

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the

21st November 2005

the following

SCHEME

will govern the charities

previously known as

Cleeves Memorial Fund (223903)

The West Yorkshire Mark Benevolent Fund (1074402)

and now to be known as

THE CLEEVES AND WHITEHEAD TRUST (223903)

at

West Yorkshire



C J Fleet
ASSISTANT COMMISSIONER

Commissioners' References:

Sealing: N261(S)

05

Case No: 407370

1. Definitions

In this scheme:

“the charity” means the charity created by clause 2 of this scheme.

“the charities” means the charities identified at the beginning of this scheme.

“the trustees” means the trustees of the charity acting under this scheme and “trustee” means one of the trustees.

“the trusts” means the provisions which at any given time regulate the purposes and administration of the charity.

“the Commissioners” means the Charity Commissioners for England and Wales,

ADMINISTRATION

2. Administration

The charities are to be administered as one charity in accordance with this scheme. This scheme replaces the former trusts of the charities.

3. Name of the charity

The name of the charity is The Cleeves and Whitehead Trust.

OBJECTS

4. Objects of the charity

The objects of the charity are:

1. the relief of past and present Mark Master Masons of West Yorkshire and their relatives and dependants who are in need, hardship or distress or
2. for the benefit of such charities, charitable institutions and charitable purposes as the trustees think fit.

TRUSTEES

5. Trustees

- (1) There should be not less than 6 and no more than 8 trustees appointed by The West Yorkshire Mark Charity Committee.

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- (3) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the charity).

9. 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) is not an ex officio trustee and is absent without the permission of the trustees from all their meetings held within a period of 6 months and the trustees resolve that his or her office be vacated; or
- (3) gives not less than 1 month's notice in writing of his or her intention to resign (but only if at least 4 trustees will remain in office when the notice of resignation is to take effect).

OFFICERS

10. 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.

11. Secretary or clerk

The trustees may appoint a secretary or clerk. 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

12. Ordinary meetings

- (1) The first meeting after the date of this scheme must be called by Brian Morris Batty or, if he does not do so within 3 months from that date, by any 2 trustees.
- (2) The trustees must hold at least 2 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.

13. 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 19,
- 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 19).
- (4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

14. Quorum

No business may be transacted at a meeting unless at least 4 trustees are present.

15. Voting

- (1) 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.

16. Recording of meetings

The trustees must keep a proper record of their meetings.

17. Trustees to act jointly

- (1) Subject to the exception stated in sub-clause (2) of this clause, the trustees must exercise their powers jointly, at properly convened meetings.
- (2) The trustees may appoint a committee of not less than two of their number to deal with applications for assistance from the charity which cannot await the trustees' next meeting. The decisions of such a committee must be reported to the trustees at their next meeting.

CHARITY PROPERTY

18. 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 endowmentin meeting the proper costs of administering the charity and of managing its assets.
- (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 TRUSTS

19. Amendment of trusts

- (1) The trustees (subject to the provisions of this clause) may from time to time amend the trusts if they are satisfied that it is expedient in the interests of the charity to do so.
- (2) The trustees must not make any amendment which would have the effect directly or indirectly of:
 - (a) altering or extending the purposes of the charity;
 - (b) authorising the trustees to do anything which is expressly prohibited by the trusts of the charity;
 - (c) causing the charity to cease to be a charity at law;
 - (d) altering or extending the power of amendment that is conferred by this clause

- (3) The trustees must obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:
- (a) enabling them to spend permanent endowment or capitalise income of the charity;
 - (b) conferring a benefit of any kind on all or any of the current trustees or their successors;
 - (c) restricting the existing right of any person (other than the trustees) to appoint or remove a charity trustee, or trustee for the charity, or to intervene in the administration of the charity, without the consent of that person;
 - (d) varying the name of the charity.
- (4) An amendment may be made only by a resolution passed at a meeting of the trustees of which not less than 21 days notice has been given. The notice must set out the terms of the proposed amendment.
- (5) The trustees must:
- (a) prepare a written memorandum of each amendment that it makes, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
 - (b) send to the Commissioners a certified copy of the memorandum within three months of the date of the meeting; and
 - (c) retain the memorandum as part of the governing document.

GENERAL PROVISIONS

20. 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.

Commissioners' References:

Sealing: N261(S)
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SCHEDULE

| Name | Term of office |
|------------------------|----------------|
| Brian Emmett | 3 years |
| Eric Alexander Keay | 3 years |
| Edward Keith Patrick | 3 years |
| Ian Dalton Potter | 2 years |
| Duncan Smith | 2 years |
| Ian Wolstencroft | 2 years |
| Terence Edward Dudley | 1 year |
| Roderick Gordon Taylor | 1 year |

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