

ALREWAS AND FRADLEY CHARITIES

Registered Charity No 220600

GOVERNING DOCUMENT

Overview

Alrewas and Fradley Charities (the "Charities") is the name of the umbrella organisation established in 1934 to administer the following charities;

- Great Tithe Charity
- Charity of Francis Cobb
- The Busall Charity
- Charity of Thomas Shemmonds
- Charity of William Wright
- Charity of William Turton
- Charity of John Yeld
- Charity of John Kirkland
- Charity of James Riley

This Governing Document is a reproduction of the original Scheme established for the regulation of the Charities (then called Alrewas United Charities, the name being changed to Alrewas and Fradley Charities by the Trustees Resolution of 13th October 2016) sealed on 21st December 1934 as amended by the Trustees Resolution of 10th March 2014 and the Trustees Resolution of 25th February 2015.

Charitable Purposes

The Charities have the following charitable purposes;

- a) the relief of sickness and the preservation of health among people resident in the area of benefit by providing grants, items or services to individuals in need;
- b) the relief of financial hardship among people resident in the area of benefit by providing grants, items or services to individuals in need;
- c) the promotion of any charitable purpose for the benefit of people resident in the area of benefit as the trustees think fit;

The trustees must apply the income and, at their discretion, all or part of the capital of the Charities in furthering these purposes.

The Charities' area of benefit is the area of the civil parishes of Alrewas and Fradley in Staffordshire though, in exceptional circumstances, the trustees may treat as within these purposes persons otherwise eligible who are resident outside the area of benefit but in the opinion of the trustees ought to be treated, with sufficient reason, as resident therein.

Administrative Provisions

1. Powers

In addition to any other powers they have, the trustees may exercise any of the following powers in order to further the objects;

- i) to raise funds and receive grants and donations;
- ii) to buy, to take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;
- iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charities. In exercising this power the trustees must comply as appropriate with Sections 117-123 of the Charities Act 2011;
- iv) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- v) to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objects;
- vi) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- vii) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

2. Statutory powers

Nothing in this Resolution restricts or excludes the exercise by the trustees of the powers given by the Trustees Act 2000 as regards investment, the acquisition or disposal of land and the employment of agents, nominees and custodians.

3. Delegation

- i) In addition to their statutory powers, the trustees may delegate any of their powers or functions to a committee of two or more trustees. A committee must act in accordance with any directions given by the trustees. It must report its decisions and activities fully and promptly to the trustees. It must not incur expenditure on behalf of the Charities except in accordance with a budget previously agreed by the trustees.
- ii) The trustees must exercise their powers jointly at properly convened meetings except where they have;
 - a) delegated the exercise of their powers either under this provision or under any statutory provision; or
 - b) made some other arrangements under Clause 18 of this Resolution (General power to make regulations).
- iii) The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.

4. Duty of care and extent of liability

- i) When exercising any power (whether given to them by the Scheme, or by this Resolution, or by statute, or by any rule of law) in administering or managing the Charities, each of the trustees must use the level of care and skill that is reasonable in the circumstances taking into account any special knowledge or experience that he or she has or claims to have ("the duty of care").
- ii) No trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, shall be liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care.

5. Trustees

- i) There should be 2 nominated trustees and at least 5 co-opted trustees.
- ii) The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee.
- iii) The trustees must make available to each new trustee on his or her first appointment;
 - a) a copy of the Scheme and any amendments made to it; and
 - b) a copy of the latest annual report; and
 - c) a copy of the latest annual accounts.

6. Nominated trustees

- i) The nominated trustees must be appointed as follows;
 - 1 by Alrewas Parish Council
 - 1 by Fradley and Streethay Parish Council
- ii) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- iii) Each appointment must be made for;
 - a) 4 years; or
 - b) if the appointment is being made to fill a casual vacancy, the unexpired term of the appointee's predecessor.
- iv) The appointment will be effective from the later of;
 - a) the date of the vacancy; and
 - b) the date on which the trustees are informed of the appointment.
- v) The person appointed need not be a member of the relevant appointing body.

7. Co-opted trustees

- i) In selecting individuals for appointment as co-opted trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the Charities.
- ii) The appointment of a co-opted trustee must be made by the trustees at a special meeting.
- iii) An appointment may, but need not, be made before the date on which the term of office of an existing co-opted trustee comes to an end, to take effect on the date of the appointment. In these circumstances;
 - a) the appointment may not be made more than 3 months before the date on which the existing co-opted trustee's term of office is due to end; and
 - b) any co-opted trustee whose term of office is about to come to an end must not vote in favour of their own appointment.
- iv) Each appointment must be for a term of 4 years.

