

DRAFT FOR APPROVAL AT SPECIAL GENERAL MEETING ON 6 DECEMBER 2018

Rules of the Post Office Orphans Benevolent Institution

Patron: Her Royal Highness Princess Michael of Kent

ALL PREVIOUS RULES RESCINDED

1. NAME AND CONSTITUTION

The Institution is a Benevolent Society. It shall be called the "Post Office Orphans Benevolent Institution", and is hereinafter referred to as "POOBI" and/or "the Institution".

In these Rules, "Post Office" means any body corporate or undertaking that is engaged in the provision of postal services and/or post office services and is in the same group as the company that was nominated under section 62 of the Postal Services Act 2000, or as any body corporate or undertaking that is the successor to or the assignee of any of the rights or liabilities of the company that was nominated under section 62 of the Postal Services Act 2000.

2. REGISTERED OFFICE

- 2.1 The Registered Office of the Institution, to which all communications and notices may be addressed, shall be:

POOBI
Royal Mail
185 Farringdon Road
London
EC1A 1AA

- 2.2 The Registered Office shall not be changed, except by agreement of the Trustees.
- 2.3 In the event of any change in the situation of the registered office, notice of such change shall be sent to the members and the Regulator in the form prescribed by the appropriate Regulator.

3. OBJECTS

The Institution is established for the relief in cases of need, hardship, or distress of children (including legally adopted children) of persons permanently employed or formerly permanently employed by the Post Office and of persons permanently employed by British Telecom up to 9th December 1997 only, who, by reason of the death, disability, sickness, infirmity or absence of one or both of their parents, lack provision for care, maintenance, education or advancement in life, by the provision of grants, loans and other forms of financial assistance for such children.

4. APPLICATION OF FUNDS

- 4.1 All money received on account of members' subscriptions, other donations, levies, grants or otherwise, and dividends, interest or capital drawdown from investments, shall be applied in carrying out the objects of the Institution, in accordance with the rules.
- 4.2 Any officer misapplying the funds shall repay the amount misapplied, without prejudice to his liability to prosecution for such misapplication.

- 4.3 The Committee shall ensure they have sufficient assets and liquidity to underpin obligations to beneficiaries.

5. INVESTMENT OF FUNDS

- 5.1. So much of the funds as may not be wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Committee, or of a majority of the members present and entitled to vote in a general meeting, be invested by the Trustees in any investment in which trustees are for the time being by law authorised to invest trust funds. In determining how to invest such funds, the Committee shall take and consider advice from a person whom they reasonably believe to be suitably qualified to give it, unless they consider that it is unnecessary or inappropriate in the circumstances to seek advice.
- 5.2. Where considered appropriate, the Committee may delegate under a written agreement the day to day management of the investment to a professionally qualified third party(ies) who shall manage these funds on behalf of the Trustees, and raise a suitable professional fee for so doing. The appropriateness and performance of all such delegated investments shall be reviewed on a regular basis by the Committee to ensure that the investment mandate provided by the Committee is being complied with.
- 5.3. The Committee shall maintain and make available to members on request a Statement of Investment Principles that sets out the approach to investment that the Institution, or any professional to whom the management of investments is delegated pursuant to rule 5.2, above, agree to be bound by. This Statement shall also be published on the Institution's website.

6. MEMBERSHIP

- 6.1. All current and former permanent employees of the Post Office shall be eligible for membership. The membership status and entitlement of British Telecom staff who were members before 9th December 1997 is unaffected.
- 6.2. When a member has been a subscriber for five (5) consecutive years and is retired from one of the aforesaid bodies, payments may, with the sanction of the Committee, cease and free membership be granted.
- 6.3. Application for membership must be made on the electronic or paper form available on request from the POOBI registered office or directly off the POOBI website.

7. SUBSCRIPTIONS

Every member of the Institution shall pay to the Institution a membership subscription. The minimum amount of the subscription, the frequency of payments and the manner in which the Institution shall collect payments shall be as set out in a Membership Subscription Policy to be agreed by the Committee from time to time. The Committee shall ensure that the Subscription Policy is published on the Institution's website, the address of which shall be notified to the member in writing. The Committee may, on a case by case basis, decide to waive the requirement to pay a membership subscription in respect of any person who has been a subscribing member for at least five years and who is no longer employed by the Post Office.

