

Constitution

Adopted on 16th July, 2013

of

THE HERTFORDSHIRE GARDENS TRUST Registered Trust No. 1010093

1. Name

The trust's name is THE HERTFORDSHIRE GARDENS TRUST ("the Trust")

2. Administration

Subject to the matters set out below the Trust and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee established in accordance with Clause 11 of this Constitution ("the Executive Committee") and the members of the Executive Committee shall be trustees of the Trust.

3. Definitions

'Designed landscape' means and includes garden park land and designated landscape of high amenity and educational value: it includes related enclosures, boundaries and earthworks; park and garden buildings, other structures, gates, ironwork, drives paths, roadways; structures and erections associated with plant, machinery and systems; sculpture, garden and park furniture, ornamental and productive planting, ornamental and productive woodland planting; lakes, water courses, water features; meadows, land associated with views, management or otherwise with designed landscape, whether it be urban or rural.

'Amenity and educational value' in relation to designed landscapes means land that has interest:

- 3.1 for its aesthetic value or as a work of art
- 3.2 for its historic association:
 - it demonstrates some significant aspect of the history of designed landscapes
 - it has significant historical associations
 - it has group value with buildings, monuments or other land and the group is of historic interest
- 3.3 for its horticultural, arboricultural or sylvicultural qualities and potentials
- 3.4 for its architecture
- 3.5 for its visual and scenic value
- 3.6 for its nature conservation quality and potential
- 3.7 for its archaeological value

"Owner" means the freehold or leasehold owner of designed landscape and includes trustees, lessees and mortgagees and any person holding a material estate or interest therein.

"Group member" means and includes:

- a. Educational organisations and institutions
- b. Societies, associations and other bodies of persons interested in such matters as history, art, botany, horticulture, arboculture, sylviculture, architecture, archaeology, geology or the protection or conservation of the environment (hereinafter called "societies and associations")

“Corporate member” means and includes any local authority incorporated association corporation firm or business.

“Auditor” includes any independent examiner appointed under the Charities Acts and “audited accounts” includes accounts examined by such.

Words importing persons include corporations and associations. Masculine words include the feminine and singular the plural.

4. Objects

The Objects for which the Trust is established are as follows:

- 4.1 To promote the education of the members of the Trust and the public in the arts, crafts, sciences and all other matters connected with designed landscapes.
- 4.2 To promote the appropriate action for any or all of the following: the restoration, enhancement, preservation, conservation, protection and understanding of designed landscapes that may exist or have existed within and around the county boundary of Hertfordshire.
- 4.3 To help children to learn to appreciate the environment and how things grow.

5. Powers

In furtherance of these Objects, but not further or otherwise, the office of the Trust shall be managed by the Executive Committee which shall have the following power.

- 5.1 To promote and carry out research into subjects connected with the Objects of the Trust (including surveys, catalogues and reports of designed landscapes) and disseminate the useful results thereof;
- 5.2 To promote the understanding of the development of designed landscapes by means of written, printed, virtual and audio-visual material for school teachers; educational organisations; institutions, societies and associations; and the public at large;
- 5.3 To promote educational visits to designed landscapes to support aspects of the national curriculum and life-long learning;
- 5.4 To promote events, outings, courses, meetings, lectures, classes and exhibitions on the history, value and meanings of designed landscape;
- 5.5 To establish a library of reference and archival material that incorporates such documents as plans, designs, drawings, catalogues, letters, papers, artefacts, photographic materials, etc. that are connected with the study and understanding of designed landscapes, which might from time to time be donated to or acquired by the Trust;
- 5.6 To print, publish and circulate or procure to be printed, published and circulated whether gratuitously or not, any periodicals, magazines, books, pamphlets, leaflets or other documents;
- 5.7 To encourage the use of designed landscapes and school grounds as an educational resource through improvements schemes and awards;
- 5.8 To promote the exchange of information with students interested individuals, professionals, societies, relevant authorities and bodies in other regions of the United Kingdom and in other countries;

