

APPENDIX

Article 2

SCHEME FOR THE ADMINISTRATION OF THE CHARITY CALLED THE PRESIDENT, VICE PRESIDENTS, TREASURER, AND MEMBERS OF THE SCHOOL FOR THE INDIGENT BLIND (OTHERWISE KNOWN AS THE ROYAL SCHOOL FOR THE BLIND), IN THE COUNTY OF SURREY.

Whereas the Charity called The President, Vice Presidents, Treasurer, and Members of the School for the Indigent Blind (otherwise known as The Royal School for the Blind), in the County of Surrey is now regulated by:

- (1) the School for the Indigent Blind Incorporation Act 1826⁽¹⁾;
- (2) the School for the Indigent Blind Act 1831⁽²⁾; and
- (3) the School for the Indigent Blind Act 1865⁽³⁾:

And whereas the Charity has made application to the Charity Commissioners for England and Wales for a Scheme for the administration thereof:

And whereas it appears to the Commissioners that a Scheme should be established for the administration of the Charity but also that it is necessary for the Scheme to alter the provision made by the said Acts of 1826, 1831 and 1865 and desirable 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 Commissioners' proposals for the Scheme has been given and no representations have been received by the Commissioners 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

Administration of Charity.

1.—(1) The provisions of the above-mentioned Acts, other than the provisions of the said Act of 1826 as varied by the provisions of this Scheme relating to the incorporation and constitution of the Charity called The President, Vice Presidents, Treasurer, and Members of the School for the Indigent Blind (the Charity), shall cease to have effect.

(2) The Charity and the property thereof shall be administered and managed subject to and in conformity with the provisions of this Scheme under the title The Royal School for the Blind by the Council of Trustees (the Council) hereinafter constituted.

(3) The Council may from time to time by resolution alter the title of the Charity with the prior approval of the Charity Commissioners and subject to such other consents as may be required by law.

Investment of cash.

2. All sums of cash now or at any time belonging to the Charity, other than sums of cash needed for immediate working purposes, shall be invested in trust for the Charity.

(1) 1826 c. lxxviii.

(2) 1831 c.xix (1 Will. 4).

(3) 1865 c. lxxiii.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

PATRONS

Patrons.

3. The Council may appoint such number of persons as it from time to time thinks fit to act as Patrons of the Charity.

OBJECT

Object.

4.—(1) The object of the Charity shall be to provide or assist in the provision of care, accommodation, training and support for handicapped persons with sensory impairment and in particular (but without prejudice to the generality of the foregoing) such persons with severe visual impairment.

(2) In furtherance of that object but not further or otherwise the Charity shall have the following powers:—

- (a) To purchase or lease or manage property for use for the object of the Charity or for the offices of the Charity;
- (b) To build, rehabilitate, repair, improve, equip, operate and maintain housing and hostel accommodation;
- (c) Subject to compliance with section 36 of the Charities Act 1993⁽⁴⁾, to sell, let or exchange any property belonging to the Charity not required for use for the object thereof or for the offices of the Charity;
- (d) To employ such persons, who shall not be either Honorary Officers or Members of the Charity, to perform such duties as the Council considers necessary for the proper administration and management of the Charity at such reasonable salary and at such reasonable terms and otherwise as the Council thinks fit; to provide for the payment of pensions and superannuation for such persons as may be reasonable and necessary and to provide accommodation for such persons;
- (e) To make donations out of the property of the Charity to charitable organisations the objects of which are similar to the object of the Charity;
- (f) To borrow for such purposes in furtherance of the object of the Charity as the Council may from time to time decide and, subject to compliance with section 38 of the Charities Act 1993, to mortgage land belonging to the charity by way of security for the repayment of such borrowing;
- (g) To enter into and carry into effect agreements and arrangements with Government, Public Authorities and other persons whether or not constituted for charitable purposes and to exchange useful information and advice therewith;
- (h) To lend and advance money and give credit to and guarantee the performance of the contracts or obligations of any person, firm, company or industrial and provident society, engaged in work which will further the object of the Charity;
- (i) To obtain indemnity insurance in respect of its liabilities under clause 26 hereof;
- (j) To do all such other lawful things as are expedient or necessary for the attainment of the object of the Charity.

