Governesses Benevolent Institution Act, 1952

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CHAPTER xxx

An Act to reconstitute and confer new powers upon the Governesses Benevolent Institution and for other purposes. [1st August 1952.]

WHEREAS—

(1) The Governesses Benevolent Institution was founded in the year one thousand eight hundred and forty-three by certain benevolent persons with the view of remedying the then existing evils in female education and of removing them in the future and of benefiting governesses in general:

(2) By royal charter (hereinafter called " the charter ") dated the fourth day of November one thousand eight hundred and forty-eight it was provided that all such persons as then were or thereafter should become members of the said Institution should be incorporated by the name of the Governesses Benevolent Institution (hereinafter called " the Institution ") as one body politic and corporate with perpetual succession and power to sue and be sued and with a common seal:

(3) The Institution was by the charter constituted as therein provided and given the powers therein set forth including certain limited powers with respect to the acquisition and holding of land notwithstanding the statute of mortmain:

(4) By the Governesses Benevolent Institution Act 1913 (hereinafter called " the Act of 1913 ") the powers of the Institution with respect to the acquisition and holding of land and the investment of the funds of the Institution were enlarged and extended as therein provided:

(5) The objects of the Institution have been carried out mainly by granting free annuities in cases of need to governesses and women teachers in private schools and to other ladies connected with the profession of teaching (together hereinafter referred to as "governesses") by providing homes for governesses in straitened circumstances by rendering assistance to governesses in periods of distress by providing them with engagements free of expense and by assisting them to secure annuities upon their own payments:

(6) The Institution is possessed of Governesses' Homes at Chislehurst in the county of Kent now known as "the Queen Mary Homes for Governesses" and homes at Beckenham also in the county of Kent known as "the Ada Lewis Governesses Homes":

(7) The invested funds of the Institution amount to nearly seven hundred and thirty thousand pounds and the operations and charitable work of the Institution are extensive and important:

(8) The membership of the Institution is defined by the bye-laws and rules of the Institution and consists of—

(i) ordinary members comprising persons who subscribe not less than one pound per annum to the funds of the Institution; and

(ii) honorary members comprising such persons as the board of management of the Institution appoint to that office in recognition of their services to the Institution:

(9) The executive business of the Institution is conducted and superintended by a board of management which under the charter was to consist of twenty persons to be elected from among the male members of the Institution by such male members meeting as a general court:

(10) The powers of the Institution with respect to the acquisition and holding of land and the investing of its funds are inadequate for its needs in the circumstances now prevailing and its constitution and general powers are in many respects out of date and unsuitable and insufficient under modern conditions:

(11) It is therefore expedient that the charter should be partially revoked and the Act of 1913 should be repealed and the Institution while remaining incorporated should be reconstituted on such basis and with such objects powers and procedures as are in this Act described:

(12) The purposes of this Act cannot be effected without the authority of Parliament.

May it therefore please Your Majesty that it may be enacted and be it enacted by the Queen's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows:—

1. This Act may be cited as the Governesses Benevolent Institution Act 1952. Short title.

2. In this Act unless the context otherwise requires— Interpretation.

"The Act of 1913" means the Governesses Benevolent Institution Act 1913;

"Annual general court" means annual general court of the members of the Institution held in accordance with the provisions of this Act;

"Auditor" "chairman" "deputy chairman" "secretary" and "treasurer" mean respectively auditor chairman deputy chairman secretary and treasurer of the Institution;

"The board of management" or "the board" means the board of management of the Institution constituted in accordance with the provisions of this Act;

"The byelaws" means the byelaws and rules of the Institution for the time being in force in accordance with the provisions of this Act;

"The charter" means the royal charter dated the fourth day of November one thousand eight hundred and forty-eight whereby the Institution was incorporated;

"General court" means general court of the members of the Institution meeting as such court in accordance with the provisions of this Act;

"Governesses" includes women teachers in schools not maintained by a local education authority within the meaning of the Education Acts 1944 to 1948 and other ladies connected with the profession of teaching;

"Honorary member" means honorary member of the Institution;

"The Institution" means the Governesses Benevolent Institution incorporated by the charter;

"Land" includes any interest in land and any easement or right in to or over land;

"Member" means member of the Institution;

"Ordinary member" means ordinary member of the Institution.

Partial revocation of charter and repeal of Act of 1913.

3. As from the passing of this Act the charter except the provisions thereof incorporating the Institution and providing for the common seal (which are set forth in the schedule to this Act and are hereby continued in force) is hereby revoked and the Act of 1913 is hereby repealed.

Objects of Institution.

