

The Morrell Room Management Committee
Meeting 16 February 2026
Preparations for CIO change Paper 2

Resolution to amend the Conveyance and Trust Deed dated 1 June 1945
(‘**Governing Document**’)

1 Background

1.1 The Morrell Room is an unincorporated charitable trust. The Trustees (referred to as the ‘Management Committee’ in the Governing Document) have decided, in principle, to replace the existing charity with a new Charitable Incorporated Organisation (‘CIO’) as its successor. The main function of the charity is the running of a building (‘The Morrell Room’) in effect as the village hall for Streatley, for the benefit of the local inhabitants. This is better done through a corporate structure i.e. the CIO. Implementing a new modern constitution will enable the charity to be run more efficiently including in respect of administration (e.g. through meeting virtually and taking decisions in correspondence). It also provides limited liability for trustees, which helps to secure future appointments (which can be challenging).

1.2 As part of the preparation for such a change the Trustees have considered whether it would be necessary or desirable to amend the existing constitution to facilitate the restructure.

1.3 Three changes are proposed as follows:

- To update the objects to reflect better the practical use of the Morrell Room as a Village Hall and to express them clearly so they are easily identifiable.
- To introduce an explicit clause giving the Trustees power to:
 - transfer any liabilities and unrestricted assets to the CIO (which will have the same objects and appropriate powers); and
 - appoint the CIO as the sole corporate trustee of any permanent endowment, designated land or special trusts held by the charity,

This will require the removal of the rights of specific listed bodies in the Governing Document to nominate Trustees.

1.4 The Trustees do not have the power within the existing constitution to make amendments.

2 Resolution for approval

The Trustees:

- note that section 280A of the Charities Act 2011, as amended, applies to the Charity in that it is not a company or other body corporate’;
- are satisfied that it is expedient in the interests of the Charity that the trusts of the Charity should be amended in the manner specified in the resolutions;
- note that the Amendment 1, below, is subject to the approval of the Charity Commission and will not become effective until such consent has been received;
- note that Amendment 3 deals with two bodies that are no longer in existence (Men’s Club and Women’s Institute); one body (Parish Council) that has consented to their removal, and the Parochial Church Council from which consent is currently awaited.

Assuming that all parties consent, this amendment does not need the consent of the Charity Commission and has immediate effect on the later of the passing of this Trustee resolution and the resolution to be passed by the inhabitants in accordance with s 280A (4) and (5) Charities Act 2011. If the Parochial Church Council does not consent, then such resolution will take effect once consent from the Charity Commission has been obtained.

The Trustees therefore resolve (using the power in s280A Charities Act 2011) to amend the Conveyance and Trust Deed Dated 1 June 1945 as follows:

Amendment 1

In Schedule 3 Clause 1 (b) of the Governing Document shall be deleted and replaced with the following:

“The property known as The Morrell Room shall be held on trust to promote for the benefit of the inhabitants of the Parish of Streatley and its immediate vicinity without distinction of sex, sexual orientation, age, disability, nationality, race or political, religious or other opinions the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the conditions of life of the said inhabitants.”

Amendment 2

After Schedule 3 Clause 9, insert new Clauses 9A and 9B as follows:

“9A The Committee may transfer the assets of the charity, that are not permanent endowment or special trusts, and liabilities of the charity to a charitable incorporated organisation (CIO) established by the Committee as corporate successor to the charity which has identical purposes to that of the charity. Any permanent endowment or designated land or special trusts held by the charity at the point of transfer will be transferred by a pre-merger vesting declaration and held by CIO, to hold as trustee on its original trusts.

9B Upon the appointment of the CIO as sole corporate trustee, pursuant to clause 9A references to the Committee shall be treated as references to the CIO. The CIO shall be entitled to exercise all powers conferred onto it by the terms of the trust and by law. All requirements and rights in respect of the number, appointment/election and quorum of the Committee shall cease to have effect.”

Amendment 3

Schedule 4, and any references to Schedule 4, shall be deleted.

Resolution Approved unanimously by all Trustees

Signed

Date

C P Evans

Chair Morrell Room Registered Charity No 30020

Annex A

Text of relevant existing sections of Conveyance and Trust Deed.

Schedule 3 Clause 1 (b)

(b) The property hereby conveyed (herein called the Trust premises) shall be held upon trust for the purposes of physical and mental training and recreation and social, moral and intellectual development through the medium of reading and recreation rooms, library, lectures classes, recreations and entertainments or otherwise as may be found expedient for the benefit of the Inhabitants of the Parish of Strealey in the County of Berks and the immerriate vicinity without distinction of sex or of Political Religious or other Opinions subject to the provisions of these presents.

Schedule 4

THE FOURTH SCHEDULE hereinbefore referred to

Column I	Column II
John Smallbone	The Parish Council
Ethel Anna Vignoles	The Parochial Church Council
Albert Bucknell	The Committee of the Men's Club
Dorothy Olivia Bainbridge	The Committee of the Women's Institute