

**E** LIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

**WHEREAS** His Majesty King George the Fifth in the year of our Lord One thousand nine hundred and twenty-two by Royal Charter dated the second day of May in the twelfth year of His Reign (hereinafter referred to as "the principal Charter") constituted a Body Corporate by the name of "The Royal Naval Benevolent Trust (Grand Fleet and Kindred Funds)" (hereinafter referred to as "the Trust"):

**AND WHEREAS** the principal Charter was amended by Supplemental Charters dated the eighteenth day of December One thousand nine hundred and fifty-seven, the twenty-ninth day of January One thousand nine hundred and fifty-nine, the twenty-eighth day of November One thousand nine hundred and sixty-two, the fourth day of December One thousand nine hundred and sixty-nine and the thirteenth day of December One thousand and seventy-three:

**AND WHEREAS** it has been represent unto Us by the Central Committee of the Trust and approved by Admiralty Board of the Defence Council that for the purpose of improving the administration and further the objects of the Trust it is expedient that certain further variations should be made in the provisions of the principal Charter:

**NOW KNOW YE** that We, by virtue of Our Prerogative Royal and of all other powers enabling Us in that behalf have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

1. All such persons as shall pursuant to this Our Charter be for the time being members of the Central Committee hereinafter mentioned are hereby created and henceforth forever shall be one body politic and corporate by the name of "The Royal Naval Benevolent Trust (Grand Fleet and Kindred Funds)" (hereinafter call "the Trust") for such objects and purposes as hereinafter appear and by the same name and style shall have perpetual succession and a Common Seal with power to break alter or renew and make regulations as to the use of the same at their discretion and by and in the same name and style may sue and be sued in any Court or Place of Judicature with the Dominions of Us Our Heirs and Successors.

**FIFTH SUPPLEMENTAL CHARTER**

The principal Charter, as amended by the Fifth Supplemental Charter and further amended by Order in Council approved by Her Majesty, Queen Elizabeth the Second dated the eighth day of July Two thousand and nine, shall henceforth be read as though Articles 2 to 53 of the principal Charter inclusive were deleted and the following were substituted therefor:

**OBJECTS**

2. The beneficial objects for which the Trust is established and incorporated are:

- (1) To provide or assist in the provision of relief in cases of necessity or distress to those who have served or are serving in Our Naval Forces (see Article 34 (1)) in the rate or rank up to and including that of Warrant Officer.
- (2) To provide or assist in the provision of training for such persons in order that they may

obtain suitable employment after leaving the Service.

- (3) To provide or assist in the provision of the care, maintenance, training and welfare of the families and dependants of such persons, in cases of necessity or distress.

### **POWERS**

3. In furtherance of the above objects, the Trust may without prejudice to the powers by law vested in the Trust by virtue of its incorporation by this Our Charter, in furtherance of the objects but not otherwise the trustees may exercise any of the following powers:

- (1) Apply and dispose of the capital and income of the moneys, stocks, funds, shares, securities, or properties from time to time in the hands or under the control of the Trust in accordance with any binding scheme or schemes or trusts affecting the same at the time when the same were taken over or thereafter affecting the same under any subsequent scheme or schemes of the Charity Commission or Order of the Court and so far and so long as the capital and income thereof may not be affected by any such scheme or schemes, trusts or Order then for all or any of the primary beneficial objects of the Trust.
- (2) Establish and support or aid in the establishment or support of any charitable associations or institutions in any way connected with the primary beneficial objects of the Trust as the Trust may think fit and to subscribe or guarantee money for charitable purposes in any way connected with such objects.
- (3) Give financial support to other organisations as the Trust thinks fit, whose objects correspond to the primary beneficial objects of the Trust; provided that no grant shall be made to any organisation for its general purposes, nor shall grants be made to any organisation, either wholly or partly, for promoting political or religious objects.
- (4) Formulate and administer any scheme for the use of any moneys or other property under the control of the Trust and the income therefrom, for all or any of the primary beneficial objects of the Trust so far as such moneys, property and income are not affected by any other binding scheme, trust or order.
- (5) Allocate, appropriate and apply any part of the capital or income of any moneys or other property under the control of the Trust to all or any of the primary beneficial objects or to the purposes of any scheme formulated by the Trust for all or any of the primary beneficial objects of the Trust, so far as such capital and income is not affected by any other binding scheme, trust or order.
- (6) Accept and administer any funds, property, gifts or trusts for the general objects, or any special object or objects, of the Trust.
- (7) To give any guarantees or indemnities to any person or persons, corporation or body transferring any property to the Trust and to compromise all disputes or differences between any such person or persons, corporation or body and the Trust on such terms as the Central Committee shall in its absolute discretion think fit.
- (8) To purchase, lease or otherwise acquire any offices, properties, lands and hereditaments for the purposes of the Trust.
- (9) To construct or alter any offices, properties or works for the requirements and purposes of the Trust.

