

**THE JERSEY HERITAGE TRUST**

**CONSTITUTION**

**ADOPTED BY THE TRUSTEES ON 26<sup>TH</sup> NOVEMBER 2018**

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1. **Name**

1.1. The name of the entity is The Jersey Heritage Trust (JHT).

2. **Introduction**

2.1. JHT is a body corporate established by the "Loi accordant un Acte d'Incorporation à L'Association dite 'The Jersey Heritage Trust'", which was registered before the Royal Court of Jersey on 3rd June 1983. JHT is also a charity registered under the Charities (Jersey) Law 2014 and is accordingly subject to regulations under that law.

3. **Definitions**

3.1. In this Constitution:

3.1.1. words importing the masculine gender shall include the female and neuter genders;

3.1.2. words in the singular shall include words in the plural and words in the plural shall include the singular;

3.1.3. the headings and sub-headings to this Constitution are inserted only for reference to the provisions thereof and shall not affect the construction of such provision.

3.2. In this Constitution, unless the context otherwise requires, the following defined terms in the left hand column below shall have the meaning set out opposite such term in the right hand column below.

<b>Advisory Board</b>	any advisory board or panel appointed by the Board of Trustees under the provisions of Clause 11 and governed by the relevant Terms of Reference;
<b>Adviser</b>	any adviser appointed by the Board of Trustees under the provisions of Clause 11;
the <b>Board of Trustees</b> or <b>Board</b>	the board of trustees of JHT from time to time (by whatever name so called) acting as a Board;
the <b>Chairperson</b>	the person appointed to such position by the Board of Trustees from time to time;
the <b>Chief Executive</b>	the person appointed to such position by the Board of Trustees from time to time;
the <b>Code of Conduct</b>	the Code of Conduct for JHT as approved, adopted and amended by the Board of Trustees from time to time in accordance with Clause 9;
the <b>Finance Director</b>	the person appointed to such position by the Board of Trustees from time to time;
the <b>Honorary Financial Adviser</b>	any person (who may or may not be a Trustee) who may be appointed and hold such position from time to time in accordance with Clause 11;

the <b>Majority</b>	the majority of the appointed Trustees from time to time;
the <b>Minister</b>	the Minister of the States of Jersey appointed from time to time to have overall responsibility for the relationship between the States of Jersey and JHT and shall include any States of Jersey employee operating under delegated authority from the Minister;
the <b>Purpose</b>	JHT's purpose as set out in Clause 4;
the <b>Scheme of Delegation</b>	the Scheme of Delegation setting out the delegated powers authorised by the Board of Trustees from time to time in accordance with Clause 8;
the <b>Senior Management Team</b>	the Senior Management Team comprising the Chief Executive and the Finance Director and such other senior staff member as shall be appointed to the Senior Management Team from time to time;
the <b>Société Jersiaise</b>	an association incorporated by Act of the States of Jersey on 11 <sup>th</sup> August 1879 and confirmed by Order of Council dated 15 <sup>th</sup> December 1879;
<b>Sub-Committee</b>	any sub-committee of Trustees appointed by the Board of Trustees under the provisions of Clause 11 and governed by the relevant Terms of Reference;
<b>Terms of Reference</b>	the terms and conditions governing the powers, duties and obligations of any Sub-Committee, Advisory Board or Adviser as approved by the Board of Trustees and as may be amended from time to time by the Board of Trustees;
<b>Trustee</b>	any person appointed to such position by the Board of Trustees from time to time and <b>Trustees</b> shall be construed accordingly.

#### 4. **Statement of Purpose**

The Bailiwick of Jersey's heritage and culture is special. The purpose of JHT is to care for it, promote wide access to it, act as advocates on its behalf, and bring imagination to telling its stories so that we inspire people to create a better Island for everyone.

