



# CIBSE Benevolent Fund Trust

The CIBSE Benevolent Fund Trust was established by Declaration of Trust dated the 16<sup>th</sup> day of August 2005.

The Declaration of Trust was subsequently amended by Resolutions of the Trustees at Special Meetings held on the 19<sup>th</sup> day of November 2008 and the 13<sup>th</sup> Day of November 2013.

**It was further amended by resolutions of the Trustees at their special meeting held on the 30<sup>th</sup> October 2025.**

The updated terms of the Declaration of Trust as amended are set out in the document following:

## THIS DEED WITNESSES AS FOLLOWS:

### 1 Administration.

The charitable trust created by this deed (“the charity”) shall be administered by the trustees.

### 2 Name.

The charity shall be called: the CIBSE Benevolent Fund Trust (BFT)

### 3 Application of income

The trustees must apply the income of the charity in furthering the following objects (“the objects”)

The relief of persons who are in conditions of need, hardship or distress and who are members or former members of the Institution of Heating and Ventilating Engineers or of the Illuminating Engineering Society of Great Britain or of the Chartered Institution of Building Services Engineers; and the immediate dependants of such persons.

Assistance and all financial aid shall be at the discretion of the Trustees who may delegate this responsibility to a Management Committee comprising all Trustees and Almoners, which shall normally meet quarterly to make such decisions.

## 4 Application of capital

At their discretion, the trustees may spend all or part of the capital of the charity in furthering the objects.

## 5 Powers

In addition to any other powers they have, the trustees may exercise any of the following powers in order to further the objects (but not for any other purpose):

- (i) to raise funds. In exercising this power, the trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (ii) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;
- (iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with the Charities Act 2022.
- (iv) to borrow money and to charge the whole or any part of the assets belonging to the charity as security for repayment of the money borrowed.
- (v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (vi) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (vii) to create such advisory committees as the trustees think fit;
- (viii) to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- (ix) to do any other lawful thing that is necessary or desirable for the achievement of the objects;
- (x) subject to the prior written consent of the Charity Commission, to provide indemnity insurance for the Trustees and Almoners out of the funds of the Charity as and when required, provided that the policy will contain a provision which has the effect that the insurance shall not indemnify the Trustees against fines, the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of a Trustee or Almoner and liabilities to the Charity which result from conduct which a Trustee knew, or must be assumed to have known, was not in the interests of the Charity, or where a Trustee did not care whether such conduct was in the interests of the Charity or not.

## 6 Statutory powers

Nothing in this deed restricts or excludes the exercise by the trustees of the powers given by the Trustee Act 2000 as regards investment, and the employment of agents, nominees and custodians.

## 7 Delegation

- (i) In addition to their statutory powers, the trustees may delegate any of their powers or functions to a committee of two or more trustees. A committee must act in accordance with any directions given by the trustees. It must report its decisions and activities fully and promptly to the trustees. It must not incur expenditure on behalf of the charity except in accordance with a budget previously agreed by the trustees.
- (ii) The trustees must exercise their powers jointly at properly convened meetings except where they have:
  - (a) Delegated the exercise of the powers (either under this provision or under any statutory provision), or
  - (b) Made some other arrangements, by regulations under clause 21,
- (iii) The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.
- (iv) The trustees shall communicate to Almoners their duties and responsibilities through an Operational Guidelines Document and provide Safeguarding and other training as deemed necessary by CIBSE, Trustees and the Management Committee of the charity.
- (v) DBS (or in the case of international Almoners their equivalent) checks shall be carried out for all Almoners and Trustees as appropriate.
- (vi) Trustees shall appoint a Safeguarding Officer who shall also act as a Trustee of the charity.

## 8 Duty of care and extent of liability

When exercising any power (whether given to them by this deed, or by statute, or by any rule of law) in administering or managing the charity, each of the trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have (“the duty of care”). No trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, shall be liable for any act or failure to act unless, in acting or in failing to act, he or she has failed to discharge the duty of care.

## 9 Appointment of trustees and almoners

- (i) There must be at least seven trustees. A minimum of two trustees nominated by the Almoners, a minimum of two trustees nominated by the governing body of the Chartered Institution of Building Services Engineers and the current Honorary Treasurer of the Chartered Institution of Building Services Engineers. Every trustee must be appointed by a resolution of the trustees passed at a special meeting called under clause

15 of this deed. There may be up to twelve Trustees.