- (10) Subject to the consents required by law, to manage, mortgage, sell, lease or otherwise dispose of all or any part of the charity's property.
- (11) Subject to the consents required by law, to borrow money and to charge the whole of any part of the Trust Fund with repayment of the money borrowed.
- (12) To raise funds and invite and receive contributions; provided that in raising funds the trustees shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations.
- (13) To invest the Trust Fund and any part thereof in the purchase of, or at interest upon, the security of such stocks, funds, shares, securities or other investments of whatsoever nature and wheresoever situate as the Trustees in their discretion think fit but so that the Trustees:
  - (a) shall exercise such power with care and prudence,
  - (b) shall not have power under this clause to engage in trading ventures,
  - (c) shall have regard to the need for diversification of investments to minimise investment risk while remaining mindful of the need to maximise income to the Trust and
  - (d) shall review the investment policy and delegation arrangements annually.
- (14)
  - (a) To appoint investment managers for the Trust who are either an individual or a company or a firm of repute with at least fifteen years of experience in investment management and who are authorised within the meaning of the Financial Services and Markets Act.
  - (b) May delegate to any investment manager so appointed power to buy and sell investments on behalf of the Trust in accordance with the investment policy laid down.
  - (c) Where the Trust makes any delegation under these provisions it shall:
    - (i) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager(s),
    - (ii) ensure that the Trust is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him or her of his or her delegated authority,
    - (iii) review the appointment(s) annually and
    - (iv) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trust shall decide and as are consistent with these provisions provided that such remuneration may include commission fees and/or expenses earned by the investment manager(s) if any only to the extent that such commission fees and/or expenses are disclosed to the Trust and
    - (v) all such payments due are on a level that is agreed in advance and

are promptly notified to the Trust on receipt.

- (d) Where the Trust makes any delegation under these provisions it shall do so expressly on the terms that:
    - (i) the investment manager(s) shall comply with the terms of his or her delegated authority,
    - (ii) the investment manager(s) shall not do anything which the Trust does not have power to do,
    - (iii) the Trust may with reasonable notice revoke the delegation to vary any of its terms in a way which is consistent with these provisions, and
    - (iv) the Trust shall give directions to the investment manager(s) as to the manner in which he or she is to report to the Trust all sales and purchases of investments made on its behalf.
    - (v) The Trust may dismiss the investment manager(s) at any time.
  - (e) The Trust may allow investments to be held in the name of a corporate body as the Trust's nominee and pay reasonable remuneration for the service provided. (The corporate body must be incorporated in, or have established a branch or place of business in, the United Kingdom).
- (15) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- (16) To merge with other charities formed for similar charitable purposes by way of acquisition, partnership or joint venture provided that any such amalgamation is in no way contrary to the Trust's charitable objectives and that the Trust continues to operate under its Royal Charter.
- (17) To enter into any arrangement with any Department of Our Government with reference to the conduct of the business or operations of the Trust and to obtain from any Authority of Our Government any rights, privileges and other assistance which may be thought conducive to the Trust's objects or any of them and upon such terms in all respects as the Trust may think fit.
- (18) To employ such staff (who shall not be trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries and pensions.
- (19) To appoint and constitute such advisory committees as the trustees may think fit. Such advisory committees shall act within guidelines set out by the trustees and shall report their proceedings to the trustees at the earliest reasonable opportunity.
- (20) To adopt with or without modification all agreements, acts, grants, payments and other transactions made or carried out or initiated by any person or persons purporting to act as trustee or trustees of the Trust; provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them.
- (21) To do all such lawful things as are necessary and help in the achievement of the

objects of the Trust.