8. BENEFITS

- 8.1. In the event of a member ceasing employment or in case of death the Committee shall at their discretion have power to assist in the maintenance and/or education of such children up to the age limit laid down in Rule 10.
- 8.2. Enquiry shall be made into the circumstances of all candidates for admission to benefit and for that purpose all applications, stating age, name and place of abode together with the name of the parent(s) and the name and address of the relative, friend or legal guardian making the application should be sent as quickly as possible. Other details confirming employment or pensioner status and national insurance details may be required to confirm identity and taxation status, or as otherwise required by relevant legislation, or the need to prioritise the award of benefits. The Committee may reject any candidate who may appears to them from investigation to be ineligible, unsuitable, or unable to provide the confirmatory details required.
- 8.3. In the event of there being no formal application by the relatives, legal guardian or friends of a qualified child, the Committee shall retain the power to place such child on the funds of the Institution.
- 8.4. The Committee shall determine the total number of children to be admitted to benefit.
- 8.5. Full contemporary eligibility criteria for benefits shall be published on the POOBI website.

9. NON-MEMBERS CHILDREN

The Committee shall also have the power to admit to the benefits of the Institution the children of any persons within rule 6 provided always that the interests of children of members of the Institution shall not suffer.

10. AGE LIMITS

Assistance will normally cease at the end of the quarter in which the child becomes sixteen years of age. If a child continues his education after the age of sixteen and/or if the child has a severe form of disability, the Committee shall have the power to continue assistance as they consider appropriate.

11. NATURE OF ASSISTANCE

- 11.1. The assistance given for the maintenance and/or education of any child shall broadly fall into four categories: regular hardship grants, further education bursaries, vocational training bursaries, and awards in respect of support for particular activities or equipment. The eligibility criteria for each type of assistance, the permitted uses to which such assistance may be applied and any further terms and conditions shall be as set out in a Grants, Bursaries and Awards Policy to be agreed by the Committee from time to time. The Committee shall ensure that the Grants, Bursaries and Awards Policy is published on the Institution's website, the address of which shall be notified to the member in writing.
- 11.2. On occasion, the Committee may decide to provide other grants and/or assistance given specific circumstances of the child concerned and not covered by the above categories.
- 11.3. The Committee may decide to delegate to a third party under a written agreement the administration of all or part of the benefits of the Institution, within parameters set by the Committee, subject at all times to the work being executed under the superintendence, control and direction of the Committee, who shall also retain the ability to undertake inspections and audits of the activities carried out on its behalf by the said third party.

- 11.4. For their services, the third party shall receive such payment as the Committee may determine.
- 11.5. In exceptional circumstances where in their view the circumstances of the child make it desirable the Committee shall have the power to place a child at a boarding school or with foster parents. When children are placed at boarding schools or with foster parents the arrangements shall be made in the names of the trustees either with ~~with~~ carefully selected foster-parents as boarders, or with the master or mistress of a boarding school, who will furnish security for the proper discharge of their duties, viz to board, lodge, clothe and do all that is necessary for maintaining and educating such child or children as may be placed in their care by the Institution for the term of years agreed upon, power being reserved to remove such child or children at any time should circumstances arise which render it desirable to do so, and such foster-parent or master or mistress of a school shall not relinquish the charge of any child or children under their care unless by special permission of the Committee of management. The food and clothing to be thoroughly good in quality and samples to be produced for the inspection of the Committee when required. Each child shall be placed in the care of persons professing the same religion as that in which it had been taught previous to the death of its father; in the event of the father not professing any then that of the mother shall be adopted, and should both parents not profess any religion the Committee shall have power to place such child in charge of those whom they may deem best qualified to superintend its welfare, it being imperative that all children admitted to the benefits of the Institution shall receive religious instruction. As this rule 11.5 contains the fundamental principle upon which the Institution is founded it can only be amended, altered or rescinded by the consent of two-thirds of the whole of the members.

12. DISQUALIFICATION

- 12.1. All benefits from the Institution are made at the discretion of the Committee, who shall not commit themselves to automatically repeat or renew any such benefit.
- 12.2. The Committee shall not provide or continue the provision of any benefit to anyone who has ceased to be eligible by reason of need, hardship or distress for benefit from the Institution, or who has found to be no longer eligible in other ways.
- 12.3. Except in exceptional cases of need which are approved by the Committee, no beneficiary shall be eligible for benefit if his original nomination was not made in good faith.
- 12.4. Benefit shall cease if the child is removed from the United Kingdom.

