

# Constitution of the Lizard Peninsula Heritage Trust

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# Constitution of the Lizard Peninsula Heritage Trust

## **1 Name:**

- 1.1 The name of the Trust shall be the Lizard Peninsula Heritage Trust, which may be abbreviated to LPHT or the Trust.

## **2 Definitions:**

- 2.1 The Lizard Peninsula: For the purposes of this Constitution, the area of benefit comprises the Parishes of Constantine, Cury, Grade Ruan, Gunwalloe, Gweek, Landewednack, Manaccan, Mawgan-in-Meneage, Mawnan, Mullion, St Anthony-in-Meneage, St Keverne, St Martin-in-Meneage;
- 2.2 Financial Year: 6 April to 5 April in the following year;
- 2.3 Member: someone who has become a member of the Trust by process of application, acceptance and the payment of a correct subscription, whose renewable subscription may not yet have been paid, but who has not resigned or otherwise been removed from the list of members;
- 2.4 Current Member: a Member of the Trust whose subscription is fully paid-up;

## **3 Objects:**

- 3.1 The advancement of public education in the Lizard Peninsula, the preservation and protection of natural, historical and architectural features of merit on the Lizard Peninsula and the promotion of high standards of planning, architecture and land management for the public benefit.

## **4 Powers:**

- 4.1 In furtherance of the Objects, but not otherwise, the Trust through its Executive Committee shall have powers to:
- 4.1.1 Promote research into subjects directly connected with the Objects and to publish the results of any such research;
  - 4.1.2 Act as a co-ordinating body and co-operate with all persons and organisations having aims similar to those of the Trust and seek formal affiliations when appropriate;
  - 4.1.3 Publish papers, reports and other literature;
  - 4.1.4 Make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the Lizard Peninsula;
  - 4.1.5 Promote or assist in promoting activities of a charitable nature throughout the Lizard Peninsula;
  - 4.1.6 Hold meetings, lectures, exhibitions and events for members and potential members;
  - 4.1.7 Influence public opinion and offer advice and information;
  - 4.1.8 Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Trust shall not undertake any permanent trading activities in raising funds for its primary purpose;
  - 4.1.9 Acquire by purchase, gift or otherwise, property whether subject to any special trust or not;
  - 4.1.10 Sell, let, mortgage, dispose of, or turn to account, all or any of the property or funds of the Trust as shall be necessary, subject to such consents as may be required by law;
  - 4.1.11 Borrow or raise money for the purposes of the Trust on such terms and on such security as the Executive Committee shall think fit, but so that the liability of individual members of the Trust shall in no case extend beyond the amount of their respective annual subscriptions, subject to such consents as may be required by law;
  - 4.1.12 Employ or remove and adequately remunerate any assistants, who shall not be members of the Executive Committee, as may be authorised from time to time by the Executive Committee for the proper pursuit of the Objects;

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- 4.1.13 Pay reasonable honoraria and expenses to Executive Committee officers or those holding Positions of Responsibility and others acting on Executive Committee instructions;
- 4.1.14 Do all such other lawful things as are necessary for the attainment of the said Objects.

### **5 Membership:**

5.1 Membership shall be open to any person interested in actively furthering the Objects, subject to ratification by the Executive Committee. No such ratification shall be unreasonably withheld and applicants to whom membership is refused will be entitled to a written explanation on request.

5.2 Members shall pay an appropriate subscription. Both the subscription rates and the classes of membership shall be determined from time to time by the Executive Committee and approved at the Annual General Meeting.

5.3 Classes of membership may include Honorary, Life, 10-Year and Annual, with the latter divided into Single, Joint (ie two members at the same address), Junior and Corporate. Joint members each shall be entitled to all the benefits of Single membership, except that all communications shall be made jointly. Junior Members are those aged between and including 15 and 18 years at the time that their subscription is due. Corporate Members may include societies, associations, trusts, educational institutions, businesses and County, District or Parish Councils.

5.4 Annual subscriptions shall be payable on the first day of the Financial Year, although a member joining within the three months preceding such date shall be deemed to have paid until the first day of the Financial Year in the following year. Membership shall lapse if a valid subscription has not been paid by a date seven days after the next AGM.