## **THE OFFICERS AND OFFICIALS OF THE TRUST**

### **PATRONS AND VICE-PATRONS**

4. The Central Committee may by Extraordinary Resolution (see Article 34(2)) at any time in its discretion invite distinguished persons to become Patrons or Vice-Patrons of the Trust whose interest in benevolence, understanding of charitable organisations and affinity with Our Naval Forces are such that they are able to contribute to the governance and well-being of the Trust.

### **PRESIDENT**

5. There shall be a President appointed by the Central Committee who shall hold office for three years from the date of the Annual General Meeting or until he or she resigns by notice to the Central Committee but may be re-appointed provided that the Central Committee may at any time at its discretion remove the President from office. The President will usually be a retired Flag Officer of Our Naval Forces who shall be entitled to attend but not vote at meetings of the Central Committee; the President will not be a trustee in law.

### **VICE PRESIDENT**

6. There shall be a Vice President who shall be elected by the Central Committee from the body of Ordinary Member Trustees (see Article 34 (3)). The Vice President shall hold office for a period of three years or until he or she resigns by notice to the Central Committee. Any person resigning or retiring as Vice President may be re-elected.<sup>1</sup>

### **HONORARY TREASURER**

7. There shall be an Honorary Treasurer who shall be elected by the Central Committee from the body of trustees. He or she shall hold office for a period of three years or until he or she resigns by notice to the Central Committee. Any person resigning or retiring as Honorary Treasurer may be re-elected. The Honorary Treasurer shall assist the trustees in providing oversight of the Trust's financial affairs.<sup>2</sup>

### **CHAIRMAN**

8. There shall be a Chairman appointed by the Central Committee to run the Central and other committees and carry-out such other duties as provided for within the Bye-laws who shall hold office for three years or until he or she resigns by notice to the Central Committee but may be reappointed provided that the Central Committee may at any time at its discretion remove the Chairman from office. The Chairman will usually be a retired senior officer (see Article 34 (4)) of Our Naval Forces.

### **SENIOR OFFICER TRUSTEES**

9. In addition to the Chairman (Article 8) there shall be two other Senior Officer Trustees. One Senior Officer Trustee shall be a retired officer nominated by the Admiralty Board (see Article 34 (5)) and shall be known as the Admiralty Governor. The other shall be a serving officer and both shall be invited to become trustees by the Central Committee.

<sup>1</sup> As amended by Order dated 13 December 2017

<sup>2</sup> As amended by Order dated 13 December 2017

Both Senior Officer Trustees shall hold office for three years or until they resign by notice to the Central Committee. Either may be reappointed but the Central Committee may at any time at its discretion remove either Senior Officer Trustee from office.

10. A Senior Officer Trustee will deputise for the Chairman if the Chairman is unable or unwilling to preside at Committee meetings for which he or she is the designated chair.

### **SPECIALIST TRUSTEES**

11. There shall be up to five<sup>3</sup> Specialist Trustees (see Article 34 (6)). They shall be invited to become trustees by the Central Committee and shall hold office for three years or until they resign by notice to the Central Committee. Such trustees may be reappointed but the Central Committee may at any time at its discretion remove such trustees from office.

### **ORDINARY MEMBER TRUSTEES**

12. There shall be not more than ten Ordinary Member Trustees. Such Ordinary Member Trustees shall be invited to become trustees by the Central Committee. They shall hold office for a period of three years after which they shall resign but shall be eligible for re-election provided that they remain qualified in all other respects. Timings should be such that approximately one-third of Ordinary Member Trustees should stand for re-election annually. In the case of a vacancy arising before the expiry of three years, a replacement Ordinary Member Trustee for the unexpired period may be elected by the Central Committee.

### **BENEFITS TO COMMITTEE MEMBERS**

13. The property and funds of the Trust must be used only for promoting the Objects and do not belong to the Central Committee or other Committee members (the Committee Members) but (subject to the restrictions in sections 73A to 73C of the Charities Act 1993) Committee Members:

- (1) may be paid interest at a reasonable rate on money lent to the Trust,
- (2) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Trust and
- (3) who are also beneficiaries may receive charitable benefits in that capacity.