13. MEETINGS

- 13.1 The Annual General Meeting is normally expected to be held in the month of April each year and convened by notice published on the POOBI website at least fourteen days before the date fixed for the meeting.
- 13.2 A special general meeting shall be held whenever the Committee thinks expedient, or whenever 100 members, each of whom shall have been members for not less than 6 months, so request in writing delivered to the Secretary.
- 13.3 Fourteen days' notice of any general meeting, stating the business to be transacted at such meeting, shall be given to every member by the publishing of a notice on the POOBI Website.
- 13.4 All general meetings shall be held at the registered office unless the Committee (either generally or in a particular case) otherwise decide.
- 13.5 At all general meetings the Chairman, or if he is not present, the Vice Chairman, shall preside. Five members shall form a quorum.

- 13.6 All members shall have the right to propose and move resolutions at general meetings. Such resolutions must contain at least 10 members' signatures and be provided to the Secretary at least fourteen days in advance of the meeting. The presiding officer shall ensure that any and all members' representations are considered and given due weight prior to a vote on the resolution.
- 13.7 Every member present (and not disqualified by arrears or otherwise as mentioned in these rules) shall have one vote, and when the votes are equal the then presiding officer shall have an additional casting vote.
- 13.8 Should a members' poll be demanded on a resolution, this shall be facilitated and put in place by the Secretary within one month of the meeting which decided to call it.
- 13.9 The Committee shall also meet at other intervals during the year as required to ensure the Institution's day to day business is conducted in a timely and efficient manner, as further set out in rule 18.

14. OFFICERS

- 14.1. The Institution shall have the following officers, who shall form the Committee of Management (herein called "The Committee"):- a minimum of Three Trustees, a Chairman, a Vice Chairman, a Treasurer, a Secretary, and other committee members as appropriate to the workload of the Committee, from persons employed or formerly employed by the Post Office. Such persons may, or may not, be members of the Institution.
- 14.2. In addition, the Institution may co-opt onto the Committee suitably experienced non-executive officers from outside the corporate undertakings listed in rule 14.1. Non-Executive Committee members will not have voting rights at the meetings they attend.
- 14.3. The same person shall not be Secretary or Treasurer and a Trustee of the Institution.
- 14.4. The Trustees, Treasurer and Secretary shall hold office during the pleasure of the Institution. All the other officers shall continue in office until the next annual general meeting, and at every such meeting the said other officers shall be elected by a majority of the members present and entitled to vote, or on failure of such election those last appointed shall continue in office.
- 14.5. Any officer may be removed by resolution of a special general meeting which may proceed to fill the vacancy.
- 14.6. In case any officer (other than a Trustee) shall die, resign, be removed, or become unfit or incapable to act, the Committee may at any time appoint a person to fill the vacancy until the next annual general meeting, unless the vacancy is previously filled at a special general meeting.
- 14.7. In the event of any Trustee dying, resigning, or being removed from office, another shall be appointed by resolution of the majority of the members present and entitled to vote at the annual general meeting or at a special general meeting. On failure of such election, The Committee may at any time appoint a replacement who shall continue in office until the next annual meeting.
- 14.8. The Committee shall be enabled to allow members to vote by such secure electronic means and according to such procedure as the Committee shall decide to elect officers or towards any matter required by these rules to be decided at a general meeting.
- 14.9. Every resolution appointing a Trustee shall be entered on the minutes of the meeting at which he is appointed.
- 14.10. A copy of such resolution, signed by such Trustee, shall be forwarded by the Secretary to the Registrar in the form prescribed by the appropriate Regulator.

15. TRUSTEES

- 15.1. All deeds, documents of title and securities for money shall be held by the Trustees or by a nominated third party on behalf of the Trustees, who shall take such measures for the safe custody and preservation thereof at the expense of the Institution as they may think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors when required by them, and whenever else required by a resolution of a general meeting or of the Committee.
- 15.2. The Trustees shall be the persons to sue and be sued on behalf of the institution.

16. TREASURER

The Treasurer shall take charge of the funds of the Institution which are not invested and pay all demands when ordered to do so by the Institution, or by the Committee or by the Chairman and Secretary for the time being. He shall not pay any money without written authority signed by the Chairman or the Secretary, or another Approved Officer in case of incapacity of the Chairman or the Secretary. He shall produce all books, documents, property and money of the Institution in his possession and render a full and clear account at each audit and whenever required by resolution of the Institution or of the Committee or by the Trustees. He shall also give up all books, documents, moneys and property of the Institution in his possession when required so to do by a resolution of the Institution, or of the Committee or by the Trustees. The Treasurer may claim and be paid for his expenses in attending Committee and general meetings.

