

ELIZABETH THE SECOND

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Liverpool Merchants' Guild was instituted in the year of Our Lord 1880 and incorporated by Royal Charter in the year of Our Lord 1914 and has by humble Petition prayed that We might be graciously pleased to grant to it a Supplemental Charter as hereinafter set forth:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows, that is to say that the Provisions set forth in the original Charter shall be treated as if they read in the manner following, namely:-

1. (a) The property of the Guild shall consist of such real and personal property as now belongs to or is held in trust for the Liverpool Merchants' Guild and its associated Funds so soon as the same shall have been lawfully assured to the Guild, and all such further moneys and property, whether real or personal, as may, subject to the provisions of these present, from time to time be given, granted, conveyed or transferred to or for the benefit of the Guild.
- (b) The objects of the Guild shall be:
 - (i) To relieve individuals who have been a professional or self-employed person, a person who worked in a supervisory capacity, or a clerical or non-manual worker, and their dependants, who are residing in Merseyside or who have so resided for a continuous period of not less

than fifteen years who are not less than fifty years of age and who are in conditions of need, hardship or distress, either by paying pensions or by making grants or loans of money or providing or paying for items, services or facilities calculated to reduce such need, hardship or distress as aforesaid.

- (ii) To accept and administer any funds or property given or bequeathed to the Guild upon any trusts for charitable purposes which in the opinion of the Board of Management of the Guild can be conveniently carried out and administered by the Guild.

Provided always that no Member shall have any personal claim on any property of the Guild or make any profit out of his membership except as a salaried officer of the Guild and to the extent of his salary only.

CLASSES AND QUALIFICATIONS OF MEMBERS

2. The Members of the Guild shall be those individuals who pay an annual subscription.
3. Each Member shall be entitled to one vote on all questions at General Meetings.
4. The Board of Management shall have power in their discretion to refuse to accept any donation, legacy, or subscription.

BOARD OF MANAGEMENT

5. The government of the affairs of the Guild shall, subject as herein provided, be vested in the Board of Management, which shall have the management and control of the Guild and of the moneys, investments and property thereof, and of the annual income thereof, with power to accept legacies and donations for any purpose not inconsistent with or repugnant to the principles of the Guild, or the provisions of this Our Charter, and to record in the books of the Guild the name of the donor or testator and the special trusts (if any) declared by him or her. The members of the Board of Management of the Liverpool Merchants' Guild at the date of this Our Charter shall be the first members of the Board of Management of the Guild. The number of members of the Board of Management shall not be less than 7. One third of the members of the Board of Management, or if their number is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office at the Annual General Meeting of the Guild, and at every succeeding Annual General Meeting the members to retire at each Annual Meeting shall, in default of agreement, be those who have been longest in office, and as between two or more who have been in office an equal length of time the member or members to retire shall be determined by lot. At each Annual Meeting at which any members of the Board of Management retire the meeting shall fill up the vacated offices by electing a like number to be members of the Board.
6. Subject to the provisions of any Bye-laws which may from time to time be made in accordance with this Our Charter, the following provisions shall have effect:-
 - (a) The members of the Board of Management shall be elected from among the Members of the Guild.
 - (b) Retiring members of the Board shall be eligible for re-election if willing to act.
 - (c) The Board may act notwithstanding any vacancy in their body.
 - (d) Any casual vacancy may be filled up by the Board, but any member so chosen shall retain office so long only as the member in whose place he is appointed would have retained office if no vacancy had occurred.
 - (e) If at any Annual General Meeting the places of the retiring members of the Board are not filled up the retiring members shall, if willing to act, continue in office until the next Annual General Meeting, and so on from year to year until their places are filled up.

- (f) The Board of Management may regulate their meetings and proceedings as they think fit, and shall elect their own Chairman (who shall have a casting vote) and other officers and determine their own quorum, and shall be entitled to delegate any of their powers and duties to committees of their body as they think fit.
- (g) A Special Meeting of the Board shall be called by the Secretary at any time upon the request of the Chairman or of two members of the Board. The object of any meeting so called shall be stated in the notice convening the meeting.

