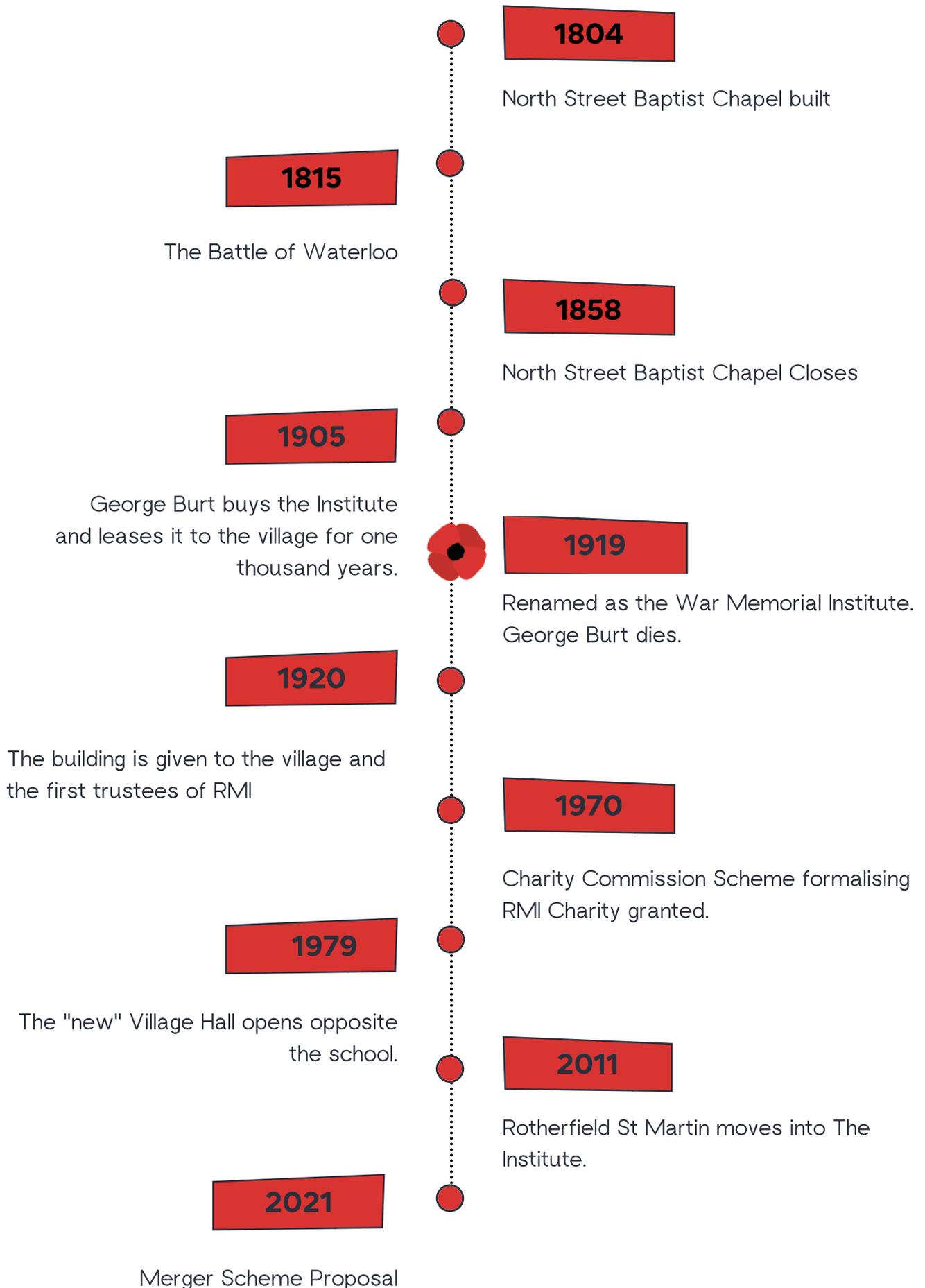


ROTHERFIELD MEMORIAL INSTITUTE



Merger Scheme Proposal November 2021

A HISTORY OF THE MEMORIAL INSTITUTE



Charities Merger Scheme Proposal

SUMMARY

The remaining Trustees and Management Committee of the RMI, with the support of the Trustees of Rotherfield St Martin, are considering a request to the Charity Commission to to authorise the merger of the RMI with RSM by transferring all RMI's property and assets (in particular the Memorial Institute in North Street) to RSM.