(ii) The Trustees shall appoint such Almoners as they consider necessary and shall determine their duties and functions. Almoners must be members of the Chartered Institution of Building Services Engineers.

(iii) The governing body of the Chartered Institution of Building Services Engineers shall appoint two members of the Chartered Institution of Building Services Engineers to serve as trustees.

(iv) Separately and in addition, The current President and Hon Treasurer of the Chartered Institution of Building Services Engineers shall normally be trustees while they remain in office.

(v) In selecting individuals for appointment as trustees, the trustees must have regard to diversity and to the skills, knowledge and experience needed for the effective administration and proper governance of the charity.

(vi) The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee.

(vii) The trustees must make available to each new trustee, on his or her first appointment:

- (a) a copy of this deed and any amendments made to it;
- (b) a copy of the charity's latest report and statement of accounts;
- (c) a copy of the BFT Policy and operational Guidelines.

(viii) The Chair shall be a senior CIBSE member and appointed by CIBSE in conjunction with the Trustees for an initial period of three years. A second and consecutive period of three years may be applied if recommended by the Trustees and approved by CIBSE. The Chair will be a Trustee.

(ix) The Honorary Treasurer of the BFT shall be appointed by the Trustees for a period of three years and may be reappointed for up to two consecutive periods of three years. The treasurer will be a Trustee.

(x) The Honorary Secretary shall be appointed by the Trustees for a period of up to five years and may be reappointed by the Trustees. **The Honorary Secretary may be a Trustee or not. If not, he shall still be entitled to attend Trustee meetings (but not vote).**

(xi) Trustees shall be appointed for three years and reappointed for a maximum of two further consecutive terms. Trustees can be re-appointed after that, but only after a break of at least one year.

(xii) Almoners shall be appointed for three-year terms by the BFT Chair in conjunction with the regional chair and approved by the Trustees. Almoners can be re-appointed for further terms by the Trustees upon satisfactory active service. **Almoners must be DBS (or international equivalent) approved and must complete Safeguarding Training before or immediately after appointment. Such training shall be paid for by the Trust.**

## 10 Eligibility for trusteeship and Almoner position

(i) No one shall be appointed as a trustee or Almoner if:

(a) if he or she is under the age of 18 years; or

(b) if he or she would at once be disqualified from office under the provisions of clause [11] of this deed.

(ii) No one shall be entitled to act as a trustee whether on appointment or on any re-appointment as trustee until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee of the charity. **Trustees must be DBS (or international equivalent) approved.**

## 11 Termination of trusteeship/Almoner position

A trustee shall cease to hold office if he or she:

(i) is disqualified from acting as a trustee by virtue of the Charities Act 2022 or any statutory re-enactment or modification of that provision;

(ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;

(iii) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or

(iv) notifies to the trustees a wish to resign (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).

**An Almoner's position may be terminated by Trustees if it is deemed that the duties are not being carried out satisfactorily. Essential Almoner duties include completing and submitting quarterly reports and staying in contact with and offering support to clients and making local regions aware of the benefits of the BFT.**

## 12 Vacancies

If a vacancy occurs the trustees must note the fact in the minutes of their next meeting and **in association with CIBSE use their discretion to seek new members for the role.**

Any eligible trustee may be re-appointed as long as there are fewer than **five** trustees and no suitable applicants for the role, Where **Trustee numbers fall below 5**, none of the powers or discretions conferred by this deed or by law on the trustees shall be exercisable by the remaining trustees except the power to appoint new trustees.

## 13 Ordinary meetings

The trustees must hold at least four quarterly ordinary meetings each year. One such

meeting in each year must involve the physical presence of those trustees who attend the meeting. **Other meetings may be virtual (online).**

#### 14 Calling meetings

The trustees must arrange at each of their meetings the date, time and place of their next meeting, unless such arrangements have already been made.

Ordinary meetings may also be called at any time by the person elected to chair meetings of the trustees or by any two trustees. In that case not less than ten days' clear notice must be given to the other trustees.

#### 15 Special meetings

A special meeting may be called at any time **by the BFT chair or by any three trustees**. Not less than two weeks clear notice must be given to the other trustees of the matters to be discussed at the meeting. However, if those matters include the appointment of a trustee or a proposal to amend any of the trusts of this deed, not less than 21 days' notice must be given. A special meeting may be called to take place immediately after or before an ordinary meeting.