17. SECRETARY

- 17.1. The Secretary shall attend all meetings of the Institution and of the Committee; he shall record correctly the names of the officers there present, and the minutes of the proceedings which will be authenticated by the signature of the Chairman as the proceedings of the meeting and filed and copied to Trustees thereafter; he shall receive proposals for admission to the Institution; he shall forthwith hand over all moneys received by him to the Treasurer. He shall not pay any money without written authority signed by the Chairman or the Treasurer, or another Approved Officer in case of incapacity of the Chairman or the Treasurer. He shall produce all books, documents, property and money of the Institution in his possession, and render a full and clear amount at each audit and whenever required by resolution of the Institution or of the Committee or by the Trustees. He shall also pay over all moneys, and give up all books, documents and property belonging to the Institution when ordered to do so by a resolution thereof or of the Committee or by the Trustees. He shall summon and give due notice of all meetings of the Institution and of the Committee and keep secure the accounts, documents, data (including documents and data in electronic format) and paper of the Institution in such manner and for such purposes as the Committee may appoint, and shall prepare all returns and other documents required by legislation or the Regulator and duly forward them to the appropriate Regulator. The Secretary shall on all occasions, in the execution of his Office, act under the superintendence, control and direction of the Committee.
- 17.2. For his services the Secretary shall receive such salary as the Committee may determine. In addition, he shall be enrolled if eligible in the Government workplace pension scheme. Any

rate of employer contribution at variance to the statutory minimum shall be decided by the Committee.

18. COMMITTEE OF MANAGEMENT

The Committee shall meet on at least three occasions per year. The Chairman, or if he be not present, the Vice Chairman, shall preside. Any five members of the Committee shall form a quorum. The Committee shall have full power to superintend and conduct the business of the Institution according to the rules thereof, and shall in all things act for and in the name of the Institution. Every decision shall be decided by a majority of votes, and if the votes are equal the Chairman or in his absence the Vice Chairman shall have a casting vote. Any three of the Committee may call a special meeting thereof, by giving seven clear days' notice in writing to the Secretary, but at such special meeting no other business than that specified in the notice shall be taken into consideration. Members of the Committee may claim and be paid for their expenses in attending Committee and general meetings.

19. ACCOUNTS

The Committee shall cause proper accounts of the Institution to be kept by the Secretary in accordance with the requirements of section 29 of the Act. It shall be the duty of the Committee to keep a copy of the last annual balance sheet and of the report of the auditor on the balance sheet. These will be available for inspection at the Institutions registered office and be published on the Institution's website.

20. INSPECTION OF BOOKS

The Committee shall cause the books to be available for the inspection of any member or person having an interest in the funds of the Institution, at the registered office or at any place where the books are kept, and it shall be the duty of the Secretary to produce them accordingly.

21. AUDIT

21.1 The Institution shall in each year of account appoint an independent qualified financial auditor. For the purposes of this rule "qualified financial auditor" means a person who is a qualified auditor under section 36 of the Act.

21.2 Every appointment of a financial auditor shall be decided at a general meeting of the Institution in accordance with section 33 of the Act, failing which the qualified auditor appointed to audit the accounts and balance sheet for the preceding year shall be automatically reappointed as auditor for the current year of account.

21.3 None of the following persons shall be appointed as financial auditor of the Institution.

21.3.1 an officer or servant of the institution

21.3.2 a person who is a partner of, or in the employment of, or who employs an officer or servant of the Institution

21.4 The financial auditor shall in accordance with section 38 of the Act make a report to the Institution on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Institution for the year of account in respect of which he is appointed.

21.5 For his professional services, the financial auditor may raise suitable charges provided that at all times these are acceptable to the Committee.

21.6 The Committee may also utilise other experienced individual(s) to provide inspections of, or advice and guidance on, the Institution's wider activities occurring between general meetings of the Institution.

22. ANNUAL RETURN

22.1. Every year the Secretary of the Institution shall send to the appropriate Regulator an annual return relating to its affairs for the period required to be included in the return. The return shall be made up for the period beginning with the 1 January of the year preceding the year in which the return is required to be sent and ending the 31 December then last inclusively. The return must be made in the form prescribed by the appropriate Regulator and contain such particulars as may from time to time be required. A copy of the report of the auditor on the accounts and balance sheet contained in the return must be sent with the annual return.

