

THE CHARITY COMMISSION FOR ENGLAND AND WALES

Under the power given in the Charities Act 2011

Orders that from today,

3 November 2017

this

SCHEME

will alter or affect the existing trusts of the charity

known as

BATH RECREATION GROUND TRUST (1094519)

at

Bath, Somerset

**A member of staff of the Charity Commission authorised to act on behalf of the
Charity Commission:**

Alex Young

1. Definitions

In this scheme:

“the charity” means the charity identified at the beginning of this scheme.

“the Commission” means the Charity Commission for England and Wales.

“effective date” means 2 January 2018 (or such later date as the 2016 trustees (meaning the trustees of the charity appointed under the existing governing document) may before 2 January 2018 resolve to be the date with effect from which the transfer of the funds and other property of the charity (identified in part 2 of the schedule) from the charity to the charitable company should take place)

“existing governing document” means the scheme made by the First Tier Tribunal 14 December 2016 in relation to the charity.

“the charitable company” means Bath Recreation Limited (charity number 1173521 and company number 10735297).

“the trustees”, where used in part 3 of the schedule, means the directors of the charitable company.

2. Administration

- (1) The charity is to be administered in accordance with its existing governing document as altered or affected by this scheme.
- (2) The clauses or parts of clauses in the existing governing document listed in part 3 of the schedule shall cease to have effect at the date of this scheme.
- (3) Any reference to “the Trustees” in the existing governing document shall read “the Trustee”, and any related wording implying Trustees in the plural shall read as being a reference to the Trustee in the singular, with effect from the effective date of this scheme.
- (4) The provisions of this scheme will take effect on the effective date.

3. Trustee

- (1) The charitable company is appointed by this scheme as the trustee of the charity, under para 3(1) schedule 7 Charities Act 2011, and will administer it in accordance with its own administrative procedures.
- (2) In its capacity as trustee of the charity, the charitable company will hold the property identified in part 1 of the schedule in trust for the charity.

- (3) From the effective date, the funds and other property of the charity (identified in part 2 of the schedule) are transferred to the charitable company to be held as part of the corporate property of the charitable company.

4. Questions relating to the Scheme

The Commission may decide any question put to it concerning:

- (1) the interpretation of this scheme; or
- (2) the propriety or validity of anything done or intended to be done under it.

SCHEDULE

Part 1

Land	Land Registry title number
The freehold land in the City of Bath known as The Recreation Ground, Bath, which was conveyed by the 1956 Conveyance and is held by the Official Custodian for Charities as custodian trustee for the Charity under the existing governing document.	ST275096

Part 2

- The goodwill of the charity.
- All computers and other equipment, vehicles, chattels, furniture, fixtures, fittings, machinery, tools, office equipment and sundries.
- All stocks and materials used in the conduct of the charity as at the date of this scheme.
- Contracts (including employment contracts).
- The benefit of all copyrights, domain names, trade marks and all other intellectual property rights in relation to the charity.
- All cash balances held in hand or in any account in relation to the charity as at the date of this scheme.
- All investments and securities in relation to the charity.
- All other unrestricted assets and rights (if any) owned and / or used by or under the control of the charity at the date of this scheme and not specified in Part 1 or the remainder of Part 2 of this scheme

Part 3

Clause or part of clause to be deleted or amended:	Extent of deletion or amendment:	Corresponding provision in the Company's articles of association (dated 21 April 2017):
<p>Clause 1, Definitions:</p>	<p>Delete the following definitions:</p> <p>"AGM" means an annual general meeting of the Charity.</p> <p>"Co-opted Trustees" means the Trustees appointed in accordance with clause 9.1.</p> <p>"Interest" means any direct or indirect interest (and includes any interest a Trustee may have as a consequence of any legal duty he or she may owe to any other person).</p> <p>"Nominating Body" has the meaning given in clause 8.1 of the scheme.</p> <p>"Nominated Trustees" means the Trustees nominated for appointment in accordance with clause 8.2.</p> <p>"Trustees" means the charity trustees of the Charity from time to time appointed in accordance with clause 7.</p> <p>Insert the following new definitions (in alphabetical order):</p> <p>"Charitable Company" means Bath Recreation Limited (registered company number 10735297 and registered charity number 1173521)</p> <p>"Directors" means the directors (from time to time) of the Charitable Company</p> <p>"Trustee" means the charity trustee of the Charity from time to time</p>	
<p>Clause 3.3</p>	<p>Delete the whole clause</p>	<p>A public annual meeting is provided for in Article 13.</p>