INVESTMENTS

7. The Board of Management shall have power to deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the Guild to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000. The funds of the Guild may also be invested in the Liverpool Merchants' Guild Common Investment Fund established by a Scheme of the Charity Commissioners dated the 4th May 1972. Pensions and Annuities granted by the Guild shall be payable out of rents, profits and income only.

GENERAL MEETINGS

8. The Annual General Meeting of the Members of the Guild shall be held in Liverpool on such day in each year as the Board of Management shall determine, provided that there shall be no more than 15 months between each Annual General Meeting.
9. At each Annual General Meeting the Annual Report and Statement of Accounts shall be submitted by the Board of Management, and vacancies in the Board of Management and any other offices of the Guild then vacant shall be filled up. All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting shall be deemed special.
10. A General Meeting of the Guild may be convened at any time by the Chairman of the Board of Management or by the Secretary upon a requisition in writing signed by not less than five Members of the Guild.

11. Twenty one days' notice of every General Meeting, specifying the nature of any special business, shall be given in such newspaper or newspapers and in such other manner (if any) as the Board of Management shall, subject to the provisions of any Bye-laws, direct.
12. Members may vote at any General Meeting either personally or by proxy, provided that such proxy be a Member.
13. The Chairman of the Board of Management if present shall be entitled to take the Chair at any General Meeting, but if he shall not be present the Members present shall elect a Chairman from one of their number. The Chairman of the Meeting shall have a casting vote in addition to the vote or votes to which he is otherwise entitled.
14. A quorum for a General Meeting shall, subject to the provisions of any Bye-law, be five Members personally present.
15. A General Meeting shall, in addition to the matters hereinbefore mentioned, have power to deal with any of the following matters, namely:-
 - (a) The appointment and dismissal of Secretaries and other officers of the Guild.
 - (b) The making of such Bye-laws and Regulations as they may think expedient, and the alteration or repeal of or addition to any such Bye-laws or Regulations.

Provided that no Bye-law made as aforesaid nor any alteration or repeal of or addition to any Bye-law shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the law of England, nor until it shall have been approved by the Lords of the Privy Council, of which approval a certificate under the hand of the Clerk of the Council shall be conclusive evidence. Until Bye-laws and Regulations are made as aforesaid, and subject to the provisions of this Our Charter, the affairs of the Guild shall be regulated by the existing Rules and Regulations of the Liverpool Merchants' Guild.
16. Without prejudice to the generality of sub-section (b) of the last preceding clause, the Bye-laws may provide for all or any of the following matters in addition to any other matters indicated in this Our Charter:-
 - (a) The conditions of membership and the mode of election of the Members.
 - (b) The exclusion and suspension of Members.
 - (c) The quorum and time and place and the summoning of the Annual and other General Meetings and the method of appointing officers.
 - (d) The manner, terms and conditions in and upon which pensions, annuities or other benefits shall, subject to the provisions of any special trust, be applied for, granted or forfeited.
 - (e) The mode in which the funds of the Guild shall be invested.
17. Subject to the provisions of clause 18 (provision of trustees' indemnity insurance) and except with the prior written approval of the Charity Commissioners no member of the Board of Management may:
 - (a) receive any benefit in money or in kind from the Charity;
 - (b) have a financial interest in the supply of goods or services to the Charity;
 - (c) acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity)
18. The members of the Board of Management shall have power to provide indemnity insurance for themselves out of the income of the charity. The insurance shall not extend to:
 - (a) any claim arising from any act or omission which:
 - (i) the members of the Board of Management knew to be a breach of trust or a breach of duty; or
 - (ii) was committed by the member of the Board of Management in reckless disregard of whether it was a breach of trust or a breach of duty or not; and
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Board of Management in their capacity as Trustees of the Charity.
19. The Board of Management may by Resolution amend, add to, or revoke any of the provisions of this Our Supplemental Charter or of the original Charter or of any further Charter granted to the Liverpool Merchants' Guild; provided that any such amendment, addition or revocation shall not be effective unless approved by Us, Our Heirs or Successors in Council.

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

WITNESS Ourselves at Westminster the
year of Our Reign.

day of

in the

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL