

## APPENDIX

### SCHEME FOR THE ADMINISTRATION OF THE CHARITY CALLED THE PEABODY DONATION FUND COMMONLY KNOWN AS THE PEABODY TRUST SITUATE IN GREATER LONDON

Whereas the Charity known as The Peabody Donation Fund (“the Charity”) is now regulated by the Peabody Donation Fund Act 1948(1) (“the Act”).

And whereas the governing body consists of the governors appointed under Schedule 2 of the Act (“the Governors”) the present Governors being listed in Schedule 2 of the Scheme hereafter set out.

And whereas the Governors as the incorporated body of trustees of the Charity have made application to the Charity Commissioners for England and Wales (“the Charity Commissioners”) for a Scheme for the administration of the Charity (“the Scheme”).

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 (“the 1993 Act”):

And whereas in pursuance of section 20 of the 1993 Act public notice of the Charity Commissioners’ proposals for this Scheme has been given and the Commissioners have considered all the representations made to them:

Now therefore the Charity Commissioners in pursuance of section 17(1) of the 1993 Act hereby settle the following Scheme.

## SCHEME

### Administration of Charity

- (a) (a) The provisions of the Act shall cease to have effect with the exception of sections 1, 2 (introduction), 2(3), 2(4), 2(5), 2(9), 4, 5 (first paragraph), 8, 15 and 17.
- (b) With effect from the date on which this Scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993, the Charity and the property thereof shall be administered and managed in accordance with the provisions of this Scheme by the Governors.
- (c) The name of the Charity shall be “Peabody Trust” or such other name as the Governors shall from time to time, with the consent of the Charity Commissioners, decide and section 5 of the Act shall be amended accordingly so that for the words “The Governors of the Peabody Donation Fund” there shall be substituted “The Governors of The Peabody Trust” or such other name as the Governors shall from time to time, with the consent of the Charity Commissioners decide.

### Vesting

2. As from the date on which this Scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993, the investments and property described in the First Schedule to the Act and all other property of the Charity vested in it prior to that date shall vest in the Governors for all the estate and interest therein belonging to or held in trust for the Charity.

---

(1) c.xl (11&12 Geo. 6).

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

### Investment of cash

3. 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 accordance with the Powers of Investment by or in trust for the Charity.

### Definitions

4. In this Scheme the following expressions shall have the meanings assigned to them in this clause save where the context otherwise admits or unless otherwise stated:—

---

“Chief Executive”	shall mean the Chief Executive appointed in accordance with clause 19 below;
“Finance Director”	shall mean the person appointed in accordance with the clause 19 below;
“Greater London”	shall mean the area within a 30 mile radius of the Royal Exchange in the City of London;
“Non-Sectarian Manner”	shall mean that all persons will be considered for relief under clause 5 (the objects clause) of this Scheme regardless of age, gender, racial origin, religious or political belief, sexual orientation, general character or lifestyle but nothing in this definition shall be regarded as derogating in any way from the powers and discretions of the Governors to allocate and remove benefits as they think fit in the interests of all the beneficiaries of the Charity;
“Powers of Investment”	shall be those powers set out in Schedule 1 of this Scheme;
“Trust Secretary”	shall mean that person appointed from time to time as the Trust Secretary in accordance with clause 19 below; and

---

A person shall have a “Real and Substantial Connection with Greater London” if:

- (a) that person was born in Greater London; or
- (b) that person is living in Greater London or has done so for a minimum of 10 years during his or her lifetime; or
- (c) that person is working in Greater London or has done so for a minimum of 10 years during his or her lifetime

### Objects

5. The objects of the Charity are:

- (a) to relieve the need of persons in Greater London who are in conditions of need hardship or distress by the provision of accommodation or otherwise; and
- (b) to provide relief outside Greater London to those elderly persons aged 60 or over who are in conditions of need hardship or distress and who have a Real and Substantial Connection with Greater London by the provision of accommodation or otherwise; and

in granting relief in accordance with the objects the Governors shall act in a Non-Secretarian Manner.