- 5.9 To encourage, where appropriate, physical participation in the protection, conservation and restoration of designed landscapes and the development of practical skills associated with them;
- 5.10 To take such steps as are necessary to promote cooperation and understanding between owners, local authorities, government departments, educational organisations and institutions, societies, organisations and charities having relevant educational aims and objects;
- 5.11 To cooperate with other charities, voluntary bodies, statutory authorities, and owners to assist in the protection, conservation, restoration, maintenance or management of designed landscapes by making available advice, information, technical and financial assistance (whether by grant, loan or otherwise) for charitable purposes in furtherance of the Objects of the Trust;
- 5.12 To raise funds and to invite and receive contributions from any person by way of subscription, donation, advertising or otherwise provided that the Trust shall not undertake any substantial permanent trading activities in raising funds for its charitable Objects and must comply with any relevant statutory regulations;
- 5.13 To undertake and execute any charitable trusts and commissions which may lawfully be undertaken and which further the Objects of the Trust;
- 5.14 To establish or support any charitable trusts associations or institutions and to subscribe money for charitable purposes calculated to further the Objects of the Trust;
- 5.15 To subscribe to, become a member of or co-operate with any organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to the Trust's Objects and which by its constitution prohibits distribution of its income and property amongst its members to an extent at least as great as is imposed by the Trust under or by virtue of clause 6 hereof;
- 5.16 To make any charitable donation either in cash or assets for the furtherance of the Objects of the Trust;
- 5.17 To charge reasonable and proper fees to persons as may from time to time use the facilities provided by the Trust and to waive such fees when deemed fit;
- 5.18 To purchase, take on lease, or in exchange, hire, or otherwise acquire, any real or personal property and any rights or privileges which the Trust may think necessary for the promotion of its Objects and to construct, restore, repair, maintain, manage, plant, extend or alter any designed landscape necessary for the furtherance of the Objects of the Trust;
- 5.19 Subject to complying as appropriate with the Charities Acts, to sell, let, manage, develop, exchange, lease, dispose of or turn to account, all or any of the property or assets of the Trust which shall be deemed to be necessary for the furtherance of the Objects of the Trust;
- 5.20 To provide indemnity insurance to cover the liability of members of the Executive Committee, officers, servants and voluntary workers which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of

duty of which they may be guilty in relation to the Trust; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Executive Committee knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not;

- 5.21 To borrow or raise money for the Objects of the Trust on such terms and to charge the whole or any part of the property of the Trust as security as shall be deemed to be necessary;
- 5.22 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and operate bank accounts;
- 5.23 To invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.24 To do all such other lawful things as shall further the Objects of the Trust.

PROVIDED that:

- 5.25 In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
- 5.26 In case the Trust shall take or hold any property subject to the jurisdiction of the Trust Commission for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without complying with the provisions of the Charities Acts and as regards any such property the Executive Committee shall be chargeable for such property as may come into their/its hands and shall be answerable and accountable for their/its own acts receipts, neglects and defaults and for the due administration of such properties.
- 5.27 The Trust shall at all times have regard to the need to secure, improve or control access to all buildings and land preserved by the Trust but not necessarily to the interior of such buildings of which only the exterior is of particular beauty or historical architectural or constructional interest.

6. Application of Income and Property

The income and property of the Trust shall be applied solely towards the promotion of the objects of the Trust set forth in Clause 4 hereof and no portion thereof shall be applied or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith by the Trust of reasonable and proper remuneration to any member officer or servant of the Trust (not being a member of the Executive Committee) for any services rendered to the Trust but Provided nevertheless that any member of the Executive Committee shall be entitled to be reimbursed for any reasonable out of pocket expenses reasonably incurred in carrying out the business of the Trust.

7. Membership of the Trust

Membership shall be open to all who are interested in furthering the Objects of the Trust subject to payment of any annual subscription for the time being and the Trust shall keep a register of members in accordance with the Charities Act 1993.

- 7.1 The Executive Committee may refuse any application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the Trust to refuse application.
- 7.2 The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 7.3 The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

A member may be removed from the membership by a resolution of the Executive Committee that it is in the best interests of the Trust that his or her membership is terminated or if his annual subscription remains unpaid for a period of one year. A resolution to remove a member from membership may be passed only if:

- a: the member has been given at least twenty one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed:
- b: the member, or at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.

8. General Meetings

- 8.1 The Trust shall each year hold a general meeting as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last General Meeting) and not later than 31st July in each year and at such place as the Executive Committee shall appoint.
- 8.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8.3 The Executive Committee may, when they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Charities Acts. If at any time there are not within the United Kingdom sufficient of the Executive Committee capable of acting to form a quorum any member of the Executive Committee or any two members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.
- 8.4 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, in manner mentioned in para 20 below to those entitled to receive such notices from the Trust. Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- 8.4.1 In the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- 8.4.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.
- 8.5 Notice of the meeting shall be given to all the members and to the Trustees and Auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 8.6 There shall be a quorum when at least one tenth of the number of members of the Trust for the time being or ten members, whichever is the greater, are present at any general meeting.
- 9. Proceedings at General Meetings**
- 9.1 The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Executive Committee and Auditors, to elect members of the Executive Committee, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
- 9.2 No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business.
- 9.3 If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other time and place as the Executive Committee shall appoint, and if at such adjourned meeting of which 14 clear days' notice in writing at the least shall be given to every member, a quorum be not present within fifteen minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may transact all business which a full quorum might have discharged.
- 9.4 The Chairman (if any) of the Executive Committee, or in his absence the Vice Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman or Vice Chairman, or if at any meeting he be not present within fifteen minutes after the appointed time for holding the meeting, the members present shall choose one of the members of the Executive Committee present to be Chairman, or if no member of the Executive Committee be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
- 9.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When adjourned for twenty one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.
- 9.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