4. The objects of the Institution shall be—

(i) to provide free annuities for governesses in straitened circumstances ;

(ii) to help aged or infirm governesses in necessitous circumstances to obtain and enjoy living accommodation care and attention and small comforts and to provide and maintain homes for them ;

(iii) to grant financial relief to governesses in cases of temporary necessity ;

(iv) to assist governesses in need of help to make provision for their old age.

Subsidiary powers of Institution.

5. Without prejudice to the generality of the last preceding section and in addition to any powers conferred upon the Institution elsewhere in this Act the Institution may—

(i) accept receive and retain legacies devises gifts grants annuities allowances and other benefits and consistently with the objects set forth in the last preceding section but not otherwise undertake and perform any services or conditions attached to the receipt thereof ;

(ii) raise or borrow money for the purposes of the Institution and secure the same and any interest thereon upon any property of the Institution ;

(iii) make appeals advertise and conduct such other lawful activities as may be necessary to raise funds for the Institution or to make known its existence purposes or work ;

(iv) appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Institution any property belonging to the Institution or in which it is interested and to execute and do all such deeds acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees ;

(v) do all such other things as are incidental or conducive to the attainment of the objects set forth in the last preceding section or any of them ;

(vi) enter into and carry into effect any agreement or arrangement on such terms and conditions as the board of management may think fit with any national or local authority or any institution association or other

body (whether incorporated or not) for co-operating with or assisting or being assisted by such authority or body in any manner and for any purpose which is consonant with the objects of the Institution and approved by the board of management.

Power to hold and acquire land.

6. The Institution may hold without licence in mortmain all land which immediately before the passing of this Act was vested in the Institution and may purchase take on lease accept a gift of or otherwise acquire and hold without licence in mortmain any land which in the opinion of the board of management it is desirable that the Institution should acquire and hold:

Provided that the Institution shall not purchase land unless the land is required for actual occupation immediate or future for the purposes of the Institution or for the protection or benefit of the land held for those purposes and not as an investment but nothing in this proviso shall prevent the exercise of the power to invest in any manner for the time being prescribed by statute for the investment of trust funds or the power to invest in freehold ground rents conferred by section 8 (Powers of investment) of this Act.

Power to sell mortgage etc. land etc.

7.—(1) The Institution may from time to time sell mortgage charge let surrender exchange or otherwise dispose of any land or any personal estate or property (including moneys secured on mortgage of or charged upon any land) for the time being vested in or held by the Institution or any part thereof and may do and execute all such acts deeds matters and things as may be necessary for effectuating and completing any such sale mortgage charge letting surrender exchange or disposition.

(2) The powers conferred by this section may be exercised without any order of any court or judge and without obtaining the approval of the Charity Commissioners.

Powers of investment.

8.—(1) Any moneys for the time being in the hands of the Institution and available for investment may be invested by the Institution in any of the following modes or objects of investment:—

(*a*) in any manner for the time being prescribed by statute for the investment of trust funds;

(*b*) in freehold ground rents well secured in accordance with the report of a duly qualified valuer;

(*c*) in any investment or security which immediately before the passing of this Act was held by the Institution;

(*d*) in the public stocks or funds or government securities of any part of Her Majesty's dominions or of the territories under her protection or of any foreign country or state;

(*e*) in such of the following investments as in the opinion of the investment committee appointed in pursuance of subsection (3) of this section are generally considered to be readily marketable and to form a good and safe security:—

(i) the deposit receipts bonds debentures debenture stocks mortgages or securities of any corporation company or body whether municipal railway public utility commercial industrial investment trust mortgage insurance banking or of any other class registered or incorporated in the United Kingdom of Great Britain and Northern Ireland;

(ii) the guaranteed lien preference preferred ordinary deferred or common stocks or shares of any such company as aforesaid being a company which has paid dividends upon its ordinary capital at the rate of at least four per centum per annum for at least the five years next before the time of investment (of which fact a letter purporting to be signed by the secretary of the company or by a banker or member of a firm of bankers or by the secretary or manager of a joint stock bank or of any branch thereof shall be sufficient evidence) such stocks or shares not being to bearer or subject to any liability for calls or other payments.

(2) Notwithstanding anything contained in the Mortmain and Charitable Uses Act 1891 the Institution may retain any investment or other property real or personal which was held by the Institution immediately before the passing of this Act or which may at any time thereafter be devised given or bequeathed to the Institution though not being investments or property authorised to be acquired under this Act or may disclaim any such investment or property and may accept and retain or refuse any new shares stock debentures or debenture stock in any company which may be offered to the Institution in respect of any investment retained as aforesaid.

