

# **ATHENÆUM**

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## **WARMINSTER**

**THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES**  
**Under the power given in the Charities Act 1993**  
**order that from today, 14<sup>th</sup> SEPTEMBER 2000,**  
**the following SCHEME will govern the charities previously known as**  
**'Athenaeum Trust' and 'Bleck Memorial Hall'**  
**and now to be known as**  
**THE WARMINSTER ATHENAEUM TRUST**  
**at Warminster, Wiltshire.**  
**Charity Number: 1086353**



This Scheme has been adjudged as not liable to stamp duty.  
Commissioners' References:  
Sealing: W111(S)00  
Case No:160777  
Version: 2.1 (edited to include all revisions – September 2024)

## **1. Definitions**

In this scheme:

- "The area of Benefit" means the area of Warminster and the surrounding neighbourhood served by postal codes BA12 and BA13
- "The Charities" means the Charities identified at the beginning of this scheme.
- "The Charity" means the Charity created by clause 2 of this scheme.
- "The Board" means the Board of Trustees of the charity.
- "The Members" means the Members of the Board (who are the Charity Trustees of the Charity) acting under this Scheme.

## **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 Warminster Athenaeum Trust.

## **4. Objects of the Charity**

1) The objects of the charity are:

- a) to advance education among the inhabitants of the area of benefit; and
- b) in the interests of social welfare to improve the conditions of life of the inhabitants of the area of benefit without distinction of political, religious or other opinions by provision and maintenance of a centre for the community for use by the inhabitants, including use for:
  - (i) meetings, lectures and classes, and
  - (ii) other forms of recreation and leisure-time occupation; and
- c) to further any other charitable purpose for the general benefit of the inhabitants of the area of benefit

2) Subject to the provisions of clause 25 below, the land identified in Part 1 of the Schedule to this Scheme must be retained by the Board for use for the Objects of the Charity.

## **5. Powers of the Board of Trustees**

In addition to any other Powers which they have, the Board may exercise the following Powers in furtherance of the Objects of the Charity:

- 1) Power to acquire or hire property and to maintain and equip it for use. (The property must be needed to further the Objects of the Charity.)
- 2) Power to appoint staff (who must not be Members) and pay them reasonable remuneration, including Pension Provision for them and their dependants.
- 3) Power to provide Indemnity Insurance for the Members out of the funds of the Charity. (The insurance must not extend to:
  - a) any claim arising from any act or omission which:
    - (i) the Members knew to be a breach of trust or breach of duty; or
    - (ii) was committed by the Members in reckless disregard of whether it was a breach of trust or breach of duty or not; and
  - b) the costs of an unsuccessful defence to a criminal prosecution brought against the Members in their capacity as Trustees of the Charity.)
- 4) Power to raise Funds. (The Board must not undertake any permanent trading activity.)
- 5) Power to co-operate with other Charities, Voluntary Bodies and Statutory Authorities. The Board may exchange Information and Advice with them.
- 6) Power to make Rules and Regulations consistent with this Scheme for the management of the Charity.

## **6. Board of Trustees**

- 1) Subject as provided in clause 9, there should be:
  - a) not less than 3 and not more than 5 elected Members; and
  - b) 2 appointed Members appointed by Warminster Town Council.
- 2) The Members of the Board are the managing Trustees of the Charity.

## **7. Elected Members**

- 1) The elected Members must be appointed at the Annual General Meeting.
- 2) To ensure effective succession planning, robust governance and compliance with best practice, Elected Members will hold office for agreed periods of time:
  - a) The initial term of office of Elected Members shall end at the end of the Annual General Meeting following the date on which they came into office.
  - b) If they are re-elected, each Elected Member shall choose the length of term – either 1, 2 or 3 years. The term of office shall end at the end of the Annual General Meeting following this chosen period.
  - c) If an Elected Member has served for more than 9 years, their re-election will be subject to a rigorous review that considers the need for progressive refreshing of the Board.
  - d) Tenure terms of Elected Members are to be clearly recorded in the Trustees' Annual Report.

