

**CONSTITUTION
OF
QUEEN ELIZABETH'S HOSPITAL OLD BOYS' SOCIETY
BENEVOLENT FUND
(amended 6th November 2015)**

1 Name

The name of the Charity is Queen Elizabeth's Hospital Old Boys' Society Benevolent Fund (the Charity)

2 Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Trustee Committee, constituted by clause 7 of this constitution ("the Trustee Committee")

3 Objects

The Charity's objects ("The objects") are

- a) The relief of poverty through the provision of
 - (i) Grants to old boys of QEH and their dependents in cases of need
 - (ii) Bursaries and other grants to individual boys at QEH or on leaving QEH, when need arises

- b) The advancement of education through the support of Queen Elizabeth's Hospital ("QEH") in particular through the provision of
 - (i) Bursaries, prizes and other grants to individual boys at, or leaving, QEH
 - (ii) Such funds for specific projects of a charitable nature as the Trustee Committee may from time to time determine

4 Powers

- 4.1 In furtherance of the Objects but not otherwise the Trustee Committee may exercise the following powers.
 - a) power to raise funds and to invite and receive contributions provided that in raising funds the Trustee Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant legal requirements;
 - b) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
 - c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
 - d) power subject to any consents required by law to borrow money and to charge all or any part of the property to the Charity with repayment of the money so borrowed;
 - e) power to employ such staff (who shall not be members of the Trustee Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

- f) power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- g) power to establish or support any charitable trusts, association or institutions formed for all or any of the Objects;
- h) power to appoint such advisors as the Trustee Committee may think fit;
- i) power to do all such other lawful things as are necessary for the achievement of the Objects

5 Membership

- 5.1 Membership of the Charity shall be open to all old boys of QEH
- 5.2 Honorary membership of the Charity shall be open to any person who, in the opinion of the Trustee Committee, renders or has rendered signal service to the Charity and/or QEH
- 5.3 Membership shall be subject to payment of an annual subscription or life membership fee. These rates shall be reviewed at the annual general meeting and shall be applied from the beginning of the following financial year.
- 5.4 If a member's subscription is in arrears for two successive years his name shall, after due notice, be removed from the register of members. In cases of hardship, however, the Trustee Committee shall have the power to waive subscriptions.
- 5.5 Every member shall have one vote.
- 5.6 The Trustee Committee may for good reason terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Trustee Committee, accompanied by a friend, before a final decision is made.

6 Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting

7 Trustee Committee

- 7.1 The Trustee Committee shall consist of five members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) two members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- 7.2 The Trustee Committee may in addition appoint not more than one co-opted member. Each appointment of a co-opted member shall be made at a special meeting of the Trustee Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 7.3 All the members of the Trustee Committee shall retire from office together at the end the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

- 7.4 The proceedings of the Trustee Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.5 Nobody shall be appointed as a member of the Trustee Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 7.6 No person shall be entitled to act as a member of the Trustee Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Trustee Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

8 Determination of Membership of Trustee Committee

A member of the Trustee Committee shall cease to hold office if he:

- (a) is disqualified from acting as a member of the Trustee Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (c) is absent without the permission of the Trustee Committee from all its meetings held within a period of six months and the Trustee Committee resolves that his office be vacated, or
- (d) notifies to the Trustee Committee a wish to resign (but only if at least three members of the Trustee Committee will remain in office when the notice of resignation is to take effect)

9 Trustee Committee Members not to be personally interested

- 9.1 Subject to the provision of clause 9.2 no member of the Trustee Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or be interested (otherwise than as a member of the Trustee Committee) in any contract entered into by Trustee Committee
- 9.2 Any member of the Trustee Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or his firm when instructed by the other members of the Trustee Committee to act in a professional capacity on behalf of the Charity provided that at no time shall a majority of the members of the Trustee Committee benefit under this provision and that such member of the Trustee Committee shall withdraw from any meeting at which his own instruction or remuneration, or that of his firm, is under discussion.

10 Meetings and proceedings of the Trustee Committee

- 10.1 The Trustee Committee shall hold at least two ordinary meetings each year. A special Meeting may be called at any time by the chairman or by any two members of the Trustee Committee upon not less than 4 days' notice being given to the other members of the Trustee Committee of the matters to be discussed but if the matters included an appointment of a co-opted member then not less than 21 days notice must be given.