#### 5. **Functions and Powers derived from the Purpose**

5.1 JHT shall, in the fulfilment of its Purpose, perform the following functions and have the following additional powers, in addition to any other method that may seem appropriate to it from time to time:

5.1.1. collect tangible and intangible heritage relating to the Bailiwick of Jersey (the **Collections**);

5.1.2. preserve and conserve the Collections to appropriate standards;

- 5.1.3. make the Collections widely accessible through the operation of museums and online resources;
  - 5.1.4. realise, enhance and promote the public value of heritage;
  - 5.1.5. provide advice to or on behalf of the public and other persons wishing to study and carry out research on heritage matters;
  - 5.1.6. advise on public records and collect, receive and hold on deposit archival public records and other archival material;
  - 5.1.7. promote and provide access to records and archives to a wide audience;
  - 5.1.8. provide advice to or on behalf of the public on the retention and preservation of records and archives;
  - 5.1.9. research the historic environment and the Island heritage;
  - 5.1.10. acquire, hold and conserve heritage assets relating to the Bailiwick of Jersey; and
  - 5.1.11. promote public understanding of the value of the historic environment.
- 5.2. JHT also has the powers granted to it under its Act of Incorporation, namely (in translation):-
- 5.2.1. to have and to use a special seal to certify all acts, contracts, agreements and undertakings;
  - 5.2.2. to take, acquire, hold and possess all kinds of movable and immovable property and to receive, hold and possess all kinds of gifts and legacies of movable and immovable property which may be made to it; and
  - 5.2.3. to appear before all courts and tribunals through its officers or other persons authorised by it.
- 5.3. In addition, JHT may:-
- 5.3.1. purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which JHT may think necessary or convenient for the promotion of its Purpose and to construct, maintain, refurbish, valorise, refurbish and alter any buildings or erections or land necessary or convenient for the work of JHT in compliance with any lease or other contractual obligations;
  - 5.3.2. accept any gifts, donations, grants, funding, legacies and bequests or devises of land, monies, securities or other immovable or movable property which may be useful or available to JHT for the Purpose and to utilise or employ the same for such Purpose;
  - 5.3.3. impose or charge subscriptions, membership fees, charges, rents and other fees for any of its services and buy, sell and resell goods, the whole in furtherance of its Purpose;

- 5.3.4. take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of JHT in the shape of donations, sponsorship or otherwise;
- 5.3.5. to print and publish, or procure to be printed and published and to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets, or other documents that may be deemed desirable for the promotion of the Purpose;
- 5.3.6. to subscribe to, become a member of, or work with any organisation, institution, society or body (whether incorporated or not and whether in the Bailiwick of Jersey or elsewhere) whose objects are wholly or in part similar to or compatible with those of JHT or which progresses its Purpose including the Société Jersiaise;
- 5.3.7. to sell, manage, lease, mortgage, dispose of (with or without valuable consideration) or otherwise deal with all or any part of the property or assets owned or let by JHT as may be deemed expedient with a view to the promotion of its Purpose;
- 5.3.8. to borrow and raise money in such manner and on such security as JHT may think fit, including, but not limited to mortgages on its immovable property or hire purchase agreements, leasing of and security interest agreements over movable assets;
- 5.3.9. to invest the monies of JHT not immediately required for its Purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law or a contractual commitment and subject also as hereinafter provided. PROVIDED ALWAYS that the income and property of JHT howsoever derived shall be applied solely towards the promotion of the Purpose;
- 5.3.10. to subscribe to any Jersey registered charities and permitted foreign charities and to grant donations for any charitable purpose as deemed appropriate and consistent with the Purpose; and
- 5.3.11. to do all such other charitable lawful things as are incidental or conducive to the attainment of the Purpose;

and by implication all other powers necessary to achieve its Purpose.

## **6. The Board of Trustees- appointment, resignation and removal**

- 6.1. JHT shall consist of and be governed by a Board of Trustees appointed in the manner set out below.
- 6.2. The powers of JHT shall be exercised by the Board of Trustees and, under the Scheme of Delegation described in Clause 8, employees of JHT and any Sub-Committee, Advisory Board or Adviser authorised or appointed this Constitution, a Scheme of Delegation or Terms of Reference or otherwise from time to time.
- 6.3. The Board of Trustees shall comprise:

