

to any matter by reason only that the determination of that question will or may affect contracts which have been, or may thereafter be, entered into by that member with the Council.

### **Change of Rules**

17. (1) These Rules may be repealed or amended or added to, and any amended or added Rule may be repealed or amended or added to, by a resolution passed by a majority of not less than two-thirds of the members of the Trust present and voting at a general meeting subject to the proposed change being set in the agenda for the meeting.
- (2) Any change in the Rules for the time being in force shall take effect on the date specified in the resolution making such change or if no date is so specified forthwith on the passing of the resolution.
- (3) Every member shall be bound by any repeal of, amendment of, or addition to, the Rules from time to time duly made.

### **Dissolution**

18. In the event that the objects for which the Trust is established can no longer be fulfilled in whole or in part or if the members in their absolute discretion decide that it is expedient to discontinue the Trust, then the Trust may be dissolved by resolution of the members passed by not less than two-thirds of their number present and voting at a meeting of the Trust specially convened for that purpose, provided that no resolution to dissolve the Trust shall be considered unless notice in writing setting out the terms of the resolution and stating the place and time of such meeting shall have been sent to every member not less than twenty-one clear days before the date of the meeting at which it is to be considered. In the event of the dissolution of the Trust as aforesaid the assets of the Trust shall be applied to such charitable objects, preferably being objects similar to the objects of the Trust, as the resolution shall provide.

### **Citation and Commencement**

19. These Rules may be cited as the Rules of the National Trust for Jersey Rules, 2012.

## **Rules of the National Trust for Jersey, 2012**

WHEREAS the National Trust for Jersey (hereinafter referred to as “the Trust”) was formed as an association not for profit and was incorporated by Law passed by the States of Jersey and confirmed by Order in Council dated 13th April 1937:

AND WHEREAS the Rules and Regulations adopted at the First General Meeting of the Trust held on 3rd February 1937 and amended in 1983 no longer meet the needs of the Trust;

The Trust has adopted the following Rules and Regulations:

1. (1) The Trust shall be established for the purposes of securing the permanent preservation for the benefit of the Island of lands and tenements (including buildings) of beauty or historic interest, and as regards lands, for the preservation (so far as practicable) of their natural aspect, features, and animal and plant life.
- (2) Subject to the provisions of these Rules and for the purposes of the Trust, the Trust may acquire by purchase, gift or otherwise and may hold lands, buildings and hereditaments and any rights, easements or interests therein or thereover, and any other property of whatsoever nature, and may maintain and manage, or assist in the maintenance and management of, lands as open spaces or places of public resort, and buildings for purposes of public recreation, resort or instruction, and may accept property in trust for any public purposes and may act in any trusts for or as trustee of any property devoted to public services, and may do all acts or things and take all such proceedings as it may deem desirable in the furtherance of the objects of the Trust, and may upon, or with respect to any property belonging to it, or in which it has an interest, do all such things and make all such provisions as may be beneficial for the property or desirable for the comfort and convenience of persons resorting to or using such property, and may exercise full powers of ownership over its lands and property according to its estate and interest therein not inconsistent with the objects for which it is constituted, and may apply its funds to all or any of the objects of the Trust.
2. Save in the case of a member who may also be an employee of the Trust no dividend bonus or other profit shall at any time be paid out of the income or property of the Trust to any member of the Trust, provided that any member of the Trust being an advocate, solicitor, accountant, architect, investment adviser, investment manager or other person engaged in any profession or business shall be entitled to charge and be paid all usual professional or other charges for business transacted, time expended and acts done in connection with the administration of the affairs of the Trust.
3. (1) The members of the Trust shall be divided into (a) subscribing members, (b) honorary members and (c) corporate members.