RSM is the local charity dedicated to combating isolation and loneliness in the community which is based on the ground floor of the Memorial Institute.

After the transfer, the building would be owned and used by RSM for its charitable objectives. RMI itself would then be dissolved as a charity. Action in Rural Sussex (AiRS) have given independent advice, and the transfer would be effected by solicitors recommended by them if the Charity Commission agrees to the proposed scheme.

BACKGROUND

The Memorial Institute is a well known and much loved building located at the village centre of Rotherfield. It was built in 1804 and generously provided for the use of the people of Rotherfield, originally in 1905 by a local benefactor, George Burt. After WW1 and following George Burt's death, it was given outright to the village and also became a memorial for those who had fallen. As well as now being the home of RSM, the upper hall is hired by other groups such as the Rotherfield Players, Stagedoor Drama and yoga groups.

The building was given to the Village but the incomes generated has only ever been equal to the running expenses. Any repairs or improvements over the last 100 years have been funded by grants or local donations. However, now, the building needs some considerable repairs, with an estimated cost of a minimum £250,000 just to secure the building. Full refurbishment to make the building fit for future needs would cost substantially more, quite possibly double the essential repairs.

For various reasons (such as age, health, care and moving away) the current Management Committee members are few and no longer feel able to look after the building or to raise the necessary funding for the renovations. They wish to pass on the responsibility to others in the village. Despite best efforts, there have not been enough people coming forward as new Trustees. As the main tenant and with very similar constitutions, RSM is therefore considered the best future custodian of the building by RMI.



THE INTENTION AND VISION

This is an exciting opportunity to preserve an important building for the community at the heart of the village.

Crucially, this plan would provide a permanent and centrally located home for RSM and thus enable the charity to continue to support the local community in combating isolation and loneliness. The intention is for the Memorial Institute building to be redesigned and renovated to provide room for the RSM office as well as space for some of the many clubs and activities that it organises.

In addition, RSM would hire parts of the building for other community activities. The village does have other community buildings, including the Village Hall. The renewed Memorial Institute will be designed to complement those other buildings, not compete with them. For example, operating as a hub location for smaller community interest groups or to provide services for the Village.

Without the Memorial Institute, RSM would have to find other premises, putting its long-term future and continued work in jeopardy.

THE OPTIONS

As explained in more detail in the next section, the only available option to preserve the Memorial Institute for the Rotherfield community, and to give it a new and exciting future, is the proposed transfer to RSM. If that goes ahead with strong community support, while nothing can be guaranteed, there is every likelihood of funds being raised and a bright future for the Memorial Institute.

If it does not, the continued presence of both the Memorial Institute and RSM at the heart of the village will both be put in serious doubt, with the Memorial Institute itself likely to face closure and sale for redevelopment.



Frequently Asked Questions

1. WHAT IS THE ROTHERFIELD MEMORIAL INSTITUTE CHARITY?

The RMI charity is the organisation which owns and administers the Memorial Institute building on behalf of the Rotherfield community. It is a registered charity (charity number 241751) established and governed by a Charity Commission Scheme made in 1970 (the 1970 Scheme) which superseded the less formal arrangements that had previously been in place.

2. WHO CURRENTLY OWNS THE MEMORIAL INSTITUTE BUILDING?

The RMI building is legally owned by three local residents who own it simply as custodians on behalf of the trustees of the RMI charity.

