

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

20 May 2020

the following

SCHEME

will govern the charity

known as

**THE WORSHIPFUL COMPANY OF CONSTRUCTORS CHARITABLE TRUST
(274573)**

Commissioners' References:

Sealing: W 128(8)/02

Case No: 237813

1. Definitions

In this scheme:

"the charity" means the charity identified at the beginning of this scheme.

"the company" means The Company of Constructors.

"the trustees" means the trustees of the charity.

ADMINISTRATION

2. Administration

The charity is to be administered in accordance with this scheme. This scheme replaces the former trusts of the charity.

3. Name of the charity

The name of the charity is The Worshipful Company of Constructors Charitable Trust.

OBJECTS

4. Objects of the charity

The objects of the charity are:

- (1) to advance education, training and research in the construction industry (which shall include in particular but not exclusively, building, civil engineering, architecture, surveying, engineering services and facilities management and procurement) in particular by awarding certificates, diplomas and other distinctions and establishing and maintaining scholarships, grants and awards to individuals;
- (2) the relief of persons in need, hardship or distress who are members of the company or their dependents;
 - (a) The trustees may relieve persons in need by:
 - (i) making grants of money to them; or
 - (ii) providing or paying for goods, services or facilities for them; or
 - (iii) making grants of money to other persons or bodies who provide goods, services or facilities to those in need.
- (3) for other charitable purposes as the trustees may from time to time decide.

POWERS OF THE TRUSTEES

5. Powers of the trustees

In addition to any other powers which they have, the trustees may exercise the following powers in furtherance of the objects of the charity:

- (1) Power to make rules and regulations consistent with this scheme for the management of the charity.
- (2) Power to accumulate income not required for expenditure in any year as expendable endowment.
- (3) Power to delegate the performance of any act, including the exercise of any power or discretion, to a committee consisting of not less than two trustees and such other persons as the trustees may consider necessary within such guidelines and budget as is set from time to time by the trustees. The trustees on the committee must always be in the majority. The trustees must exercise reasonable supervision over any committee and any committee must promptly report their acts and proceedings to the trustees.
- (4) Power to set up advisory committees.
- (5) Power to co-operate with other charities, voluntary bodies and statutory authorities. The trustees may exchange information and advice with them.
- (6) Power to raise funds. (The trustees must not undertake any permanent trading activity.)
- (7) Power to appoint staff (who must not be trustees) and pay them reasonable remuneration, including pension provision for them and their dependents.

TRUSTEES

6. Trustees

- (1) There should be not less than 4 and not more than 7 trustees appointed in accordance with this clause.
- (2) The appointment of a trustee must be made by the trustees at a special meeting called under clause 16.
- (3) Subject to clause 11 (termination of trusteeship) and sub clause 6() trustees are appointed for a period of 5 years.
- (4) The trustees may resolve to reappoint a retiring trustee once only for a further period of 5 years save that trustees who are also appointed as Hon. Treasurer and/or Hon. Secretary may be reappointed upon retirement more than once as the remaining trustees by unanimous vote may from time to time determine
- (5) The first trustees are the persons listed in the schedule to this scheme.

7. New trustees

The trustees must give each new trustee, on their first appointment:

- (1) a copy of this scheme and any amendments made to it;
- (2) a copy of the charity's latest report and statement of accounts.

8. Register of trustees

The trustees must keep a register of the name and address of every trustee and the dates on which their terms of office begin and end. Every trustee must sign the register before acting as a trustee, whether on their first appointment or on any later re-appointment.

9. Trustees not to have a personal interest

Subject to the provisions of clause 10 and except with the prior written approval of the Commissioners no trustee may:

- (1) receive any benefit in money or in kind from the charity; or
- (2) have a financial interest in the supply of goods or services to the charity; or
- (3) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).

10. Remuneration for special skills and knowledge

- (1) Subject to clause 9, any trustee who possesses special skills and knowledge required by the charity for its proper administration may make and be paid all reasonable charges for work of that nature done by him or her when instructed by the other trustees to act on behalf of the charity.
- (2) A trustee must withdraw from any meeting of the trustees whilst his or her own instruction or remuneration is being discussed.
- (3) At no time must a majority of the trustees benefit under this provision.