8. Eligibility for trusteeship

- i) No one shall be appointed as a trustee;
 - a) if he or she is under the age of 18 years; or
 - b) if he or she would at once be disqualified from office under the provisions of Clause 10 of this Resolution (Termination of trusteeship).
- ii) No one shall be entitled to act as trustee, whether on appointment or on any re-appointment as trustee, until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee of the Charities.

9. Termination of trusteeship

A trustee shall cease to hold office if he or she;

- i) is disqualified from acting as a trustee by virtue of Sections 178 and 179 of the Charities Act 2011 or any statutory re-enactment or modification of that provision; or
- ii) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than 3 months; or
- iii) is absent without the permission of the trustees from all their meetings held within a period of 12 months and the trustees resolve that his or her office be vacated; or
- iv) notifies to the trustees a wish to resign.

10. Vacancies

If a vacancy occurs the trustees must note the fact in the minutes of the next meeting. Any eligible trustee may be re-appointed. If the number of trustees falls below 5, none of the powers or discretions conferred by the Scheme, or by this Resolution, or by law on the trustees shall be exercisable by the remaining trustees except the power to appoint new trustees.

11. Ordinary meetings

The trustees must hold at least 2 ordinary meetings each year. At each ordinary meeting the trustees must arrange the date, time and venue of their next meeting unless arrangements have already been made. Ordinary meetings may also be called at any time by the Chairman or by any 2 trustees. In that case, not less than 10 days notice must be given to the other trustees.

12. Special meetings

A special meeting may be called at any time by the Chairman or by any 2 trustees. Not less than 4 days notice must be given to the other trustees of the matters to be discussed at the meeting. However if those matters include the appointment of a trustee or a proposal to make any amendments or additions to the Scheme, not less than 21 days notice must be given. A special meeting may be called to take place immediately after or before an ordinary meeting.

13. Chairman

- i) The trustees at their first ordinary meeting in each year must elect one of their number as Chairman.
- ii) If the Chairman is not present within 10 minutes after the time appointed for holding a meeting or if no one has been elected or if the person elected has ceased to become a trustee, the trustees present must choose one of their number to chair the meeting.

14. Quorum

- i) Subject to the following provision of this Clause, no business shall be conducted at a meeting of the trustees unless at least one third of the total number of trustees at the time, or 3 trustees (whichever is greater) are present throughout the meeting.
- ii) The trustees may make regulations specifying different quorums for meetings dealing with different types of business.

15. Voting

At meetings, decisions must be made by a majority of the trustees present. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question but no trustee in any other circumstances shall have more than one vote.

16. Conflicts of interests and conflicts of loyalties

A trustee must;

- i) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement entered into by the Charities or in any transaction or arrangement entered into by the Charities which has not been previously declared; and
- ii) absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charities and any personal interest (including but not limited to any personal financial interest).
- iii) Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

17. Minutes

The trustees must keep minutes of the proceedings of their meetings. In the minutes the trustees must record their decisions and, where appropriate, the reasons for those decisions. The trustees must approve the minutes in accordance with the procedures laid down in the regulations made under Clause 18 of this Resolution (General power to make regulations).

18. General power to make regulations

Within the limits prescribed by the Scheme and by this Resolution, the trustees may from time to time make regulations for the management of the Charities and for the conduct of their business, including;

- i) the calling of meetings;
- ii) methods of making decisions in order to deal with cases of urgency when a meeting is impractical;
- iii) the deposit of money at a bank;
- iv) the custody of documents;
- v) the keeping and authenticating of records (including approved minutes).

19. Disputes

If a dispute arises between the trustees about the validity or propriety of anything done by the trustees under the Scheme or under this Resolution and the dispute cannot be resolved by agreement, the trustees party to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

20. Accounts, annual report and annual return

The trustees must comply with their obligations under the Charities Act 2011 with regard to;

- i) the keeping of accounting records;
- ii) the preparation and disclosure of annual accounts;
- iii) the preparation and disclosure of annual reports;
- iv) where applicable, the auditing or independent examination of the annual accounts;
- v) where applicable, transmission to the Charity Commission of annual accounts, annual reports and annual returns.

21. Bank account

Any bank or building society account in which any of the funds of the Charities are deposited must be operated by the trustees and held in the name of the Charities. Unless the regulations of the trustees make other provision, all cheques and orders for the payment of money from such an account shall be signed by at least 2 trustees.

22. Application of income and property

The income and property of the Charities must be applied solely towards the promotion of the charitable purposes. However;

- i) A trustee is entitled to be reimbursed for reasonable expenses properly incurred by him or her when acting on behalf of the Charities.
- ii) Trustees may benefit from trustee indemnity cover purchased at the Charities' expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

23. Amendment of scheme

Subject to the provisions of the Charities Act 2011, the trustees may add to or amend the provisions of the Scheme by a two thirds majority decision taken at a duly convened special meeting. The trustees must send to the Charity Commission a copy of the resolution effecting any addition or amendment to the Scheme within 3 months of it being made.