### **Governors**

- (a) (a) There shall be not less than 8 and not more than 16 Governors.
- (b) His Excellency the Ambassador of the United States of America to Her Majesty's Court of St. James' ("the Ambassador") shall by virtue of and during his tenure of office always be a Governor unless he or she shall after application to him or her decline to be a Governor or having become a Governor shall resign.
- (c) Nothing in this Scheme shall be construed as requiring the Ambassador to become a Governor if he or she does not wish so to act.
- (d) The office of Governor is and shall be honorary.

### **First Governors**

7. The first Governors for the purposes of this Scheme shall be the persons whose names and addresses are set out in Schedule 2 to this Scheme.

### **Declaration by Governors**

8. No person shall be entitled to act as a Governor whether on first or any subsequent entry into office until after signing in the minute book of the Governors a declaration of acceptance and willingness to act in the trusts of this Scheme.

### **Termination of Governorship**

9. A Governor shall cease to be a Governor if he or she:—
- (a) is disqualified from acting as a Trustee of a charity by virtue of section 72 of the 1993 Act; or
  - (b) becomes incapable (in the opinion of the Governors) by reason of illness injury or mental disorder of managing his or her own affairs; or
  - (c) is absent without permission of the Governors from all their meetings held within a period of 6 months and the Governors resolve that his or her office be vacated; or
  - (d) gives not less than one month's notice in writing of his or her intention to resign; or
  - (e) in the case of any Governor other than the Ambassador by a unanimous vote of the other Governors is so removed special notice of such resolution having been given to every Governor at least 14 days before the meeting before which it is brought forward; or
  - (f) reaches the age of 70 years (or such other greater age as the Governors shall determine in the case of any particular Governor or Governors), such ceasing to be a Governor to take effect on the 31st December following the relevant birthday;
  - (g) has served as a Governor for a period of 5 years and is not re-elected in accordance with this Scheme provided always that if he or she has served for an aggregate period of fifteen years then he or she shall not be eligible for re-election.

### **Vacancies**

- (a) (a) Upon the occurrence of a vacancy the Governors shall cause a note thereof to be entered in their minute book at their next meeting.
- (b) A vacancy shall be filled by an appointment made by majority vote at a meeting of the Governors.

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

- (c) No person shall be appointed a Governor unless his or her name has been proposed by a Governor by notice sent to the Trust Secretary at least 21 days before the meeting at which such appointment is proposed to be made and notice of every name so proposed has been giving by the Trust Secretary to every Governor at least 14 days before the said meeting.

## MEETINGS AND PROCEEDINGS OF GOVERNORS

### Ordinary Meetings

- 11. The Governors shall hold at least six ordinary meetings in each year.

### First meeting

- 12. The first meeting of the Governors following the date on which this Scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993 shall be summoned by the Trust Secretary and if he or she fails to summon a meeting for three calendar months after such date then a meeting may be summoned by any two Governors.

### Chairman

- (a) (a) The Governors at their first ordinary meeting in each year shall elect two of their number to be chairman and deputy chairman respectively of their meetings until the commencement of the first ordinary meeting in the following year.
- (b) The persons so appointed who may be known by the title of Chairman and Deputy Chairman respectively (or such other names as the Governors from time to time agree) shall be eligible for re-election under this clause.
- (c) If at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or there is no chairman then the deputy chairman shall preside, and if the deputy chairman shall also be absent, the Governors present shall choose one of their number to be chairman of the meeting.
- (d) The duties of the Chairman shall be to exercise such authority and to transact or decide such business as may be specifically or generally delegated to him by the Governors.
- (e) The Deputy Chairman is authorised to act as Chairman during the absence or incapacity of the Chairman.