14. A Committee Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Trust except:

- (1) as in Article 13 (1), (2) and (3) and 15,
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Trust,
- (3) an indemnity in respect of any liabilities properly incurred in running the Trust

<sup>3</sup> Amendment 1 dated 28 Apr '14 - increased the number from three to five.

(including the costs of successful defence to criminal proceedings),

- (4) payment to any company in which a Committee Member has no more than a 1 per cent shareholding and
- (5) in exceptional cases, other payments or benefits (but only with the written permission of the Charity Commission in advance).

15. A Committee Member may not be an employee of the Trust, but a Committee Member or a connected person may enter into a contract with the Trust to supply goods or services in return for a remuneration if:

- (1) the goods or services are actually required by the Trust,
- (2) the nature and level of the benefit meet the conditions set out in Section 73A of the Charities Act 1993 and are set at a meeting of the Trustees and
- (3) no more than half of the Committee Members are interested in such a contract in any financial year.

16. Whenever a Committee Member has a personal interest in a matter to be discussed at a meeting of a Committee, he or she must:

- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter,
- (2) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- (3) not be counted in the quorum for that part of the meeting and
- (4) be absent during the vote and have no vote on the matter.

#### **ELIGIBILITY OF TRUSTEESHIP**

17. No person shall be appointed as a trustee:

- (1) unless he or she has attained the age of 18 years or
- (2) in circumstances that, had he or she already been a Trustee, he or she would have been disqualified from office under the provisions of Article 18 below.

#### **TERMINATION OF TRUSTEESHIP/REMOVAL FROM OFFICE/RESIGNATION**

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

- (1) is disqualified under the Charities Act 1993 from acting as a charity trustee or
- (2) is absent without notice from 2 consecutive Central Committee meetings and is asked by the majority of the Central Committee to resign subject to the provisions of Article 20.

19. A trustee or a member of any other committee shall cease to hold office if he or she is subject to a Resolution carried by not less than two-thirds of the members of the Central Committee at a specially summoned meeting of the Central Committee of which twenty-one days' notice in writing specifying the object of such a meeting shall have been given. Any such person shall be afforded the opportunity to address such a meeting.

20. Any Member of the Central Committee or of any other committee may at any time resign office by notice in writing to the chairman of that committee. In the case of the Central Committee, a minimum of two trustees must remain in office following any such resignation(s).

## **AUDITORS**

21. There shall be Auditors who shall be appointed by the Central Committee on such terms and at such remuneration as the Central Committee may think fit. The Auditors shall be members of a body of accountants established in Our United Kingdom, shall not be members of the Central Committee and their duties shall be regulated in accordance with the Companies Act 2006.

## **COMMITTEES OF MANAGEMENT**

### **CENTRAL COMMITTEE**

22. There shall be a Central Committee consisting of the Vice President, the Chairman, the Honorary Treasurer, the Senior Officer Trustees, the Specialist Trustees and the Ordinary Member Trustees who shall be the Trustees of the Trust in law. The affairs of the Trust shall be administered by the Central Committee and all the powers of the Trust shall be vested in and exercisable by the Central Committee, acting either directly or by delegation to any other committee, formed in accordance with Article 27 of this Our Charter.

23. The Central Committee shall meet for the despatch of normal business as often as may be necessary and at least twice in every year.

24. The Trust's Report and Accounts, including the Auditors' Report for the preceding financial year shall be presented to the Central Committee annually; periods of not more than fifteen months (and not less than nine months) shall elapse between such meetings. As soon as possible after such a meeting the Report and Accounts shall be printed and circulated in such a manner as the Central Committee may direct. The annual appointment of Trustees, including re-elections where appropriate, shall be held at the same meeting as the Trust's Report and Accounts are presented.

25. A quorum of the Central Committee shall be six members including at least one from the Chairman, Vice President and Senior Officer Trustees and at least four Ordinary Member Trustees. Notwithstanding the above, a quorum shall not be deemed to exist unless at all times there is a majority of Ordinary Member Trustees present at such meetings of the Central Committee.

