

# **WHEELHOUSE SQUARE FLATS ALMSHOUSE CHARITY**

Registered Charity No 226209



**WHEELHOUSE SQUARE FLATS  
SCHEME  
(March 2023)**

## **Charities**

The Almshouse Charity of George Wheelhouse comprised in a declaration of trust dated the 6 January 1865 and Schemes of the Charity Commissioners of the 21 August 1914 and the 24 May 1967.

The Charity of John Hugill administered in connexion therewith founded by will proved at York on the 8 June 1942.

### **Governing Document**

Governing document sealed 15 March 1973.

### **Amendments to Governing Document**

Scheme of amendment ordered 23 July 2002

Resolution of Trustees dated 6 July 2016

Resolution of Trustees dated 21 July 2021

Resolution of Trustees dated 29 March 2023

***Please note that this document consolidates the amendments made to the Governing Document for ease of reference and is not intended to replace the Governing Document or the amendments made to the Governing Document.***

## **1 Administration of Charity**

The above mentioned Charities and the property thereof specified in the Schedule hereto and all other property (if any) of the Charities shall be administered and managed together as one Charity subject to and in conformity with the provisions of this Scheme under the title of the Wheelhouse Square Flats (hereafter referred to as the Charity) by the body of Trustees hereinafter constituted.

## **2 Investment of Cash**

The mortgage specified in the Schedule shall be transferred into the name of the Official Custodian for Charities. Sums of cash at any time belonging to the Charity and not needed for immediate working purposes shall be invested in the name of the said Official Custodian unless the Charity Commissioners otherwise direct.

## **3 Number of Trustees**

There shall be 8 trustees or such other number as the Trustees shall from time to time determine (but not so that the numbers of Trustees shall ever be less than 4) appointed in accordance with clause 4.

#### **4 Appointment of Trustees**

- (1) The appointment of a trustee must be made by the Trustees at a Special Meeting called under clause 15.
- (2) An appointment may but need not be made before the date on which the term of office of an existing Trustee comes to an end to take effect on that date. In these circumstances:
  - (a) the appointment may not be made more than 3 months before the date on which the existing Trustee's term of office is due to end; and
  - (b) any Trustee whose term of office is about to come to an end must not vote in favour of their own re-appointment.
- (3) Each appointment must be for a term of 4 years.

#### **5 New Trustees**

The Trustees must give to each new Trustee on their first appointment:

- (1) a copy of this Scheme and any amendments made to it;

- (2) a copy of the Charity's latest report and statement of accounts.

## **6 Register of Trustees**

The Trustees must keep a register of the name and address of every Trustee and the dates on which their terms of office begin and end. Every Trustee must sign the register before acting as a Trustee whether on their first appointment or on any later re-appointment.

## **7 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 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).

## **8 Recording of meetings**

The Trustees must keep a proper record of their meetings.

## **9 Trustees to act jointly**

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

## **10 Powers of the Trustees**

In addition to any other powers which they have the Trustees may exercise the following powers in furtherance of the objects of the Charity:

- (1) Power to appropriate and use the properties identified in the Schedule to this Scheme for the objects of the Charity.
- (2) Power to make reasonable regulations consistent with this Scheme for the management of the homes and social room and the welfare of the residents.

## **11 Chairman**

- (1) At their first ordinary meeting in each calendar 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 or Vice Chairman if appointed is not present or the offices of Chairman and Vice Chairman are vacant.

## **12 Vice Chairman**

- (1) At their first ordinary meeting in each year the Trustees may elect one of their number to be vice chairman of their meetings.
- (2) At a meeting in the absence of the Chairman the Vice Chairman will chair the meeting.

## **13 Secretary**

The Trustees may appoint a Secretary. The office may be held by:

- (1) a Trustee (who must not receive any reward for acting and who may be dismissed as Secretary 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).

## **14 Ordinary Meetings**

- (1) The Trustees must hold at least 4 Ordinary Meetings in each 12 month period.
- (2) Ordinary Meetings require at least 10 days' notice.
- (3) The Chairman, Vice Chairman or any 2 Trustees may call an Ordinary Meeting at any time.
- (4) Where practicable one Ordinary Meeting in each year must involve the physical presence of those Trustees who attend the meeting otherwise Ordinary Meetings may take such form including video conferencing as the Trustees may from time to time determine provided that the form chosen enables the Trustees both to see and hear each other.

## **15 Special Meetings**

- (1) The Chairman, Vice 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 Trustee, or
  - (b) the amendment of this Scheme under clause 43require 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 43).
- (4) A Special Meeting may but need not be held immediately before or after an Ordinary Meeting.
- (5) A Special Meeting may take such form including video conferencing as the Trustees may from time to time determine provided that

the form chosen enables the Trustees both to see and to hear each other.

