29 Springfield Close

Corsham

Wilts SN13 0JR

16th August 2016

Mr R Mullins

Leafy Lane Playing Fields Ltd

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Charity Commission
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Sirs,

**Leafy Lane Playing Fields Ltd – charity no. 1062013**

**Proposed sale of 7.75 acres of woodland and meadow**

Leafy Lane Playing Fields Ltd (LLPF) has posted a notice dated 19th July 2016 at an entrance to Leafy Lane Playing Fields woodland area (commonly known as Leafy Lane Wood). A photograph of the notice may be found on the rudloescene website here: <http://www.rudloescene.co.uk/news/rudloe/leafy-lane/> in an article dated 16th August 2016. It will be seen that the notice is headed “A public notice for the purpose of Section 121 of the Charities Act 2011” and notifies that LLPF proposes to dispose of land under best and final offers through Strakers estate agents. The notice requests representations or comments to LLPF by 22nd August 2016.

The ‘framework’ entry for LLPF at the Charity Commission’s website shows that the charity, through memorandum and articles of association, was incorporated on 24th October 1996 with an amendment dated 7th April 1997. LLPF’s charitable objects are affirmed to be: TO PROVIDE FOR THE INHABITANTS OF CORSHAM AND SURROUNDING AREA IN THE INTERESTS OF SOCIAL WELFARE FACILITIES FOR RECREATION AND LEISURE TIME OCCUPATION WITH THE OBJECT OF IMPROVING THEIR CONDITIONS OF LIFE which are the objectives declared in the 1997 amendment. The original Memorandum of Association gives the company’s first object to be: To advance and improve the education and physical, mental and social well-being of the community by the provision of sporting and recreation amenities, grounds and facilities of all kinds.

The terms within these founding documents should be well noted: “interests of social welfare”, “recreation”, “leisure time”, “conditions of life”, “education”, “physical, mental and social well-being”, “community” and “sporting and recreation amenities”. So Leafy Lane Playing Fields Ltd (LLPF) was not set up simply to operate a sports facility. If this had been the case, then LLPF would have purchased just the playing fields and not the woodland and small meadow, and it would not have created a footpath between the woodland and Boxfields Road at considerable expense (which included a 285-metre length of new plantings of shrubs and trees, and an entrance gate). LLPF was funded through grants (£75,000 from NWDC, £500 from the Countryside Trust are just two examples) in order to serve the whole community for the purposes described in its founding documents. It is the contention of the Springfield and Clift Residents Association and others that, in view of the objectives given in its founding documents and the sources of funding (£75,000 from local ratepayers for example) for its establishment, LLPF should not be allowed to proceed with the proposed sale.

There is no doubt that LLPF has performed extremely well in the provision of sporting facilities over the almost twenty years of its existence although there have been some ill-fated ventures. The attempted establishment of a rugby league club is one example, which lasted just one, albeit very successful, season in 2015. Following disagreements, the rugby league club, Bath & Wiltshire Romans, is now operating out of the Corsham RU headquarters in Lacock Road.

It is unfortunate that the processes by which LLPF arrives at decisions are a mystery. No one, apart from LLPF trustees presumably, knows why, after twenty years, LLPF has decided to attempt to sell, at first the woodland, then the woodland and the small meadow together. Similarly the rationale for any of LLPF’s decisions is not known as no minutes of any meeting, including AGMs (but see later para. about the submission of the trustees’ annual report) are published.

In a written response dated 7th May 2015, the Charity Commission stated that “*Provided decisions are reached in accordance with the requirements of the charity's governing document, at quorate Trustee or Membership meetings by the required majority vote, then those decisions remain valid until and unless overturned by a subsequent majority vote at a later quorate Trustee/Membership meeting*”. Under <https://www.gov.uk/guidance/charity-meetings-making-decisions-and-voting>, the Charity Commission states “*Your charity’s governing document should say how and when you should organise meetings and how to vote on decisions. You must do these things exactly as the governing document says. If you don’t,* ***any decision you make during a meeting could be invalid***”. Did LLPF follow its governing document with regard to the meeting where the decision to sell the woodland was made? Indeed was there any such meeting? Who knows?

Under ‘How to run a charity meeting’ in section 5 ‘Keep minutes of every meeting’ on the same webpage (shown in the previous para), the Commission says that the following records, amongst others, should be kept: **a**. the exact wording of any resolution and who proposed it; **b**. a summary of the discussion on each item of business; **c**. information used to make decisions and **d**. how many votes were made for and against, and how many didn’t vote. So, was there a trustee meeting where a valid quorate decision to sell the woodland was made? Were minutes taken? Was a vote taken?

