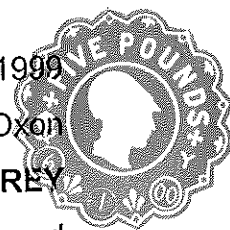


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DATE and PARTIES

THIS DECLARATION OF TRUST is made on the **16th** day of **DECEMBER** 1999
by **GERVASE ELWES DUFFIELD** of Appleford House Appleford Abingdon Oxon
MARTIN STANMORE of Thornton Lodge Main Road Appleford Oxon and **AUDREY**
ANN SHARP of Grenville Main Road Appleford Oxon (the Ex-Officio Trustees) and
BARBARA CONSTANCE CLARKE of 18 Chambrai Close Appleford Oxon and
RONALD WILFRED MUTTRAM of 13 Chambrai Close Appleford Oxon (the
Nominated Trustees)



DEFINITIONS

1 In this Deed the following terms shall have the following meanings.

- 'Charity' means the charity established by this Deed.
- 'Trust Fund' means and includes all money and real and personal property now or at any time held by the Trustees for the purposes of the Charity.
- 'Trustees' means the persons by whom this declaration is made and the trustees for the time being of this Deed.
- 'charitable purposes' means purposes which are exclusively charitable according to the law for the time being of England and Wales.
- 'clause' and 'schedule' mean respectively clauses or schedules in this Deed unless the context shows a contrary meaning.
- 'now' and 'today' mean at the date of this Deed.
- 'comply with' includes 'observe and perform'.

ESTABLISHMENT AND DECLARATION OF TRUST

2 The Trustees declare that the Trust is established by this Deed

APPLICATION OF TRUST FUND AND INCOME

3 The Trustees may hold the Trust Fund as invested or in any investments authorised by this Deed and shall hold the Trust Fund and its income on trust:

3.1 to pay all expenses properly incurred by them in or about the execution of the Charity and to do so in priority to all other payments out of it or applications of it and wholly out of the capital or wholly out of income or partly out of capital and partly out of income; and

3.2 to apply the Trust Fund and the income from it in furtherance of the objects of

the Charity in such manner as they from time to time think fit.

- 4 The Trustees may apply all or any part of the capital comprising the Trust Fund in furtherance of the objects of the Charity PROVIDED HOWEVER that any expenditure of capital be agreed by a special Village Meeting called by the Trustees giving three months notice of such a Meeting

NAME

- 5 The name of the Charity shall be the Appleford Parish Trust Charity

OBJECTS

- 6 The Trustees shall hold the Trust fund on trust for such charitable purposes for the general benefit of the inhabitants of the Parish of Appleford in the County of Oxfordshire for which provision is not made from public rates and taxes as the Trustees shall think fit

EXPENSES AND MANAGEMENT

- 7.1 The Trustees may pay and discharge all expenses properly incurred in connection with the Charity in the due exercise of any of their powers or by any assurance to the Trustees of the Charity of any real or personal property.
- 7.2 The Trustees may pay and discharge any rent, rates, taxes, costs of insurance, improvements, repairs or other outgoings payable from time to time in respect of any property comprised in the Trust Fund.
- 7.3 The Trustees may insure any property in the Trust Fund against loss or damage by fire and any other risk for any amount and pay the premium for the insurance out of the income or capital of the Trust Fund or the property itself and any money received by the Trustees under any such policy shall be treated as if it were the proceeds of sale of the insured property.

RECEIPTS

- 8 The receipt of any person purporting to be the treasurer or other proper officer of any charity or other organisation shall be a good discharge to the Trustees for any payment or transfer of assets intended to be made to that charity or other organisation.

GENERAL POWERS

- 9 In furtherance of the objects but not otherwise the trustees may exercise any of the following powers:
 - 9.1 to raise funds and invite and receive contributions: Provided that in raising funds the trustees shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations;
 - 9.2 to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use;

- 9.3 subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property comprised in the trust fund;
- 9.4 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 9.5 to establish or support any charitable trusts, associations or institutions formed for the objects or any of them;
- 9.6 to appoint and constitute such advisory committees as the trustees may think fit;
- 9.7 to contract such staff subject to tender action (if appropriate) (who shall not be trustees) as are necessary for the proper pursuit of the objects;
- 9.8 to permit any investments comprised in the trust fund to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such;
- 9.9 to delegate to any one or more of the trustees the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity and which is within the professional or business competence of such trustee or trustees: Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them;
- 9.10 to do all such other lawful things as are necessary for the achievement of the objects;
- 9.11 The Trustees may at any time or times borrow from any persons any moneys required for the purposes of the Charity on such reasonable terms as to repayment of principal and payment of interest and on such security as they think fit but shall in no event create any mortgage, charge or other encumbrance of any description (except such as arise by operation of law) over any property comprised in the Trust Fund.

DELEGATED POWERS

- 10.1 The Trustees may do all or any of the above things in any part of the world as principals, agents, trustees or otherwise and by or through trustees, nominees, agents or otherwise.
- 10.2 Except as mentioned below the Trustees shall not be bound in any case to act personally but may employ any person to transact any business of the Charity including day-to-day management of its affairs and the receipt and payment of money and shall not be responsible for the defaults of any such person or any loss occasioned by his or her employment. Cheques on and other instruments operating the Trustees' bank account must be signed by at least two Trustees.