5.5 Honorary membership may be granted to or removed from any individual, under such terms as the Executive Committee may authorise.

5.6 The Executive Committee shall have the power to terminate the membership of any member whose continued membership is considered to place at risk the reputation or well-being of the Trust. A proportion of the individual's subscription may be returned, as the Executive Committee considers reasonable.

### **6 Officers and Positions of Responsibility:**

6.1 The Officers of the Trust shall consist of:

- 6.1.1 Chairman
- 6.1.2 Vice-Chairman
- 6.1.3 Secretary
- 6.1.4 Treasurer

6.2 Positions of Responsibility shall consist of:

- 6.2.1 Membership Secretary
- 6.2.2 Education & Events Secretary
- 6.2.3 Newsletter Editor
- 6.2.4 Planning Liaison Officer

6.3 Other Positions of Responsibility may be created by the Executive Committee, as circumstances and the evolution of the Trust demands. The Chairman shall be appointed or re-appointed annually at the Annual General Meeting but each of the other Officers and persons for Positions of Responsibility shall be appointed or re-appointed annually by members of the Executive Committee from within their own ranks, at the first meeting of the Executive Committee after the Annual General Meeting. All Officers and Positions of Responsibility may be reassigned during the year by a majority vote of the Executive Committee. Any Position of Responsibility may be held by any Officer.

### **7 Executive Committee:**

7.1 The Executive Committee, comprising not less than six and not more than sixteen members, shall be responsible for the management and administration of the Trust. All shall be

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Current Members, over 18 years of age, honorary and appointed for up to a three-year period. One-third of the elected Members of the Executive Committee, calculated to the nearest whole number, shall retire at each Annual General Meeting, but will be eligible for immediate or future re-election. The one-third shall be identified as those serving longest since last elected or re-elected, but the number may be offset by any resignations from the Executive Committee during the year since the preceding AGM.

7.2 If, after an AGM, there are vacancies on the Executive Committee, the Committee shall have power to co-opt up to four members, but such co-opted members shall have their positions on the Committee confirmed at the next General Meeting.

7.3 The President, any Vice-Presidents or Patron may attend, but not vote at, any meeting of the Executive Committee.

7.4 In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

7.5 The Executive Committee shall decide its own meetings timetable but such meetings shall be held not less than six times a year and at intervals of not more than two months. The Secretary shall give all members not less than seven days' notice of each meeting.

7.6 A quorum shall include an elected officer and comprise one-third of the members of the Executive Committee, calculated to the nearest whole number, or 4, whichever is the greater.

### **8 Committees and Sub-Committees:**

8.1 The Executive Committee may constitute such Sub-Committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary 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. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

### **9 Declaration of Interest:**

9.1 It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Trust, including meetings of any Committee or Sub-Committee, at which he or she may be present to declare such interest and not to discuss such item, except by invitation of the Chairman, or vote thereon.

9.2 It shall be the duty of every member who is nominated for election to the Executive Committee to declare at the Annual General Meeting, at which their election is to be considered, any financial or professional interest known or likely to be of concern to the Society.

### **10 Expenses of administration and applications of funds:**

10.1 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 such 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 in furtherance of the Objects of the Trust.

### **11 Investment:**

11.1 All moneys at any time belonging to the Trust and not required for immediate application for its purposes shall be invested by the Executive Committee in such investment, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Trust.

### **12 Trustees:**

12.1 Any freehold and leasehold property acquired by the Trust shall be vested in Trustees who shall deal with such property as the Executive Committee may from time to time direct. Any other property belonging to the Trust may also be vested in such Trustees. Trustees shall be Members of the Trust and at least three in number or a Trust corporation. The power of appointment of new Trustees shall be vested in the Executive Committee.

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12.2 The Secretary shall from time to time notify the Trustees in writing of any amendment hereto and Trustees shall not be bound by any such amendments in their duties unless such notice has been given.

12.3 The Society shall indemnify Trustees in their duties, including the proper charge of a Trustee being a Trust corporation, and liability under such indemnity shall be a proper administrative expense.

