



THE BENEVOLENT SOCIETY OF BLUES

RULES OF THE SOCIETY

ADOPTED ON 8 OCTOBER 2022

1. Name of the Society

The name of the Society shall be: The Benevolent Society of Blues.

2. Definitions

In these Rules:

- (a) The Benevolent Society of Blues is referred to as the Society;
- (b) Blue means anyone educated or being educated at Christ's Hospital or a past member of the staff of any department of Christ's Hospital or of the Christ's Hospital Foundation or of the Society, provided that in any case the past member of staff has completed at least ten years' service or such lesser period as the Board shall consider appropriate in an individual case;
- (c) The Board means the Board of Directors elected under these Rules and Director means a member of the Board;
- (d) Member means a member of the Society;
- (e) Secretary is a reference to the Secretary of the Society appointed under these Rules;
- (f) AGM means an Annual General Meeting of the Society, SGM means a Special General Meeting of the Society and General Meeting is a reference to either an AGM or an SGM;
- (g) Committee means a committee established by the Board under these Rules; and
- (h) Statutes means the laws, regulations and recommended accounting standards in force from time to time governing charities and the maintenance of proper books and records, the preparation of the annual report and accounts and the provision of information to Members and others.

3. Membership of the Society

- (a) Membership of the Society is limited to individuals who are a Blue.
- (b) The Board may at any time suspend or withdraw membership of the Society from a Member and need not give reasons for so doing.
- (c) A person who is not eligible to be a Member may register as a Friend of the Society, provided that they meet such requirements relating to subscriptions and other conditions as the Board may from time to time specify.
- (d) A Friend of the Society shall, on request, be kept informed of the Society's activities and shall be entitled to attend any General Meeting and to participate in discussions but shall not be entitled to vote.

4. The aim and objects of the Society

- (a) The aim of the Society is to identify, help and support any person who is eligible to receive assistance under the Society's objects.
- (b) The Society's objects are to assist Blues, their parents, spouses, civil partners, widows, widowers, surviving civil partners, children and dependants, who in any case are in conditions of need, hardship or distress. Such assistance may be given by way of or towards the provision of all or any of the following:
 - (i) allowances, pecuniary or other gifts, grants, interest-free loans, accommodation and material goods;
 - (ii) for persons who were educated at Christ's Hospital, grants or interest-free loans for educational purposes or for other career development purposes or to enable them to undertake projects of a limited period that are likely to assist in their career or personal development;
 - (iii) for pupils at Christ's Hospital, support grants for travelling or other purposes. Assistance under this heading may be given either in individual cases or through grants made by the Society to funds or accounts controlled and administered by Christ's Hospital and which are established for similar purposes;
 - (iv) for pupils at Christ's Hospital, assistance to enable them to participate in activities of a sporting, cultural or academic nature; and
 - (v) providing funds to enable children who are close relations or dependants of a person who was educated at Christ's Hospital to be educated at Christ's Hospital.

5. Annual subscription

- (a) Membership of the Society is subject to the payment of an annual subscription. At the request of the Board the amount of the annual subscription may be varied by the Members at an AGM. The Board may at its discretion waive or vary the subscription payable in individual cases.

6. Election of a President and the nomination and election of Directors

- (a) The Members present at an AGM shall elect, from amongst the Members, a President who shall be entitled to preside at any General Meeting. The President shall not, by virtue only of this appointment, be entitled to attend meetings of the Board or of any Committee.
- (b) The Members present at a General Meeting shall elect, from amongst the Members, Directors to serve on the Board.
- (c) The Board shall consist of at least eight but not more than twelve Directors.

- (d) Any Member wishing to nominate a candidate for the office of Director shall send the name of that candidate to the Secretary, together with that candidate's consent in writing to serve as a Director, at least six weeks before the relevant General Meeting. Notification of such nomination shall be forwarded to members not less than two weeks before the General Meeting at which the election shall take place.
- (e) A Director may retire as such at any time on giving written notice to the Secretary.
- (f) A Director who has completed twelve years' continuous service shall retire at the AGM next occurring after the expiry of that twelve year tenure of office and shall not be eligible for re-election for at least one calendar year. No person shall serve on the Board as a Director for, in total, more than twenty four years.
- (g) A Director who has not attended at least one meeting of the Board for one calendar year shall retire as a Director and shall not be eligible for co-option or re-election to the Board for at least one calendar year.
- (h) A Director who has served for three calendar years since they were last elected shall retire at the AGM next occurring after the expiration of the three year period and shall immediately be eligible for re-election.
- (i) The Board may at any time co-opt up to two persons to fill a vacancy or otherwise to serve as a Director. A person co-opted under this paragraph may participate in all discussions of the Board and may vote at meetings of the Board. A Director appointed under this paragraph shall retire at the General Meeting next occurring and shall immediately be eligible for re-election.