- 6.3.1. a Chairperson appointed by the Board of Trustees. The Chairperson shall be appointed for a period not exceeding three years and may be re-appointed for up to two further periods of three years by the Board of Trustees, giving a maximum term of nine years in which any one individual appointed under this Sub-clause can serve as Chairperson;
  - 6.3.2. subject as hereinafter provided, the president or vice-president for the time being of the Société Jersiaise (if such president or vice-president is so nominated by the Société Jersiaise) and if such appointment is approved by the Board of Trustees; IT BEING PROVIDED always that (1) if the Société Jersiaise's president or vice-president does not wish to take up the position of a Trustee on the Board of Trustees, the Board shall be properly constituted without such person; and (2) such person so appointed may continue (subject to the provisions of Sub-clause 6.10 and 6.11) as a Trustee while they remain President or Vice President of the Société Jersiaise;
  - 6.3.3. subject as hereinafter provided, a further Trustee nominated by the Société Jersiaise and appointed by the Board of Trustees. This Trustee shall be appointed for a period not exceeding three years and may be re-appointed by the Board of Trustees for up to two further periods of three years by the Board of Trustees, giving a maximum term of nine years in which any one individual appointed under this Sub-clause can serve as Trustee; IT BEING PROVIDED always that if the Société Jersiaise does not recommend a Trustee for nomination, the Board shall be properly constituted without such nominee; and
  - 6.3.4. no fewer than five and no more than nine further Trustees appointed by the Board of Trustees. Such Trustees shall be appointed specifically for the skills, experience and influence they can bring to the Board of Trustees and the contribution they can make to JHT. These Trustees shall be appointed for a period not exceeding three years and may be re-appointed by the Board for up to two further periods of three years giving a maximum term of nine years in which any one individual appointed under this Sub-clause can serve as a Trustee.
- 6.4. In exercising its powers of appointment and removal of Trustees under Clause 6.3 above, the Trustees must use their best endeavours to ensure that the Board of Trustees shall be a diverse and balanced group of people, including in terms of gender, age, disability, experience, skills, track record and attitude and who all share a commitment to the Purpose and to JHT.
  - 6.5. Any person appointed on to the Board of Trustees pursuant to the provisions of Sub-clause 6.3.3 shall, once appointed, remain in the Board in the same manner as any other Trustee (subject to the provisions of Clause 6.10) and may not be replaced by the Société Jersiaise during their term of office as Trustee.
  - 6.6. The minimum number of Trustees shall be eight and the maximum number of Trustees shall be twelve.
  - 6.7. If the number of Trustees falls below eight, then it shall be lawful for the remaining Trustees to continue to operate as a Board to ensure the ongoing functioning of JHT, provided that they seek diligently to bring the Trustees up to the required minimum number as soon as reasonably possible.

- 6.8. The Board of Trustees may appoint a vice-chairperson from among their number.
- 6.9. A Trustee may at any time resign their post by giving not less than three months' notice in writing to the Chairperson or in the case of the Chairperson, to the Chief Executive.
- 6.10. The Board of Trustees may, by Majority vote, terminate the appointment of any Trustee appointed under any of Sub-clauses 6.3.1, 6.3.3 and 6.3.4 for any reason. The Board of Trustees may, by Majority vote, terminate the appointment of any Trustee appointed under Sub-clause 6.3.2 in the event that the Board of Trustees considers that such Trustee has committed a material breach of the terms of this Constitution or the Code of Conduct. Any Trustee whose appointment is terminated by the Board of Trustees shall have the right to make written representations in advance of the meeting called to consider this matter and may also appear at such meeting to make verbal representation (but shall not be entitled to be present when the vote is taken as to whether to end their appointment). The Board in making a decision to terminate any Trustee appointment shall be obliged to behave fairly and in the best interests of JHT.
- 6.11. No person appointed under any of the Sub-clauses in this Clause 6 may hold office as a Trustee for more than nine years in total (whether continuous or not).

## **7. The Board of Trustees- duties and proceedings**

### **Duties**

- 7.1. For the duration of their appointment each Trustee shall be a governor of JHT and shall have the following duties:
  - 7.1.1. to uphold the Purpose and values of JHT;
  - 7.1.2. to promote the Purpose, objects and interests of JHT;
  - 7.1.3. to act *bona fide* in the best interests of JHT; and
  - 7.1.4. to comply with the Code of Conduct.