### **13 Charities Act 1993 – Records, Statements, Reports, Returns:**

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

- 13.1.1 Keeping of accounting records for the Trust;
- 13.1.2 Preparation of the annual statements of account for the Trust;
- 13.1.3 Auditing and independent examination of the statements of account of the Trust;
- 13.1.4 Transmission of the statements of account of the Trust to the Charity Commission;
- 13.1.5 Preparation of an Annual Report and its transmission to the Charity Commission;
- 13.1.6 Preparation of an annual return and its transmission to the Charity Commission.

### **14 Annual General Meetings (AGM):**

14.1 An Annual General Meeting shall be held in October of each year, with any variance of month within a minimum of 10 and a maximum of 14 months of the previous Annual General Meeting. Every Annual General Meeting shall be called by the Executive Committee and the Secretary shall give at least 21 days' notice to all Members.

14.2 The business of the Annual General Meeting shall be to:

- 14.2.1 Receive the Executive Committee's report and audited accounts for the preceding year;
- 14.2.2 Elect or re-elect a Chairman and other members of the Executive Committee for the period to the next AGM;
- 14.2.3 Elect or re-elect a President, any Vice Presidents or a Patron, nominated by the Executive Committee, for the period to the next AGM;
- 14.2.4 Appoint or re-appoint an auditor, nominated by the Executive Committee, for the period to the next AGM;
- 14.2.5 Set or amend subscription rates for the following year;
- 14.2.6 Consider and vote on, as appropriate, any other matters required by this Constitution.

14.3 Nominations for the election or re-election of Chairman and other members of the Executive Committee shall be made, by Current Members, in writing to the Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder, who shall be a Current Member, 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 by the Chairman.

### **15 Special General Meetings (SGM):**

15.1 The Secretary shall call a Special General Meeting of the Trust at any time, if at least twenty Current Members or 10% of the current membership, whichever is the lesser number, request it in writing. At least 14 days' notice of the business to be considered shall be given to all Members and no other items may be considered.

### **16 Procedure at General Meetings:**

16.1 The Chairman of the AGM or SGM shall be the Chairman of the Executive Committee or, if absent, the Vice-Chairman or, if both absent, such Executive Committee member as the

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Executive Committee shall appoint. At least twenty Current Members personally present or 10% of the current membership, whichever is the lesser number, shall constitute a quorum for a General Meeting of the Society. All members shall be entitled to attend and each Current Member shall have one vote. A Corporate Member shall appoint a representative to vote on its behalf at all meetings but, before such representative exercises a right to vote, the Corporate Member shall give written particulars to the Secretary of such representative. The Secretary, or any other Current Member appointed by the Executive Committee, shall keep a full record of proceedings.

### **17 Amendments:**

17.1 This Constitution may be amended by a two-thirds majority of Current Members present at a General Meeting of the Trust, provided that 28 days' notice setting out the terms of all proposed amendments has been given to all Members. No amendments may be made to Clause 1 (Name), Clause 3 (Objects), Clause 9 (Declaration of Interest) or Clause 19 (Dissolution) without the prior consent in writing of the Charity Commission or other authority having charitable jurisdiction. No amendments may be made which would cause the Trust at any time to cease to be a charity in law. Any amendments to the Constitution shall be notified promptly to the Charity Commission and other appropriate bodies.

### **18 Notices:**

18.1 Any notice required to be given by this Constitution shall be deemed to be duly given if left at or sent by prepaid post to the address of that Member last notified to the Secretary or Membership Secretary.

### **19 Dissolution:**

19.1 The Trust may be dissolved by a two-thirds majority of Current Members voting at an Annual General Meeting or Special General Meeting, confirmed by a simple majority of Current 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 Meeting, this motion shall be referred to specifically when notice of the Meeting is given.

19.2 In the event of the dissolution of the Trust, the available funds of the Trust shall be transferred to one or more charitable institutions having similar Objects 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 offered for deposit with the Cornwall Records Office, Helston Museum, the Civic Trust or other appropriate local or national body.