## **8. Appointed Members**

- 1) Any appointment must be made according to the ordinary practice of the appointing body.
- 2) The appointment will be effective from the later of:
  - a) the end of the Annual General Meeting; and
  - b) the date on which the Board or their secretary or clerk are informed of the appointment.
- 3) The person appointed need not be a Member of the relevant appointing body.

## **9. Co-Opted Members**

The Board may appoint not more than 5 co-opted Members. The appointments must be made at a special meeting of the Board. The appointments will be effective from the end of that meeting until the end of the following Annual General Meeting.

## **10. Independent Board Advisors**

The Board may appoint Independent Board Advisors to provide invaluable knowledge, guidance and advice. Such advisors are not Members and therefore cannot vote in meetings. Their appointment will be effective from the end of that meeting until the end of the following Annual General Meeting.

## **11. New Members**

The Board must give each new Member on their first appointment:

- a) A copy of this Scheme and any amendments made to it;
- b) A copy of the Charity's latest report and Statement of Accounts.

## **12. Register of Members**

- 1) The Board must keep a register of the name and address of every Member and the dates on which their terms of office begin and end.
- 2) Before acting as a Member, every Member must (whether on their first appointment or on any later re-appointment) sign in the register a declaration of acceptance and willingness to act in the Trusts of this Scheme.
- 3) The Board must promptly report any vacancy in the office of appointed Member to the body entitled to fill it.

### **13. Members not to have a Personal Interest**

Except with the prior written approval of the Commissioners no Member 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).

### **14. Termination of Membership**

1) A member will cease to be a member if he or she gives not less than one month notice in writing of his or her intention to resign (but only if at least one third of the total number of members will remain in office when the notice of resignation is to take effect).

<b>Guidance Notes</b>	<b>The Rules</b>
Various events can terminate a Member's Trusteeship:	A Board Member ceases to be a Member if he or she:
(1) s178 of the Charities Act 2011 provides a list of circumstances (e.g. bankruptcy) which disqualify a person from acting as a charity Trustee. It is a criminal offence to act as a Trustee whilst disqualified.	(1) is disqualified under the Charities Act 2011 from acting as a Trustee
(2) To be a Member requires commitment, the Board cannot afford to keep those who do not attend meetings.	(2) is absent from at least fifty per cent of meetings in any period of 6 months and the Board pass a resolution calling upon him/her to resign
(3) Problems might arise if a Member becomes too ill or infirm to be expected to take full responsibility for the role.	(3) in the opinion of a registered medical practitioner, is incapable, whether mentally or physically, of managing his/her own affairs
	Note - this rule is a measure of last resort.

### **15. Chairman**

- 1) At their first meeting in each year after the Annual General meeting the Members must elect one of their number to be Chairman of their meetings.
- 2) The Members 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.

### **16. Secretary and Treasurer**

The Board may appoint a Secretary and Treasurer. The offices may be held by:

- 1) Members (who must not receive any reward for acting and who may be dismissed as Secretary or Treasurer at any time); or
- 2) Some other suitable persons (who may be employed upon such reasonable terms, including terms as to notice, as the Board think fit).

### **17. Ordinary Meetings**

- 1) The Board must hold at least 2 Ordinary meetings in each year.
- 2) Ordinary meetings require at least 10 days' notice.
- 3) The Chairman, or any two Members, may call an Ordinary meeting at any time.

## **18. Special Meetings**

- 1) The Chairman, or any two Members, may call a special meeting at any time.
- 2) Special meetings require at least 7 days' notice, except that meetings to consider the appointment of a co-opted Member require at least 14 days' notice.
- 3) The notice calling a special meeting must include details of the business to be transacted at the meeting.
- 4) A special meeting may, but need not, be held immediately before or after an ordinary meeting.

## **19. Quorum**

- 1) Subject to sub-clause (2) below, no business may be transacted at a meeting unless there are present at least one-third of the total number of Members.
- 2) If there are fewer than one third of the total number of Members in office, the Board may take such action as is required for the purpose of filling vacancies in its number, but it may not do any other business.