(3) For the purposes of this section the board of management shall appoint and at all times keep in being an investment committee to consist of the chairman the deputy chairman the treasurer and two other members of the board.

Membership.

9.—(1) The membership of the Institution shall consist of—

(*a*) the president (if any) and the vice-president (if any) of the Institution and the members of the board of management;

(*b*) ordinary members who shall be persons who subscribe not less than one pound per annum to the funds of the Institution; and

(*c*) honorary members who shall be (in addition to the persons who immediately before the passing of this Act were honorary members) such persons as the board of management may appoint as honorary members in recognition of their services to the Institution.

(2) The persons who were members immediately before the passing of this Act shall continue to be members until such time as their qualifications shall cease.

General courts.

10.—(1) The members shall meet together from time to time in meetings which shall be called " general courts " Subject as in subsection (2) of this section provided such courts shall be held at such times and they shall be summoned and their proceedings shall be regulated and conducted in such manner as shall be provided in the byelaws.

(2) A general court shall be held in each year which shall be called " the annual general court ".

Board of management.

11.—(1) Subject to the provisions of this Act and the byelaws and any directions given by a general court in conformity with those provisions the government of the affairs of the Institution shall be vested in the board of management which shall consist of such persons not being less than ten in number as a general court may from time to time decide.

(2) The persons who are from time to time to constitute the board (other than the persons who immediately before the passing of this Act were members of the board of management and who shall continue in office until the day on which they would have gone out of office respectively if this Act had not been passed) shall be elected for that purpose by a general court:

Provided that if at any time the number of members of the board should fall below ten they may co-opt such number of persons as may be necessary to make the number up to ten and those persons shall hold office until the next annual general court and shall then cease to be members of the board unless elected as members by a general court.

(3) At the annual general court in each year one-third or the number nearest to one-third of the members of the board then in office (other than any ceasing to be members under the proviso to subsection (2) of this section) shall retire but shall be eligible for re-election The members to retire shall be those who have been longest in office since their last election before or after the passing of this Act as the case may be and such members shall be considered as in office until the annual general court shall break up or adjourn As between members of equal seniority on the board the member or members to retire shall in the absence of agreement be determined by the board.

(4) The quorum for a meeting of the board shall be three members of the board personally present.

(5) Subject to the provisions of this Act and the byelaws and any directions given by a general court in conformity with those provisions the board shall control and manage the affairs of the Institution and may exercise on behalf of the Institution all powers vested in the Institution by this Act or otherwise and administer its property and income and discharge on behalf of the Institution out of its funds and property the liabilities and obligations of the Institution.

(6) The board shall have the sole and exclusive right of nominating and appointing a secretary or secretaries and a treasurer and all such other officers attendants and servants as they may deem necessary or useful to the Institution and of removing them as they shall think fit and shall prescribe their respective duties and terms of employment The board shall keep the offices of secretary and treasurer at all times filled The treasurer shall be by virtue of his office a member.

Chairman and deputy chairman.

12.—(1) The persons who were respectively chairman and deputy chairman immediately before the passing of this Act shall occupy those positions until the holding of the first meeting of the board of management after the annual general court held next after the passing of this Act or until earlier death or resignation.

(2) At the said meeting of the board and at the first meeting of the board after the annual general court in each succeeding year the chairman and deputy chairman then in office shall retire from office but shall be eligible for re-election and the place of each of them shall be filled by the election of a member of the board.

(3) In the event of a vacancy occurring at any time in the office of chairman or deputy chairman otherwise than by retirement at the first meeting of the board after an annual general court such vacancy shall be temporarily filled forthwith by the board by the election of a member of the board and the person so elected shall hold office until the first meeting of the board after the next following annual general court.

Power to elect a president.

13.—(1) A general court shall have power from time to time to elect a person to hold the office of president of the Institution.

(2) Any person holding for the time being the office of president of the Institution if not an elected member of the board of management shall by virtue of his office be a member of the board additional to the elected members.

(3) Subject to any directions given by a general court the board of management may from time to time prescribe the period of office of and the functions (if any) to be performed by the president of the Institution and may provide for his acting if present and willing either generally or on any special occasion as chairman of any general court or meeting of the board in place of any person directed by the byelaws to preside over such court or meeting.

Power to elect a vice-president.

14.—(1) If and so long as the power under this Act of election of a president is exercised a general court shall have power from time to time to elect a person to hold the office of vice-president of the Institution.

(2) Any person holding for the time being the office of vice-president of the Institution if not an elected member of the board of management shall by virtue of his office be a member of the board additional to the elected members.