7. Business of the Society

- (a) The business of the Society shall be managed by the Board.
- (b) The Board may exercise all powers of the Society and do on behalf of the Society all acts that may be exercised and done by the Society, other than those required by these Rules to be exercised or done by the Society in General Meeting. No regulation made by the Society in General Meeting shall invalidate any prior act of the Board which was valid before the regulation was made.

8. The Board

- (a) The Board shall conduct its business in accordance with any Standing Orders as it from time to time approves.
- (b) The Directors shall elect a Chairman and a Deputy Chairman of the Board and shall determine the period for which they will hold office.
- (c) Meetings of the Board shall be held not less than four times each calendar year.
- (d) The Chairman or the Deputy Chairman may at any time, and on the requisition of any three Directors the Secretary shall, summon a meeting of the Board.

9. Committees

- (a) The Board may establish one or more Committees for managing the business of one or more parts of the business of the Society and may delegate to a Committee any of the powers, authorities and discretions vested in the Board.
- (b) A Committee shall not itself delegate powers, authorities and discretions delegated to it under paragraph 9(a).
- (c) The Board shall appoint the members of all Committees established under paragraph 9(a). Persons appointed may include those who are not Directors. Subject to these Rules, appointments to a Committee may be made upon such terms and subject to such conditions as the Board thinks fit. Every person appointed to a Committee shall be a full member of that Committee and may participate in discussions of that Committee and may vote at meetings of that Committee.
- (d) The Board may at any time remove any person appointed to a Committee and may annul, remove or vary any delegation made to a Committee but the action of anyone who has not received notice of the removal, annulment or variation of any delegation and has acted within the delegated power in good faith shall be regarded as valid.
- (e) Every Committee shall have a Chairman and Deputy Chairman who shall each be a Director and who shall be appointed by the Board to these positions. The Board shall determine the period for which they will hold office.
- (f) A Committee shall consist of at least six but no more than twelve persons. The number of Directors appointed to any one Committee shall not exceed eight in number.
- (g) In addition to those appointed to be members of a Committee, the Chairman, Deputy Chairman and Treasurer of the Society shall, ex officio, be entitled to receive notice of and to attend, participate in and vote at a meeting of a Committee.

- (h) If any Director present at a meeting of a Committee considers that a decision made by that Committee is not in accordance with the powers, authorities and discretions delegated to that Committee under paragraph 9(a), that Director may refer the decision to a meeting of the Board for a determination. The referral of a Committee's decision under this paragraph can only be made if the intention to refer is communicated to the Committee at the time that the decision is made.
- (i) If the intention to refer a decision by a Committee is properly given in accordance with paragraph 9(h), the Director concerned shall refer the decision to the Secretary as soon as practicable and the Committee shall not take any action in relation to the decision until such time as the Board has made a determination and communicated this to the Chairman of the Committee. The Board may make such determination as it thinks fit and such determination will be treated as final.
- (j) A member of a Committee may retire as such at any time on giving written notice to the Secretary.
- (j) A person who has completed twelve years' continuous service as a member of a Committee shall retire from that Committee on the expiry of that 12 year tenure of office and shall not be eligible for re-appointment for at least one calendar year. No person shall serve as a member of any Committee for, in total, more than twenty four years.
- (k) A person who has not attended at least one meeting of a Committee for one calendar year shall retire as a member of that Committee and shall not be eligible for re-appointment to that Committee for at least one calendar year.
- (l) All proceedings of a Committee shall be fully reported to the next available meeting of the Board.

