

Trustee Resolution of St John's Institute (Charity no 305190) ("the Charity") to vary the Governing Documents

Background:

(A) West Sussex County Council ("Trustee") is the sole trustee of the Charity.

(B) The Charity is regulated by a Scheme made by the Charity Commissioners on 4 October 1929 ("the 1929 Scheme") as varied by a Scheme made by the Minister of Education on 20 May 1958 ("the 1958 Scheme") (together "the Governing Documents")

(D) The Trustee wishes to vary the provisions of the Governing Documents to facilitate a company becoming a sole trustee in place of West Sussex County Council

In accordance with the powers contained in section 280 of the Charities Act 2011 and all other powers them enabling the Trustee of the Charity resolves that the provisions of the Governing Documents shall be amended as follows:-

1. Deletion of clauses from the Governing Documents:

- a) Clause 27 of the 1929 Scheme shall be deleted)
- b) Clauses 3, 4, 5, 6, 8 and 9 of the 1958 Scheme shall be deleted

2. Insertion of clauses into the Governing Documents:

The following clauses shall be inserted into the Governing Documents as additional clauses:

a) Administration

The Foundations shall be administered by the individuals who are the trustees of the charity at any given time. It includes the first trustees and their successors. The word 'trustee' is used to refer to any one of the trustees.)

b) Powers

- i) In addition to any other powers they have, the trustees may exercise any of the following powers in order to further the objects (but not for any other purpose):
- ii) to raise funds. In exercising this power, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- iii) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;

- iv) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- v) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if they wish to mortgage land owned by the charity;
- vi) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- vii) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- viii) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- ix) to create such advisory committees as the trustees think fit;
- x) to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- xi) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

c) Statutory powers

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

d) 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 members or in the case of a trustee that is a company to two or more directors. 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 charity except in accordance with a budget previously agreed by the trustees.
- ii) The trustees must exercise their powers jointly (save in respect of a sole trustee) at properly convened meetings except where they have:
 - (A) delegated the exercise of the powers (either under this provision or under any statutory provision), or
 - (B) made some other arrangements, by regulations under clause h) hereof.
- iii) The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.

e) Duty of care and extent of liability

- i) When exercising any power (whether given to them by this deed, or by statute, or by any rule of law) in administering or managing the charity, 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 in failing to act, he or she has failed to discharge the duty of care.

f) Appointment of trustees

- i) There must be at least 3 trustees save in the case of a company trustee or a Local Authority trustee in which case there must be at least one trustee.
- ii) In selecting individuals or a company for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity.
- iii) The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee.

g) Minutes

The trustees must keep minutes, in books kept for the purpose or by such other means as the trustees decide, of the proceedings at 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 regulations made under clause h) of this deed.

h) General power to make regulations

- i) Within the limits prescribed by the existing Trusts, the trustees may from time to time make regulations for the management of the charity and for the conduct of their business, including:
 - A) the calling of meetings;
 - B) methods of making decisions in order to deal with cases or urgency when a meeting is impractical;
 - C) the deposit of money at a bank;
 - D) the custody of documents; and

E) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

i) Accounts, Annual Report and Annual Return

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

- A) the keeping of accounting records for the charity;
- B) the preparation of annual statements of account for the charity;
- C) the auditing or independent examination of the statements of account of the charity;
- D) the transmission of the statements of account of the charity to the Charity Commission;
- E) the preparation of an Annual Report and its transmission to the Charity Commission;
- F) the preparation of an Annual Return and its transmission to the Charity Commission;

j) Additional requirements as to application of income and property

The following requirements apply in addition to clause 12 of the Scheme made by the Charity Commissioners on 4 October 1929:

- i) A charity trustee or director of a company trustee is entitled to be reimbursed out of the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- ii) A charity trustee or director of a company trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- iii) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any charity trustee or any member of a company trustee. This does not prevent a member of a company trustee who is not also a director receiving a benefit from the charity in the capacity of a beneficiary of the charity; or ii) reasonable and proper remuneration for any goods or services supplied to the charity.

k) Questions

Any question as to the construction of the 1929 Scheme as varied the 1958 Scheme and as further varied by this resolution or as to the regularity or the validity of any acts done or about to be done under it shall be determined conclusively by the Charity Commission upon application

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Authorised signatory

West Sussex County Council

Date: