

APPENDIX

SCHEME FOR THE ALTERATION OF PROVISIONS GOVERNING THE CHARITY KNOWN AS THE SEAMEN'S HOSPITAL SOCIETY

Whereas the Charity known as the Seamen's Hospital Society ("the Charity") is now regulated by the Seaman's Hospital Society Act 1833(1) ("the Act") as varied and affected by a Scheme made by the Board of Charity Commissioners dated 14th April 1959 ("the 1959 Scheme");

And whereas the Trustees of the Charity have become unable to further the purposes of the charity in the manner contemplated by the Act and by the 1959 Scheme;

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

And whereas it appears to the Charity Commissioners that a Scheme should be established for the alteration of the provisions governing 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. The provisions of the Seaman's Hospital Society Act 1833, as varied or affected by a Scheme of the Charity Commissioners of the 14th April 1959, shall cease to have effect with the exception of those parts of section 1 of that Act which incorporate the Governors of the Society.

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 General Committee of Management hereinafter constituted ("the General Committee") as the charity trustees thereof.

(2) The name of the Charity shall be the Seamen's Hospital Society ("the Society") or such other name as the General Committee from time to time by resolution may decide with the prior approval of the Charity Commissioners.

OBJECT

Object.

3. The Object of the Society shall be the relief of seamen and seawomen of all nations within the United Kingdom of Great Britain and Northern Ireland and their immediate dependants (including widows, widowers and children of deceased seafarers) who through sickness, misfortune or age are in need of assistance and providing such persons with medical and surgical aid, lodging, support and clothing.

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Powers.

4. In furtherance of that object but not further or otherwise the General Committee shall have the following powers:—

(1) To raise funds and to invite and receive contributions provided that in raising funds the General Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of law;

(2) To make grants to such marine charitable institutions with the same or similar objects to the Society as the General Committee shall think fit;

(3) To buy, take on or lease or exchange any property necessary for the achievement of the object and to maintain and equip it for use;

(4) Subject to such consents as may be required by law to sell, lease or dispose of all or any part of the property of the Society;

(5) Subject to such consents as may be required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

(6) To employ such staff (who shall not be members of the General Committee) as are necessary for the proper pursuit of the object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

(7) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them;

(8) To establish or support any charitable trusts, associations or institutions for any purpose or purposes falling within the object;

(9) To appoint and constitute such advisory committees as the General Committee may think fit;

(10) To do all such other lawful things as are necessary for the achievement of the object.

GENERAL COMMITTEE

General Committee.

5.—(1) The General Committee shall consist of not more than twenty nor less than twelve members being—

(a) Ex-officio Members, who shall be—

The President and

The Honorary Treasurer of the Corporation (referred to below), and

(b) Appointed Members who shall be appointed at the Annual Court of Governors (referred to below).

(2) At each Annual Court of Governors after the first such meeting following the date of this Scheme, one third of the Appointed Members to the nearest number shall retire by rotation and be eligible for re-election.

(3) There shall be a Chairman of the General Committee who shall be appointed (and may be re-appointed) for the term of three years at the Annual Court of Governors falling in the relevant year.

(4) There shall also be a Deputy Chairman of the General Committee who shall also be appointed (and may be re-appointed) for the term of three years at the Annual Court of Governors falling in the relevant year.

(5) The proceedings of the General Committee shall not be invalidated by any vacancy among their Members or by any failure to appoint or any defect in the appointment of a Member.

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(6) No person shall be appointed as a Member of the General Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

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

Determination of membership of General Committee.

6. A Member of the General Committee 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 General Committee) by reason of illness, injury or mental disorder of managing his or her own affairs; or

(3) is absent without the permission of the General Committee from all of their meetings held within a period of twelve months and the General Committee resolve 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 five Members of the General Committee will remain in office when the notice of resignation is to take effect).

General Committee Members not to be personally interested.

7.—(1) The Members of the General Committee 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 thereto, no Member of the General Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a Member of the General Committee) in any contract entered into by the General Committee.

MEETINGS AND PROCEEDINGS OF THE GENERAL COMMITTEE

Meetings of the General Committee.

8.—(1) The General Committee shall hold at least two ordinary meetings in each year.

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

Quorum.

9. There shall be a quorum at any meeting of the General Committee when five Members are present, excluding the Ex-officio Members.

Chairman.

10. The Chairman of the General Committee shall act as chairman at all of the Meetings of the General Committee. If the Chairman is absent from any meeting the Members present shall choose one of their number to be chairman of that meeting before any other business is transacted.

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Voting.

11. 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 chairman of the meeting shall have a second or casting vote.

Sub-committees.

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

Minutes.

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

Rules.

14. The General Committee 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.

Officials.

15.—(1) The General Committee shall appoint all officials of the Society, determine their duties and remuneration and supervise their work.

(2) No paid official of the Society or of any beneficiary charity may be a member of the General Committee.

CORPORATION

Corporation.

16.—(1) The body of Governors of the Society, also referred to as “the Corporation”, being the body incorporated under section 1 of the above-mentioned Seaman’s Hospital Society Act 1833, shall consist of the following:

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

(2) The President and Vice-Presidents shall be elected for life or until retirement.