- (2) The Council may elect as an honorary member of the Trust any person who makes a gift to the Trust which appears to the Council to entitle such person to be distinguished as an honorary member. An honorary member shall not be required to pay any subscription and shall continue as a member for such period as the Council may determine.
4. (1) A subscribing member of the Trust shall pay such subscription as may from time to time be determined by the Council, and such subscription may be in respect of a year (beginning on the first day of January or otherwise as the Council may from time to time determine) or the member's life, and the amount of a life subscription may vary according to the age of the member at the time when it becomes payable.
- (2) A corporate member of the Trust shall be such a corporate or other body or association as the Council may from time to time by resolution determine who makes an annual subscription to the funds of the Trust of such minimum amount as the Council may by resolution from time to time determine. The Council may from time to time by resolution determine different minimum annual subscriptions for different classes or corporate members.
- (3) A member of the Trust may resign his or her membership by sending a resignation in writing to the Honorary Secretary, and a member who resigns shall not be liable to pay a subscription for any year after that in which the resignation takes effect.
5. No member of the Trust shall be liable for, or to contribute towards, payment of the debts or liabilities of the Trust beyond the amount of any subscription due by such member or of any contribution agreed to be given by him or her and remaining unpaid.

### **General Meetings**

6. (1) A general meeting of the members of the Trust may be convened whenever the Council thinks fit.
- (2) The Council shall in each calendar year convene a general meeting of members to be known as the Annual General Meeting.
- (3) The Council shall, upon a requisition in writing delivered to the Honorary Secretary stating the object of the proposed meeting and signed by twenty or more members of the Trust, convene a general meeting of members.
- (4) Notice of every general meeting and of the agenda thereof shall be sent to each member at his or her last recorded postal or electronic address or given by publication in the Jersey Evening Post Gazette, in each case not less than fourteen days before the date thereof.
- (5) Any member not being a member of the Council who proposes to move any motion at a general meeting shall send notice thereof, signed by such member and by two other members as seconders, to the Honorary Secretary at least seven days before such general meeting.

- (6) The quorum for a general meeting shall be fourteen members.
- (7) The President or in his absence a Vice-President shall take the chair at a general meeting. If neither the President nor a Vice-President be present the meeting shall elect a Chairman.
- (8) Every member shall have one vote only with the exception of the Chairman's casting vote.
- (9) At every general meeting all matters which come up for the decision of such meeting shall be decided by a majority of votes of the members personally present and voting by show of hands, unless a poll be demanded by one-third of such members (any fraction of one being counted as one) or twenty such members, whichever is the less in number, and on such demand being made, a poll of the Trust shall be taken accordingly by voting papers in such manner as the Chairman may direct and the result of the poll shall be deemed to be the decision of the general meeting on the resolution.
- (10) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left undisposed of at the meeting at which the adjournment took place, unless in pursuance of a notice and agenda given to the members as prescribed in paragraph (4) of this Rule.
- (11) If any decision or action in any matter within the competence of a general meeting is urgently required the Council may shorten any period of notice required by this Rule.
- (12) At every Annual General Meeting the Council shall report to the meeting on the work done in the preceding year and on its future plans and shall present the audited accounts for the preceding year together with the auditor's report thereon. The meeting shall appoint the auditor or auditors for the then current year.
- (13) The auditor or auditors appointed shall each be a member of one of the institutes or associations which are members of or represented by the Consultative Committee of Accountancy Bodies.
- (14) Every Annual General Meeting shall elect from amongst members of the Trust sufficient persons to bring the number of elected members of the Council at least to the minimum required by Rule 8 of these Rules.
- (15) Nominations for vacancies on the Council, signed by the proposer and seconder, must be received by the Secretary at least seven days prior to the Annual General Meeting and must contain an assurance that it is with the knowledge and consent of the candidate that he or she is being nominated.
- (16) No inadvertent failure to comply with the terms of this Rule concerning the summoning of any general meeting or the procedure thereat shall invalidate the proceedings or render ineffective any decision made at such meeting.

