

The Intercom Trust

lesbian, gay, bisexual and trans communities
in Cornwall, Devon, Dorset and Somerset

Registered Charity 1072772

Deed of Trust and Constitution

9 September 1997

*amended 28 November 1998, 25 February 2004, 10 July 2007
and 10 December 2008*

WHEREAS the First Trustees hold £20 on the trusts declared in this Deed and it is contemplated that further money or assets may be paid or transferred to the trustees upon the same trusts;

AND WHEREAS the First Trustees and the First Donors are agreed that:

1. in spite of the painstaking labours of many agencies and individuals over the last fifty years there are still very many lesbian, gay, bisexual and trans citizens whose lives are diminished, marginalised, or shortened either because of their own private anxieties and isolation or because of actual discrimination, violence or abuse; AND THAT:
2. fear, isolation, prejudice and violence are often rooted in widespread and enduring public ignorance about homosexuality and about human sexuality and gender in general; AND THAT:
3. this state of affairs is greatly against the public interest, being not only contrary to natural justice and human rights but also detrimental to the health of the nation, both mental and physical; AND THAT:
4. while this state of affairs persists, many lesbians, gays, bisexuals and trans people will continue to look for the reassurance of knowing that any community support agency that they have dealings with is itself administered by people whose own personal experience gives them familiarity with and a unique understanding of the needs and concerns of these communities;

1. Administration

The charitable trust constituted by this deed ("the Trust") and its property ("the Trust Fund") shall be administered and managed by the trustees.

2. Name

The charity shall be called The Intercom Trust but the trustees may change the charity's name from time to time. Before doing so they must obtain the written approval of the Charity Commissioners for England and Wales ("the Commission") for the new name.

3. Application of income

The trustees must apply the income of the charity in furthering the following objects ("the Objects"):

- 3.1. To relieve the needs of lesbian gay bisexual and transgendered people and others who are in need on account of discrimination suffered in relation to sexual orientation or gender identity in such ways as are charitable at law;
- 3.2. to promote human rights (as set out in the European Convention of Human Rights and subsequent legislation, case determinations, conventions and declarations) by raising awareness of human rights issues, promoting public support for human rights, obtaining redress for the victims of human rights abuse, and contributing to the sound administration of human rights law;
- 3.3. to advance the education of the public in relation to all aspects of discrimination and other disadvantage suffered by reason of being lesbian gay bisexual or transgendered.

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):

- 5.1. to raise funds and invite and receive contributions: provided that in raising funds the trustees shall not undertake any substantial trading activity and shall conform to any relevant statutory regulations;
- 5.2. to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- 5.3. subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property comprised in the Trust Fund;
- 5.4. subject to any consents required by law, to borrow money and to charge the whole or any part of the Trust Fund with repayment of the money so borrowed;
- 5.5. to permit any investments comprised in the Trust Fund to be held in the name of any clearing bank, any trust corporation or any stock broking company which is a member of the Stock Exchange (or any subsidiary of such a stock broking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such;
- 5.6. to co-operate with voluntary and statutory agencies and other organisations and associations operating in furtherance of the Objects or of similar purposes and to exchange information and advice with them;
- 5.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.8. to create such advisory committees as they think fit;
- 5.9. to employ and remunerate such staff as are necessary for carrying out the work of the charity;
- 5.10. to act as a focus and resource for other agencies and organisations who in the opinion of the trustees share all or some of these Objects or else contribute to their fulfilment;
- 5.11. to improve the sense of community amongst isolated and vulnerable lesbians, gay men, bisexuals and trans people, to broaden their access to mainstream services on the level of full equality with other members of the public, and to enable them to create new structures of self-help;
- 5.12. to develop the mental and physical good health of the nation in areas that relate to sex, gender and sexuality;
- 5.13. to improve public awareness of issues of sexual orientation and gender identity, and to act as an advocate for the human rights and the social legal and civic equality of all people irrespective of sexual orientation and gender identity;
- 5.14. to work by all lawful educational and charitable means towards the eradication of homophobic and transphobic violence prejudice and discrimination from private public and corporate life;
- 5.15. to facilitate, encourage and publicise lesbian gay bisexual and trans communal and cultural activities in all fields including but not limited to the arts, sport, and leisure activities;
- 5.16. to support families whose members include lesbian, gay, bisexual or trans people;
- 5.17. to do any other lawful thing that is necessary or desirable for the achievement of the Objects.

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, the acquisition or disposal of land and the employment of agents, nominees and custodians.

7. Delegation

- 7.1. 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.
- 7.2. The trustees must exercise their powers jointly at properly convened meetings except where they have:
 - 7.2.1. Delegated the exercise of the powers (either under this provision or under any statutory provision), or
 - 7.2.2. Made some other arrangements, by regulations under clause 21,
- 7.3. The trustees must consider from time to time whether the powers or functions which they have delegated should continue to be delegated.

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

- 9.1. There must be at least three trustees.
- 9.2. In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity.
- 9.3. In selecting individuals for appointment as trustees, the trustees shall take all possible and reasonable steps to ensure that at all times lesbian gay and bisexual people constitute a majority of the board of trustees.
- 9.4. The trustees must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each trustee.
- 9.5. The trustees must make available to each new trustee, on her or his first appointment:
 - 9.5.1. a copy of this deed and any amendments made to it;
 - 9.5.2. a copy of the charity’s latest report and statement of accounts;
 - 9.5.3. a copy of the Trust’s Equal Opportunities and Anti-Discrimination Policy; and
 - 9.5.4. a copy of the Trust’s Confidentiality Protocol.