(4) 1993 c. 10.

MEMBERS

Members.

5.—(1) Except as hereinafter provided for first Members, membership of the Charity shall be open to any person over the age of 18 years interested in furthering the object of the Charity and who is accepted by the Council for membership and has paid the annual subscription laid down from time to time by the Council.

(2) Every Member shall have one vote.

(3) The Council may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.

(4) The provisions of this Scheme shall not prejudice the interests of the existing Life Members of the Charity. A person claiming Life Membership shall produce to the Council if requested such evidence of that person's entitlement to Life Membership as the Council shall think necessary.

(5) It shall be the duty of the Council to maintain an accurate and up to date register of Members which shall contain at least the name and address of the Member. For the purposes of this Scheme a registered member shall mean a person accepted as being entitled to membership under sub-clauses (1) or (4) above and whose name appears in the register of members.

First Members.

6. The first Members of the Charity shall be the persons specified in the schedule hereto.

HONORARY OFFICERS

Honorary Officers.

7.—(1) The Honorary Officers of the Charity shall be a President and such number of Vice-Presidents as the Members in a general meeting shall decide. The President and Vice-Presidents shall be elected and may be removed by the Members at the annual general meeting of the Charity.

(2) Honorary Officers shall be entitled to attend meetings of the Council and to address the meetings but shall not have any vote in such meetings nor any other authority over the Charity.

COUNCIL OF TRUSTEES

Council of Trustees.

8.—(1) Except at first as hereinafter provided the Council shall consist of not less than eight and not more than twelve Trustees elected at the annual general meeting who shall hold office for four years from the conclusion of that meeting.

(2) Not later than one month after the making of this Scheme notice shall be issued to all registered Members of the Charity summoning them to a meeting (hereinafter called the First Election Meeting) for the purpose of electing the first Trustees of the Charity. Such notice shall be issued by the Chairman most recently appointed before the making of this Scheme but if he or she fails to do so within the limit of one month then any three Members of the Charity acting together may issue such a notice.

(a) (3) (a) If twelve Trustees are elected at the First Election Meeting they shall hold office for the following periods—

three until the annual general meeting to be held in 1999;

three until the annual general meeting to be held in 1998;

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

three until the annual general meeting to be held in 1997;

three until the annual general meeting to be held in 1996;

(b) If fewer than twelve persons are appointed as the first Trustees of the Charity the number to retire by rotation in 1996 and if necessary 1997 shall be reduced accordingly.

(c) The periods of office of the first Trustees shall if possible be agreed between them but if not then they shall be decided by lot.

(4) The periods of notice and procedures to be followed concerning the First Election Meeting shall be (*mutatis mutandis*) as set out in clause 19 of this Scheme.

(5) Except as herein provided all Trustees shall retire from office at the end of the fourth annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

(6) A casual vacancy may be filled at a meeting of the Council to take effect from the date of that meeting. Any such Trustee appointed to fill a casual vacancy shall hold office until the end of the annual general meeting next after the date on which he or she came into office but he or she may be re-elected or re-appointed.

(7) The proceedings of the Council shall not be invalidated by any vacancy in the number of Trustees or by any failure to appoint or any defect in the appointment or qualification of a Trustee on the Council.

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

Determination of membership of the Council.

9. A Trustee shall cease to hold office if he or she:

(1) is disqualified from acting as a Trustee on the Council by virtue of section 72 of the Charities Act 1993;

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) ceases to be a Member of the Charity;

(4) is absent from three consecutive meetings of the Council without reasonable excuse and the Council resolve by a two thirds majority that his or her office be vacated;

(5) is discharged from office by a two thirds majority resolution of the Council;

(6) is discharged from office by a simple majority of the Members at a general meeting;

(7) reaches the age of 75 years unless the Members at a general meeting resolve otherwise;

(8) notifies to the Council a wish to resign (but only if at least three Trustees will remain in office when the notice of the resignation is to take effect).

MEETINGS AND PROCEEDINGS OF THE COUNCIL

Meetings of the Council.

10. The Council shall hold at least four ordinary meetings in each year. A special meeting may be summoned at any time by the chairman or by any four Trustees upon fourteen clear days' notice being given to all the other Trustees of the matters to be discussed. In cases of exceptional urgency or seriousness the Council may convene and by unanimous vote dispense with the requirement for notice.

