

Draft Order laid before Parliament under section 17(2) of the Charities Act 1993, on 4th April 2000; draft to lie for forty days, pursuant to section 6(1) of the Statutory Instruments Act 1946, during which period either House of Parliament may resolve that the Order be not made.

DRAFT STATUTORY INSTRUMENTS

2000 No.

CHARITIES

**Charities (Royal Medical Foundation
of Epsom College) Order 1999**

Made - - - - 2000
Coming into force - - 2000

Whereas the Charity Commissioners for England and Wales have, in pursuance of section 17(1) of the Charities Act 1993(1), settled the Scheme set out in the Appendix to this Order with a view to its being given effect under that section:

And whereas the Scheme does not alter any statutory provision contained in or having effect under any public general Act of Parliament:

And whereas a draft of this Order has been laid before Parliament, the period of forty days mentioned in section 6(1) of the Statutory Instruments Act 1946(2) has expired and neither House of Parliament has within that period resolved that the Order not be made:

Now, therefore, in pursuance of section 17(2) of the Charities Act 1993, the Secretary of State hereby makes the following Order:—

1. This Order may be cited as the Charities (Royal Medical Foundation of Epsom College) Order 2000 and shall come into force on the fourteenth day after the day on which it is made.
2. The Scheme set out in the Appendix to this Order shall have effect.

Home Office
2000

One of Her Majesty's Principal Secretaries of
State

(1) 1993 c. 10.
(2) 1946 c. 36.

APPENDIX

SCHEME FOR THE ADMINISTRATION OF THE CHARITY KNOWN AS EPSOM COLLEGE

Whereas the Charity known as Epsom College (“the Charity”) is now regulated by the Royal Medical Benevolent College Act 1855 (“the 1855 Act”)(**3**), the Royal Medical Benevolent College Act 1894 (“the 1894 Act”)(**4**) and the Epsom College Scheme Confirmation Act 1932 (“the 1932 Act”)(**5**) as modified by the Epsom College (Modification) Order 1999(**6**) (together called “the Acts”);

And whereas the Charity was established by the 1855 Act under the name of the Royal Medical Benevolent College and the name of the Charity was changed to Epsom College in 1903 pursuant to the power contained in section 12 of the 1894 Act;

And whereas the Trustees of the Charity consider that they are no longer able to further the purposes of the Charity in the manner contemplated by the Acts;

And whereas the Trustees of the Charity have applied on behalf of the Charity to the Charity Commissioners for a Scheme for the administration of the Charity;

And whereas it appears to the Charity Commissioners that a Scheme should be established for the administration of the Charity but that it is necessary for the Scheme to make provision which goes beyond the powers exercisable by them apart from section 17 of the Charities Act 1993;

And whereas in pursuance of section 20 of the Charities Act 1993 public notice of the Charity Commissioners' proposals for this Scheme has been given and no representations have been received in respect thereof;

Now, therefore, the Charity Commissioners for England and Wales in pursuance of section 17(1) of the Charities Act 1993 hereby settle the following Scheme:

SCHEME

Provisions ceasing to have effect

- 1.—(1) The provisions of the 1855 Act shall cease to have effect save for section I thereof.
- (2) The provisions of the 1894 Act shall cease to have effect.
- (3) The provisions of the 1932 Act shall cease to have effect.

Administration of Charity

- 2.—(1) The Charity and the property thereof shall be administered and managed in conformity with the provisions of this Scheme by the Council hereinafter appointed.
- (2) The name of the Charity shall be the Royal Medical Foundation of Epsom College.

OBJECT

3. —The Object of the Charity shall be:

(1) To provide pensions for registered medical practitioners of the United Kingdom or individuals who have been such practitioners and their widows or widowers in reduced circumstances.

(2) To provide generally for the advancement of education and (without prejudice to the generality of the foregoing) to do so by the provision of a school with a preference for the children of registered medical practitioners of the United Kingdom or individuals who have been such practitioners.

(3) 1855 c. clxvi.

(4) 1894 c. x.

(5) 1932 c. xx.

(6) S.I.1999/998.

(3) To provide annuities or occasional financial assistance to registered medical practitioners of the United Kingdom or individuals who have been such practitioners and their widows, widowers, children and any persons treated as children of such a practitioner's family in reduced circumstances as the Council shall determine but only where such annuities or financial assistance may be granted without detriment to the provisions of sub-clauses (1) and (2) above which are together to be regarded as the primary object of the Charity.