22.2. The Secretary shall make available to every member or person interested in the funds of the Institution on his application either a copy of the last annual return or a balance sheet or other document duly audited containing the same particulars relating to the Institution as are contained in the annual return together with a copy of the report of the auditor on the annual return or his report on the balance sheet or other document supplied in lieu of the annual return, and the same shall be published on the Institution's website.

23. DISPUTES

23.1. If any dispute shall arise between a member or person claiming through a member or under the rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved, and the Institution, or any officer of the Institution it shall be decided by a decision of the Committee. If necessary, and to enable such decisions, the Committee shall facilitate access to independent experienced individuals who are not interested in the funds of the Institution or the dispute to examine the relevant case and provide advice and guidance to the Committee and persons involved in the dispute.

23.2. In the event that a decision of the Committee made pursuant to clause 23.1 is challenged by the aggrieved member, former member or person claiming through the same on the basis that the Committee did not consider their grievance fairly, then the matter shall be referred to the members at a general meeting, which may be a general meeting called specifically for that purpose but which may not be later than the date of the next Annual General Meeting. At that general meeting, the members may either:

23.2.1 affirm the decision of the Committee; or

23.2.2 refer the matter to three independent arbitrators appointed by them to decide the dispute.

Affirmation by the members of a decision of the Committee in accordance with clause 23.2.1 or a decision of the arbitrators pursuant to clause 23.2.2, as the case may be, shall be binding and conclusive on all parties without appeal.

23.3. In this clause, "dispute" shall have the meaning set out in section 76(4) of the Act.

24. APPLICATIONS TO THE REGISTRAR

One-fifth of the total number of members, or if the number of members is 1000 or more, then such number of members as is prescribed by the Act, by an application in writing to the Chief Registrar, signed by them in the Forms respectively provided by the Treasury Regulations in that behalf, may apply:

- 24.1. For the appointment of one or more inspectors to examine into and report on the affairs of the Institution.
- 24.2. For the calling of a special meeting of the Institution.
- 24.3. For an investigation into the affairs of the Institution with a view to the dissolution thereof where the funds are insufficient to meet the existing claims thereon, or the rates of subscription fixed in the rules are insufficient to cover the benefits assured.

25. VOLUNTARY DISSOLUTION

The Institution may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution in the form prescribed by the appropriate regulations. Any funds remaining after all debts and obligations have been met shall be transferred to such charitable institutions having objectives similar to those of the Institution as the members shall decide at the relevant special general meeting.

26. NOTICES

All summonses and notices shall be deemed to have been duly served if:

- 26.1. addressed to the member or person for whom they are intended, at his last known nominated postal or electronic address, and delivered or sent by post to that address; or
- 26.2. published on the Institution's (POOBI) website, the address of which shall be notified to the members in writing.

27. DATA PROTECTION

POOBI, and any third party(ies) to whom administration may be delegated, will at all times ensure that all personal data in respect of members, subscribers, donors and beneficiaries is treated with utmost care and in line with the contemporary legislation.

28. COPIES OF RULES

The Secretary shall deliver to every person on demand a copy of the rules on payment of £1 or free of charge to their nominated email address.

29. AMENDMENT OF RULES

These rules, may be altered, revoked or added to by resolution passed by a majority of members present at a general meeting of the Institution of which due notice, specifying the intention to propose such alteration, revocation or addition, has been given provided that:

- 29.1. No such alteration, revocation or addition to the rule shall be varied if it would cause the Institution to cease to be a charity;
- 29.2. No alteration, revocation or addition to the rules shall take effect until it has been registered with the appropriate Regulator;
- 29.3. If no members attend the duly notified meeting general meeting, the Committee shall be enabled on their behalf to make the notified alteration, revocation or amendment to the rules; and
- 29.4. Rule 11(5) shall not be amended, altered or rescinded except with the consent of two-thirds of the whole of the members.

30. INTERPRETATION

In these rules, unless the contrary intention appears :-

- 30.1. Words denoting the masculine gender shall be deemed to include the feminine.

- 30.2. Words in the singular shall include the plural and words in the plural shall include the singular.
- 30.3. "The Act" means the Friendly Societies Act 1974, and any Acts amending or substituted for it and for the time being in force.

ENDS