(3) The Honorary Treasurer shall retire and be eligible for re-election every three years at the Annual Court of Governors falling in the relevant year.

(4) Life Governors shall be those recommended as such to the Court of Governors by the General Committee from those who have rendered meritorious service in the interests of the Society or have donated at any one time £100 or more to the Society.

MEETINGS OF THE COURT OF GOVERNORS

Meetings of the Court of Governors.

17.—(1) There shall be one annual general meeting of the Court of Governors (known as the Annual Court of Governors) to be held not later than six months following the end of each financial year.

(2) The normal business of the Annual Court of Governors shall be to receive the Annual Report and accounts of the preceding financial year, to elect Governors and members of the General Committee for the following year, and to appoint auditors.

(3) Notice of the Annual Court of Governors, or of any special general meeting, will be sent to all of the Governors at least 14 clear days prior to the date of the meeting specifying the points to be discussed at the meeting.

(4) A special general meeting of the Court of Governors may be summoned at any time by any five Governors.

(5) At any meeting of the Court of Governors, the President for the time being, or in the absence of the President, the Chairman of the General Committee, or the Deputy Chairman of the General Committee, shall act as chairman of the meeting.

(6) There shall be a quorum at any meeting of the Court of Governors when 15 Governors are present in person or by proxy and such quorum shall have full power and authority to decide the general direction and conduct of the Society, to determine rules and regulations, to elect and dismiss Governors and General Committee Members, to approve accounts and to elect auditors.

SEAL OF THE CORPORATION

Seal of the Corporation.

18.—(1) The General Committee shall provide for the safe custody of the Common Seal of the Corporation which shall only be used by the authority of the Seal sub-committee.

(2) Every instrument to which the seal shall be affixed shall be signed by any two members of the Seal sub-committee or by one member of the Seal sub-committee and the General Secretary of the Society.

(3) The Seal sub-committee shall consist of the Chairman and Deputy Chairman of the General Committee, the Honorary Treasurer of the Corporation and such other Governor as shall be appointed by the General Committee.

FINANCE AND INVESTMENT

Accounts and annual report.

19. Subject to the following clause, the General Committee shall comply with their obligations under Part VI of the Charities Act 1993 with regard to:

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

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Finance sub-committee.

20.—(1) The General Committee may appoint a sub-committee to be designated the Finance sub-committee to review and recommend the policy of investment and to invest or disinvest in accordance with that agreed policy.

(2) The Finance sub-committee shall consist of not less than three members of the General Committee including the Honorary Treasurer and the Chairman of the General Committee.

(3) The Finance sub-committee shall also be responsible for the keeping of records, the preparation of interim and annual accounts and for ensuring proper financial control of the Society's affairs.

Powers of investment.

21. All sums of cash now or at any time belonging to the Society, other than sums of cash needed for immediate working purposes, and any other property of whatever nature belonging to the Society shall (subject to the following clause) be invested in the name of the Corporation in trust for the Society, in such manner as the General Committee shall in its absolute discretion think fit, which may include;

- (a) in the case of monies or investments or other property given to the Society, 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 Society awaiting distribution or investment may be deposited with any bank recognised by the Bank of England and, not exceeding 25% of such monies, with any Local Authority or with any finance company approved by the Finance sub-committee.

Delegation of investment management.

22.—(1) The General Committee may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either—

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

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

(3) Where the General Committee make any delegation under this clause they shall:—

- (a) inform the investment manager in writing of the extent of the Society's investment powers;
- (b) lay down a detailed investment policy for the Society 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 they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;

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- (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 they think 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 General Committee 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 General Committee.
- (4) Where the General Committee make any delegation under this clause they 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 General Committee do not have the power to do;
 - (c) the General Committee 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 General Committee shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.
- (5) The General Committee may:—
- (a) make such arrangements as they think fit for any investments of the Society 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 Society's nominee; and
 - (b) pay reasonable and proper remuneration to any corporate body acting as the General Committee's nominee in pursuance of this clause.

Auditors.

23.—(1) The Society shall at each general meeting of the Court of Governors appoint an auditor or auditors to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Court of Governors at which accounts are presented.

(2) Auditors so appointed shall be from bodies of accountants recognised for the purpose of auditing charity accounts by regulation of the Secretary of State under section 43(2)(a) of the Charities Act 1993 (or any statutory re-enactment thereof).

APPLICATION OF INCOME

Expenses of management.

24. The Members of the General Committee 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 Society.

Application of income.

25. Subject to payment of the expenses aforesaid the Members of the General Committee shall apply the income of the Society in furtherance of the abovesaid object of the Society.

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GENERAL PROVISIONS

Minutes of all meetings.

26. Minute books of all meeting and proceedings whether of the Court of Governors, the General Committee, or of any sub-committee, shall be confirmed at the next meeting and signed by the Chairman of that meeting to signify acceptance by the members thereof as a true and fair record of the proceedings.

Questions under Scheme.

27. 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 shall be determined by the Charity Commissioners upon such application made to them for the purpose as they think sufficient.

Sealed by Order of the Commissioners this 11th day of January 1999.

L.S.