Clause 5.3	<p>Sub-clause 5.3.1 be deleted and replaced with the following:</p> <p>"5.3.1 any such resolution must be passed at a meeting of the Directors by at least 75% of the Directors who are then in office (but disregarding any Director who is not capable of voting or counting in the quorum at that meeting in relation to such resolution by reason of a Conflict of Interest) voting in favour;"</p> <p>Sub-clause 5.3.2 be deleted and replaced with the following:</p> <p>"5.3.2 at least 21 days' notice of the meeting of the Directors at which the resolution is to be considered must be given to all of the Directors; and"</p>	
Clause 5.6 (g)	Delete the whole sub-clause	
Clauses 6-26 inclusive	Delete the whole of all clauses	<p>Clause 7 - the composition of the board of trustees, together with the criteria for appointment as a trustee are contained in Articles 8.1, 8.3 and 8.6. This reflects the requirements under the existing governing document.</p> <p>Clause 8 - the process for the appointment of nominated trustees by the three nominating bodies is now set out in Articles 8.11 to 8.13 and 8.21. This reflects the requirements under the existing governing document.</p> <p>Clause 9 - the process for the appointment of co-opted trustees is now set out in Articles 8.14, 8.16 and 8.21. This reflect the requirements under the existing governing document.</p> <p>Clause 10 - the provisions relating to the trustees' terms of office are now set</p>

		<p>out in Articles 8.18 to 8.21. This reflects the requirements under the existing governing document.</p> <p>Clause 11 - the provisions relating to the eligibility for trusteeship is now contained in Article 8.9. This reflects the requirements under the existing governing document.</p> <p>Clause 12 - the provisions relating to the termination of trusteeship are now set out in Article 8.22. This reflects the requirements under the existing governing document.</p> <p>Clause 13 - the provisions regulating how vacancies in the trustee body should be dealt with are now set out in Articles 8.23 and 8.24. This reflects the requirements under the existing governing document.</p> <p>Clause 14 - the provisions relating to the number of trustees' meetings and how they should be held are now set out in Articles 9.1, 9.4 and 9.5. This reflects the requirements under the existing governing document.</p> <p>Clause 15 - the process for calling trustees' meetings is confirmed in Article 9.2, and which reflects current practice.</p> <p>Clause 17 - the rules relating to the chairing of meetings are now set out in Articles 9.26 and 11. This reflects the requirements set out in</p>
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		<p>the existing governing document.</p> <p>Clause 18 - the quorum required for trustees' meetings is confirmed in Article 9.3. This reflects the requirements set out in the existing governing document.</p> <p>Clause 19 - the procedure in respect of voting at Trustees' meetings is contained in Article 9.7 and 9.8. This reflects the requirements set out in the existing governing document.</p> <p>Clause 20 - the requirement for Trustees to act independently is contained in Article 8.10 and 15.6. This reflects the provisions set out in the existing governing document.</p> <p>Clause 21 - the framework for declaring and managing conflicts of interest are contained in Articles 15 to 17. The provisions in the existing governing document have been updated in the Articles to reflect that the Trustees as directors will owe specific duties under company law in respect of conflicts.</p> <p>Clause 22 - the provisions in the scheme relating to errors and informalities have been reflected in Articles 8.17 and 9.10.</p> <p>Clause 23 - the requirement for the Trustees to keep minutes and other records is confirmed in Article 18.2. This reflects the provisions in the existing governing document.</p>
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		<p>Clause 24 - the power for the Trustees to make rules and regulations for the administration and management of the charity is now contained in Articles 10.1.5 and 10.1.6</p> <p>Clause 25 - a provisions for the management of any disputes arising between the Trustees is contained in Article 21. This reflects the current requirements of the existing governing document.</p> <p>Clause 26 - the requirement for the Trustees to keep records in accordance with the Charities Act 2011 are set out in Article 18. This reflects the current provisions of the existing governing document.</p>
Clause 27	To be renumbered clause 6	
Clauses 28-29 inclusive	Delete the whole of all clauses	<p>Clause 28 - the provision regulating the benefits available to Trustees are contained in Article 14.</p> <p>Clause 29 - the power of the Trustees to delegate is reflected in Article 12.</p>
Schedule, Part 1	<p>Part 1 to be deleted and replaced with the following:</p> <p>"The freehold land in the City of Bath known as The Recreation Ground, Bath and registered at the Land Registry with title number ST275096, which was conveyed by the 1956 Conveyance and is vested in the Charitable Company as trustee, under clause 3 of this scheme.</p>	
Schedule, Part 4	Delete the whole of Part 4	
Schedule, Part 5	Delete the whole of Part 5	