- 9.7 In the case of an equality of vote, the Chairman of the meeting shall be entitled to a second or a casting vote.
- 9.8 Subject to the provisions of the Charities Acts a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

10. Annual Elections

At the Annual General Meeting of the Charity the members shall elect from among themselves:

- 10.1 A Chairman, Vice Chairman, Secretary and Treasurer.
- 10.2 An Executive Committee.

All of whom shall hold office from the conclusion of the meeting.

11. Executive Committee

11.1 The Executive Committee shall consist of not less than 6 members nor more than 9 members being:

11.1.1 The Honorary Officers specified in the preceding clause;

11.1.2 Not less than 2 and not more than 5 members elected at the annual general meeting;

11.2 The Executive Committee may in addition appoint not more than 2 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause 14 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant;

11.3 All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed;

11.4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member;

11.5 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts hereof.

12. Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

12.1 Is disqualified from acting as a member of the Executive Committee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

- 12.2 Becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
- 12.3 Is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated: or
- 12.4 Notifies the Executive Committee of a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

13. Executive Committee Members not to be Personally Interested

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

14. Meetings and Proceedings of the Executive Committee

- 14.1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member, then not less than 21 days notice must be given;
- 14.2 The Chairman shall act as a Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted;
- 14.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee whichever is the greater are present at a meeting;
- 14.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote;
- 14.5 The Executive Committee shall keep minutes, in books kept for the purpose of the proceedings at meetings of the Executive Committee and any Sub-Committee;
- 14.6 The Executive Committee may from time to time make and alter rules for the conduct of their business the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution;

15. Secretary

- 15.1 The Secretary shall be appointed by the members as provided in Clause 10 hereof on such terms as the Executive Committee may think fit. The Executive Committee may remove any Secretary so appointed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

16. Treasurer

16.1 The Treasurer shall be appointed by the members as provided in Clause 10 hereof on such terms as the Executive Committee may think fit. The Executive Committee may remove any Treasurer so appointed. The Executive Committee may from time to time appoint a deputy or assistant Treasurer who may act in the place of the Treasurer if there be no Treasurer or no Treasurer available to act or capable of acting.

17. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

17.1 The keeping of accounting records for the Trust;

17.2 The preparation of annual statements of account for the Trust;

17.3 The auditing or independent examination of the statements of account of the Trust; and

17.4 The transmission of the statements of account of the Trust to the Charity Commissioners.

18. Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

19. Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

20. Notices

20.1 A notice may be given by the Trust to any member either personally or by sending it by post or by electronic mail to his registered address in the United Kingdom or (if he has no address in the United Kingdom) to the address or to his electronic mail address, if any, supplied by him to the Trust for the giving of notices to him. Where a notice is sent by post, service of the same shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of the notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted and in any other case at the same time at which the letter would be delivered in the ordinary course of post.

20.2 Notices shall be given in manner hereinbefore authorised of every General Meeting to every member except those whose addresses are unknown and to the auditor for the time being of the Trust.

21. Indemnity

21.1 Subject to the provisions of the Charities Acts every Executive Committee member and every officer and servant of the Trust shall be entitled to be indemnified out of the assets of the Trust against all losses and liabilities incurred by him in or about the execution of his office or otherwise in relation thereto provided that nothing in this clause shall entitle them any indemnity against liability arising through negligence or fraud or similar actions on their part

PROVIDED ALWAYS that no Executive Committee member or officer of the Trust shall by virtue of this Article be exempted from or be entitled to be indemnified by the trust against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty, or breach of trust.

22. Alterations to the Constitution

- 22.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed;
- 22.2 No amendment may be made to Clause 1, Clause 4, Clause 12, Clause 21 or this clause without the prior consent in writing of the Charity Commissioners;
- 22.3 No amendment may be made which would have the effect of making the Trust cease to be a Charity at law.
- 22.4 The Executive Committee shall promptly send to the Charity Commissioners a copy of any amendment made under this clause.

23. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Trust it shall call a meeting of all members of the Trust, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Trust. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Trust as the members of the Trust may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or accounting statement for the final accounting period of the Trust must be sent to the Charity Commissioners.