#### 16 Chairing of meetings

Meetings will normally be chaired by the elected chair of the Trustees or their nominee.

If that person is not present within ten minutes after the time appointed for holding a meeting, or if no one has been elected, or if the person elected has ceased to be a trustee, the trustees present must choose one of their number to chair the meeting.

The person elected to chair meetings of the trustees shall have no other additional functions or powers except those conferred by this deed or delegated to him or her by the trustees.

#### 17 Quorum

(i) Subject to the following provision of this clause, no business shall be conducted at a meeting of the trustees unless at least one third of the total number of trustees at the time, or **four** trustees (whichever is the greater) are present throughout the meeting.

(ii) The trustees may make regulations specifying different quorums for meetings dealing with different types of business.

#### 18 Voting

At meetings, decisions **should normally be by consensus**, but where no consensus applies, they must be made by a majority of the trustees present and voting on the question. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question but no trustee in any other circumstances shall have more than one vote.

#### 19 Conflict of interest

A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

#### 20 Minutes

The trustees must keep minutes, in books kept for the purpose **or by electronic or** such other means as the trustees decide, of the proceedings at their meetings. In the minutes the trustees must record their decisions and, where appropriate, the reasons for those decisions. The trustees must approve the minutes in accordance with the procedures, laid down in regulations made under clause 21 of this deed.

## 21 General power to make regulations

The trustees may from time to time make regulations for the management of the charity and for the conduct of their business, including:

- (i) the calling of meetings;
- (ii) methods of making decisions in order to deal with cases of urgency when a meeting is impractical;
- (iii) the deposit of money at a bank;
- (iv) Assessment of risk and completion of a Risk Register**
- (v) the custody of documents; and
- (vi) the keeping and authenticating of records. **(Records may be electronic and signing off must be recorded in the minutes of the next meeting.)**

The trustees must not make regulations which are inconsistent with anything in this deed.

## 22 Accounts, Annual Report and Annual Return

The trustees must comply with their obligations under the Charities Act 2022 with regard to:

- (i) the keeping of accounting records for the charity;
- (ii) the preparation of annual statements of account for the charity;
- (iii) the auditing or independent examination of the statements of account of the charity; and
- (iv) the transmission of the statements of account of the charity to the Commission.
- (v) the preparation of an annual report and its transmission to the Commission.
- (vi) the completion of an annual risk assessment. This register shall be formally approved by the Trustees after due consideration by Trustees and Almoners at a management meeting. The Risk Register shall be under the responsibility of the Chair.

## 23 Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry

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Registered Charity No. 278104 | Chief Executive & Secretary: Ruth Carter



on the Central Register of Charities.

## 24 Bank account

Any bank or building society account in which any of the funds of the charity are deposited must be operated by the trustees and held in the name of the charity. Unless the regulations of the trustees make other provision, all cheques and orders for the payment of money from such an account shall be signed by at least two trustees.

## 25 Trustees not to benefit financially from their trusteeship

(i) Subject to sub-clause (iii) of this clause, no trustee may receive remuneration for any service provided to the charity and no trustee may acquire any interest in property belonging to the charity or be interested in any contract entered into by the trustee otherwise than as a trustee of the charity.

(ii) The trustees may use the charity's funds to meet any necessary and reasonable expenses which they incur in the course of carrying out their responsibilities as trustees of the charity.

(iii) Any trustee who is a solicitor, accountant or engaged in any profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm, when instructed by the other trustees to act in a professional capacity on behalf of the charity.

However, at no time may a majority of the trustees benefit under this provision and a trustee must withdraw from any meeting of the trustees at which his or her own instruction or remuneration or performance, or that of his or her firm, is under discussion.

## 26 Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## 27 Expenses

The Trustees may reimburse the Almoners and other volunteers operating on its behalf for out of pocket and travelling expenses reasonably incurred in the carrying out of their duties as Almoners. The BFT Chair or Treasurer shall approve such claims.

## 28 Amendment of Trust Deed

(i) The trustees may amend the provisions of this deed, provided that:

- (a) no amendment may be made to clause 3 (Application of Income), clause 8 (Duty of care), clause 25 (Trustees not to benefit financially from their trusteeship), clause 29 (Dissolution) or this clause without the prior consent in writing of the Commission; and
- (b) no amendment may be made whose effect is that the charity ceases to be a charity at law.



