

The National Trust of Guernsey

Constitution and Rules 1968

The National Trust of Guernsey

In 1960 a group of Guernsey residents formed an Association, called "The National Trust of Guernsey", which at its first general meeting on the 7th December, 1960, adopted Rules and Regulations to establish the Association and to govern its activities. This Association, with wider purposes and greater powers, became a body corporate by virtue of The National Trust of Guernsey (Incorporation) Law, 1967, approved and made law by an Order in Council dated the 28th July, 1967, which by order of the Royal Court was registered on the records of the Island on the 19th September, 1967.

The Law sets out the Constitution of the Trust as printed herein. By virtue of section 3 (2) of the Law the Rules as printed herein took effect immediately upon the **incorporation** of the Trust.

Constitution

1. The Association called "The National Trust of Guernsey" (hereafter in this Law referred to as "the Association") shall be incorporated by the name of "The National Trust of Guernsey" (hereafter in this Law referred to as "the Trust ") to the intent that by that name the members of the Association and all other persons who shall become members of the Trust shall be a body corporate with perpetual succession and a common seal, capable of suing and being sued, and with power to purchase, take, hold, deal with and dispose of land and other property whatsoever.

2. The general purposes of the Trust shall be the promoting, so far as is practicable and desirable, for the benefit of the people of this Island and of visitors thereto of –

(a) the preservation and enhancement of natural beauty and the protection, propagation and control of wildlife and animal and plant life;

(b) the preservation, restoration, upkeep and use of places and buildings of historic or other interest to the people of this Island or of horticultural or architectural merit and the protection and augmentation of the amenities of such places and buildings and their surroundings;

(c) the preservation, care, repair, use and exhibition of furniture, pictures and chattels of any description being of interest to the people of this Island or having historic or artistic interest;

(d) the provision, upkeep, improvement and use of open spaces, parks, gardens and other places of recreation, enjoyment or exercise;

(e) the clearance of derelict land and buildings in keeping with the best principles of town and country planning;

(f) the consideration of Island planning and the planning of the towns, villages, hamlets, roads, streets and public ways in this Island and of matters related thereto;

(g) co-operation with other non-profit making societies and associations, whether or not incorporated with general purposes compatible with the purposes of the Trust;

and

(h) public interest in the purposes and activities of the Trust.

3. (1) The Trust may from time to time at a general meeting make all such rules as may be necessary or expedient as respects the conduct and management of its affairs and in particular, but without prejudice to the generality of the foregoing, as respects:

(a) the classification of its members and the qualification for membership within each class;

(b) the calling of general meetings and the conduct and proceedings at general meetings;

(c) the setting up of a council to act as the governing body of the Trust and the appointment by such council of such committees and sub-committees for such purposes and with such powers as such council may deem necessary or expedient;

(d) the proceedings, powers and duties of such council, committees and sub-committees;

(e) the offices of the Trust and the tenure, powers and duties thereof and appointments thereto; and

(f) the method of changing such rules.

(2) The rules approved at the Annual General Meeting of the Association held on the twenty-second day of March, nineteen hundred and sixty-seven, and intended to have effect upon the incorporation of the Association shall have effect upon the incorporation of the Association as if they were rules made under subsection (1) of this section.

(3) Rules made under subsection (1) of this section may provide that all powers hereby conferred on the Trust, other than powers required to be exercised in general meeting, shall be exercisable by the council set up by those rules to act as the governing body of the Trust and for the delegation of any such powers by the council to any committee or sub-committee appointed by the council under those rules, subject to such conditions and limitations as may be imposed by the council as to the exercise of any of the powers so delegated.

4. The officers, members of the Council, and members of the Executive Committee of the Council, of the Association shall, upon the incorporation of the Association, become respectively the first officers, members of the Council, and members of the Executive Committee of the Council, of the Trust and shall each retire when he would have retired had the Association not been incorporated.

5. All the real and personal property vested in the Association or in any person in trust for the Association shall, upon the incorporation of the Association, vest in the Trust, which shall be subject to and shall discharge all obligations and liabilities to which the Association is subject.

6. The Trust shall have all powers reasonably necessary to further and to carry out the general purposes of the Trust and in particular, but without prejudice to the generality of the foregoing, may-

(a) acquire and hold lands and any other property whatsoever;

(b) maintain and manage, or assist in the maintenance and management of, any property whatsoever for reward or otherwise;

(c) act in any trust for, or as trustee of, any property whatsoever for reward or otherwise;

(d) without prejudice to any public or private right, make and from time to time vary conditions governing the access to, and use by the public generally or any persons or bodies of persons of, places and buildings owned by or under the control of the Trust, and such conditions may fix charges to be paid by persons resorting to such places and buildings;

(e) establish and manage an investment fund or funds and with that object acquire any property whatsoever and, in order to reinvest the proceeds, dispose of any property so acquired applying the income of each established fund –

(i) to the costs of management, maintenance, repair and preservation of the property in the fund and of keeping the capital thereof intact;

(ii) then to the particular purpose if any for which the fund was established or to

increasing the fund for such purpose; and

(iii) insofar as not required for such costs, purpose or increase, to the general purposes of the Trust;

(f) raise money by borrowing on the security of any of the Trust's property, so, however, that such borrowing shall not be inconsistent with any trust, covenant or contract affecting such property.