- 10.2 The Chairman shall act as chairman at meetings of the Trustee Committee. If the Chairman is absent from any meeting, the members of the Trustee Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted
- 10.3 There shall be a quorum when at least one third of the number of members of the Trustee Committee for the time being or three members of the Trustee Committee, whichever is the greater, are present at a meeting
- 10.4 Every matter shall be determined by a majority of votes of the members of the Trustee Committee 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. Votes shall be taken by a show of hands, or by a paper vote at the discretion of the chairman of the meeting
- 10.5 The Trustee Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustee Committee and any Sub-Committee reports
- 10.6 The Trustee Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 10.7 The Trustee Committee may appoint one or more Sub-Committees consisting of three or more members of the Trustee Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustee Committee would be more conveniently undertaken or carried out by a Sub-Committee provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustee Committee.

11 Receipts and expenditure

- 11.1 The funds of the Charity, including all donations, contributions and bequests shall be paid into an account or accounts operated by the treasurer in the Name of the Charity at such banks as the Trustee Committee shall from time to time decide. All signatories to a bank account must be members of the Trustee Committee and all cheques drawn on any account must be signed by at least two of such signatories.
- 11.2 The funds belonging to the Charity shall be applied only in furthering the objects.

12 Property

- 12.1 Subject to the provisions of clause 12.2 the Trustee Committee shall cause the title to:
 - (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities, and
 - (b) all investments held by or on behalf of the Charity to be vested either in a corporation entitled to act as custodian trustee or in not less than two nor more than four individuals appointed by the Trustee Committee as trustees. Trustees shall act in accordance with the lawful directions of the Trustee Committee and may be removed by the Trustee Committee at its pleasure. Provided they act only in accordance with the lawful directions of the

Trustee Committee, trustees shall not be liable for the acts and defaults of members of the Trustee Committee.

- 12.2 If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Trustee Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Trustee Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13 Accounts

The Trustee Committee shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the Charity,
- (b) the preparation of annual statement of account for the Charity,
- (c) the auditing or independent examination of the statements of account of the Charity, and
- (d) the transmission of the statements of account of the Charity to the Commissioners.

14 Annual Report

The Trustee Committee shall comply with its obligations under the Charities Act 1992 (or statutory re-enactment or modification of that Act) with regards to the preparation of an annual report and its transmission to the Commissioners.

15 Annual Return

The Trustee Committee shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

16 Annual General Meeting

- 16.1 The Charity shall hold an Annual General Meeting in each year which shall be held in the month of November or as soon as reasonably practicable thereafter.
- 16.2 Every Annual General Meeting shall be called by the Trustee Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
- 16.3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 16.4 The Trustee Committee shall present to each Annual General Meeting the report and Accounts of the Charity for the preceding year.
- 16.5 Nominations for election to the Trustee Committee must be made members of the Charity in writing and must be in the hands of the secretary of the

Trustee Committee at least 14 days before the Annual General Meeting.
Should nominations exceed vacancies, election shall be by ballot.

17 Extraordinary General Meetings

The Chairman may call an Extraordinary General Meeting of the Charity at any time. If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

18 Procedure at General Meetings

- 18.1 The secretary or other person specially appointed by the Trustee Committee shall keep a full record of proceedings at every General Meeting of the Charity.
- 18.2 The quorum at any general meeting shall be 10 members of the Charity present in person.
- 18.3 Votes at all general meetings shall be taken by a show of hands, or by a paper vote at the discretion of the chairman of the meeting.

19 Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or Chairman of the Trustee Committee on any member by any of the following methods:

- a) personally or
- b) by post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within 10 days of posting or
- c) by email sent to such member at his or her last known email address and any email so sent shall be deemed to have been received or
- d) by publication on the Website of Queen Elizabeth's Hospital Old Boys Society (the Society) and any publication on the Website shall be deemed proper notice to all members of the Charity

20. Alterations to the Constitution

- 20.1 Subject to the following provisions of this clause, this constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 20.2 No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 9 (Trustee Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause 20 without the prior consent in writing of the Charity Commissioners.

- 20.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 20.4 The Trustee Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

21 Dissolution

If the Trustee Committee decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Trustee Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having Objects similar to the Objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity shall be sent to the Charity Commissioners.

22. Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Trustee Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document