POWERS

4. In furtherance of that Object but not further or otherwise the Council shall have the following powers:

(1) Power to transfer parts of its undertaking (excepting any of its assets which represent permanent endowment) and any assets acquired by the Charity after the date of this Scheme to any subsidiary companies of the Charity.

(2) Power to sell lease or otherwise dispose of all or any part of the Charity's property. (The Council shall comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the sale, lease or disposal is excepted from these restrictions by section 36(9)(b) or (c) or (10) of that Act.)

(3) Power to make grants in furtherance of the objects of the Charity.

(4) Power to insure against public liability and, if appropriate, employers' liability, and to insure the buildings of the Charity to their full value against fire and other usual risks (except to the extent that the buildings are insured against any of these risks by a tenant or a subsidiary company of the Charity).

(5) Power to pay reasonable remuneration to any Member of the Council who possesses special skills and knowledge required by the Charity for its proper administration for work of that nature done by him or her when instructed by the other Members to act on behalf of the Charity, provided that:

(a) the Member shall withdraw from any meeting of the Council whilst his or her own instruction or remuneration is being discussed;

(b) at no time shall a majority of the Members benefit under this provision.

(6) Power to raise funds.

(7) Power to borrow money and give security for loans.

(8) Power to acquire or hire property of any kind.

(9) Power to make grants or loans of money and to give guarantees.

(10) Power to set aside funds for special purposes or as reserve against future expenditure.

(11) Power, subject to sub-clause (5), to employ paid or unpaid agents, staff or advisers.

(12) Power to establish subsidiary companies to assist the Charity in the fulfilment of its objects or to act as an agent for the Charity and to act as a member (including a sole member) of subsidiary companies.

RIGHTS OF SURREY BENEVOLENT MEDICAL SOCIETY

5. The Surrey Benevolent Medical Society shall have the right to present up to four exhibitors at the school for the time being administered by the Charity or any subsidiary company of the Charity provided that the Society makes an annual payment to the Charity of not more than £15 for each such exhibitor.

COUNCIL

6.—(1) The Council shall consist of not more than 24 nor fewer than 12 Members including the President and Treasurer. The remaining Members shall be elected for a three-year term by the Governors at the Annual General Meeting. The Members of the Council shall be the trustees of the Charity.

(2) The first Council shall comprise the individuals listed in the Schedule to this Scheme and each of such individuals shall retire on the date appearing next to their names in the Schedule and may be re-elected if they would otherwise then be eligible for election.

(3) The Council may co-opt such person or persons as it thinks fit to act as Members of the Council between Annual General Meetings (provided that the specified maximum number of Members of Council is not exceeded). Any such co-opted Member of the Council may be elected at the next Annual General Meeting if he or she would otherwise then be eligible for election.

(4) There shall be a Chairman and a Vice Chairman of the Council who shall be elected (and may be re-elected) annually at the Annual General Meeting.

(5) The proceedings of the Council shall not be invalidated by any vacancy among its Members or by any failure to elect or any defect in the election of a Member.

(6) No person shall be elected as a Member of the Council who is aged under 18 or who would if elected be disqualified under the provisions of clause 7 or who has attained the age of 70 years at the date of the relevant meeting, unless that person is already a Member of the Council and the meeting resolves to re-elect that person after being informed in the notice of the meeting that his or her age exceeds 70.

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

Determination of membership of Council

7. A Member of the Council shall cease to be a Member if he or she:

(1) is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993; or

(2) becomes incapable (in the opinion of the Council) by reason of illness, injury or mental disorder of managing his or her own affairs; or

(3) is absent without the permission of the Council from all of their meetings held within a period of 12 months and the Council resolves that his or her office be vacated; or

(4) gives not less than one month's notice in writing of his or her intention to resign (but only if at least seven Members of the Council will remain in office when the notice of resignation is to take effect).

Council Members not to be personally interested

8.—(1) The Members of the Council may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings and the discharge of their duties.

(2) Subject to clauses 4(5) and 8(1), no Member of the Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a Member of the Council) in any contract entered into by the Council.

MEETING AND PROCEEDINGS OF THE COUNCIL

Members of the Council

9.—(1) The Council shall hold at least two ordinary meetings in each year.

(2) A special meeting of the Council may be summoned at any time by any five Members on giving 21 days' notice specifying the purpose of the meeting.

