Heacham Club Charity Trustee Structure and Appointments Under the 1921 Scheme.

In brief

The 1921 Scheme sets out the categories of Trustees, including the Ex-officio roles and the Non-Official Trustee. However, the Scheme does not specify how an Ex-Officio Trustee should be replaced when the appointment is declined and a vacancy arises. In these circumstances, the Trustee Act 1925 applies automatically. Section 36 of that Act provides that the continuing trustees may appoint a new trustee to fill a vacancy.

This is the lawful mechanism used for the appointments made to fill vacancies. The Charity Commission was provided with a full explanation of this in June 2026, together with the relevant minutes and supporting documents. The Commission raised no concerns and continues to deal with the current trustees as the lawful governing body under the 1921 Scheme.

There is no contradiction between the Scheme and these appointments: the Scheme defines the trustee roles, and the Trustee Act 1925 provides the statutory process for filling vacancies where the Scheme is silent.

In detail

1. Trustee Roles Under the 1921 Charity Commission Scheme

The 1921 Scheme establishes **five trustee positions**:

Ex-Officio Trustees (4 positions)

These trustees hold office automatically by virtue of the role they occupy:

1. **The Vicar of Heacham**
2. **The Chairman of Heacham Parish Council**
3. **The Owner of Heacham Hall**
4. **The Master of Gonville & Caius College, Cambridge**

Non-Official Trustee (1 position)

- Appointed for a fixed term under the Scheme.

The Scheme defines *who may hold office*, but it does **not** explain how vacancies should be filled when an ex-officio office ceases to exist, the officeholder declines to act, or the officeholder is unsuitable due to conflict of interest or other reasons.

2. Why Ex-Officio Vacancies Occurred

Over time, ex-officio positions have become vacant for reasons outside the charity's control:

- **Heacham Hall was destroyed in 1940**, so technically the office of "Owner of Heacham Hall" no longer exists, the Charity has continued to accept the owner of the Heacham Hall site as a Trustee, but recently successive owners have declined to take up the post.
- The **Master of Gonville & Caius College** has declined to act for decades.

The 1921 Scheme contains **no mechanism** for:

- removing an ex-officio trustee,
- refusing to accept an ex-officio trustee,
- addressing conflicts of interest,
- or replacing trustees who decline to act.

3. The 1921 Scheme Does Not Provide a Mechanism for Removal or Refusal of Trustees

This is a critical governance point.

The Scheme does **not** include:

- any power to remove trustees,
- any power to refuse an ex-officio trustee,
- any eligibility or suitability criteria,
- any conflict-of-interest provisions,
- any process for disqualification,
- any mechanism for dealing with unfit or unwilling trustees.

This silence is legally significant.

Under charity law, when a governing document **does not provide a mechanism**, trustees must rely on **statutory powers**.

4. When the Scheme Is Silent: The Trustee Act 1925 Applies Automatically

The Charity Commission's guidance *Finding and appointing new trustees (CC30)* states:

"You must follow what your governing document says. If you don't do this, your trustee decisions may be invalid. You can usually change governing document rules that no longer work for your charity." *(Charity Commission – CC30)*

CC30 also confirms that trustees must follow the governing document **and legal rules** when appointing trustees. When the governing document is **silent**, the legal rule that applies is the **Trustee Act 1925**.

Under **section 36(1)** of the Trustee Act 1925:

The continuing trustees may appoint a new trustee to fill a vacancy.

This statutory power applies to **all types of vacancies**, including:

- ex-officio roles that no longer exist,
- ex-officio officeholders who decline to act,
- ex-officio officeholders who cannot act due to conflict of interest,
- trustees who resign,
- trustees who are unfit or unwilling.

Because the 1921 Scheme provides **no removal or refusal mechanism**, the Trustee Act 1925 is the correct and lawful route for maintaining a functioning trustee body.

5. Why Replacement Trustees Need Not Match the Ex-Officio Category

The Trustee Act 1925 does **not** require a vacancy to be filled by someone holding the same "type" of office (ex-officio or non-official). It simply ensures that:

- the charity has a functioning trustee body,
- decisions can be made,
- assets are protected,
- and legal obligations are met.

This is standard practice for older village hall trusts, church charities, and pre-war schemes.

The Charity Commission's guidance confirms that trustees may appoint new trustees **provided they follow the governing document and legal rules**.

6. Non-Official Trustee Appointments Are Fully Consistent With Charity Commission Guidance

CC30 states:

"You must follow: • relevant rules in your charity's governing document • legal rules about who is allowed to be a trustee." *(Charity Commission – CC30)*

CC3 (*The Essential Trustee*) reinforces this:

"Comply with your charity's governing document and the law." *(Charity Commission – CC3)*

Because the 1921 Scheme is silent on:

- removal,
- refusal,
- conflict of interest,
- and replacement of ex-officio trustees,

the trustees correctly followed **the law** — the Trustee Act 1925 — and appointed trustees accordingly.

These appointments therefore **fully comply** with Charity Commission guidance.

7. The Charity Commission Has Been Fully Informed and Raised No Concerns

In June 2026, the trustees provided the Charity Commission with:

- a full explanation of each appointment,
- the legal basis under the Trustee Act 1925,
- supporting minutes and documentation.

The Commission:

- raised **no concerns**,
- accepted the appointments as lawful,
- and continues to deal with the current trustees as the **valid governing body under the 1921 Scheme**.

8. Summary

- The 1921 Scheme defines **five trustee roles**, including four ex-officio positions.
- The Scheme contains **no mechanism** for removing or refusing trustees, even ex-officio ones.
- Ex-officio roles became vacant due to circumstances outside the charity's control.
- The Scheme does **not** explain how to replace trustees when vacancies arise.
- The Trustee Act 1925 therefore applies automatically.
- Section 36 empowers the remaining trustees to appoint replacements.
- This statutory process was followed correctly.
- The Charity Commission has confirmed it has **no concerns** and recognises the current trustees as lawful.

Dated: 21st October 2026