and upwards shall be entitled to attend and vote at the Annual General Meeting of the Company
17. The Annual General Meeting shall be convened by the Directors who shall provide Public Notice of such meeting at least twenty-one days before the date of the meeting by affixing a notice in the Nutfield Village Hall noticeboard and by such other means as the Directors think fit.
18. The Chairman of the expiring Committee shall be the Chairman for the time being at the Annual General Meeting and, in his or her absence, the Vice Chairman shall take the Chair at the Annual General Meeting and, if neither is present then, before any business is transacted, the persons present shall appoint a Chairman of the meeting.
19. At each Annual General Meeting, the Directors shall present the Company report and accounts for the preceding year.
20. The Management Committee shall hold at least 6 meetings in each year and a 'special' meeting may be summoned at any time by the Chairman or any three members of the Management Committee (including Directors) upon the provision of seven days' notice being given to all other Directors and members of the Management Committee of the matters to be discussed. Any decisions will require a quorum of at least one third of such members.
21. The Management Committee shall at their first meeting after the Annual General Meeting elect one of their members to be Chairman of the Committee and elect one of their members to be Vice-Chairman. The Chairman and Vice-Chairman shall continue in office until their successors are respectively elected. If the Chairman is absent from any Committee meeting then the Vice-Chairman shall preside at the meeting – otherwise the Committee members shall, before any business is transacted, choose one of their members to preside at the meeting.
22. Every matter (except as provided for in these Articles) be determined by the majority of Committee members present and, in the case of equality of votes, the Chairman (or in his or her absence the Vice-Chairman) of the meeting shall have a second casting vote.