**16 Quorum**

No business may be transacted at a meeting unless at least 4 Trustees are present whether in person or remotely.

**17 Voting**

- (1) Every matter must be decided by majority decision of the Trustees present either in person or remotely and voting at a duly convened meeting of the Trustees.
- (2) The chairman of the meeting whether present in person or remotely may cast a second or casting vote only if there is a tied vote.

**18-20 These clause numbers are no longer in use**

**21 Erection of Flats**

With the approval of the Commissioners the Trustees may defray the cost of erecting eight further flats and a social room for the use of residents of the Charity out of the property of the Charity upon such terms as to the recoument of capital expended and otherwise

as the Commissioners by further Order or Orders provide.

## **22 Expenses of management**

The Trustees shall first defray out of the income of the Charity the cost of repairs and insurance and all other charges and outgoings payable in respect of the property of the Charity and all the proper costs charges and expenses of and incidental to the administration and management of the Charity.

## **23 Reserve fund**

- (1) The Trustees shall establish and maintain the following reserve funds:
  - (a) an Extraordinary Repair Fund to be used by them for the extraordinary repair improvement or rebuilding of the homes; and
  - (b) a Cyclical Maintenance Fund to be used by them for the ordinary repair and maintenance of the homes.
- (2) They must use the Charity's income to do so and they must invest the funds in trust for the Charity.

- (3) The Trustees must keep the size of the funds under review in the light of the demands which may be made upon the funds.

**24 Benefit of residents**

Subject to the payments aforesaid the Trustees shall apply the income of the Charity for the benefit of the residents of the Charity or any of them in such manner as the Trustees think fit from time to time.

**25 Flats and social room**

The flats from time to time belonging to the Charity and the property occupied therewith and the social room to be erected as hereinbefore mentioned shall be appropriated and used for the benefit of residents of the Charity in conformity with the provisions of this Scheme.

**26 Saving for existing residents**

Appointments of residents under this Scheme shall be made without prejudice to the interests of the existing residents.

**27 Qualification of residents**

The residents shall be persons of limited means resident in the Borough of Scarborough with a preference for persons who were born in the said Borough.

## **28 Contributions**

The Trustees may make it a condition of appointing a resident that the resident must:

- (1) contribute a weekly sum (which must not cause the resident hardship) towards the cost of maintaining the homes and essential services in them; and
- (2) contribute towards the cost of lighting and heating the homes.

## **29 Applications for appointment**

- (1) The Trustees must give public notice of a vacancy in the homes unless:
  - (a) the person to be appointed has been a resident; or

- (b) notice has been given in the last 12 months.
- (2) Before making an appointment the Trustees must:
  - (a) decide how applications are to be made to them;
  - (b) consider the suitability of each applicant;
  - (c) arrange for at least one of the Trustees or an officer of the Charity to meet the person to be appointed unless they consider that special circumstances make this unnecessary.
- (3) The Trustees may in exceptional circumstances appoint a resident who lives outside the area of benefit but is otherwise qualified. The Trustees must record in the record of their meetings the nature of the exceptional circumstances justifying the appointment. The number of residents appointed under this sub-clause must not exceed one third of the number of residents at any one time.

### **30 Records**

The Trustees must keep records of:

- (1) the date of each vacancy and the reason for it;
- (2) the names of persons who have applied for appointment;
- (3) the name and age of every resident and the date of their appointment.

### **31 Occupation of homes**

- (1) The Trustees must set out in writing the terms on which a resident occupies their home. A copy of the document recording the terms of occupation (which may take the form of a letter of appointment) must be signed by the resident as evidence of their acceptance.
- (2) The terms must include:
  - (a) a requirement that neither the resident nor any relation or guest of theirs will be a tenant of the Charity or have any legal interest in the home;
  - (b) a requirement that the resident must live in the home and not be absent from

it, without the Trustees' permission for more than 28 days in any year;

- (c) a requirement that without the Trustees' permission the resident must not:
  - (i) allow anyone to share the home with them; or
  - (ii) give up possession of it;in whole or in part;
- (d) a power for the Trustees to require the resident to move temporarily or permanently to another home;
- (e) a power for the Trustees to end the resident's appointment at any time for the reasons mentioned in clause 32 of this Scheme; and
- (f) such other provisions as the Trustees think necessary for the effective running of the homes for the benefit of the residents generally.