## Officers and Administration

7. (1) The officers of the Trust shall be:
  - (a) the President;
  - (b) two Vice-Presidents;
  - (c) an Honorary Secretary;
  - (d) an Honorary Treasurer.
- (2) The officers shall be appointed by the Council from amongst members of the Trust for such time not exceeding three years as the Council may specify, but any officer may resign by giving notice in writing to the Council and the Council may at any time determine the appointment of any officer.
- (3) On the expiry of his or her term of office a President or Vice-President shall not be eligible for the same office until one year shall have elapsed, but an Honorary Secretary or an Honorary Treasurer shall be eligible for immediate re-election to the same office.
- (4) The Council may appoint such officers and employees as the Council may from time to time think desirable and may prescribe their duties and tenure of office and fix their salaries and wages and the conditions of their service including the provision of pensions on retirement.
- (5) If under the preceding paragraph the Council shall appoint any person as secretary or as treasurer of the Trust, it shall be unnecessary during the tenure of office of such person to appoint any member of the Trust as Honorary Secretary or Honorary Treasurer as the case may be. If there be no Honorary Secretary or Honorary Treasurer, their duties under the Rules shall be discharged by the salaried secretary or treasurer as the case may be.
- (6) The Council may also elect any number of Honorary Vice-Presidents, but the persons so elected shall not by reason of such election be members of the Council.
8. (1) The affairs of the Trust shall be administered by a council called "The Council of the National Trust for Jersey" (herein referred to as "the Council").
- (2) the Council shall consist of:
  - (a) the officers mentioned in Rule 7(1);
  - (b) not less than ten and not more than fifteen persons elected at the Annual General Meeting from amongst members of the Trust;
  - (c) members (if any) appointed by the Council to serve in place of any elected member whose office has become vacant.
9. (1) In each year, with effect from the date of the Annual General Meeting, two of the elected members of the Council shall retire.
- (2) Subject to the provisions of paragraph (3) and (4) of this Rule, the elected members of the Council to retire shall be those who have been longest in office and when two or more have been in office an equal length of time they shall draw lots to determine who shall retire.
- (3) Where an elected member of the Council informs the Council of an intention to resign with effect from the next Annual General Meeting such member shall be deemed to be one of the members to retire under this Rule at that Annual General Meeting.
- (4) A member of the Council appointed under Rule 8(2)(c) shall retire at the Annual General Meeting next after his or her appointment and shall be deemed to be one of the members to retire under this Rule at that Annual General Meeting.
- (5) An elected member of the Council retiring at any Annual General Meeting shall not be eligible for re-election until the next succeeding Annual General Meeting.
- (6) (a) Officers of the Trust are not subject to paragraph (1) of this Rule.  
(b) The immediate past President shall not be subject to the provisions of paragraph (1) of this Rule until the Annual General Meeting next following that at which he or she ceased to hold office as President.  
(c) Members of the Council appointed under Rule 8(2)(c) are not subject to paragraph (5) of this Rule.
- (7) The length of time a member of the Council has been in office shall be computed from the date of the Annual General Meeting at which such member was last elected or the date of such appointment under Rule 8(2)(c) as the case may be.
- (8) Seven members of the Council shall form a quorum.
- (9) If any member of the Council shall be absent for three consecutive meetings of the Council without good reason acceptable to the Council his or her office shall thereupon become vacant.
10. (1) The Honorary Secretary shall make or procure the making of a record of the proceedings of every general meeting, meeting of the Council, and every meeting of any sub-committee of the Council other than a sub-committee appointed only for the purpose of considering any matter and reporting thereon. The Honorary Secretary shall also conduct or supervise the conducting of all correspondence of the Trust and receive and send all notices received by or required to be sent by the Trust and shall keep or procure the keeping of and from time to time revise the list of all names and addresses of the members of the Trust.
- (2) The Honorary Treasurer shall keep or procure the keeping of accounts and records of all the income and expenditure and of all the property of the Trust and shall duly arrange each year for the auditor or auditors appointed to audit the accounts and report thereon.