### Meetings

- (a) (a) A meeting (including a special meeting) may be summoned at any time by the Chairman or the Trust Secretary at any time or by any two Governors upon not less than one days' notice being given to the other Governors of the matters to be discussed. Notice of a meeting or of the matters to be discussed at the meeting may be dispensed with by the agreement of a majority of Governors communicated in writing or at the meeting and agreement in writing may be retrospective.
- (b) The Governors shall be deemed to be present in meeting if all those due to attend that meeting are able to hear each other by telephone device notwithstanding that they shall not all be physically present in one location.
- (c) It shall not be necessary to give notice of any meeting to any Governor who is for the time being absent from the United Kingdom.
- (d) A governor who has not been given notice of a meeting or of the matters to be discussed at the meeting, may waive the omission to give notice, in writing or at the meeting, and a waiver in writing may be retrospective.

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

- (e) A special meeting may be summoned to take place immediately after an ordinary meeting.
- (f) Except as provided in clause 14(g) below nothing in this clause shall permit the Governors to dispense with the requirement for notice of a meeting to appoint a Governor as set out in clause 10(c) of this Scheme.
- (g) An accidental omission to serve notice on any Governor in respect of a meeting shall not invalidate that meeting.
- (h) All acts bona fide done by any meeting of the Governors or by any person acting as a Governor shall, notwithstanding that there may have been some defect in the appointment of any such Governor or person acting as aforesaid, or that they or any of them may have been disqualified, be as valid as if every such person had been duly appointed and qualified to be a Governor.

### **Quorum**

- (a) (a) Except as provided in sub-clause (b) below no business shall be transacted at any meeting unless there are present not less than the number of Governors determined as set out below:

<i>Governors in office</i>	<i>Quorum</i>
8–10	3
11–16	5

- (b) If the number of Governors falls below 8 the Governors may act for the purpose of increasing the number of Governors to 8 but for no other purpose.

### **Voting**

16. Every matter shall be determined by the majority of votes of the Governors present and voting on the question. In case of equality of votes the Chairman of the meeting shall have a casting vote whether he or she or has not voted previously on the same question but no Governor in any other circumstances shall have more than one vote.

### **Minutes**

17. The Governors shall ensure that the Trust Secretary shall keep, in books maintained for the purpose, minutes of the proceedings of their meetings.

### **General power to make regulations**

18. Within the limits prescribed by this Scheme the Governors shall have full power from time to time to make regulations (including standing orders or instructions) for the management of and administration of the Charity and for the conduct of their business including the summoning of meetings, the deposit of monies and the custody of documents.

### **Other staff**

- (a) (a) The Governors shall appoint a person upon such terms and conditions and for such remuneration as the Governors think fit to be Trust Secretary who shall not be one of their number and who shall keep minutes and records of their proceedings and render such services as the Governors may require of such person.
- (b) The Governors may appoint a Chief Executive and such other persons, including but not limited to a Finance Director, who shall not be Governors to perform such duties

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

as the Governors consider necessary for the proper administration and management of the Charity at such salary and upon such terms and otherwise as the Governors think fit to provide for the payment of pensions and superannuation for such persons as may be reasonable and necessary and to provide accommodation only for such persons who are not considered by the Governors to be senior management and the Governors may delegate their functions duties and responsibilities to any such persons as they think fit within the limits of clause 26 of this Scheme.

- (c) The Governors may dismiss any person appointed under this clause or any other officer or employee of the Charity.
- (d) The Governors may appoint upon such terms and conditions and for such remuneration as the Governors think fit solicitors, auditors, bankers and any other professionals as they may determine from time to time and may dismiss any of the same.

