

## DEED OF AMENDMENT

THIS DEED WITNESSES AS FOLLOWS:

### 1. PARTIES

#### Trustees

Reverend Canon Jeremy Richard James of The Vicarage High Street Wadhurst East Sussex TN5 6AA

Mr Geoffrey A Hookway of Warmond Turners Green Wadhurst East Sussex TN5 6TS.

Mrs Janet Mary Overy of Capilano Lower High Street Wadhurst East Sussex TN5 6LR.

("The Current Trustees")

### 2. BACKGROUND

The Rose Trust is governed by the terms of Trust Deed ("The Trust Deed") dated 3 January 1944 between Miss Constance Evelyn Rose and Thomas Harold Rose and Messrs Taverner Barrington Miller and Charles Gill Foote sealed on 21 April 1944.

The Current Trustees (with the consent of the Charity Commission) have agreed to amend the Trust Deed in the manner set out below and in Schedule 1.

### 3. PROVISIONS TO BE REPLACED IN THE TRUST DEED

Clauses 2 and 8 inclusive and Clause 12 of the Schedule to the Trust Deed are deleted and replaced by the clauses in Schedule 1 of this Deed.

### 4. ADMINISTRATION

The charitable trust provisions created by this deed shall be administered by the trustees. In this deed, the expression 'the trustees' refers to the individuals who are the trustees of the charity at any given time. It includes the first trustees and their successors. The word 'trustee' is used to refer to any one of the trustees.

The Schedule forms part of this deed and shall have effect as if set out in full in the body of this deed. Any reference to this deed includes the Schedule.

2.2.2 notifies to the trustees a wish to resign (but only if enough trustees remain in office when the notice of resignation takes effect to form a quorum for meetings).

### **3. Conflicts of interests and conflicts of loyalties**

A Charity Trustee must;

- 3.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- 3.2 Absent himself or herself from any discussion of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on this matter.

### **4. Chairing of meetings**

- 4.1 The meetings will be chaired by the Vicar of the Parish in seat. In the event that the Vicar is unable to chair a meeting and in his absence the trustees present must appoint one of their number to chair the meeting in the interim.
- 4.2 The person elected to chair meetings of the trustees shall have no other additional functions or powers except those conferred by this deed or delegated to him or her by the trustees.

### **5. Quorum**

- 5.1 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 three trustees (whichever is greater) are present throughout the meeting.
- 5.2 The trustees may make regulations specifying different quorums for meetings dealing with different types of business.