26. Every member of the Central Committee has one vote on each issue except for the chairman who, in addition, has a casting vote.

### **OTHER COMMITTEES**

27. There shall be such other committees as may be established by the Central Committee from time to time. The Central Committee may delegate its functions to such committees as it sees fit. The composition, duties and frequency of meetings of such committees shall be as laid down in Bye-laws made in accordance with Articles 28, 29 and 30 of this Our Charter. Every member of a committee has one vote on each issue except for



the chairman who, in addition, has a casting vote.

### **BYE-LAWS**

28. The Central Committee may by Extraordinary Resolution make Bye- laws as provided by this Our Charter and all such other Bye-laws as may seem necessary or desirable for the due and proper exercise of the rights and powers conferred by this Our Charter and for the regulation of all matters connected with the government and administration and business of the Trust and the authorities thereof.

29. The Central Committee may from time to time by Extraordinary Resolution revoke, alter or add to any of the Bye-laws, for the time being, of the Trust.

30. No revocation, alteration or addition to any of the Bye-laws of the Trust shall have any force or effect if they are contrary to the provisions of this Our Charter.

### **VALIDITY OF PROCEEDINGS**

31. No act, proceedings or resolution of any Committee shall be invalidated or questioned by reason of the existence of any vacancy or vacancies in its membership or the disqualification of or any irregularity in the appointment of any member or members or by reason of the accidental omission to give to any member or members or the non-receipt by any member or members of notice of any meeting.

### **AMENDMENTS OR ADDITIONS TO CHARTER**

32. The Central Committee may by Extraordinary Resolution amend or add to this Our Charter or any Supplemental Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter or any Supplemental Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter and any Supplemental Charter as amended or added to in the manner aforesaid.

### **SURRENDER OF CHARTER**

33. It shall be lawful for the Central Committee with the sanction of an Extraordinary Resolution of the Central Committee to surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Trust in such manner as shall be directed by such Extraordinary Resolution or in default of such direction as the Central Committee shall think expedient having due

regard to the liabilities of the Trust for the time being.

## INTERPRETATION

34. In this Our Charter, any reference to an Act of Parliament is reference to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it. In addition:

- (1) The term "Our Naval Forces" means all persons who have been or for the time being are members of Our Royal Navy, Royal Marines, the Royal Fleet Reserve, the Royal Naval Reserve, and the Royal Marines Reserve<sup>4</sup>.
- (2) The term "Extraordinary Resolution" means a Resolution submitted to the Central Committee and carried by not less than two-thirds of the members of the Central Committee present recognising as always the provision necessary for a quorum (see Article 25) and voting at a meeting of the Central Committee specially summoned for that purpose.
- (3) The term "Ordinary Members" of the Central or other committee shall mean a serving or ex-serving Royal Naval rating or Royal Marine other rank elected or appointed to that Committee.
- (4) The term "Senior Officer" shall mean an officer of Our Naval Forces of or above the rank of Captain, Royal Navy or Colonel, Royal Marines.
- (5) The term "Admiralty Board" means the governing body of Our Naval Forces.
- (6) The term "Specialist Trustee" shall mean a person who brings specific skills, knowledge and experience in matters pertinent to the good governance of the Trust; such Specialists need not have served in Our Naval Forces but shall be selected by virtue of their specialism(s).

35. And lastly We do by these Presents for Us and Our Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Trust as well in Our Courts of Record as elsewhere by all judges, justices, officers, ministers and other subjects whatsoever of Us and Our Successors any non-recital, mis-recital or other omission, defect

<sup>4</sup> As amended by Order dated 11 November 2015

or thing to the contrary notwithstanding.

**IN WITNESS** whereof We have caused these Our Letters to be made Patent.

**WITNESS** Ourself at Westminster ... **SIMPSON** (see below) ... year of our Reign.

**BY WARRANT** under the Queen's Sign Manual.

***Signed on the Schedule approving the Amendments to the Charter  
by Judith Simpson, Clerk to the Privy Council, following approval  
by Her Majesty the Queen at a meeting of Her Council at  
Buckingham Palace on the 8<sup>th</sup> day of July 2009.***