Chairman.

11.—(1) At the first meeting in each year after the annual general meeting the Trustees shall elect one of their number to be chairman of their meetings until the commencement of the first meeting after the annual general meeting in the following year and shall also elect on similar terms one of their number to be vice-chairman and one to be treasurer. The chairman, vice-chairman and treasurer shall always be eligible for re-election provided that they are still members of the Council.

(2) A casual vacancy of the office of treasurer may be filled at a meeting of the Council.

(3) If the chairman and vice-chairman (if any) are absent from any meeting of the Council the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.

Voting.

12. Except as hereinbefore provided every matter shall be determined by the majority of votes of the Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

Minutes.

13. The Council shall keep, in books maintained for the purpose, minutes of the proceedings of its meetings.

Accounts and annual report.

14. The Trustees shall comply with their 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 auditing or independent examination of the statements of account of the Charity;
- (d) the transmission of the statements of account of the Charity to the Commissioners; and
- (e) the preparation of an annual report and its submission to the Commissioners.

Annual return.

15. The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Commissioners.

Rules.

16. Within the limits prescribed by this Scheme the Council may from time to time make and alter rules for the conduct of its business and for the summoning and conduct of its meetings and in particular with reference to—

(1) the making of bye-laws, which may include the payment and amount of the annual subscription for membership of the Charity, the number and qualifications for membership and the number and timing of meetings of the membership: Provided that the establishment, modification and repeal of such bye-laws is ratified by a two thirds majority of the Members present at general meeting;

(2) the appointment of such unpaid officers as the Council may consider necessary and the fixing of their respective terms of office;

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

(3) the appointment of an auditor for the purposes of the Charities Act 1993 and the terms of his appointment, and the engagement and dismissal of such paid officers and servants as the Council may consider necessary;

(4) the number of Trustees who shall form a quorum at meetings of the Council, provided that the number of Trustees who shall form a quorum shall not be less than one-third of the total number of Trustees for the time being; and

(5) the delegation of such functions as it thinks fit to sub-committees formed for those purposes and consisting of such persons as the Council thinks fit and the making, altering and revocation of rules for the meeting and conduct of such sub-committees: Provided that the acts and proceedings of such sub-committees shall be reported back to the Council as soon as practicable. And further provided that no person who is not a member of the Council shall exercise any authority or voting powers in relation to the sub-committee or the Charity.

APPLICATION OF INCOME

Expenses of management.

17. The Council shall first defray out of the income of the Charity the cost of maintaining the property of the Charity (including the repair and insurance of any buildings thereon) and all other charges and outgoings payable in respect thereof and all the proper costs, charges and expenses of and incidental to the administration and management of the Charity.

Application of income.

18. Subject to payment of the expenses aforesaid the Council shall apply the income of the Charity in furthering the object of the Charity.

MEETINGS

Annual general meeting.

19.—(1) There shall be an annual general meeting in connection with the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.

(2) Every annual general meeting shall be called by the Council. The Council shall give at least 21 days' notice of the annual general meeting to all registered Members of the Charity. All registered Members of the Charity shall be entitled to attend and vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the registered Members present shall appoint a chairman of the meeting. The chairman of subsequent annual general meetings shall be the chairman for the time being of the Council, but if he or she is not present, before any other business is transacted, the registered Members present shall appoint a chairman of the meeting.

(4) The Council shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

(5) Nominations for election to the Council must be made by registered Members of the Charity in writing and must be in the hands of the Council at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Special general meetings.

20. The Council may call a special general meeting of the Charity at any time. If at least ten registered Members request such a meeting in writing stating the business to be considered the

Council shall call such a meeting. At least 21 days' notice of the general meeting must be given to all registered Members of the Charity. The notice must state the business to be discussed.

Procedure at general meetings.

21.—(1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Charity.

(2) There shall be a quorum when at least one tenth of the number of registered Members of the Charity for the time being or ten registered Members of the Charity, whichever is the greater, are present at any general meeting.

INVESTMENT

Investments and moneys.