10. Eligibility for trusteeship

- 10.1. No one shall be appointed as a trustee:
 - 10.1.1. if s/he is under the age of 18 years; or
 - 10.1.2. if s/he would at once be disqualified from office under the provisions of clause 11 of this deed.
- 10.2. No one shall be entitled to act as a trustee whether on appointment or on any re-appointment as trustee until s/he has expressly acknowledged, in whatever way the trustees decide, her/his acceptance of the office of trustee of the charity.

11. Termination of trusteeship

- 11.1. A trustee shall cease to hold office if s/he:
 - 11.1.1. is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - 11.1.2. becomes incapable by reason of mental disorder, illness or injury of managing her/his own affairs;
 - 11.1.3. is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that her/his office be vacated; or
 - 11.1.4. notifies to the trustees a wish to resign (but only if:
 - 11.1.4.1. enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings, and
 - 11.1.4.2. at least one of the remaining trustees is lesbian or gay or bisexual).
- 11.2. A trustee who leaves office for any reason (other than death or incapacity) shall immediately do all such things as are necessary to be done to wind up her/his trusteeship.

12. Vacancies

If a vacancy occurs the trustees must note the fact in the minutes of their next meeting. Any eligible trustee may be re-appointed. So long as there are fewer than three trustees, 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 two 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 take such form, including videoconferencing, as the trustees decide provided that the form chosen enables the trustees both to see and to hear each other.

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 person elected to chair meetings of the trustees or by any two trustees. Not less than four days' 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

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 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.

- 16.1. 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.
- 16.2. If lesbian gay and bisexual people are at any time in a minority on the board of trustees, no-one shall be eligible to chair meetings of the trustees except one of those trustees who are lesbian or gay or bisexual.

17. Quorum

- 17.1. 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 two trustees (whichever is the greater) are present throughout the meeting.
- 17.2. The trustees may make regulations specifying different quorums for meetings dealing with different types of business.
- 17.3. No business shall be conducted at any meeting of the trustees unless at least one trustee is present who is lesbian or gay or bisexual.

18. Voting

At meetings, decisions 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 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:

- 21.1.1. the calling of meetings;
- 21.1.2. methods of making decisions in order to deal with cases or urgency when a meeting is impractical;
- 21.1.3. the deposit of money at a bank;
- 21.1.4. the custody of documents; and
- 21.1.5. the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and require a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

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 1993 with regard to:

- 22.1.1. the keeping of accounting records for the charity;
- 22.1.2. the preparation of annual statements of account for the charity;
- 22.1.3. the auditing or independent examination of the statements of account of the charity; and
- 22.1.4. the transmission of the statements of account of the charity to the Commission.
- 22.1.5. the preparation of an annual report and its transmission to the Commission.
- 22.1.6. the preparation of an annual return and its transmission to the Commission.

23. Registered particulars

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

Unless expressly authorised by the Commission to do so, no trustee may buy goods or services from the charity, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity or from any trading company owned by the charity.

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 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.

28. Amendment of Trust Deed

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

- 28.1. 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), clause 9.3 (balance of trustees according to sexual orientation), clause 16.2 (chairing of meetings), clause 17.3 (conduct of business) or this clause without the prior consent in writing of the Commission;
- 28.2. a clear majority of all the Trustees shall vote in favour of the proposed amendment or amendments; and
- 28.3. no amendment may be made whose effect is that the charity ceases to be a charity at law.

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 the trustees. Any assets of the charity that are left after the charity's debts have been paid ('the net assets') must be given:

- 29.1. 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
- 29.2. 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

- 30.1. 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.
- 30.2. In this deed and in any document issued by or on behalf of the trustees all pronouns and other expressions that refer to persons, including but not limited to the expressions "s/he" and "her/his" and "her/himself", shall in all places be understood and interpreted:
 - 30.2.1. as referring inclusively to any person or persons irrespective of any questions or issues of gender or of sexuality or of both these things, and
 - 30.2.2. as implying absolute equality of status irrespective of all or any such questions or issues.

31. Geographical area of benefit

The Trust shall limit its operations to the geographical area comprising the counties of Cornwall, Devon, Dorset and Somerset and the unitary authorities of the Isles of Scilly, Plymouth, Torbay, North Somerset, Bath and North East Somerset, Bournemouth and Poole. The trustees shall nevertheless have discretion to undertake projects at national and regional levels, and to have such dealings as they see fit within the limits of this Deed with any individuals and organisations wholly or partly domiciled or registered or conducting their business outside this area of

benefit, if in their judgement this is necessary or desirable for the achievement of the Objects within the area of benefit.

32. Anti-Discrimination and Equal Opportunities Policy

- 32.1. The trustees shall provide that an Anti-Discrimination and Equal Opportunities Policy be formulated and made known to all trustees and employees and volunteers working for the Trust.
- 32.2. This Policy shall not include (nor shall it or any part of it be interpreted as including) any necessity or duty for the Trust to tolerate any expressions of opinion or any acts which are in the opinion of the trustees homophobic or transphobic or discriminatory or otherwise intolerant of the rights of others, whatever the expressed or alleged basis or reason or purpose or motivation of such expressions of opinion or acts.
- 32.3. It shall be the duty of the trustees actively to ensure that the Anti- Discrimination and Equal Opportunities Policy is at all times strictly and impartially enforced, and in particular to ensure that lesbian gay bisexual and trans people may feel confident that homophobia and transphobia are being actively and effectively combated at all levels of the Trust.

33. Confidentiality Protocol

The trustees shall provide that a Confidentiality Protocol be formulated and made known to all trustees, employees and volunteers working for the Trust. It shall be the duty of the trustees actively to ensure that this Protocol is at all times strictly and responsibly enforced.