(3) Subject to any directions given by a general court the board of management may from time to time prescribe the period of office of and the functions (if any) to be performed by the vice-president of the Institution and may provide for his acting if present and willing in the absence of the president and either generally or on any special occasion as chairman of any general court or meeting of the board in place of any person directed by the byelaws to preside over such court or meeting.

Validity of acts done at meetings.

15. No act done at a general court or a meeting of the board of management or any committee appointed under the byelaws shall be invalid by reason of the subsequent discovery that there was some defect in the appointment or qualification of a person acting as a member of such body at such court or meeting.

Auditing of accounts.

16. The accounts of the Institution shall be audited by an accountant or a firm of accountants to be appointed by the annual general court:

Provided that no person or firm shall be qualified to audit the accounts unless he is a member or in the case of a firm unless all the partners are members of one or more of the following bodies:—

The Institute of Chartered Accountants in England and Wales;

The Society of Incorporated Accountants and Auditors;

The Institute of Chartered Accountants of Scotland;

The Association of Certified and Corporate Accountants;

The Institute of Chartered Accountants in Ireland;

Any other body of accountants established in the United Kingdom and for the time being recognised by the Board of Trade for the purposes of the provisions of section 161 of the Companies Act 1948 relating to the qualification for appointment as auditor of a company other than an exempt private company.

Byelaws.

17.—(1) The byelaws of the Institution subsisting immediately before the passing of this Act shall after the passing of this Act be the byelaws of the Institution except so far as the same may be altered by the provisions of this Act or shall or may hereafter be altered or revoked by any new byelaws.

(2) A general court shall have power from time to time to make alter and revoke byelaws with respect to the administration of the affairs of the Institution.

(3) No byelaw shall be revoked or altered and no new byelaw shall take effect until such revocation alteration or new byelaw has been submitted to and approved by a general court of which notice has been given in accordance with the byelaws specifying that such revocation alteration or new byelaw will be taken into consideration.

(4) A printed copy of the byelaws purporting to be certified by the secretary to be the byelaws for the time being in force shall be admissible in all proceedings as prima facie evidence thereof without further proof.

Application of property funds and income of Institution.

18. All property funds and income for the time being vested in or belonging to the Institution or to which the Institution is in any way entitled unless the same is held by the Institution for any special purpose may be applied by the Institution in furtherance of any of the objects of the Institution or for any purpose authorised by this Act.

Costs of Act.

19. All costs charges and expenses preliminary to and of and incidental to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Institution out of the funds of the Institution.

SCHEDULE

PROVISIONS OF THE CHARTER INCORPORATING THE INSTITUTION AND PROVIDING FOR THE COMMON SEAL

VICTORIA by the Grace of GOD of the United Kingdom of Great Britain and Ireland Queen Defender of the Faith to all to whom these presents shall come Greeting Whereas in the year 1843 certain benevolent persons with the view of remedying the existing evils in female education and of removing them in future and of benefitting governesses in general did form themselves into an association or society called "the Governesses Benevolent Institution" Now therefore know ye that.....WE..... of our especial grace certain knowledge and mere motion have granted constituted declared and appointed and by these presents for us our heirs and successors do grant constitute declare and appoint that our right trusty and right well-beloved cousin the Right Honourable the Earl of Harrowby our trusty and well-beloved Benjamin Bond Cabbell esq. and all such other persons as now are or hereafter shall become members of the said society shall be and be called one body politic and corporate in deed and in law by the name and style of "the Governesses Benevolent Institution" and them by the name of "the Governesses Benevolent Institution" We do for us our heirs and successors make elect ordain constitute establish confirm and declare to be one body politic and corporate in deed and in law for ever And We do for us our heirs and successors grant and declare that by the name of "the Governesses Benevolent Institution" they and their successors shall and may sue and be sued plead and be impleaded answer and be answered unto defend and be defended in whatsoever courts and places and before any judges justices or officers of us our heirs and successors in all and singular actions pleas suits plaints matters and demands of what kind or quality soever they shall be in the same manner and form and as fully and amply as any of our subjects of this our United Kingdom of Great Britain and Ireland.

AND that they the said Governesses Benevolent Institution shall and may have and use a common seal for the affairs and business of the said society and that it shall and may be lawful for the said society and their successors the same common seal from time to time at their will and pleasure to break change alter or make new as to them shall seem expedient.

Table of Statutes referred to in this Act

Short title	Session and chapter
Mortmain and Charitable Uses Act 1891 ...	54 & 55 Vict. c. 73.
Governesses Benevolent Institution Act 1913 ...	3 & 4 Geo. 5. c. iv.
Companies Act 1948	10 & 11 Geo. 6. c. 47.

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