## **32 Termination of appointments**

The Trustees may terminate the appointment of any resident who:

- (1) was appointed without the necessary qualifications or no longer has the necessary qualifications; or
- (2) persistently breaches the regulations referred to in clause 10(2) of this Scheme; or
- (3) is no longer suited to be a resident by reason of illness or disability.

**33-35 These clause numbers are no longer in use**

**36 Warden**

The Trustees may appoint a warden to perform such duties as may be necessary for the superintendence and care of the residents at such reasonable salary and upon such reasonable terms as to notice within the limits permitted by law and otherwise as they think fit and may allot to the warden one of the flats for use as a residence while holding office.

**37-39 These clause numbers are no longer in use**

**40 Trustees not to be personally interested**

Benefits and payments to Trustees and connected persons:

### **(1) General provisions**

No Trustee or connected person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission ('the Commission'). In this clause a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

(a) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.

(b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to, the conditions in, section 185 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by Trustee or connected person.

(d) A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other

terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

### **(3) Payment for the supply of goods only – controls**

The Charity and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity;

(b) The amount or maximum of the payment for the goods in question does not exceed what is reasonable in the circumstances for the supply of the goods in question;

(c) The other Trustees are satisfied that it is in the

best interests of the Charity to contract with the supplier rather than someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;

(d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;

(f) The reason for their decision is recorded by the Trustees in the minute book; and

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 28.

**(4) In sub-clauses (2)-(3) of this clause:**

(a) 'Charity' shall include any company in which the Charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees to the board of the company.

(b) In sub-clauses (2) and (3) of this clause 'connected person' includes any person within the definition set out in clause 33 (Interpretation)

#### **41 Charity not to relieve public funds**

Income of the Charity shall not be applied in relief of rates taxes or other public funds but may be applied in supplementing relief or assistance provided out of public funds.

#### **42 Questions under the Scheme**

Any question as to the construction of this Scheme or as to the regularity or the validity of any acts done or about to be done under this Scheme shall be determined by the Commissioners upon such application made to them for the purpose as they think sufficient.

### **43 Power to amend existing governing document**

- (1) Subject to the provisions of this clause the Trustees may amend the provisions of the Governing Document.
- (2) Any amendment must be made by a resolution passed at a Special Meeting of the Trustees. The notice of the Special Meeting must include notice of the resolution setting out the terms of the amendment proposed.
- (3) The Trustees must not make any amendment which would:
  - (a) vary this clause;
  - (b) vary clauses 21, 22, 24, 25 and 26 of the Governing Document;
  - (c) confer a power to dissolve the Charity;
  - (d) enable them to spend permanent endowment of the Charity.
- (4) The Trustees must obtain the prior written approval of the Commissioners before making any amendment which would:

- (a) vary clause 23 of the Governing Document;
  - (b) vary clause 40 of the Governing Document (Trustees not to be personally interested);
  - (c) vary the name of the Charity.
- (5) The Trustees must:
- (a) promptly send to the Commissioners a copy of any amendment made under this clause; and
  - (b) keep a copy of any such amendment with the Governing Document and this Scheme

## **SCHEDULE**

### **1. Almshouse Charity of George Wheelhouse**

Land containing 4,557 square yards or thereabouts situate in the Borough of Scarborough having a frontage to Dean Road with the buildings thereon known as the Wheelhouse Square Flats.

The following investments in the name of the Official Custodian for Charities:

£700 3.5% War Stock.

£258.64 Nottingham Corporation 3% Stock.

148 Income Shares in the Charities Official Investment Fund

£3,000 Borough of Scarborough 8.5% Mortgage Loan standing in the names of Millicent Fairhurst Woods and John Charles Parkinson representing accumulations of income.

The following sums of cash being accumulations of income:

£2,000 cash on deposit at the branch of the York County Savings Bank at 78 Newborough in the Borough of Scarborough (Repair Fund)

£65.43 cash on deposit at the said branch of the said bank.

£2,458.07 cash on deposit at the said branch of the said bank (Special Investment Department)

## **2. Charity of John Hugill**

£544.26 3.5% War Stock standing in the name of the said Official Custodian.

£61.44 cash on current account at the branch of Midland Bank Limited at 33 St. Nicholas Street in the Borough of Scarborough.

This Schedule is made up to the 1 March 1973

### **Notes**

- (1) The above-mentioned land is vested in the Official Custodian for Charities by virtue of an Order of the Commissioners of the 26 September 1893 as affected by the provisions of the Charities Act 1960.
- (2) As at the 1 March 1973 the sum of £3,602.52 was outstanding on overdraft on the current account of the Charity numbered 1 above at the said branch of the Midland Bank Limited in accordance with the authority of an order of the Commissioners of the 19 January 1973.