

Green Fields Trust Constitution

Effective from 10th day of April 2025

Alison Mary Ensor

Foxfield, Gretton Fields, Gretton, Cheltenham, Gloucestershire, GL54 5HH

Judith Roles

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Kenneth Austen Roles

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Sarah Jane Lawrence

The Granary, Lower Stanley, Gretton Fields, Cheltenham, Gloucestershire, GL54 5HQ

1. Administration

The Green Fields trust is an unincorporated association and shall be administered by the trustees. In this document, the expression 'the trustees' refers to the individuals who are the trustees of the Green Fields Trust at any given time.

2. Name

The group shall be called the **Green Fields Trust**

3. Powers

The group shall have the following powers:

- promote the local awareness of community benefit funding generated by an annual income from Lower Stanley Solar Farm owned by Gretton Solar Farm Limited
- publicise and manage an application process from the local community

applications from the following are envisaged

- *Community and voluntary groups and organisations that have a bank account*
- *Charities*
- *Schools and Playgroups*
- *Social Enterprise Companies*
- *Individuals with specific projects that will generate positive community and environmental benefits will be considered on merit*

preference will be shown towards projects local to Alderton, Gretton and Prescott

- receive and safeguard the funds until applications are received

- assess applications for funds, according to published criteria – project criteria will include but are not limited to those promoting
 - *Carbon reduction*
 - *Energy efficiency*
 - *Renewable local energy generation*
 - *Biodiversity and wildlife habitat creation*
 - *Sustainable, local food production*
 - *Local flood protection*
 - *Alleviation of fuel poverty*
 - *Alleviation of food poverty*
 - *Waste reduction and recycling*
 - *Local resilience in the form of Transition Movement objectives such as promoting a local economy, food, fuel and transport services.*
 - *Community awareness raising and education on all of the above*
- provide regular news and updates via a website
- keep the community informed of its activities and the community benefits achieved via a website and/or other media
- do all such other lawful things as are necessary to achieve the above aims or any of them

4. Appointment of trustees

- (1) There should be at least 4 trustees
- (2) The trustees must make available to each new trustee, on his or her first appointment:
 - a. a copy of this document and any amendments made to it;
 - b. a copy of the latest report and statement of accounts.
- (3) The trustees shall serve for the following periods respectively:

Judith Roles	10-April-2025 to 31-March 2027
Kenneth Austen Roles	10-April-2025 to 31-March 2028
Alison Mary Ensor	10-April-2025 to 31-March 2029
Sarah Jane Lawrence	10-April-2025 to 31-March 2030
- (4) There shall be no limit to the duration of tenure but for each trustee, the end of the above period represents an opportunity to resign or continue with the approval of the other trustees for another 5 year term.
- (5) As a trustee of the group you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Green Fields Trust. You can only appoint a proxy using the procedures set out in these notes
 - a. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated
 - b. To appoint as your proxy a person other than another Trustee you must inform all other trustees in writing (email will be accepted) giving their full

name. If this email is sent with no name inserted, the Chairman of the meeting will be deemed to be your proxy.

- c. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments (in addition to voting) on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

5. Termination of trusteeship

A trustee shall cease to hold office if he or she 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).

6. Vacancies

If a vacancy occurs, the trustees must note the fact in the minutes of their next meeting. Any eligible trustee may be re-appointed. If the number of trustees falls below the quorum in Clause 10, none of the powers or discretions conferred by this deed or by law on the trustees shall be exercisable by the remaining trustees except the power to appoint new trustees.

7. Meetings

The trustees must hold at least one meeting following a funding application round unless by mutual consent of a majority of trustees it is decided to conduct business through email. Meetings may be remote (using Zoom, Teams or similar video tool).

8. Calling meetings

Any trustee can organise and arrange a meeting for any business provided a quorum of trustees consents.

9. Chairing of meetings

Chairing of meetings and minute taking shall be mutually agreed at the start of a meeting.

10. Quorum

- (1) Subject to the following provision of this clause, no business shall be conducted at a meeting of the trustees unless at least one-third of the total number of trustees at the time, or two trustees (whichever is the greater) are present throughout the meeting.
- (2) The trustees may make regulations specifying different quorums for meetings dealing with different types of business.

11. 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.

12. Records and Minutes

All records (including minutes) of the Green Fields Trust will be held electronically and all trustees may have access at all times. In the minutes, the trustees must record their decisions and, where appropriate, the reasons for those decisions. The trustees must approve the minutes.

Documents requiring signature of a trustee will be accepted in electronic (PDF) form provided they are emailed from the individual's address to:

greenfieldstrust2015@gmail.com.

13. General power to make regulations

- (1) The trustees may from time to time make regulations for the management of the group 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.
- (2) The trustees must not make regulations which are inconsistent with anything in this document.

14. Website

The group shall maintain a website (***greenfieldstrust.co.uk***) for the purposes of public communication and ensure that links to it are maintained by local parish organisations.

15. Accounts

The trustees shall prepare accounts annually (to 31st July) and publish on the website. They shall consist of

- (1) Profit and Loss Account (also known as Income Statement / Statement of Financial Activities)
- (2) Balance Sheet
- (3) Notes to the above

The statements shall be drawn up on a cash basis for simplicity. The group's trustees should approve these every year within 6 months of the end of the Financial Year.

16. Bank account

Any bank or building society account in which any of the funds of the group are deposited must be operated by the trustees and held in the name of the group. 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.

17. Application of income and property

- (1) The income and property of the group must be applied solely towards the promotion of the objects.
- (2) A trustee is entitled to be reimbursed out of the property of the group or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the group.

18. Benefits and payments to trustees and connected persons

(1) General provisions

No trustee or connected person may be (or connected to) an applicant to the fund.

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

- a. A trustee or connected person may receive a benefit from the fund in the capacity of a beneficiary of Green Fields Trust provided that a majority of the trustees do not benefit in this way.
- b. A trustee or connected person may not enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the group.

16. Amendments to this document

Amendments to this constitution may be made only by a resolution passed by a majority of the trustees.

IN WITNESS of this document the parties to it have signed below

1. Signed by : KENNETH AUSTEN ROLES

1(a).....*K Roles*.....

on this...*10th*.....(day) of...*April*..... (month)...*2025*..... (year)

2. Signed by: JUDITH ROLES

1(a).....*Judith Roles*.....

on this...*10th*.....(day) of...*April*..... (month)...*2025*..... (year)

3. Signed by: ALISON ENSOR

1(a).....*Alison Ensor*.....

on this...*10th*.....(day) of...*April*..... (month)...*2025*..... (year)

4. Signed by: SARAH JANE LAWRENCE

1(a).....*S Lawrence*.....

on this...*10th*.....(day) of...*APRIL*..... (month)...*2025*..... (year)