

NORFOLK GARDENS TRUST

CONSTITUTION

1. Name

The name of the Trust (“The Trust”) shall be The Norfolk Gardens Trust.

2. Definitions

“**Garden land**” means garden, park land and designed landscape of high education value, related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and park furniture, ornamental woodland planting, gates, ironwork, drives, paths and roadways, lakes, water courses and meadows and includes land associated by view, management or otherwise with garden land.

“**Education value**” in relation to garden land means land, which has interest

- (a) as a work of art;
- (b) for its historic associations;
- (c) for its horticultural arboricultural or silvicultural qualities or potential;
- (d) for its architecture;
- (e) for its scenic value;
- (f) for its nature conservation quality or potential.

“**Owner**” means the freehold owner of garden land and includes trustees, lessees and mortgagees and any person holding a material estate or interest therein.

“**Corporate member**” means:

- (a) Education organisations and institutions.
- (b) Societies associations and other bodies of persons interested in such matters as history, art, botany, horticulture, arboriculture, silviculture, architecture, archaeology, geology or the protection or conservation of the environment (hereinafter called “societies and associations”).
- (c) Local authorities incorporated associations corporations firms and businesses

“**Person**” includes corporations and associations of persons.

Masculine words include the feminine and singular words the plural.

3. Object

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

- A. To promote the education of the public on matters connected with the arts and sciences of garden land.
- B. To preserve, enhance and re-create for the education and enjoyment of the public whatever garden land may exist or have existed in and around Norfolk.

Powers

In furtherance of the foregoing objects but not further or otherwise the Trust shall have the following powers:

- (i) To promote and carry out research into subjects connected with the objects of the Trust (including surveys and catalogues of garden land) and to disseminate the useful results thereof.
- (ii) To promote the understanding of the development of garden land by means of written, printed and audio visual material for school teachers, educational organisations and institutions societies and associations and the public at large.
- (iii) To promote educational visits to garden land as part of a structured school curriculum and adult education.
- (iv) To promote courses on the history and design of garden land.
- (v) To establish a reference library and archive material.
- (vi) To promote the use of school grounds and gardens as an educational resource.
- (vii) To encourage interest in garden land by means of school grounds improvement schemes and awards.
- (viii) To promote the exchange of information with students and relevant authorities and bodies in other countries.
- (ix) To encourage, where appropriate, physical participation in the protection, conservation and re-creation of garden land to develop practical skills.
- (x) 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.
- (xi) To cooperate with and assist in the restoration, re-creation, maintenance or management of garden land by making available advice and information and technical and financial assistance (whether by grant, guarantee, loan or otherwise) for charitable purposes connected with the objects of the Trust and calculated to further them.
- (xii) To raise funds and to invite and receive contributions from any person by way of subscription, donation and otherwise provided that the Trust shall not undertake any permanent trading activities in raising funds for its charitable objects.
- (xiii) To purchase, take on lease, or 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, re-create, repair, maintain, manage, plant, extend and alter garden land necessary for the promotion of the objects of the Trust.
- (xiv) Subject to such consents that are necessary to sell, let, manage, develop, exchange, lease, mortgage, 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.
- (xv) Subject to such consents as may be required by law, to borrow or raise money for the objects of the Trust on such terms and on such security as shall be deemed to be necessary.
- (xvi) To invest the monies of the Trust not immediately required for its purpose in or upon such investments, securities or property as may be thought fit.
- (xvii) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and further the objects of the Trust.
- (xviii) To do all such other lawful things as are necessary for the attainment of the objects of the Trust.

4. Membership

Membership shall be open to all who are interested in actively furthering the objects of the Trust. No member or his representatives shall have power to vote at any meeting of the Trust if a subscription is unpaid at that time. A corporate member may be represented by such number of representatives (each such representative having a vote) as the Executive Committee shall determine. A corporate member shall appoint a representative to vote on his behalf at all meetings but before such representative may exercise his right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representation. A corporate member may revoke the appointment of a representative at any time and appoint another in his place. Subscriptions shall be payable in advance on the 1st April every year. The subscriptions of a member joining the Trust in the three months preceding 1st April in any year shall be regarded as covering membership for the Society's year commencing on 1st April following the date of joining the Trust.

5. The Executive Committee may appoint Patrons who shall hold office in accordance with the terms of their appointment.

6. Subscriptions

The following annual subscription categories will apply:

Life Members

Single Members

Family Members

Corporate Members

A reasonable subscription level will be charged, as the Executive Committee shall determine from time to time. Membership shall lapse if a subscription is unpaid three months after it becomes payable.

7. Meetings

An Annual General Meeting shall be held in or about April of each year to receive the executive Committee's report and audited accounts and to elect members of the Committee. The Executive Committee shall decide when ordinary meetings of the Trust shall be held.

Special General Meetings of the Trust shall be held at the written request of three of the members whose subscriptions are fully paid up. Five members or one-tenth whichever is the greater personally present or represented shall constitute a quorum for a Meeting of the Trust.