22. Subject to obtaining such advice as may be required by law any property of the Charity available for investment may be invested by the Council in any investments which are for the time being either narrower-range or wider-range investments within the meaning of the Trustee Investments Act 1961⁽⁵⁾ (the 1961 Act) without being required to be divided in the manner specified in the 1961 Act and in any other investments which are for the time being authorised by law for the investment of trust property; Provided that the Council shall not make any investment (other than narrower range) except upon the advice of Fund Managers.

Fund Managers.

23.—(1) The Council shall have power to engage one or more investment experts (the Fund Managers) meaning either—

- (i) an individual of repute with at least 15 years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act, 1986⁽⁶⁾ (the 1986 Act); or
- (ii) a company or firm of repute which is (otherwise than by virtue of section 45(1) (j) of the 1986 Act) an authorised or exempted person within the meaning of the 1986 Act;

and the Council may delegate to the Fund Managers the power at the discretion of the Fund Managers to sell or purchase investments on behalf of the Council (either in the name of the Council or in the names of any nominee or nominees authorised by the Council in accordance with the provisions of clause 24 of this Scheme): Provided as follows:—

- (a) Such power to sell or purchase if delegated to the Fund Managers shall only be exercisable by the Fund Managers within clear policy guidelines laid down in advance by the Council and shall not exceed or in any way infringe the powers of investment conferred by the Council;
- (b) Every sale or purchase made at the discretion of the Fund Managers in exercise of such a power to sell or purchase (if so delegated to them) shall as soon as is reasonably possible be reported by the Fund Managers to (or to a person appointed by) the Council;
- (c) The Council may without notice review any such delegation to the Fund Managers and its terms and revoke or alter the same if it thinks fit at any time notwithstanding that the period of such delegation has not expired (but without prejudice to acts or events prior to the revocation or alteration);

⁽⁵⁾ 1961 c. 62.

⁽⁶⁾ 1986 c. 60.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

- (d) The Council shall be bound to review any delegation made under the provisions of this sub-clause at such intervals as it thinks fit (and so that in the absence of special reason such intervals shall not exceed 12 calendar months) but no such delegation shall be invalidated by any failure of the Council to undertake any review within the said period of 12 calendar months; and
 - (e) The Council shall be liable for the acts and defaults of the Fund Managers in exercise of such a power to sell or purchase (if so delegated to them) in the same manner as if they were the acts of the Council.
- (2) The Council shall have power to pay to the Fund Managers such reasonable remuneration for acting as such delegates or for advising the Council as the Council shall from time to time think proper.

Holding of investments.

24.—(1) Without prejudice to any other of its powers, the Council may if it thinks fit invest, or allow to remain, in the name or under the control of, or transfer into the name or control of, any corporation or corporations as nominees of the Council the whole or such part as the Council may determine of the property for the time being belonging to the Charity and income arising from that property.

- (2) The Council may pay reasonable remuneration to any nominee as aforesaid.

GENERAL PROVISIONS

Appropriation of benefits.

25. The appropriation of the benefits of the Charity shall be made by the Council at meetings of their body and not separately by any individual Trustee or Trustees.

Indemnity.

26. Without prejudice to any statutory or other right to indemnification which they may have the Trustees shall jointly and severally be indemnified out of the trust fund of the Charity at all times in respect of each and every claim made against them or any Trustee thereof as trustees or trustee or personally in respect of any liability arising or alleged to arise from any matter act or default arising from or in respect of the Charity its affairs administration or activities or any aspect of any of the same: Provided always that the right of a Trustee to an indemnity under this clause shall not extend to any claim arising from any act or omission which the Trustees knew to be in breach of trust or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or not.

Trustees not to be personally interested.

27.—(1) No Trustee shall receive remuneration for acting as a trustee for the purposes of the Charity or, subject as aforesaid, receive any other benefit at the cost of the Charity, other than reasonable and proper out of pocket expenses.

- (2) No Trustee shall be interested in the supply of services, work or goods, at the cost of the Charity.

(3) No Trustee shall hold any interest in property belonging to the Charity otherwise than as a trustee for the purposes thereof.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

Charity not to relieve public funds.

28. The Council shall not apply income of the Charity directly in relief of rates, taxes or other public funds.

Questions under Scheme.

29. 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 referred to the Commissioners for their opinion or advice in accordance with the provisions of section 29 of the Charities Act 1993.