3. WHY IS RSM AN APPROPRIATE CHARITY TO OWN THE RMI?

RSM is a registered Charitable Incorporated Organisation (or CIO) (charity number 1168555) with a proven track record of serving the Rotherfield community and of successful fund-raising to support its activities focused on combating isolation and loneliness in the community. RSM has a full-time manager and staff working under the supervision of a board of experienced trustees. The growing pressures on social care and the NHS, coupled with a high and increasing proportion of older people in the Rotherfield population, mean there is an ever greater need for organisations like RSM to enable people to live independently in the community for longer – to remain socially engaged, active and supported. That is in the interest of the individuals, their families (wherever they may live), the community, and the care and health services we all use. The work of RSM throughout the pandemic has highlighted this more than ever.

Importantly the community can take confidence from the fact that RSM's charitable objects are extremely similar to those of the RMI. RSM would provide an experienced and successful team of staff and trustees keen to raise the necessary refurbishment and renovation funds and, if that is achieved, to give the Memorial Institute a viable long-term future at the heart of the village for the benefit of the local community. RSM would seek and welcome active engagement from all in the community in the renovation, design and fund-raising process.



Frequently Asked Questions

4. WHAT EXACTLY ARE THE CHARITABLE OBJECTS OF RMI AND RSM?

The trustees of any charity must act to support its charitable objects (or objectives) that are set out in its constitution and registered with Charity Commission.

RMI's charitable objects are set out in Clause 3 (Object of Charity) of the RMI 1970 Scheme as follows:

(1)The object of the Charity shall be the provision and maintenance of a village hall for the use of the inhabitants of the Parish of Rotherfield (hereinafter called "the area of benefit") without distinction of political, religious or other opinions, including use for meetings, lectures and classes, and for other forms of recreation and leisure-time occupation, with the object of improving the conditions of life for the said inhabitants.
(2)The said land and building shall be held upon trust for the purposes of a village hall as aforesaid.

RSM's charitable objects are set out in Clause 3 (Objects) its constitution as follows:

To promote for the benefit of the inhabitants of Rotherfield, East Sussex, and the surrounding area the provision of facilities for welfare, 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.

So RSM's objects, to which its trustees are obliged to adhere, are very similar indeed to those of the RMI and, in underlying spirit, closely match those objects and the original benefactor's intention. The only significant difference between the two is that the RMI's charitable objects include "the provision and maintenance of a village hall", whereas RSM's charitable object is "to promote the provision of facilities".

5. WHAT IS A SCHEME?

A scheme is the technical term for a type of legal document used by the Charity Commission to establish certain charities or to give an existing charity powers or permissions to take actions that a charity's existing constitution and rules do not envisage or permit.



Frequently Asked Questions

6. WHOSE DECISION IS IT TO ASK THE CHARITY COMMISSION TO MAKE THE PROPOSED SCHEME OF MERGER/TRANSFER?

The Committee of Management of the RMI Charity, acting by majority vote.

The Memorial Institute is run by the RMI's Committee of Management. That Committee is supposed to comprise 16 people: 7 elected by the public, 7 appointed by various local organisations (Bowls, British Legion, Colour Photography, Cricket, Football, WI and Youth) and 2 "ex officio" members (being whoever is the current Chair of the Parish Council and whoever is the current Rector of St Denys' Church). In reality, in recent years very few people have taken an active role on the Committee, and the administrative work falls entirely to Peter Thompson with support from Kenneth Mellor.

Any decision must be taken by a majority vote of that Committee. To be a voting Member of the RMI Committee, a person must first sign a declaration under Article 14 of the 1970 Scheme that they accept their appointment and that they are willing to "act in the trusts of this Scheme" – in other words confirming that when acting as an RMI Committee Member they will act as trustees in the best interests of the RMI charity in accordance with its constitution. This applies whether their appointment is by election, by nomination or ex officio. A Member of the RMI Committee, as is the case for any trustee as Charity Commission Guidance makes clear, acts in a personal capacity even if they are appointed by an organisation or are ex officio. They do not act on behalf of the organisation which appointed them or from which their ex officio position derives. Trustees may of course be informed in their views as to the best interests of the RMI charity by their wider involvement in the local community and its interests and activities, but they must act independently of any other group and solely in the best interests of the RMI charity.