7. No dividend, bonus or other profit shall be paid out of the income or property of the Trust to any member of the Trust, save that any member may-

(a) in the ordinary course of his trade, business or profession supply goods, services or advice to the Trust for reward;

(b) serve the Trust in any salaried office or paid employment;

(c) receive value for any property or right transferred or granted by him to the Trust; and

(d) be allowed to occupy or have possession of any property of the Trust gratuitously or at a less rent or payment for use than the best rent or payment that could reasonably be obtained therefor.

8. No member of the Trust shall be liable for or to contribute towards the payment of the liabilities of the Trust beyond the amount of any subscription, contribution or other debt due from him to the Trust.

9. A general meeting of the Trust shall be held at least once in every year.

10. (1) Proper accounts shall be kept of all sums of money received and expended by the Trust.

(2) At least once in every year the accounts shall be examined and audited by an auditor or auditors elected at the annual general meeting of the Trust.

11. (1) The Trust shall establish and maintain in this Island a registered office at which all instruments for service upon the Trust shall be served.

(2) Notice of the situation of the registered office, and of any change thereof, shall

be given in writing to Her Majesty's Greffier within seven days after the establishment thereof or of the change, as the case may be.

Rules

Membership

1. (1) The members of the National Trust of Guernsey (hereinafter referred to as "the Trust") shall consist of the following classes-

(a) ordinary subscribing members that is to say persons who have paid to the Trust in respect of the current calendar year a subscription of one pound (£1) or more;

(b) life members *that* is to say persons who have paid to the Trust the sum of twenty guineas (21) or more as a life subscription;

(c) honorary members that is to say persons appointed by the Council as honorary members in recognition of their having given to the Trust such moveable or immovable property proper to be held by the Trust for any purpose within the general purposes of the Trust or have given to the Trust such sum of money or other property as shall appear to the Council to entitle them to be distinguished as honorary members;

(d) associate members that is to say persons who have not paid a life subscription or an annual subscription in respect of the current calendar year but who have undertaken to further the purposes of the Trust in a manner approved by the Council;

(e) nominated members that is to say the persons appointed to be members of the Council by the States of Guernsey, La Société Guernesiaise or any other organisation authorised pursuant to Rule 4 (15) to appoint one or two councillors.

(2) For the purpose of this Rule any payment gift or undertaking to the National Trust of Guernsey prior to the incorporation of the Trust by persons who thereby were members of the National Trust of Guernsey at such incorporation shall from such incorporation be effective to make such persons members of the Trust in the same class of membership as was their membership of the National Trust of

Guernsey provided that such persons who were ordinary subscribing members of the National Trust of Guernsey shall cease to be ordinary subscribing members of the Trust at the end of the calendar year in which the Trust is incorporated unless they pay in respect of the next ensuing year a subscription of one pound (1) or more.

(3) Any person wishing to become an ordinary subscribing member or a life member of the Trust shall apply in writing to the Honorary Secretary enclosing an appropriate subscription. The Trust may without assigning any reason, refuse the application and return the subscription or may accept the application. On receiving from the Honorary Secretary written notice that the application has been accepted the applicant shall become a member of the Trust on the date specified in the notice or if no date is specified forthwith on receiving the notice.

(4) If an ordinary subscribing member fails to pay his subscription before the 1st January of such year he may (unless he shall have resigned) nevertheless be treated as a member of the Trust until his default in paying his subscription has continued for three calendar months.

(5) A nominated member shall cease to be such a member forthwith at the end of the period for which he was appointed by the nominating organisation.

2. Any member may resign membership by giving written notice to the Honorary Secretary. The resignation shall take effect forthwith on the Honorary Secretary receiving such notice or if so requested in the notice at the end of the then current calendar year.

3. A register of the names and addresses of all members shall be kept by the Honorary Secretary and may be revised from time to time as necessary.

General Meetings

4. (1) A general meeting of the members of the Trust may be convened whenever the Council or the Executive Committee think fit.
- (2) The Council or the Executive Committee shall in each calendar year convene a general meeting of members to be known as the Annual General Meeting.
- (3) The Council or the Executive Committee shall upon a requisition in writing delivered to the Honorary Secretary stating the object of the proposed meeting and signed by thirty or more members of the Trust convene a general meeting of members.
- (4) A notice of every general meeting and of the agenda thereof shall be sent to each member at his last recorded address not less than twenty-one days before the date thereof.
- (5) Any member not being a member of Council who proposes to move any motion at a general meeting shall send notice thereof signed by him and by two members as seconders to the Honorary Secretary at least ten days before such general meeting.
- (6) The quorum for a general meeting shall be ten members.
- (7) The President or in his absence the Chairman of the Executive Committee shall take the chair at a general meeting. If neither the President nor the Chairman of the Executive Committee 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 the Council or the Executive Committee shall have arranged for voting on any matter to be by secret ballot.

(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 sub-rule (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 or Executive Committee may shorten any period of notice required by this Rule.