### **Committees and Sub-committees**

- (a) (a) The Governors may from time to time appoint any two or more of their number to be a committee for the purposes of discharging any function or performing any duty which in their opinion would be more effectively undertaken by way of committee provided that all acts and proceedings of the committee shall be fully and promptly reported to the Governors.
- (b) Each committee shall consist of such number of Governors as the Governors shall from time to time think expedient and the committee may in addition co-opt for any period suitable persons, not holding office as Governors, to serve on the committee. Persons so co-opted may take part in the deliberations of the committee but may not vote.
- (c) A committee may from time to time co-opt other members who may or may not be Governors to form a sub-committee for the purpose of discharging any function or performing any duty which in the committee's opinion would be more efficiently undertaken by way of a sub-committee provided that all acts and proceedings of a sub-committee shall only be valid and binding upon the Charity if a majority of Governors on the sub-committee vote in favour of any such act or business.
- (d) Each committee and each sub-committee may meet and may regulate its proceedings in such manner as the committee, or sub-committee, as the case may be, thinks fit subject to any directions or restrictions that may be given or made from time to time by the Governors.

### **Expenses of Governors**

**21.** The reasonable out-of-pocket expenses of the Governors engaged on the business of the Charity shall be paid out of the funds of the Charity.

## **GENERAL POWERS**

### **Use of property**

**22.** The Governors shall apply the property of the Charity of whatever nature in furtherance of the objects of the Charity.

### **Powers**

**23.** In furtherance of the objects of the Charity, the Governors shall have the following powers (subject to the conditions hereinafter provided in this Scheme):—

- (a) to acquire land or property;

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

- (b) to build, rehabilitate, repair, insure, improve, equip, operate, manage and maintain housing, hostel and other accommodation;
- (c) to sell, mortgage, charge, exchange, dispose, let and grant shared ownership leases of any property or chattels or any other assets or any part thereof and enter into any floating charge of the whole or any part of the undertaking, property and assets of the Charity;
- (d) to act as a housing association within the meaning of the Housing Associations Act 1985 or any enactment consolidating or in substitution for the same;
- (e) to make donations or grants for any charitable object;
- (f) to encourage and promote and in any way support or aid the establishment and development of charitable institutions;
- (g) to purchase or otherwise acquire, or to encourage or promote, and in any way support or aid the establishment and development of any subsidiary company (that is to say a company which would be deemed to be a subsidiary under the terms of section 736 of the Companies Act 1985), established for the purposes of carrying on any trade or business which is a proper trade or business either for the purposes of raising funds for the Charity, or for the furtherance of the objects of the Charity, and to subscribe to purchase, or acquire in any other way, any chose in action (including but without prejudice to the generality of the foregoing any stock, share, security, unit, debenture, debenture stock or loan stock, in each case whether preferred, deferred, secured or unsecured) and to guarantee and indemnify the obligations and liabilities and to make available financial assistance or accommodation in any other way to such subsidiary company and to acquire all or any part of the capital of any company limited by shares carrying on any trade or business which is or could be engaged directly or indirectly with the Charity PROVIDED ALWAYS that in exercising these powers the Governors shall take appropriate professional advice and that where the exercise of the powers is otherwise than in furtherance of the objects of the Charity any loan shall be on commercial terms and any investment shall be based on an objective assessment of its appropriateness for the Charity in the light of professional advice;
- (h) to enter into and carry into effect agreements and arrangements with Government, Public Authorities, housing associations, and other institutions whether or not constituted for charitable purposes;
- (i) to borrow or raise money at interest by the issue of bonds, deep discounted bonds, debentures, mortgages, bills of exchange, promissory notes or in such manner as may be determined by them and to invite and collect subscriptions and donations of all kinds whether absolute or conditional or any of them; and

in general it shall be lawful for the Governors (subject to the provisions of this Scheme) to deal with the property of the Charity for the purpose of giving effect to the intention of this Scheme in as absolute and uncontrolled a manner as if the Governors for the time being had been the absolute owners of the property.

#### **Expenses of management**

**24.** The Governors 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**

**25.** Subject to payment of the expenses aforesaid the Governors shall apply the income of the Charity in furtherance of its objects.