7. WHOSE DECISION IS IT WHETHER TO MAKE THE SCHEME AND AUTHORISE THE MERGER/TRANSFER?

If the RMI Trustees, after consultation, decide to apply for a Scheme, the Charity Commission will consider the request and decide whether to approve it. The Charity Commission itself prepares the Scheme and may impose conditions. There would be discussion with the Charity Commission about any suggested conditions and whether the RMI trustees and RSM trustees were able to accept them.



Frequently Asked Questions

8. WHY IS A SCHEME NECESSARY AND APPROPRIATE?

The proposed scheme is necessary because (a) the current objects of the RMI charity can no longer be carried out and (b) because the RMI and RSM charities wish to merge but do not have the legal power to do so.

More specifically in respect of reason (a), the current objects can no longer be carried out because, as noted, (i) it is unfair to expect volunteers now in their 80s to continue unassisted in trying to run the building and there will therefore soon be no one to act as a management committee or trustees leading to the inevitable (and potential disorderly) closure of the building; and (ii) the building requires extensive renovation without which it will cease to be safe as a public venue. These reasons are themselves inter-connected: the current trustees no longer have the time, energy or ability to run the building or raise the funds necessary for renovation; and no one will volunteer as replacement trustees with the spectre of a very large fund-raising operation and the concern of any potential personal liability if something was to go wrong with the building.

As to reason (b), the 1970 Scheme governing the RMI contains no power to transfer or merge, making a scheme necessary to permit the proposed merger with and transfer to RSM to proceed.

9. DOES THE PROPOSED MERGER OR TRANSFER REQUIRE A PUBLIC VOTE OR REFERENDUM?

The RMI Committee of Management do not consider it is necessary to hold a public vote (or referendum) to make the request to the Charity Commission as it is their responsibility as trustees to make that decision, after appropriate consultation, if they consider it to be in the best interests of the charity.

However, as noted, the Charity Commission will carefully study the request and impose whatever conditions it sees fit and, if the Charity Commission requires a referendum, that would have to happen although someone would then have to oversee and pay for that process. RSM's Trustees also consider that widespread community support will be key to the success of this process and the necessary fund-raising – it follows that significant opposition to the plan would make it difficult to proceed. It is crucial to RSM that this plan should be viewed very positively and should do nothing to undermine RSM's reputation in the community or the work and services it currently provides for the community.



Frequently Asked Questions

10. IS THE RMI BUILDING OR CHARITY THE RESPONSIBILITY OF THE ROTHERFIELD PARISH COUNCIL (RPC) OR THE CHURCH? AND DOES THE RPC OR THE CHURCH HAVE ANY CONTROL OVER THE RMI CHARITY OR BUILDING?

No. The RMI building is owned by the trustees on behalf of the people of Rotherfield. It is independent of any other organisation and governed by its own constitution (the 1970 Scheme).

Both the RPC and the Church are obviously key to the Rotherfield community. It is no doubt for that reason that the 1970 Scheme gives ex officio (meaning 'because of their position') RMI Committee membership to whoever is the RPC Chair and whoever is the Rector of St Denys from time to time, provided the person in question signs the Article 14 declaration mentioned above. The people in those positions are naturally expected to be well informed about the interests and concerns of the community and can be trusted to act in the long-term best interests of the community when making decisions in their personal capacity as RMI Committee members.

11. COULD THE ROTHERFIELD PARISH COUNCIL TAKE OVER THE BUILDING?

There are situations (for example when no one is willing to act as trustees any longer) where the remaining trustees of a community charity owning a public building may ask a local council to take over responsibility for the building. If the council agrees, the council may take on the role of being sole trustee responsible for maintaining and operating a building, or potentially selling it with the proceeds then being used consistently with the original charitable objectives – and in this case, given its very similar charitable objects, one of the most obvious recipients of the proceeds would be RSM anyway. However, the RMI Trustees believe the best available solution for the community would be a transfer to the RSM charity, which is why they consulted and approached RSM about it.