## **20. Voting**

- 1) Every matter must be decided by majority decision of the Members present and voting at a duly convened meeting of the Board.
- 2) The Chairman of the Meeting may cast a second or casting vote only if there is a tied vote.

## **21. Recording of Meetings**

The Board must keep a proper record of its meetings. The record must be retained by:

- 1) the Secretary; or
- 2) another suitable person appointed by the Board to do so who must allow the Members access to it.

## **22. Members to act Jointly**

The Members must exercise their powers jointly, at properly convened meetings.

## **23. Annual General Meeting**

- 1) There must be Annual General Meeting of the Trust and this shall occur in the final quarter of each year.
- 2) All inhabitants of the 'area of benefit' of 18 years and upward must be allowed to attend and vote at the meeting. The Board may allow inhabitants who are under 18, or living outside the area of benefit, to attend (but not vote at) the meeting.
- 3) Every Annual General Meeting must be called by the Board.
- 4) Public notice of the Meeting must be given in the 'area of benefit' at least 21 days before the meeting. Those seeking election as Members shall register their intentions 14 days before the Meeting and provide the names of 2 persons (who should live, work or volunteer within the area of benefit) to nominate and second them. Transparency and good practice exclude family relatives from this process. Providing that the Chairman or Secretary has been formally advised that a person wishes to nominate or second a Member, they do not have to be present at the Meeting.
- 5) If a Member has not served before, they should provide a brief document containing relevant skills and experience, together with an indication of areas they intend to develop during their period of tenure. Members may reside outside the area of benefit.
- 6) The Chairman of the Board will chair these Meetings. The persons present must elect one of their number to chair the meeting if the Chairman is not present.
- 7) At the meeting, the Board must present the report and accounts for the last financial year.
- 8) The election of Elected Members shall be managed by a person who is independent to the Board. If more than 5 persons are nominated, votes shall be cast using Ballot Papers to ensure integrity and

transparency. Every matter must be decided by majority decision of those present and voting. The Chairman of the meeting may cast a second or casting vote only if there is a tied vote.

#### **24. Transfer of Property**

The title to the land described in Part 1 of the Schedule to this scheme is transferred by this scheme to the Official Custodian for Charities in Trust for the Charity.

#### **25. Use of Income and Capital**

- 1) The Board must firstly apply:
  - a) the charity's income; and
  - b) if the Board 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 Board must apply the remaining income in furthering the Objects of the Charity.
- 3) The Board 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.

#### **26. Sale of Land**

- 1) Subject to the provisions of this clause, the Board may sell the land identified in Part 1 of the Schedule. (The Board must comply with the restrictions on disposal imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act.)
- 2) The Board may only sell the land if:
  - a) the Board decide that the land is no longer required for use for the Objects of the Charity; and
  - b) the decision to sell is confirmed by a resolution passed at a meeting of the inhabitants of the area of benefit of 18 years and upward. At least 14 days' notice of the meeting, setting out the terms of the resolution, must be given.
- 3) The Board must invest the proceeds of any such sale in Trust for the Charity.
- 4) The Board may apply the income and expendable endowment in furthering the Objects of the Charity and for general charitable purposes for the benefit of the inhabitants of the area of benefit.

#### **27. Amendment of Scheme**

- 1) To ensure that the Trust is
  - (a) managed flexibly and dynamically,
  - (b) operates in good faith,
  - (c) takes account of all relevant factors and
  - (d) complies with the Charity Governance Codethe Board of Trustees shall have the authority to amend this Charity Scheme using 'Statutory Powers' without the need to wait until an Annual General Meeting. Any Resolution must be passed at an Ordinary meeting of the Board by not less than two thirds of the Members of the Board and be highlighted in the Trustees Annual Report.
- 2) The Board may resolve to add the names of other organisations operating in the area of benefit to the list in clause 8 of this scheme. The resolution must be passed at an Ordinary meeting of the Board by not less than two thirds of the Members of the Board.
- 3) The Board must not make any amendment without the prior written approval of the Commissioners which would:
  - a) vary clauses 4 (Objects clause) and 25 (Power to dispose of Property).