10.3 The Trustees may employ and reasonably remunerate any person (not being a Trustee) as an officer or employee

10.3.1 remunerate any person (not being a Trustee) for services rendered, and

10.3.2 grant reasonable pensions to any person (not being a Trustee) who has been in the employment or service of the Charity or to the dependants of any such person.

10.4 Nothing in this Deed shall confer on the Trustees the right to delegate any decision concerning the application or the distribution of the income or the capital of the Trust Fund pursuant to the Charity's objects.

CHARGING CLAUSE

11 Any Trustee for the time being who is a solicitor, accountant or other person engaged in any profession shall be entitled to charge and be paid all the usual professional charges for business done by him or her or his or her firm in the execution of the trusts of this deed if

11.1 he or she is instructed by the other Trustees to act in his or her professional capacity on behalf of the Charity,

11.2 there is at all times a majority of Trustees who act without remuneration, and

11.3 he or she does not attend a meeting while his or her own remuneration is discussed.

ANCILLARY POWERS

12.1 The Trustees may make such rules for the management and administration of the Trust Fund as the Trustees think fit and from time to time alter or revoke those rules or regulations. Nothing in this clause shall authorise any application of any part of the Trust Fund except in furtherance of the Charity's objects or for any purpose which is not an exclusively charitable purpose.

12.2 The Trustees may do all such other things as further or are ancillary to the attainment of the charity's objects or any of them.

ALTERATION OF POWERS

13 The Trustees may by deed supplement or alter the provisions of this deed for the sole purpose of conferring on them additional or altered powers for the better administration of the Charity if it appears to them that those powers are requisite because of

13.1.1 changes in the law affecting the administration of charitable or other trusts,

13.1.2 changes in social, scientific, educational or political conditions, or

13.1.3 any defect or omission in the provisions of this Deed.

13.1.4 Nothing in this clause shall authorise or be deemed to authorise any departure from or modification of the objects of the Charity or the application of any part of the Trust Fund or its income except in conformity with those objects.

ACCUMULATIONS

- 14 The Trustees may for 21 years from today or such other period as is permitted by law accumulate all or any of the Charity's income by investing it and shall hold the accumulations as an addition to the Trust Fund.

DISCRETIONS

- 15 Everything that the Trustees are by this Deed permitted to do may be done or not done at their discretion which shall be an absolute discretion.

APPOINTMENT OF TRUSTEES

- 16 The body of trustees shall consist when complete of five (5) persons being:
- three (3) ex-officio trustees
 - two (2) nominated trustees

The ex-officio trustees shall be the three (3) longest serving parish councillors for the time being of the Appleford Parish Council. In the event that there are insufficient councillors with longer service the ex-officio trustees shall be the Chairman of the Parish Council plus two other councillors elected by secret ballot by the Parish Council. The ex-officio trustees shall serve as trustees for a four year term.

The nominated trustees shall be appointed from the electoral roll of the civic parish of Appleford. Each nominee must be proposed and seconded by a resident of the parish and shall be appointed by public vote taken at a Parish Meeting held in accordance with Sections 9 and 13 of the Local Government Act 1972. In the event that there are no nominations the Chairman of the Parish Council may co-opt 2 parish councillors not serving as trustees to be trustees for a term of one year. Each elected appointment shall be made for a term of two years. After the date of completion of the registration of this Trust ('completion') as charitable the two (2) nominated trustees shall be subject to re-election alternately one every two years. Thereafter the nominated trustees shall serve for a term of four years. If at the end of two years after completion both of the two (2) nominated trustees shall remain then one of them, to be determined by lot if necessary, shall go out of office but shall be eligible for re-nomination in accordance with the above procedure.

If for any reason trustees cannot be appointed in accordance with the foregoing provisions, the statutory power of appointing new or additional trustees shall be exercisable.

ELIGIBILITY FOR TRUSTEESHIP

- 17 No person shall be appointed as a trustee:

- (a) unless he or she has attained the age of 18 years; or
- (b) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from office under the provisions of the following clause.

No person shall be entitled to act as a trustee whether on a first or on any subsequent entry into office until after signing in the minute book of the trustees a declaration of acceptance and willingness to act in the trusts of the Charity

DETERMINATION OF TRUSTEESHIP

- 18 A trustee shall cease to hold office if he or she:
- (1) is disqualified from acting as a trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable of reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (3) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or
 - (4) notifies to the trustees a wish to resign (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (5) ceases to be a Member of the Parish Council of Appleford.

VACANCIES

- 19 If a vacancy occurs the trustees shall note the fact in their minute book at their next meeting. Any eligible trustee may be re-appointed. So long as there shall be fewer than two trustees none of the powers or discretions hereby or by law vested in the trustees shall be exercisable except for the purpose of appointing a new trustee or trustees.

CALLING MEETINGS

- 20 The first meeting of the trustees shall be called by the Chairman of Appleford Parish Council or if no meeting has been called within three months after the date of this deed by any two of the trustees. Subsequent meetings shall be arranged by the trustees at their meetings or may be called at any time by the chairman or any two trustees upon not less than ten days notice being given to the other trustees.

CHAIRMAN

- 21 The trustees at their first ordinary meeting in each year shall elect one of their number to be chairman of their meetings until the commencement of the first ordinary meeting in the following year. The chairman shall always be eligible for re-election. If the chairman is not present within ten minutes after the time appointed for holding a meeting or there is no chairman the trustees present shall choose one of their number to be chairman of the meeting.