12. WHAT WOULD HAPPEN IF THE TRANSFER TO RSM COULD NOT BE EFFECTED?

If no viable and appropriate alternative plan was put forward (with a suitable group of new trustees acceptable to the whole community to implement it), the existing RMI Management Committee and Trustees would have to consider asking the Charity Commission to give guidance on other options including:

(a) Formally asking the Rotherfield Parish Council to take full responsibility for the Memorial Institute as sole trustee; or

(b) Failing that, closing the Memorial Institute and selling the property to avoid future liabilities, with any proceeds being distributed, subject to the Charity Commission's authorisation, to other charities benefitting the Rotherfield Community including, of course, RSM.



Frequently Asked Questions

13. WHAT CONSULTATION HAS THERE BEEN WITH THE COMMUNITY?

Through a notice in the Parish Council Newsletter in Autumn 2020 and followed up with an article in the Parish Magazine in November 2020 and individual discussions, the RMI Management Committee sought views, as well as expressions of interest from potential new committee members/trustees. No material feedback was received about how to take the Memorial Institute forward, and too few people showed interest in acting as new trustees to provide a critical mass.

The possibility of a merger and transfer, and the difficulties faced by the Memorial Institute and RMI as it stands, have been discussed with the Rotherfield Parish Council which also set up a Working Party to consider the issues. In addition to extensive discussions with RSM as the current tenant and primary user of the building, there have also been various informal discussions with people in the community who use the Memorial Institute building or have expressed interest in it.

An open public meeting has now been called on 19th November 2021 to seek views on that provisional decision before the Committee of Management reaches a final decision. The public open meeting has been and is being widely publicised. Local village groups referred to in the 1970 Scheme including British Legion, Rotherfield Women's Institute, Rotherfield Bowls Club, Rotherfield Cricket Club, Rotherfield Football Club, as well as the Chair of the Parish Council and the Rector of St Denys have all been apprised of the proposals and invited to attend the Open Meeting. So far the plan appears to have received widespread support and no one has raised an objection or put forward an alternative plan.

14. WHAT HAPPENS IF RSM CANNOT RAISE THE FUNDS TO RESTORE THE BUILDING?

Ultimately if no alternative plan could be arranged and the building was no longer fit for use, the Memorial Institute would have to be sold and the proceeds would then be used by RSM (as the building's then owner under this plan) for its charitable objectives - one of which would of course then be the need to find an alternative location for RSM's office and community activities.

15. WHAT WOULD HAPPEN IF FOR ANY REASON RSM HAD TO BE CLOSED DOWN AND DISSOLVED AT SOME FUTURE TIME?

Whether or not RSM still owns the Memorial Institute (which it would if funds had been successfully raised, but might not if they had not been - see previous answer), all its remaining assets upon dissolution would have to be applied for charitable purposes the same as or similar to RSM's charitable objectives (which are in turn very similar to RMI's). That requirement is spelt out in RSM's own constitution: clause 29(2)(c) provides that, upon dissolution, "the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO".



Frequently Asked Questions

16. SHOULD REDESIGN PLANS BE PREPARED BEFORE ANY TRANSFER TO RSM IS CONSIDERED?

That might in theory be ideal but someone, or a group of people, would need to organise and oversee that process, including: finding and instructing architects, designers and engineers; consulting with RSM and other current or potential users; commenting on draft plans and suggestions; and generally taking responsibility for taking the project forward. Importantly it would be an expensive and time-consuming process with significant fees being incurred - and someone would need to pay for it. The current RMI Committee members do not have the energy or time for such a major project and the RMI charity has no funds to pay for it anyway. As for RSM, its trustees understandably are not prepared to divert significant time and resources from their primary mission in combating isolation and loneliness to such a major project without first having the security of owning the building.

17. HOW WOULD THE BUILDING'S STATUS AS A WAR MEMORIAL BE AFFECTED BY THE TRANSFER?

The Memorial Institute is listed on the War Memorials Register held by the Imperial War Museum and, whilst this provides no statutory protection, RSM have no intention of altering the status. The external signage will remain, although RSM might need to move the internal memorial boards to another location in the building depending on any redesign and works undertaken.