Quorum

10. There shall be a quorum at any meeting of the Council when seven Members are present.

Chairman

11. The Chairman of the Council shall act as chairman at all of the meetings of the Council. If the Chairman is absent from any meeting the Vice Chairman shall act as chairman of that meeting. If both the Chairman and the Vice Chairman are absent from any meeting Members present shall choose one of their number to act as chairman of that meeting before any other business is transacted.

Voting

12. Every matter shall be determined by the majority of votes of the Members present and voting on the question. In case of equality of votes the person acting as chairman of the meeting shall have a second or casting vote.

Sub-committees

13. The Council may appoint one or more sub-committees each including at least two Members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Council.

Minutes

14. The Council shall keep, in books maintained for the purpose, minutes of the proceedings at meetings of the Council and of any sub-committee.

Rules

15. The Council may from time to time make and alter rules which are not inconsistent with this Scheme for the conduct of their business, the summoning and conduct of their meetings and the custody of documents.

Employees

16.—(1) The Council may appoint and dismiss:

- (a) the headmaster, headmistress and bursar of any school administered either by the Charity or by any subsidiary company of the Charity;
- (b) a Secretary of the Council; and
- (c) the Administrator of the Royal Medical Foundation (charity no.),

and shall determine their duties and remuneration and supervise their work.

(2) No employee of the Charity or of any subsidiary company of a Charity may be a Member of the Council.

CORPORATION

17.—(1) The Governors, being the members of the Corporation incorporated under section I of the 1855 Act, shall consist of the following:

- A President,
- Two or more Vice-Presidents,
- The Members of the Council,
- A Treasurer, and
- Governors elected for life (“Life Governors”).

(2) The Vice-Presidents may be elected for life or until retirement.

(3) The President and the Treasurer shall be elected by a General Meeting of the Governors for a term of five years and be eligible for re-election on retirement.

(4) Governors elected for life before the date of this Scheme shall remain Life Governors.

VISITOR

18. The Lord Bishop of Guildford for the time being shall be the Visitor of the Charity.

GENERAL MEETINGS

General Meetings of Governors

19.—(1) There shall be an Annual General Meeting of Governors to be held not later than six months following the end of each financial year.

(2) The normal business of an Annual General Meeting shall be to receive the Annual Report and accounts of the preceding financial year, to elect the Chairman and Vice Chairman of the Council for the following year, to elect Members of the Council to fill vacancies arising, to appoint auditors, where appropriate to approve bye-laws and when appropriate to elect the President and Treasurer.

(3) Notice of the Annual General Meeting, or of any Special General Meeting, must either be sent to all of the Governors or published in a suitable national newspaper at least 14 full days prior to the date of the meeting specifying the points to be discussed at the meeting.

(4) A Special General Meeting may be summoned at any time by any 10 Governors.

(5) At any General Meeting the President, or failing him or her the Chairman of the Council, or failing him or her the Vice Chairman of the Council, shall act as chairman of the meeting.

(6) There shall be a quorum at any General Meeting when 10 Governors are present.

Bye-laws

20.—(1) The Council may make bye-laws for the administration of the Charity and shall do so in relation to the application of the seal of the Charity to documents.

(2) Bye-laws made by the Council shall not come into force until they have been approved by a General Meeting of the Governors and the Visitor.

(3) The bye-laws adopted by the Council on 12th March 1969, confirmed by the Governors on 16th July 1969 and approved by the Visitor on 15th August 1969, as subsequently amended by bye-laws which were so approved and came into force on 14th July 1976 and 16th July 1980, shall continue in force.

FINANCE AND INVESTMENT

Accounts and annual report

21. The Council shall comply with its obligations under Part VI of the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Charity;
- (b) the preparation of annual accounts for the Charity;
- (c) the preparation of an annual report;
- (d) where applicable, the auditing or independent examination of the statements of account of the Charity; and
- (e) where applicable, the transmission of the statements of account and the annual report to the Commissioners.

Financial control

22. The Treasurer shall be responsible to the Council for the keeping of records, the preparation of interim and annual accounts and for ensuring proper financial control of the Charity's affairs.

Powers of investment

23. All sums of cash now or at any time belonging to the Charity, other than sums of cash needed for immediate working purposes, and any other property of whatever nature belonging to the Charity shall be invested in the name of the Corporation (or the name of a nominee appointed under clause 24(5)) in trust for the Charity, in such manner as the Council shall in its absolute discretion think fit, which may include:

- (a) in the case of monies or investments or other property given to the Charity, in any manner authorised by the testator or donor and specified by him or her in the document given in writing effecting the legacy or donation;
- (b) on mortgage of real or leasehold property in Great Britain or in stocks and securities listed on the London Stock Exchange or other recognised international stock exchange;
- (c) monies of the Charity awaiting distribution or investment may be deposited with any bank recognised by the Bank of England and, not exceeding 25 per cent of such monies, with any Local Authority or finance company approved by the Council.