But no one outside the LLPF organisation, including the Charity Commission, knows whether a quorum of trustees made a decision to sell the woodland. The Charity Commission do not seem to care (indicated in a written response), so who regulates a small charity once it is up and running? If the answer is no one and a charity is simply self-regulated then it is open to possible abuse and exploitation. I am not saying that this happens at LLPF but without sufficient regulation this could always be a possibility with any charity.

So why, after 20 years in operation, has LLPF now decided to sell the woodland and small meadow? At 7.75 acres this constitutes a substantial part of its landholding, more than a quarter in fact. In its representation to the January 2015 Corsham Area Board for £983 for an overspill parking facility, LLPF stated: “The facility is looking to expand over the next few years to include girls’ football provision and rugby. There are also aspirations to improve and renovate parts of the changing rooms to create more of a ‘club house’ type facility with a bar and social area”. So LLPF has aspirations but with as healthy a bank balance (£24,000 at 31st March 2015) as it has had for many years there would appear to be no rationale for wanting to sell now after, as indicated earlier, twenty years of operating the whole 28-acre site. Not only that but one of the conditions of planning approval was that no bar facilities (alcohol sales) would be contemplated and, again as indicated earlier, rugby has come and gone.

The preceding paragraph gives an indication of the difficulties involved in attempting to uncover LLPF’s motives. With no published information available from LLPF through meeting minutes or other documentation, it is only through LLPF’s representations to public bodies (who do publish records of representations and meeting minutes) that some insight can be gained into the LLPF organization.

With regard to conforming with the Charity Commission’s regulations and the notification of the intention to sell “for the purpose of Section 121 of the Charities Act 2011”, there are other Charity Commission requirements with which LLPF is apparently not conforming and which the Charity Commission is failing to monitor. I refer here to the statement: “Charities are required to submit documents to the Charity Commission as follows:” under ‘The register of Charities – Notes for users’ here: <http://apps.charitycommission.gov.uk/Showcharity/ShowCharity_Help_Page.aspx?ContentType=Status_Help_Due_Documents_Received&SelectedLanguage=English>

This states that for charities with an income in the financial period being reported of between £25k and £500k, a trustees’ annual report and accounts are required. However, for each of the five years, 2011 to 2015, where data is shown for LLPF on the Commission’s webpage here: <http://apps.charitycommission.gov.uk/Showcharity/RegisterOfCharities/CharityWithoutPartB.aspx?RegisteredCharityNumber=1062013&SubsidiaryNumber=0>

LLPF had an income of over £25k yet a trustee’s annual report was only submitted for 2014. Why were no reports submitted for the other four years? Did the Charity Commission not notice this? Is this another example of lack of regulation?

The notice at the entrance to Leafy Lane Wood states that LLPF will accept “best and final offers” for the woodland, however, section 119 of the Charities Act 2011 states that a charity must : (**a**) obtain and consider a written report on the proposed disposition from a qualified surveyor instructed by the trustees and acting exclusively for the charity,(**b**) advertise the proposed disposition for such period and in such manner as is advised in the surveyor's report (unless it advises that it would not be in the best interests of the charity to advertise the proposed disposition), and (**c**) decide that they are satisfied, having considered the surveyor's report, that the terms on which the disposition is proposed to be made are the best that can reasonably be obtained for the charity.With the woodland and meadow having being professionally valued at £77,500, I trust that a reserve will be in place in order to ensure that the woodland cannot ‘go for a song’.

It would also be in the best interests of the community that, if the woodland is sold, it would remain in community hands if at all possible. Unfortunately LLPF was, for reasons known only to itself, dead set against a proposal to have the woodland declared a community asset through a Wiltshire Council facility. Had this not been the case, the local community, through the Springfield and Clift Residents Association could have spent the last six months trying to obtain finance for its purchase (the wood was ‘sold subject to contract’ in January 2016 but this sale apparently fell through). As it is, there is apparently another community group interested in purchasing the wood. Let us hope that, if a sale does come to pass (notwithstanding all the arguments here against such a sale) that LLPF supports the bid from this ‘other’ community group.

It should be noted here that the Springfield and Clift Residents Association has applied, to Wiltshire Council, for the principal existing pathways through Leafy Lane Wood to be declared public rights of way. Forty-two evidence forms to this purpose were completed by people from all parts of the Rudloe community and a decision is awaited.

Whilst it is not obligatory for a small charity to publish meeting minutes, in view of the sensitive and controversial nature of the proposed sale, can LLPF confirm that all Commission (meeting and decision making) requirements regarding the proposed sale were met and provide details (perhaps, at least, to Strakers in view of their involvement)? Similarly, will the Charity Commission please respond to the failure of LLPF to submit trustees’ annual reports for the years 2011, 2012, 2013 and 2015 (and presumably other, earlier years) and its (the Commission’s) apparent failure of oversight.

Sincerely

Paul Turner

Springfield & Clift Residents Association