

1. Definitions

In this scheme:

“the charity” means the charity identified at the beginning of this scheme

“the Commission” means the Charity Commission for England and Wales

“the Council” means Fylde Borough Council when acting in its capacity as local authority

“designated land” means land held on trusts which stipulate that it must be used for the purposes of the charity

“the former trusts” mean the Indenture dated 8 October 1917

“the Institute Building” means the property described in the schedule to this scheme

“independent trustee” means a trustee who is not a member or Officer of the Council and who does not have a close association with the Council

“the trustees” means the trustees of the charity acting under this scheme

1A Scheme

This Scheme was made by the Charity Commission on 13 December 2023 and was amended by the Council as the sole trustee on XXXXX.

2. Administration

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

3. Trustee

The trustees of the charity are ~~Fylde the~~ Council and such other persons (if any) as have been appointed using the powers in this scheme ~~is the trustee of the charity.~~

4. Object of the charity

(1) The object of the charity is:

To further or benefit the residents of Lytham and the neighbourhood, without distinction of sex, sexual orientation, race or of political, religious, or other opinions by providing facilities in the interests of social welfare for education, recreation and leisure time occupation, including cultural and art exhibitions, with the objective of improving the conditions of life for the residents.

In furtherance of this object but not otherwise, the trustee shall have power to maintain or manage, or to co-operate with any statutory authority in the maintenance and management of, the Institute Building or other appropriate premises for activities promoted by the charity in furtherance of the above object.

(2) Subject to the provisions of clause 5 (Power to dispose of and replace designated land), the Institute Building is designated land and must be used for the object of the charity.

4A Appointment of trustees

- (1) At any time when the Council is the only trustee, it may appoint additional trustees.
- (2) Apart from the Council and trustees appointed by the Council under paragraph (1) above, every trustee must be appointed by a resolution of the trustees passed at a special meeting called under clause ~~XX~~12 of this scheme,
- (3) All appointments must be made on the basis that the individual's particular skills and/or knowledge will benefit the charity.
- (4) The trustees must make available to each new trustee, on his or her 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.

5. Power to dispose of and replace designated land

- (1) Part 7 of the Charities Act 2011 must be complied with when disposing of designated land.

- (2) Subject to the provisions of clause 6, the trustees have the power to dispose of all or any part of the charity's designated land.
- (3) The designated land disposed of must be replaced with equivalent land to be used for the object of the charity.

6. Independent Trustees

~~(1) This clause 6 applies only if the Council is not exercising its function as trustee by delegating to a committee of the executive comprising a majority of members who are independent of the Council.~~

(12) No decision can be taken about any of the following unless there are at least three independent trustees~~Before any decision is to be taken about:~~

- (a) exercising a power to dispose of all or any part of the charity's designated land;
- (b) exercising a power to amend the object of the charity; and/or
- (c) the charity ceasing to operate

The trustee:

~~(a) must appoint an additional three trustees who are independent from the Council; and~~

~~(b) all appointments must be made on the basis that the individual's particular skills and/or knowledge will benefit the charity.~~

~~(3) The trustee and the independent trustees must make rules and regulations consistent with this scheme for the management of the charity which would include making provisions for calling trustee meetings, trustee terms of office and quorum.~~

7. Conflicts of interests and conflicts of loyalties

(1) If the trustee-Council is acting as a sole trustee then any conflict between the interests of the charity and the interests of the Council and/or the interests of the individual members of the Council on any committee of the Council ~~or any committee of the Council's executive~~ shall be managed in accordance with a conflicts of interest policy to be adopted by the trustee Council under this paragraph taking account of guidance issued by the Commission.

(2) If ~~the trustee is acting jointly with the independent trustees~~there is more than one trustee, any trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (b) absent themselves from any discussions of the trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

8. Eligibility for trusteeship

(1) No-one shall be appointed as a trustee:

- a. If he or she is under the age of 18 years; or
- b. If his or her connection with any company, business, trust or organisation is likely to give rise to a conflict between the interests of that entity and those of the charity on a more than occasional basis; or
- c. If he or she would at once be disqualified from office under the provisions of clause 9 of this scheme.

(2) No-one shall be entitled to act as a trustee until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee of the charity.

9. Termination of trusteeship

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs; or
- (3) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.

10. Ordinary meetings

The trustees must ~~at least~~ hold at least two ordinary meetings each year. One such meeting in each year must involve the physical presence of those trustees who attend the meeting. Other meetings may take such form, including videoconferencing, as the trustees decide, provided that the form chosen enables the trustees to see and hear each other.

11. Calling meetings

The trustees must arrange at each of their meetings the date, time and place of their next meeting, unless such arrangements have already been made. Ordinary meetings may also be called at any time by the person elected to chair meetings or by any two trustees. In that case, not less than ten days' clear notice must be given to the other trustees.

12. Special meetings

A special meeting may be called at any time by the person elected to chair meetings of the trustees or by any two trustees. Not less than four days' clear notice must be given to the other trustees of the matters to be discussed at the meeting. However, if those matters include the appointment of a trustee or a proposal to amend this scheme, not less than 21 days' clear notice must be given. A special meeting may be called to take place immediately after or

before an ordinary meeting.

13. Fylde Council representative

- 1) The Council may nominate any of its members or officers as its representative at meetings of the trustees and may change its nomination at any time.
- 2) The nominated representative of the Council may vote at meetings of the trustees and do any other thing that other trustees could do. Attendance by the nominated representative at any meeting will be counted as attendance by the Council.

14. Chairing of meetings

- 1) The trustees at their first ordinary meeting in each year must elect one of their number to chair their meetings. The person elected shall always be eligible for re-election. If that person is not present within ten minutes of the time appointed for holding a meeting, or if no-one has been elected, or if the person elected has ceased to be a trustee, the trustees present must choose one of their number to chair the meeting.
- 2) The person elected to chair meetings of the trustees shall have no other additional functions except those conferred by this scheme or delegated to him or her by the trustees.

15. Quorum

- 1) Subject to the following provision of this clause, no business shall be conducted at a meeting of the trustees at any time when at least one third of the total number of trustees at the time, or two trustees (whichever is greater) is not present.
- 2) The trustees may make regulations specifying different quorums for meetings dealing with different types of business.

16. Voting

At meetings, decisions must be made by a majority of the trustees present and voting on the question. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question but no trustee in any other circumstances shall have more than one vote.

17. Conflict of interest

A trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- 2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest and including, in the case of the Council, any such interest of either the Council

or of its nominated representative).

(3) Any trustee absenting themselves from any discussions in accordance with sub clause 17(2) must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

18. Minutes

The trustees must keep minutes, in books kept for the purpose or by such other means as the trustees decide, of proceedings at their meetings. In the minutes, the trustees must record their decisions and, where appropriate, the reasons for those decisions.

~~(3) Any trustee absenting themselves from any discussions in accordance with sub clause 7(2) must not vote or be counted as part of the quorum in any decision of the trustees on the matter.~~

198. Use of income and capital

(1) The trusteess must first apply:

(a) the charity's income; and

(b) if the trusteess thinks fit, expendable 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 trusteess must apply the remaining income in furthering the objects of the charity.

(3) The trusteess may also apply expendable endowment for the objects of the charity.

9. Questions relating to the Scheme

The Commission may decide any question put to it concerning:

(1) the interpretation of this scheme; or

(2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

Freehold property known as Lytham Institute at 27 Clifton Street, Lytham St Annes,
Lancashire