11 Termination of trusteeship

A trustee will cease to be a trustee if he or she:

- (1) is disqualified from acting as a trustee by section 72 of the Charities Act 1993; or
- (2) gives not less than one month's notice in writing of his or her intention to resign (but only if at least 3 trustees will remain in office when the notice of resignation is to take effect).
- (3) is the subject of a motion of no-confidence brought by the remaining trustees which is carried by a unanimous vote of those trustees at a special meeting subject to being provided in writing with a copy of the motion detailing the misfeasance and the notice of such special meeting required under clause 16 (2) (c). The subject trustee shall be allowed to attend such special meeting and respond to the motion raised before any vote is taken.

12. Advisory committee of the company

The company may appoint a committee of not less than three persons who shall be members of the company to form an advisory committee to co-operate with and assist the trustees in the exercise of all or any of their duties or powers.

OFFICERS

13. Chairman

- (1) At their first ordinary meeting in each year the trustees must elect one of their number to be chairman of their meetings.
- (2) The trustees present at a meeting must elect one of their number to chair the meeting if the chairman is not present or the office of chairman is vacant.

14. Secretary or clerk

The trustees may appoint a secretary and/or treasurer. The office may be held by:

- (1) a trustee (who must not receive any reward for acting and who may be dismissed as secretary or clerk at any time); or
- (2) some other suitable person (who may be employed upon such reasonable terms, including terms as to notice, as the trustees think fit).

MEETINGS OF TRUSTEES

15. Ordinary meetings

- (1) The first meeting after the date of this scheme must be called by Anthony Appleton or, if he does not do so within 3 months from that date; by any 2 trustees.
- (2) The trustees must hold at least 3 ordinary meetings in each 12 month period.
- (3) Ordinary meetings require at least 10 days' notice.
- (4) The chairman, or any 2 trustees, may call an ordinary meeting at any time.

16. Special meetings

- (1) The chairman, or any 2 trustees, may call a special meeting at any time.
- (2) Special meetings require at least 4 days' notice, except that meetings to consider:

- (a) the appointment of a co-opted trustee, or
 - (b) the amendment of this scheme under clause 22, or
 - (c) a motion of no confidence in a Trustee
- require at least 21 days' notice.
- (3) The notice calling a special meeting must include details of:
- (a:) the business to be transacted at the meeting; and
 - (b) any amendment to be made to this scheme (under clause 22).
- (4), A special meeting may, but need not, be held immediately before or after an ordinary meeting.

17. Quorum -

No business may be transacted at a meeting unless at least 3 trustees are present.

18. Voting

- (1) Subject to sub clause 5(3) above, every matter must be decided by majority decision of the trustees present and voting at a duly convened meeting of the trustees,
- (2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

19. Recording of meetings

The trustees must keep a proper record of their meetings.

20. Trustees to act jointly

Subject to sub clause 5(3) above, the trustees must exercise their powers jointly, at properly convened meetings.

CHARITY PROPERTY

21. Use of income and capital

- (1) The trustees must firstly apply:
 - (a) the charity's income; and
 - (b) if the trustees think fit, expendable endowment; and
 - (c) when the expenditure can properly be charged to it, its permanent endowment

in meeting the proper costs of administering the charity and of managing its assets (including the repair and insurance of its buildings).

- (2) After payment of these costs, the trustees must apply the remaining income in furthering the objects of the charity.
- (3) The trustees may also apply for the objects of the charity:
 - (a) expendable endowment; and
 - (b) permanent endowment, but only on such terms for the replacement of the amount spent as the Commission may approve by order in advance.

AMENDMENT OF SCHEME

22. Amendment of scheme

- (1) Subject to the provisions of this clause, the trustees may amend the provisions of this scheme.
- (2) Any amendment must be made by a resolution passed at a special meeting of the trustees. The notice of the special meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- (3) The trustees must not make any amendment which would:
 - (a) vary this clause;
 - (b) vary the definitions clause and clause 4 of this scheme (Objects of the charity);
 - (c) confer a power to dissolve the charity;
 - (d) enable them to spend permanent endowment of the charity.
- (4) The trustees must obtain the prior written approval of the Commissioners before making any amendment which would:
 - (a) vary the power to remunerate the trustees in clause 10 of this scheme;
 - (b) vary clause 9 of this scheme (Trustees not to have a personal interest);
 - (c) vary the name of the charity.
- (5) The trustees must:
 - (a) promptly send to the Commissioners a copy of any amendment made under this clause; and
 - (b) keep a copy of any such amendment with this scheme.

GENERAL PROVISIONS

23. Questions relating to the Scheme

The Commissioners may decide any question put to them concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

Trustees

Kenneth J Kent

Norman Brown

Doug Barrat

Paul Shepherd

Alan Longhurst

Robert Heathfield

Thomas Daly