- (3) If the Council shall have appointed a salaried secretary or a salaried treasurer, the Honorary Secretary and the Honorary Treasurer, as the case may be or, failing them, the President shall supervise the work of the secretary or treasurer.
  11. (1) Saving matters within the exclusive powers of a general meeting or an Annual General Meeting (that is to say the election of members of the Council, the appointment of an auditor or auditors, the passing of audited accounts and the repeal or amendment of these Rules or the addition thereto of further Rules) the entire business of the Trust shall be managed by the Council which shall exercise all the powers and rights of the Trust.
  - (2) The Council from its own number may appoint a committee for any special purpose to consider, investigate and report facts and to make recommendations or to act and may delegate to such committee under such conditions and limitations as may be imposed any power or the performance of any duty which the Council can exercise or perform in respect of such special purpose.
  - (3) For the assistance of any committee of the Council, the Council may add to such committee, with or without the power of voting, any member of the Trust or other person whose aid the Council may judge useful to such committee.
  - (4) The Council and any committee (subject to any conditions or limitations imposed by the Council) may each regulate their own procedure as they think fit.
  - (5) No act or proceeding of the Council or committee shall be questioned on account of there being at the time of such act or proceeding any vacancy or vacancies in the Council or in any committee.
  - (6) If any person purporting to act as a member of the Council or a committee is not qualified to be a member thereof or was not duly elected or appointed thereto, the proceedings and actions to which he was a party shall have full validity and effect if the majority of persons party thereto were duly entitled to participate in such proceedings and actions.
  - (7) If acting in good faith the Council or any committee exceeds or may reasonably be thought to have exceeded its powers or the conditions or limitations placed thereon, anything done, if within the powers of the Trust, may be ratified in the case of the Council by a general meeting and in the case of any committee by the Council if such ratification is considered to be in the interests of the Trust.
12. Proper accounts shall be kept of all sums of money received and expended by the Trust and of the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Trust, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules for the time being of the Trust, such accounts shall be open at all reasonable times to the inspection of the members.
13. The Council shall apply all money received by the Trust as follows, namely
  - (a) in payment of the working and establishment expenses of the Trust and the cost of management, maintenance, upkeep and improvement of the properties of the Trust and;
  - (b) in payment of the interest on moneys borrowed under the powers of these Rules and of the instalments (if any) of principal moneys so borrowed;and the balance (if any) shall be applied in furthering the objects for which the Trust is established in such manner as the Council directs and may, if the Council sees fit, be invested in such securities as the Council may in its absolute discretion determine.
14. The Trust may make such reasonable charges for admission of the public to any of the property of the Trust, or any part or parts thereof, or for the use of the public of any such property as it may from time to time determine.
15. The Trust may act in concert with and make any arrangements and agreements with any public or parochial authority, or with any residents or committee of residents in the neighbourhood of any land or property of the Trust, or with any persons for giving effect to the objects of the Trust.
16. (1) The seal of the Trust shall not be applied to any instrument except by the authority of the Council, and the application of the seal shall be attested by the President, or a Vice-President, and at least one other member of the Council (other than the Honorary Secretary) and the Honorary Secretary.
- (2) In contracts passed before the Royal Court, the Trust shall be represented by any two members of the Council either generally or specifically authorised to that end.
- (3) Any contract or instrument not required to be under seal may be entered into or executed on behalf of the Council by any person authorised by the Council in that behalf, either generally or specially.
- (4) No contract to which the Council is a party shall be avoided by reason only that a member of the Council is also a party thereto or is interested therein, and a member of the Council who is a party to or interested in such contract shall not, by reason only that he or she is a member of the Council, be liable to account to the Council for any profit realised by him or her by reason of the contract. A member of the Council must forthwith however forthwith disclose to the Council any interest which such member has or acquires in any contract to which the Council is a party. If such interest in the opinion of the other members of the Council in any way conflicts with a member's duty as a member of the Council he or she shall not vote upon any question relating to the contract and, if he or she does vote, such vote shall not be counted, provided that a member of the Council shall not be precluded from voting on a question relating to the general policy of the Council with respect