Delegation of investment management

24.—(1) The Council may appoint as the investment manager for the Charity a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

- (a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
- (b) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of section 45(1)(j) of that Act.

(2) The Council may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Charity on behalf of the Council in accordance with the investment policy laid down by the Council. The Council may only do so on terms consistent with this clause.

(3) Where the Council makes any delegation under this clause it shall:

- (a) inform the investment manager in writing of the extent of the Charity's investment powers;

- (b) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that it is kept informed of, and review on a regular basis, the performance of its investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding 24 months as it thinks fit; and
 - (g) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide and as are consistent with this clause provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Council.
- (4) Where the Council makes any delegation under this clause it shall do so on the terms that:
- (a) the investment manager shall comply with the terms of his delegated authority;
 - (b) the investment manager shall not do anything which the Council does not have the power to do;
 - (c) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause; and
 - (d) the Council shall give directions to the investment manager as to the manner in which he is to report to it all sales and purchases of investments made on its behalf.
- (5) The Council may:
- (a) make such arrangements as it thinks fit for any investments of the Charity or income from those investments to be held by a corporate body which is incorporated in England or Wales (or has established a branch or a place of business in England or Wales) as the Charity's nominee; and
 - (b) pay reasonable and proper remuneration to any such nominee.

APPLICATION OF INCOME

Expenses of management

25. The Members of the Council shall first defray out of the income of the Charity all the proper costs, charges and expenses of and incidental to the administration and management of the Charity.

Application of income

26. Subject to payment of the expenses aforesaid the Members of the Council shall apply the income of the Charity in furtherance of the objects of the Charity.

GENERAL PROVISIONS

Minutes of all meetings

27. Minutes of all meetings, whether of General Meetings of Governors, the Council, or of any sub-committee, shall be confirmed at the next meeting of the relevant body and signed by the person acting as chairman of that meeting to signify acceptance by the members thereof as a true and fair record of the proceedings.

Questions under Scheme

28. Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done or about to be done under this Scheme may be determined by the Charity Commissioners upon such application made to them for the purpose as they think sufficient.

THE SCHEDULE

Members of the first Council and their dates of retirement from office

<i>Name</i>	<i>Date of retirement</i>
R. P. Barker	2001
Mrs. E. P. Berwick	2000
Mrs. C. B. Brigstocke	2001
Dr. J. M. Clubb	2002
Judge M. J. Cook	2001
P. M. Dodd	2000
Dr. J. M. Dunlop	2002
A. Hagdrup	2001
P. G. Hakim	2004
R. P. Hancock	2000
J. Hunt	2001
G. B. Pincus	2002
Vice Admiral A. L. Revell	2002
Sir Mark Richmond	2004
Dr. O. L. S. Scott	2000
R. Simmons	2000
H. D. Sinnett	2002
K. D. Smith	2002
P. C. Tudball	2000
Dr. A. J. Vallance-Owen	2000
Sir James Watt	2001
E. J. Wright	2000

Sealed by Order of the Commissioners this day of 2000

L.S.

EXPLANATORY NOTE

(This note is not part of the Order)

This Order gives effect to a Scheme of the Charity Commissioners for the Charity known as Epsom College, formerly the Royal Medical Benevolent College, to be known in future as the Royal Medical Foundation of Epsom College (the name under which it already has Royal patronage).

The Charity has found it difficult to administer within one organisation two disparate primary functions, one for benevolent medical purposes and other for educational purposes. Two wholly-owned subsidiary charity companies have therefore been established to carry out these two primary purposes, one to be called the Royal Medical Foundation, which will be a grant-making body providing pensions to former registered medical practitioners and their widows and widowers, and the other Epsom College, which will administer the School of that name.

The continuing “parent” charity will continue to hold the real property and other assets representing permanent endowment of the Charity, and appoint directors for the two companies, as well as carrying out the third, subsidiary, purpose of providing occasional financial assistance to registered medical practitioners (including former practitioners) and their families when this does not detract from the primary purposes.

It is anticipated that these arrangements will enable the Charity to carry out its purposes more efficiently, providing more focused management, a modern administrative structure, clarity in fund-raising, simpler accounting, the removal of some outdated provisions, and limited liability for those managing the School.