### **Meetings**

- 7.2. Written notice (with agenda and all board papers under discussion) shall be sent to all Trustees at least three days in advance of any meeting of the Board of Trustees. The notice (and receipt of some or all the of the board papers in advance) may be waived or shortened with the agreement of all the Trustees or by a Majority in the case of urgent business.
- 7.3. Any two or more Trustees shall have the right to convene a meeting of the Board of Trustees.
- 7.4. At each meeting of the Board of Trustees:
  - 7.4.1. the Majority shall form a quorum;
  - 7.4.2. the Chairperson or vice-chairperson or any other Trustee appointed by the Board of Trustees for that purpose, shall preside;



- 7.4.3. each Trustee shall have one vote on each matter for deliberation; and
- 7.4.4. in the event of an equality in the votes, the Chairperson (or vice-chairperson or any other Trustee appointed by the Board of Trustees to preside) shall have a casting vote in addition to their own vote, save where otherwise expressly stated in this Constitution.
- 7.5. Any matter under this Constitution stated as being a matter for determination by the Board of Trustees or requiring the approval, consent or agreement of the Board of Trustees shall, unless otherwise stated in this Constitution, be dealt with at a meeting, by written resolution in accordance with the provisions of Clause 7.10 or as otherwise stated in the Scheme of Delegation.
- 7.6. The Board of Trustees shall meet at least four times in each calendar year.
- 7.7. The Chief Executive will be in attendance at all of the Board meetings unless prevented from doing so by holiday, sickness, injury or other permitted absence or if there is a conflict of interest in such attendance. The Chief Executive will not have a vote at any Board Meeting. The Finance Director, any other member of the Senior Management Team and the Honorary Financial Adviser (if not a Trustee) may be called to attend any Board meetings by the Chairperson.
- 7.8. The Board of Trustees may invite persons not being Trustees to attend any meeting, including where it requires external professional guidance or expertise.
- 7.9. The Chairperson (or vice-chairperson or other Trustee presiding) may exclude any Trustee either from attending a Board meeting or from voting at a Board meeting where it is considered by the Chairperson (or vice-chairperson or other Trustee presiding) that there is a conflict of interest in such attendance or vote.

#### **Written Resolutions**

- 7.10. A resolution is a valid resolution of the Board of Trustees even though it was not passed at a meeting of the Board of Trustees if:
  - 7.10.1. it is signed or assented to by the Majority (or such other number of Trustees as may be required for such resolution under the terms of this Constitution); and
  - 7.10.2. proper notice (under Clause 7.2) of the proposed resolution was given to (or waived by) all of the Trustees or by a Majority in case of urgent business; or
  - 7.10.3. it has been passed otherwise in accordance with any provision of the Scheme of Delegation.

#### **Minutes**

- 7.11. The Trustees shall keep proper minutes of their proceedings including a record of any business transacted in accordance with Clause 7.10.

## **General**

- 7.12. Subject to the provisions of this Constitution, the Board of Trustees may regulate its own proceedings and pursuant thereto may adopt, alter, amend or vary rules for that purpose, including under any Scheme of Delegation.

## **Expenses**

- 7.13. JHT shall pay to its Trustees all reasonable out-of-pocket or other expenses incurred in the course of carrying out their duties, but subject thereto no Trustee, who is not also an employee of JHT or any company owned by it or otherwise engaged by JHT, shall be remunerated.

## **8. Scheme of Delegation**

In the fulfilment of the Purpose, the Board of Trustees may from time to time approve, adopt and amend a Scheme of Delegation which delegates certain powers and functions of JHT to employees of JHT (and of any company owned by JHT) and as appropriate and relevant to any other person otherwise engaged by JHT.

## **9. Code of Conduct**

In the fulfilment of the Purpose, the Board of Trustees may from time to time approve, adopt and amend a Code of Conduct regulating the conduct of the Trustees and members of any Sub-Committee, Advisory Board or Adviser.

## **10. Appointment, remuneration and removal of employees and other persons**

- 10.1. The Board of Trustees may engage or appoint such officers, employees, agents and consultants (at such remuneration as it considers appropriate) carry out any of JHT's activities in compliance with the Purpose and may delegate such functions of engagement or appointment under the Scheme of Delegation to any employee of JHT or to any Sub-Committee, Advisory Board or Adviser.