The Executive Committee shall cause at least 21 days notice to be given to members of all Meetings of the Trust.

8. Chairman, Vice Chairman, Presidents etc

The Chairman and Vice Chairman shall hold office for a period of three years and shall be eligible for re-election at an annual General Meeting. Nominations for the election of Chairman and vice Chairman shall be made in writing to the Honorary Secretary at least seven days before the Annual General Meeting at which they are to be elected. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. A President and Vice Presidents may also be elected at a General Meeting of the Trust for periods to be decided at such a meeting. The Executive Committee

shall have the power to fill casual vacancies on the Executive Committee. The Executive Committee may also fill a casual vacancy in the office of Chairman and Vice Chairman, President and Vice Presidents, but only for the remainder of the unexpired term of office of the person whose office is being filled. The Executive Committee shall appoint an Honorary Secretary and an Honorary Treasurer, who shall hold their positions in accordance with the terms of their appointment, which may provide for reasonable honoraria.

9. The Executive Committee

There shall be an Executive Committee, which shall be responsible for the management and administration of the Trust. The Executive Committee shall consist of the Chairman and Vice Chairman and in addition not less than 6 nor more than 16 or such other number of members as the Executive Committee may determine from time to time. The President, the Honorary Secretary and the Honorary Treasurer shall be members ex officio of the Executive Committee and they shall not be counted against the aforesaid numbers. The Executive Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). The Members of the Executive Committee shall normally be resident or work in Norfolk but the Committee shall have power (subject as aforesaid) to co-opt additional Members from outside Norfolk. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least seven days before the Annual General Meeting and they must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Executive Committee (apart from the Chairman, Vice Chairman, President, Vice Presidents, the Honorary Secretary and the Honorary Treasurer) shall be elected annually at the Annual General Meeting of the Trust and outgoing members shall be eligible for re-election. The Executive Committee shall meet as and when they consider necessary for the efficient conduct of business. The Honorary Secretary shall give all members of the Executive Committee not less than seven days notice of each meeting. The quorum shall comprise one third, or the next whole number above the total number of Members of the Executive Committee. The Honorary Secretary shall, on being required so to do by any three members of the Executive Committee, convene a meeting of the Executive Committee not later than fifteen working days from the receipt by him of the request for a meeting.

10. Sub-Committees

The Executive Committee may establish such sub-committees of their number from time to time as shall be considered necessary for such purposes, as shall be thought fit provided that the majority of the members of such sub-committees shall be members of the Executive Committee. The Chairman of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee. A sub-committee may co-opt such other persons as they think fit but co-opted members shall not have a vote. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

11. Declaration of Interest

It shall be the duty of every member of the Executive Committee or of a sub-committee thereof, who is in any way directly or indirectly interested financially or professionally in any item under discussion at any meeting at which he or she is present or represented, to declare such interest and he shall not discuss such item (except by express invitation of the Chairman) or vote thereon.

12. Expenses or Administration and Application of Funds

The Executive Committee shall, out of the funds of the Trust pay all proper expenses of administration and management of the Trust. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Trust shall be applied by the Executive Committee exclusively in furtherance of the purpose of the Trust.

13. Investment

All monies at any time belonging to the Trust and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investments, securities or property as it may think fit.

- 14.** The Executive Committee shall cause proper records to be kept of the financial and administrative transactions of the Trust to give a fair and accurate picture and shall cause the accounts to be properly audited and notified in accordance with law.

15. Bank Account

An account in the name of the Trust shall be maintained at a bank approved by the Executive Committee from time to time. The Honorary Treasurer will be able to sign all cheques up to the sum of £100. An additional one signature will be necessary for any cheques above £100. Three signatories only are allowed at one time. The additional two official signatories will be two of the following: Chairman, Vice Chairman or Honorary Secretary.

16. Trustees

The Executive Committee may appoint a custodian trustee or a trust corporation or not less than three persons to hold any assets held by or in trust for the Trust or may with the agreement of the Official Custodian for Charities transfer to him personal property (within the meaning of Section 16(2) of the Charities Act, 1960) so held and make application for an Order vesting in him or any other property so held.

17. Amendments

This Constitution may be amended by a two-thirds majority of members present or represented at an Annual General Meeting or Special General Meeting of the Trust, provided that 28 days notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Trust at any time to cease to be a charity in law.

18. Notices

Any notice required to be given by these Rules shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of the member last notified to the Secretary.

19. Dissolution

The Trust may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting or the Trust confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous meeting. If a motion for the dissolution of the Trust is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Trust the available funds of the Trust shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those hereinbefore declared as shall be chosen by the Executive Committee and approved by the Meeting of the Trust at which the decision to dissolve the Trust is confirmed. On dissolution the minute books and other records of the Trust shall be deposited in the Record Office.

20. Date of Constitution

24th April 2010