

Date

24th October

2017

The Reverend Canon Jeremy Richard James

Geoffrey Alan Hookway

Janet Mary Overy

Deed of Amendment

In

THE ROSE TRUST

Buss Murton Law LLP
Wellington Gate, 7-9 Church Road
Tunbridge Wells, Kent, TN1 1HT
Tel: 01892 510222

DEED OF AMENDMENT

THIS DEED is dated the *Twenty first* day of *October* 2017 and

WITNESSES AS FOLLOWS:

1. PARTIES

Trustees

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

Mr Geoffrey Alan Hookway of Warmond Turners Green Lane 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.

SCHEDULE 1

1. Appointment of Trustees

- 1.1 There must be at least five trustees. The trustees will comprise one ex-officio trustee who shall be the Vicar of the Parish Church in Wadhurst and four trustees.
- 1.2 The new trustees shall be elected and appointed by the Parochial Church Council of The Ecclesiastical Parish of Wadhurst (PCC) Registered charity number 1132389.
- 1.3 Every trustee must be appointed to hold office for a term of five years by a resolution of the trustees passed at a special meeting. The Chairman of each meeting shall ensure the names and addresses of the newly appointed trustees are notified to the trustees or their secretary. Any person appointed need not be a member of the appointing body and trustees shall be eligible for re-appointment on completion of a first or subsequent terms of office.
- 1.4 The trustees must keep a record of the name and address and the dates of the appointment, re-appointment and retirement of each trustee.
- 1.5 The trustees must make available to each new trustee, on his or her first appointment a copy of the Trust Deed and this Deed and any amendments to it and a copy of the charity's latest report and statement of accounts.
- 1.6 In the event of a trustee vacancy the secretary of the Rose Trust will advise the PCC of the need for a new trustee.
- 1.7 In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the Rose Trust.
- 1.8 No one shall be appointed as a trustee if she or he is under the age of 18 years or if she or he would at once be disqualified from office under the provisions of Schedule 1 clause 2 of this deed.
- 1.9 A special meeting may be called at any time by the person elected to chair meetings of the trustees or by any two trustees. Not less than 4 days' clear notice must be given to the other trustees of the matters to be discussed at the meeting. However if those matters include the appointment of a trustee or a proposal to amend any of the trusts of this deed, not less than 21 days' notice must be given.

2. Termination of Trusteeship

A trustee shall cease to hold office if he or she;

- 2.1 Is disqualified for acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
- 2.2 In the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- 2.3 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
- 2.4 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 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 Rose Trust or in any transaction or arrangement entered into by the Rose Trust which has not been previously declared; and
- 3.2 Absent himself or herself from any discussion of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Rose Trust and any personal interest (including but not limited to any personal financial interest).

Any 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 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.

IN WITNESS to the Deed the parties to it have signed below:

Signed as a deed by Reverend Canon Jeremy Richard James

X  Y

In the presence of: Jean Sermon

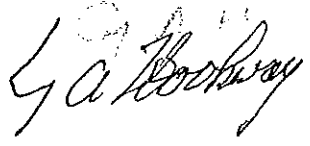
Signature: J.E.Sermon

Print name: JEAN SERMON

Address: HILBURGH, BALACLAVA LANE, WADHURST

Occupation: ADMINISTRATOR

Signed as a deed by Geoffrey Alan Hookway

Y  Y

in the presence of:

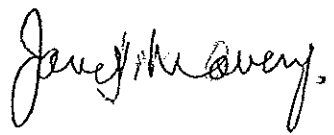
Signature: Andrew Brockman

Print name: ANDREW BROCKMAN

Address: 22 Cuthbert Ct, Wadhurst, East Sussex

Occupation: Retired general practitioner

Signed as a deed by Janet Mary Overy

Y  Y

In the presence of:

Signature: Sarah E.A Adams

Print name: SARAH E.A ADAMS

Address: Wyke House
Woods Green
Wadhurst
East Sussex

Occupation: Housewife. TN3 6PS