- 10.2. The Board of Trustees may terminate the engagement or appointment of any officer, employee, agent or consultant of JHT and may delegate such the function of termination under the Scheme of Delegation to any employee of JHT or to any Sub-Committee, Advisory Board or Adviser.

## **11. Sub-Committees, Advisory Boards and Advisers**

- 11.1. The Board of Trustees may constitute, form, appoint or engage such Sub-Committees, Advisory Boards and Advisers (including an Honorary Financial Adviser) as it may from time to time determine for providing detailed scrutiny of specific and specialist areas and advising upon JHT's activities in compliance with the Purpose and may delegate such constitution, formation, appointment or engagement under the Scheme of Delegation to any employee of JHT or to any Sub-Committee, Advisory Board or Adviser.

- 11.2. The Board shall approve Terms of Reference of each Sub-Committee, Advisory Board or Adviser appointed pursuant to Sub-clause 11.1.

11.3. The Board of Trustees may terminate the appointment or engagement of or vary the terms of any Sub-Committee, Advisory Board or Adviser appointed pursuant to Sub-clause 11.1 and may delegate such the function of termination or variation under the Scheme of Delegation to any employee of JHT or to any Sub-Committee, Advisory Board or Adviser.

## **12. Financial Affairs**

12.1. JHT's financial year shall end on the 31<sup>st</sup> day of December each year or such other date as approved by the Board of Trustees.

12.2. The Finance Director shall be responsible for the day to day operation of the financial affairs of JHT under the supervision of any relevant Sub-Committee constituted by the Board for such purpose.

12.3. The Finance Director shall cause proper books of account to be kept with respect to:

12.3.1. all sums of money received and expended by JHT and the matters in respect of which such receipts and expenditure take place;

12.3.2. all sales and purchases of goods by JHT; and

12.3.3. the assets and liabilities of JHT.

12.4. Proper books shall be kept to give a true and fair view of the affairs of JHT and to explain the transactions and shall be audited by external auditors.

12.5. Any Honorary Financial Adviser appointed from time to time under the provisions of Sub-clause 11.1, shall provide scrutiny and advice to JHT on its financial affairs.

## **13. Indemnity**

The Board of Trustees, any Sub-Committee, Advisory Board or Adviser and all employees of JHT shall be indemnified by JHT for any liabilities incurred by them acting in good faith in performing their functions on behalf of JHT.

## **14. Winding up**

14.1. JHT may only be wound up by the Board of Trustees. A resolution to wind up JHT must receive the assent of not less than 75% of the Trustees.

14.2. The Chairperson (or vice-chairperson or other Trustee presiding) shall not have a second or casting vote for a resolution passed under Clause 14.1.

14.3. If upon the winding up of JHT, there remains after the settlement of all its debts and liabilities and other contractual commitments, any property whatsoever, this shall be gifted to another entity registered as a Jersey Charity under the Charities (Jersey) Law 2014 with substantially similar objectives and purposes as JHT or objectives and purposes which the Board of Trustees considers compatible with those of JHT.

**15. Alterations to the Constitution**

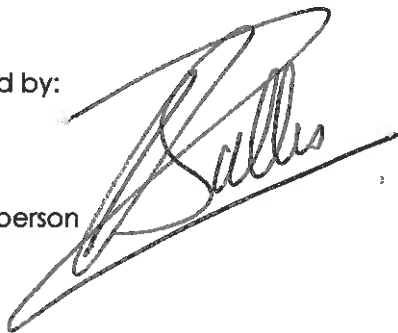
15.1. This Constitution shall only be amended by the Board of Trustees provided that no alteration shall be made which may result in JHT ceasing to have exclusively charitable purposes. A resolution to amend the Constitution must receive the assent of not less than 75% of the Trustees.

15.2. The Chairperson (or vice-chairperson or other Trustee presiding) shall not have a second or casting vote when amending the Constitution.

This Constitution was adopted by the Board of Trustees of JHT on the 26<sup>th</sup> November 2018.

Signed by:

Chairperson

A handwritten signature in black ink, appearing to read 'Sallis', is written over a horizontal line. The signature is stylized and cursive.