10. Provisions applicable to all meetings of the Board and of Committees

- (a) At a meeting the Chairman of the Board or Committee or, in their absence the Deputy Chairman of the Board or Committee, shall preside and, in the absence of both, a chairman for that meeting shall be chosen from amongst those attending the meeting.
- (b) A meeting shall consist of a conference between those attending, some or all of whom may be in different places provided that each person who participates is able to hear each of the other participants addressing the meeting and, if they wish, to address all of the other participants simultaneously.
- (c) Questions arising at any meeting shall be determined by consensus or by a majority of votes cast by those participating in the meeting. In the case of equality of votes the chairman of the meeting shall have a second casting vote.
- (d) At least fourteen days' clear notice shall be given of every meeting.
- (e) All notices calling a meeting and all papers to be considered at a meeting may be sent either by first class post or by electronic means to the postal or email address as notified from time to time to the Secretary.

- (f) The quorum necessary for the proper conduct of business shall be at least one half of those entitled to attend the meeting, subject to a minimum of four.
- (g) A meeting may meet and adjourn, as it thinks proper, provided that there must always be a Director present at a meeting of a Committee.
- (h) Minutes shall be prepared of every meeting and shall, at the meeting next held, be confirmed (if necessary after agreed amendments have been made) to be a true record.
- (i) On reasonable notice to the Secretary, any Director may inspect the minutes of meetings of the Board or of any Committee, and any member of a Committee may inspect the minutes of meetings of that Committee.
- (j) All actions and decisions taken at any meeting shall be valid, notwithstanding that it is subsequently discovered that there was some defect in the appointment of a Director or Committee member or that a Director or Committee member was disqualified for any reason.
- (k) For any urgent issues, the Board or a Committee may take decisions and put them into effect without a formal meeting having been called or held, provided that the Secretary has received the agreement to each decision of at least two-thirds in number of the members of the Board or Committee. Any decisions made under this paragraph shall be reported to the next available meeting.

11. Holding Trustees

- (a) Subject to the provisions of clause 11(c) the Board shall cause the title of all land held by or in trust for the Society (which is not vested in the Official Custodian for Charities) and all investments held by or on behalf of the Society to be vested in not fewer than three individuals appointed by the Board as Holding Trustees. Every Holding Trustee must be a Member. Holding Trustees may at any time be removed by the Board.
- (b) Holding Trustees shall act in accordance with the lawful directions of the Board. Holding Trustees shall not be responsible for the acts and defaults of the Board or any Director.
- (c) The Board may permit any investments held by or in trust for the Society to be held as nominee for the Society by and in the name of a clearing bank, trust corporation, stockbroking company or mutual fund manager, provided that in each case:
 - i. such nominee shall have been specifically approved by the Board; and
 - ii. the Board is satisfied that the proposed nominee is subject to an appropriate regulatory regime within the United Kingdom.
- (d) The Board shall fix the reasonable and proper remuneration of any nominee appointed under paragraph 11(c).

12. Accounting records and annual report and accounts

- (a) The Directors shall ensure that the accounting records of the Society are maintained at all times in accordance with the Statutes.
- (b) The Board shall be responsible each year for the preparation of an annual report and the accounts of the Society.
- (c) The annual report and accounts shall be prepared in accordance with the Statutes and the Board shall arrange for the accounts to be subject to an audit.
- (d) Copies of the most recent audited report and accounts together with such other reports and information as are required by the Statutes shall be available for inspection by Members at each AGM and upon reasonable notice being given to the Secretary.

13. Auditors

- (a) The Board shall each year nominate Auditors who are qualified to act under the Statutes and such nomination shall be placed before the Members for their approval at each AGM.
- (b) The Board shall fix the remuneration of the Auditors.

14. Secretary, Treasurer and School Liaison Officer

- (a) The Board shall from time to time appoint a Secretary and a Treasurer of the Society.
- (b) The Board may from time to time appoint a School Liaison Officer.
- (c) The Board shall agree the duties to be performed, and where appropriate the terms of employment, of persons appointed under paragraphs 14(a) and 14(b).
- (d) Persons appointed under paragraphs 14(a) and 14(b) shall be entitled to attend meetings of the Board and of Committees and may participate in discussions but shall not, by virtue only of their appointment under these paragraphs, be entitled to vote.

15. Payments to Officers

- (a) Every office in the Society, save that of Secretary and any other paid assistance which the Board shall authorise, shall be performed without remuneration.
- (b) Directors and any persons co-opted under paragraph 6(j) or appointed under paragraphs 14(a) and 14(b) may be reimbursed by the Society for any expenses reasonably incurred in or about the business of the Society.