18. WHY NOW IF THE MEMORIAL INSTITUTE IS STILL OPEN?

A decision has to be made at some point. Some remedial work has been done on essential electrical, gas and fire safety issues to enable the RMI Trustees to keep it open for the time being. But the position needs to be kept under continuous review. Quite apart from the repair and safety issues, however, the RMI Trustees have served for a long time and want and need to hand over responsibility. If the current position drags on unresolved, a sudden and disorganised closure of the building becomes a much higher likelihood.



Frequently Asked Questions

19. WOULD THE HALL REMAIN OPEN TO USERS SUCH AS THE ROTHERFIELD PLAYERS/YOGA GROUPS ETC?

If the transfer takes place, RSM would seek to raise funds to refurbish the Memorial Institute. As a necessary part of fund-raising plans, RSM would take appropriate architectural advice and consider the best configuration and redesign of the Memorial Institute to create a sustainable and useful building for the future.

Clearly while any refurbishment and renovation works were actually being carried out, the building would not be available for use. Once complete, it would be hoped that there would be suitable space to accommodate existing users as well as new users. Whether the space would be the same (eg a single large upper hall) is unknown at this stage. However, the intention would be to have parts of the building suitable for hire by community groups, both as part of meeting RSM's own charitable objectives and as a means of raising funds to meet the running costs of the building.



A Brief History of The War Memorial Institute

The Rotherfield Memorial Institute Building was built in 1804 during the reign of King George III. William Pitt was Prime Minister and Napoleon Bonapart had become Emperor of France. The Battle of Waterloo was more than ten years away!

The building began as a Baptist Chapel, however during the 1850s a new chapel was built in South Street and, in 1858, the North Street Chapel closed. Over the remainder of the century the building changed hands and uses several times. It was used as a grain store and a furniture shop.

In 1905 George Burt of Castle Hill, Rotherfield approached the owner, John Brooker (grocer and draper) to buy a building "lately used as a furniture and china store". On 20th February 1905 George Burt bought the building for 450 pounds.

He then paid for alterations and refurbished the building in order that it could become a social club. Sparing no expense, the building was transformed and was leased to the village for the rent of "one penny a year, if demanded, to be paid on the 24th June for the term of One Thousand Years."

"On the left of the entrance hall there is a handsomely appointed billiard and games room, measuring 30ft by 19ft and fitted up with a full size billiard table, together with provision for dominoes, chess, draughts etc. On the other side of the hall is the reading room, spacious and comfortable with book shelves lined with numerous volumes by well-known and popular authors. The second floor comprises one large room measuring 48ft by 30ft which can however, by means of a movable partition be easily converted into two. There is also a caretaker's kitchen fitted up with every provision for enabling the members to obtain tea, coffee etc. while the whole building is heated with hot water apparatus and is splendidly lighted. Mr Burt has generously defrayed the entire cost of the work, which has been well carried out by Messrs A. Moon and Son, builders of Rotherfield."

Excerpt from Crowborough Weekly, Saturday 7th October 1905.

The building was officially opened to the public as "THE INSTITUTE" by Lord Henry Neville on Friday 6th October 1905.

George Burt died on 8th April 1919 but there was a dispute regarding the validity of lease for the Institute.

In the meantime, in 1919, the War Relief Committee appealed to the village with the view of having some sort of permanent memorial to the gallant men and women who had given their lives during the Great War. One of the suggestions was that the Institute be refurbished and renamed as the War Memorial Institute. The names of those who served in both World Wars have been recorded on wooden tablets in the upper hall.

On 29th November 1920, Emily Burt, George's wife, conveyed The Institute to F. Bulbert Esq. who on the very next day 30th November 1920 presented it back to the village by deed of gift to the Reverend A F Thornhill and others – the first Trustees of the Rotherfield War Memorial Institute.