(ii) Any amendment of this deed must be made by deed following a decision of the trustees made at a special meeting.

(iii) The trustees must send to the Commission a certified copy of the deed effecting any amendment made under this clause within three months of it being made.

## 29 Dissolution

The trustees may dissolve the charity if they decide that it is necessary or desirable to do so. To be effective, a proposal to dissolve the charity must be passed at a special meeting by a two-thirds' majority of all the trustees of the charity. Any assets of the charity that are left after the charity's debts have been paid ('the net assets') must be given:

(i) to another charity (or other charities) with objects that are no wider than the charity's own, for the general purposes of the recipient charity (or charities); or

(ii) to any charity for use for particular purposes which fall within the charity's objects. The Commission must be notified promptly that the charity has been dissolved and, if the trustees were obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## 30 Interpretation

In this deed, all references to particular legislation are to be understood as references to legislation in force at the date of this deed and also to any subsequent legislation that adds to, modifies or replaces that legislation.

## 31 History Revision

Revision Publish Date:	Clause Number	Previous Statement	Summary of Change	Requested Change	Approval by	Approval Date:
27/10/2025	3	NA	Following sentence was added Management Committee consists of all Trustees and Almoners and will normally meet quarterly.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	5 (iii)	the trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;	Updated reference from the Charities Act 1993 to the Charities Act 2022 regarding trustees' powers to dispose of charity property.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	5 (iv)	The trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they wish to mortgage land owned by the charity;	Clause regarding compliance with sections 38 and 39 of the Charities Act 1993 (mortgaging charity land) removed.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	Throughout	NA	Term 'Almoners' added	Kevin Kelly	Board of	29/10/2025

			alongside 'Trustees'.		Trustees	
27/10/2025	6	acquisition or disposal of land	Removed "acquisition or disposal of land" from Trustee Act 2000 powers clause.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	7 (v)	NA	Added clauses on Almoners' duties, training, and DBS (or equivalent) checks.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	9 (i)	Apart from the first trustees	Clause updated to remove "Apart from the first trustees" and add reference to the Hon Treasurer of the Chartered Institution of Building Services Engineers.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	9 (viii – xi)	NA	Added five new clauses on appointment terms and procedures for the Chair, Honorary Treasurer, Honorary Secretary, Trustees, and Almoners.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	13	The trustees must hold at least two ordinary meetings each year.	Updated minimum number of ordinary trustee meetings from two to four per year. 13 Ordinary meetings	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	14	The first meeting of the trustees must be called by 1 December 2005 or, if no meeting has been called within three months after the date of this deed, by any two of the trustees.	Removed clause specifying the calling of the first trustee meeting. 14 Calling meetings	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	16	The trustees at their first ordinary meeting in each year must elect one of their number to chair their meetings. The person elected shall always be eligible for re-election. If that 6 person is not present within ten minutes after the time appointed for holding a meeting, or if no one has been elected, or if the person elected has ceased to be a trustee, the trustees present must choose one of their number to chair the meeting.	Updated chairing of meetings clause to allow meetings to be chaired by the elected Chair or their nominee. 16 Chairing of meetings	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	17	Subject to the following provision of this clause, no business shall be conducted at a meeting of the trustees unless at least one third of the total number of trustees at the time, or three trustees (whichever is the greater) are present throughout the meeting.	Updated quorum requirement: minimum number of trustees increased from three to four.	Kevin Kelly	Board of Trustees	29/10/2025

27/10/2025	18	At meetings, decisions must be made by a majority of the trustees present and voting on the question	Updated voting clause: wording changed from “will normally be by consensus” to “should normally be by consensus” and clarified phrasing where no consensus occurs. 18 Voting.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	20	The trustees must keep minutes, in books kept for the purpose or by such other means as the trustees decide, of the proceedings at their meetings.	Updated minutes clause to allow keeping records in both books and electronic format. 20 minutes.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	22	NA	Added clause requiring completion and approval of an annual Risk Register, under the responsibility of the Chair. 22 Accounts, Annual Report and Annual Return.	Kevin Kelly	Board of Trustees	29/10/2025
27/10/2025	27	NA	Added clause allowing reimbursement of out-of-pocket expenses for Trustees, Almoners, and others approved by the Trustees, subject to documentation and approval. 27 Expenses	Kevin Kelly	Board of Trustees	29/10/2025