(12) At every Annual General Meeting the Council shall lay before the meeting a report of the work done in the preceding year and the audited accounts for such year and the auditors' 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 the Institute of Chartered Accountants in England and Wales the Institute of Chartered Accountants of Scotland or the Institute of Chartered Accountants in Ireland.

(14) Every Annual General Meeting shall elect from amongst members of the Trust sufficient Councillors to bring the number of elected Councillors at least to the minimum of elected Councillors required by these Rules.

(15) An Annual General Meeting or any general meeting convened for the purpose may authorise any non-profit-making society or association whether incorporated or not with general purposes compatible with the purposes of the Trust to appoint to be members of the Council one or (if the meeting so decides) two persons. Any person appointed under such authority shall for the period of his appointment be a nominated member of the Trust of the class specified in Rule 1 (1) (e).

(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

5. (1) The officers of the Trust shall be –

(a) the President;

(b) a Vice-President who shall be the Chairman of the Body Executive Committee;

(c) a second Vice-President if the Council sees fit to appoint one;

(d) an Honorary Secretary;

(e) an Honorary Treasurer;

(2) The officers shall be appointed from amongst members of the Trust by the Council 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 term of office a President or Vice-President shall not be eligible for re-election to 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 other officers and servants 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 sub-rule 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 as Honorary Treasurer as the case may be.

6. (1) The affairs of the Trust shall be administered by a council called "The Council of the National Trust of Guernsey" (herein referred to as "the Council").

(2) The Council shall consist of-

(a) the officers mentioned in Rule 5 (1);

(b) if nominated one or two Councillors nominated by each of:

(i) The States of Guernsey;

(ii) La Société Guernesiaise;

(iii) any organisation authorised by a general meeting pursuant to Rule 4 (15) to nominate a Councillor or Councillors.

(c) Not less than fourteen and not more than twenty-two Councillors elected at Annual General Meetings from amongst members of the Trust.

(d) Councillors if any appointed by the Council to serve in place of any elected Councillor who has resigned or died.

(3) Elected members shall hold office for three years and shall not be eligible for re-election until one year has elapsed after their term of office has expired.

(4) Councillors appointed under sub-rule (2) (d) of this Rule shall retire at the Annual General Meeting next after their appointment but shall then be eligible for election to the Council. or

(5) (a) The Honorary Secretary shall make or procure the making of a record of the proceedings of every general meeting, Council meeting, meeting of the Executive Committee and every meeting of any sub-committee of the Council Executive Committee 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 and from time to time revise the list of the names and addresses of the members of the Trust.

(b) 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.

(c) If the Council shall have appointed a salaried secretary or a salaried treasurer the Honorary Secretary and Honorary Treasurer as the case may be shall supervise the work of the secretary or treasurer. If there be no Honorary Secretary or Honorary Treasurer their duties under these Rules shall be discharged by the salaried secretary or treasurer as the case may be.

7. (1) Saving matters within the exclusive powers of a general meeting or an Annual General Meeting (that is to say the election of Councillors the appointment of an auditor or auditors and the passing of audited accounts the authorising of other societies or associations to nominate Councillors 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 may exercise all the powers and rights of the Trust.

(2) The Council may appoint and from time to time reconstitute from their own numbers an Executive Committee of not less than seven and not more than twelve members of which five shall be a quorum. The Council may delegate to the Executive Committee all or any of the powers or the performance of any of the duties of the Council and the Council may at the time of such delegation or thereafter impose conditions and limitations on the exercise by the Executive Committee of any delegated powers or duties provided that no condition or limitation not imposed at the time of delegation shall invalidate any act of the Executive Committee already done in good faith.

(3) The Council or the Executive Committee as the case may be from their own numbers may appoint a committee or sub-committee for any special purpose to consider investigate and report facts and to make recommendations or to act and may delegate to such committee or sub-committee under such conditions and limitations as may be imposed any power or the performance of any duty which the Council or Executive Committee as the case may be can exercise or perform in respect of such special purpose.

(4) For the assistance of the Executive Committee or of any committee or sub-committee of the Council or the Executive Committee the Council may add to such committee or sub-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 or sub-committee.

(5) The Council, the Executive Committee (subject to any conditions or limitations imposed by the Council) and any committee or sub-committee (subject to any conditions or limitations imposed by the appointing body) may each regulate their own procedure as they think fit.

(6) If any person purporting to act as a member of the Council the Executive Committee or a committee or sub-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 the Executive Committee or any committee or sub-committee exceed or may reasonably be thought to have exceeded their 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 in the case of the Executive Committee by the Council and in the case of any committee or sub-committee by the appointing body if such ratification is considered to be in the interests of the Trust.

Change of Rules

8. (1) Any of these Rules may be repealed or amended and any addition may be made to these Rules and any amended or added Rule may be repealed or amended and any addition may be made to the Rules from time to time in force 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 the agenda for which contained in or enclosed with the notice convening the meeting sets out the proposed change.

(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.

Printed by Guernsey *Herald* Limited, Victoria Road,
St. Peter Port, and published by The *National* Trust of
Guernsey.