## GENERAL PROVISIONS

### **Powers of delegation**

26. Where the Governors are of the opinion that any of their functions duties and or responsibilities could be more efficiently carried out by delegating it to a Governor, a committee of Governors, or a sub-committee, the Chief Executive, the Trust Secretary, the Finance Director or any other officer of the Charity, the Governors may delegate that function duty and/or responsibility but only in strict accordance with the terms of delegation set out in Schedule 3 to this Scheme PROVIDED ALWAYS that nothing in this clause shall be taken to permit the delegation of all the functions duties and/or responsibilities of the Governors.

### **Gifts**

27. The Governors may accept gifts for the general purposes of the Charity or for any special objects connected with the Charity and not inconsistent with this Scheme.

### **Notices**

28. The following conditions shall apply in respect of notices:—

- (a) All notices required to be given under the Scheme shall be in writing and signed by the Trust Secretary or the Governor giving the same as case may be.
- (b) Notices to be given to the Charity shall be delivered or sent by post or by facsimile transmission to the principal office of the Charity from time to time. Notice to any Governor may either be delivered to him personally or sent through the post or by facsimile transmission to his last known address.
- (c) Where under the Scheme any length of notice is specified the time shall be reckoned exclusive of the date on which the notice is given and of the date on which the meeting is to be held to which the notice relates.
- (d) Any notice given by post or by facsimile transmission shall be deemed to have been given when it is posted or transmitted.

### **The Seal**

- (a) (a) The Common Seal of the Charity shall be such as the Governors may from time to time determine and shall be kept in the custody of the Trust Secretary.
- (b) The Common Seal of the Charity shall not be affixed to any instrument except under general or specific authority granted from time to time by resolution of the Governors.
- (c) The Charity may have a securities seal and the Governors may make regulations from time to time for the use thereof.

### **Defects**

30. All votes, acts and things given, done or executed or suffered to be so on account of the Charity by the Governors shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any Governor or that any Governor was disqualified be as valid as if every such Governor had been duly appointed and was qualified.

### **Receipt**

31. A receipt signed by any Governor, by the Trust Secretary, or by any other officer duly authorised by the Charity shall be sufficient discharge to every person paying to such Governor,



Trust Secretary, or other officer any legacy, purchase money, rent or any other form of money or dividends, interest or annual income of any stocks, security or sum of money belonging to the Charity for so much money as shall in such receipt be expressed to be received and such receipt shall validly exonerate the person paying the same from the same and the application thereof.

### **Governors Indemnity**

**32.** Without prejudice to any statutory or other right of indemnity which they may have, the Governors shall jointly and severally be indemnified out of the funds belonging to the Charity at all times in respect of each and every claim made against them, or any of them, whether in their capacity as Governor 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 and its affairs, administration or activities, or any aspect of any of the same PROVIDED ALWAYS that the right of the Governors to an indemnity under this clause shall not extend to any claim arising from wilful or reckless fraud or wrong doing or wrongful omission on his or her part.

### **Indemnity Insurance**

**33.** The Governors of the Charity may provide indemnity insurance for themselves out of the funds of the Charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the Governors of the Charity knew to be a breach of trust or breach of duty, or which was committed by the Governors of the Charity in reckless disregard of whether it was a breach of trust or breach of duty or not.

### **Governors not to be personally interested**

- (a) (a) Except as provided in sub-clause (b) below, no Governor shall take or hold any interest in property belonging to the Charity otherwise than as a Governor for the purposes thereof and no Governor shall receive remuneration, or be interested in the supply of work or goods, at the cost of the Charity.
- (b) Where any Governor through a relationship or connection with any person or organisation can be said to have an interest in the supply of work or goods to the Charity, the Governor shall fully and promptly declare such interest to the Governors, and shall not speak or vote on any discussion relating to the supply of such work or goods, but shall temporarily absent himself/herself from any meeting of the Governors at which such an item is discussed.

### **Charity not to relieve public funds**

**35.** The Governors shall not apply income of the Charity directly in relief of rates, taxes or other public funds but may apply income in supplementing relief or assistance provided out of public funds.

### **Questions under Scheme**

**36.** 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 Commissioners upon such application made to them for the purpose as they think sufficient.