

Draft Royal Charter – explanatory notes

Background

The Charity for Relief of the Poor Widows and Children of Clergymen, commonly called Clergy Support Trust and previously known as Sons & Friends of the Clergy ("**the Charity**"), is governed by a 1678 Royal Charter from King Charles II ("**the Charter**"). The Charter has been modified from time-to-time, most recently by the Scheme brought into effect by Order in Council dated 15 November 2017, by which the Charity's objects were amended. However, much of the Charter is written in archaic 17th century language and it is no longer suitable as a modern charity constitution. Accordingly, the Charity's trustees, known as the Court of Assistants ("**the Court**"), have decided to propose an updated Charter to the Charity's Governors at the Annual General Court meeting at Guildhall on 14 November 2019. A key purpose of the re-draft is to clarify the respective roles of Governors and the Court, since these are not clear in the 1678 Charter. Subject to the Governors' approval in November, the Royal Charter will then be submitted to the Privy Council and Charity Commission for final approval, probably in early 2020.

The draft Charter has been prepared by our lawyers BDB Pitmans LLP who have extensive experience in advising Royal Charter charities. The draft seeks to preserve the historical aspects of the 1678 Charter while at the same time introducing constitutional arrangements which reflect current governance practice in the UK charity sector. Most of the language in the draft reflects the proposed changes shared with (and approved in principle by) Governors at the last Annual General Court meeting on 8 November 2018. A copy of the explanatory memorandum submitted to that meeting is available on the Charity's website, alongside a confirmed modern language version of the 1678 Charter and the proposed updated Charter.

Governors are invited to submit any comments or questions on the draft Charter in writing to the Charity's Chief Executive Jeremy Moodey (jeremy.moodey@clergysupport.org.uk) by 30 Sept 2019.

Commentary

The revised Charter has been drafted in the style of Articles of Association, with headings, for ease of reference. However, as will be seen, much of the wording from the 1678 Charter has been retained, albeit in the modern language equivalent. The following comments should be noted:

Recitals (s1)	This language is taken directly from the 1678 Charter. However, the names of the original Governors, listed in the 1678 document, have been omitted.
Incorporation (s2)	This language largely tracks the wording in the 1678 Charter and includes reference to the Charity's Common Seal, which (as is normal for charities) should be held by trustees (the Court) rather than by Governors.
Objects (s3)	These will not be changed from the revised objects approved by Governors and the Privy Council in November 2017.
Powers of the Court (s4)	These powers of the Court (ie trustees) are standard sections for a modern charity constitution and clarify that the Assistants are 'trustees' for the purposes of the Charities Act 2011 (this was not clear in the 1678 Charter).

Application of income and property (s5)	This follows the pattern of section 4, and is standard language drawn from the Charity Commission's model Articles.
Conflicts of interest (s6)	See for section 5 above.
Court of Assistants (s7)	The 1678 Charter provides for 47 Assistants, including the President, Vice President and three Treasurers. This is impractical for a modern charity. As discussed at the 2018 AGM, the Court believes its current size (15 trustees) is more appropriate and thus proposes a maximum of 16.
Appointment of Assistants (s8)	This section makes clear (as in the 1678 Charter) that Governors have the sole power to elect Assistants and Treasurers, upon the recommendation of the Court. It also makes explicit that which is implicit in the 1678 Charter, which is that Assistants must also be Governors. The only innovations are clauses 8.3 and 8.4 which permit the Court to appoint Assistants and Treasurers in between Governor meetings if needed.
Retirement etc of Assistants (s9)	This section introduces a maximum term of nine years for Assistants, save in 'exceptional circumstances' (9.4) and also provides for the circumstances in which Assistants may cease to hold office.
Delegation by the Court (s10)	These are standard clauses for a modern charity constitution.
Proceedings of the Court (s11)	These are standard clauses for a modern charity constitution. While the minimum number of Court meetings each year is three (11.2), in practice the Court plans to meet six times a year. The Senior Treasurer will be appointed by the Court from among the Treasurers elected by Governors (11.9). NB there is no reference to a Senior Treasurer in the 1678 Charter.
Governors (s12)	This section introduces language for Governors which is analogous to that used for a membership charity's 'members'.
Governor meetings (s13)	The 1678 Charter refers to a 'General Court or Assembly of the Governors of the said Charity' meeting 'upon every second Thursday in the month of November'. The revised draft drops the term 'General Court' (to avoid confusion with the Court of Assistants) and instead uses the term 'Annual Assembly' to denote what is in effect the Charity's AGM. While the revised Charter does not mention a date, it remains the Court's intention to keep the second Thursday in November as the date for the Annual Assembly.
Notice of Assemblies (s14)	The 1678 Charter does not provide for any notice period. The revised draft envisages a standard 14 days (14.1).
Proceedings at Assemblies (s15)	The 1678 Charter does not provide for a quorum at Governor meetings. The revised draft envisages a quorum of 25 Governors (15.3).
Votes of Governors (s16)	These are standard clauses for a modern charity constitution.

Honorary Officers (s17)

The 1678 Charter provides that Presidents and Vice Presidents must also be Assistants (ie trustees) who are elected by the Governors. Since the Charity's current Presidents (the Archbishops of Canterbury and York and the Bishop of London) are honorary appointments, for whom trusteeship of the Charity would be impractical, it is proposed that these appointments are made by the Court. Pending this change, it will be proposed at the Annual General Court on 14 November 2019 that two further individuals be elected as Honorary Presidents, namely the Lord Mayor of the City of London and the Bishop of Worcester (given his role as Lord High Almoner).

The 1678 Charter provides for the office of Visitor, to be held by Lord Archbishop of Canterbury, the Lord Archbishop of York, the Lord High Treasurer of England, the Lord Bishop of London, the Lord Almoner, and the Lord Mayor of the City of London. As discussed at the last Annual General Court, it is proposed that the post of Visitor be abolished. All the above office-holders (including 10 Downing Street, which looks after the role of Lord High Treasurer), have confirmed in writing that they are content to relinquish the role of Visitor and (in the case of the Archbishops and Bishops, and the Lord Mayor) to express their support for the Charity through the office of Honorary President.

Sections 18 to 21

These are standard clauses for a modern charity constitution. The 1678 language regarding 'oaths' has been dropped.

Clergy Support Trust
1 July 2019