16. Bank accounts

- (a) Bank accounts shall be kept at such bank or banks as the Board may determine in the name of “The Benevolent Society of Blues”.
- (b) The Board shall ensure that all banks keeping the Society’s bank accounts are subject to an appropriate regulatory regime within the United Kingdom.
- (c) All money received on behalf of the Society shall be paid promptly into the appropriate bank account.
- (d) All payments shall be made by cheque or by recognised bank transfer systems. Cheques and bank transfer forms shall be signed by any two of the Treasurer, the Secretary, and other Directors authorised by the Board provided that documents initiating payments for sums not exceeding £500 (or such other amount as the Board may from time to time resolve) may be signed by any one of such persons.

17. Investments and insurance

- (a) In accordance with the general power of investment contained in the Trustee Act 2000, the Society’s monies may be invested in such stocks, shares, funds, property or other alternative investments of whatever nature and wherever situate as the Board or a Committee (vested with the appropriate powers, authorities and discretions) shall determine, and such investments may be applied to achieve the aim and the objects of the Society.
- (b) The Board may appoint any person, firm or company to act as an investment adviser and may grant discretionary management authority to any such adviser within parameters determined by the Board or a Committee (vested with the appropriate powers, authorities and discretions), provided always that the Board or Committee as the case may be is satisfied that the appointee under this paragraph is subject to an appropriate regulatory regime within the United Kingdom. The Board shall fix the remuneration of any person appointed under this paragraph.
- (c) The Board may, for the benefit of the Society, purchase or maintain such insurance (including Directors & Officers Insurance) as it shall from time to time consider appropriate to safeguard the assets and interests of the Society, provided that no insurance shall be purchased or maintained which would constitute a personal benefit for all or any of the Directors, or persons co-opted to the Board or appointed to a Committee.

18. General Meetings of the Society

- (a) An AGM shall be held on a date fixed by the Board, being a date not more than 18 months after the date of the immediately preceding AGM.
- (b) General Meetings shall, if possible, be convened so that Members may, if they so wish, attend in person. If the Board considers that external circumstances exist such that, for a particular General Meeting, personal attendance by Members generally will be impracticable, the Board may make arrangements for that General Meeting to take place with some or all of the participants in different places. The arrangements must be made so that each person who participates is able to hear each of the other participants addressing the meeting and, if they wish, to address all of the other participants simultaneously.
- (c) The business of an AGM shall include the election of the President and Directors, receiving the annual report and accounts, approving the appointment of auditors and any other business that the Board thinks fit.
- (d) The Chairman or any three Directors may at any time, and on the receipt of a written requisition by at least ten Members the Secretary shall, call an SGM.
- (e) At least twenty one clear days' notice shall be given of a General Meeting. Notice of a General Meeting shall be accompanied by a statement of the business to be considered at the meeting.
- (f) Ten Members present shall constitute a quorum at a General Meeting.
- (g) At a General Meeting, if the President does not wish to take the Chair, the Chairman or, in the absence of the Chairman, the Deputy Chairman shall preside. If neither is available to preside, a chairman for that meeting shall be chosen by those Members present.
- (h) Questions arising at a General Meeting shall be determined by a majority of votes of those Members present, and in the case of equality of votes the chairman of the meeting shall have a second casting vote.
- (i) All General Meetings shall be properly minuted and such minutes shall be available for inspection by any Director.
- (j) Board Minutes for all meetings of the Board held since the previous General Meeting and the most recent annual report and accounts shall be available for inspection by members at every General Meeting. A Member who requires the production of further records shall give seven days' clear notice in writing of their requirements. Nothing shall be made available which contains any information relating to the financial or other private circumstances of any person who has sought or received assistance from the Society or which otherwise would cause the Society not to comply with its obligations under all applicable data protection law, regulation or best practice.

19. Governorships of Christ's Hospital

- (a) In furtherance of the aim and objects of the Society, the Board may resolve to cause the Society to make such payment as it thinks fit to establish one or more Governorships at Christ's Hospital.
- (b) If the Society is invited to nominate a Donation Governor at Christ's Hospital, then the Board shall select such nominee as they consider appropriate for approval by the Court of Governors of Christ's Hospital. Each person so appointed as a Donation Governor shall give a written undertaking to the Society to exercise the privileges of Donation Governor in accordance with the wishes of the Board.

20. Revisions to these Rules

- (a) These Rules shall not be revised, amended or repealed, nor any new Rule established, except in accordance with a resolution passed at a General Meeting.
- (b) No alterations shall be made to these Rules which would cause the Society to cease to be charitable in law.