



# Durrell Wildlife Conservation Trust

## Rules

*As approved at the Annual General Meeting of the Durrell Wildlife Conservation Trust on 26<sup>th</sup> May 2005 and registered at the Royal Court on 5<sup>th</sup> August 2005*

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## 1. NAME

The name of the Trust shall be

THE DURRELL WILDLIFE CONSERVATION TRUST. The Trust is incorporated under the provisions of the Loi (1862) sur les teneures en fidéicommiss et l'incorporation d'associations, as amended.

## 2. OBJECTS

The Objects of the Trust shall be:

- (1) to promote the conservation of wild life;
- (2) to maintain at the Jersey Zoological Park, Les Augres Manor, Trinity, Jersey or elsewhere a centre or centres for breeding colonies of animals in danger of extinction in the wild state together with training, education, research and such other activities as may be necessary;
- (3) to mount, finance or assist expeditions, ecological studies and other scientific investigations in any part of the world; and
- (4) to advance the cause of fauna protection by the promotion of exhibitions (at the Jersey Zoological Park or elsewhere), films, lectures, study groups or by any other method.

## 3. POWERS

The Trust has the following powers, which may be exercised only in promoting the Objects:

- (1) to carry out conservation activities;
- (2) to promote or carry out research;
- (3) to provide advice;
- (4) to publish or distribute information;
- (5) to co-operate with other bodies;
- (6) to support, administer or set up other similar organisations;
- (7) to acquire, hire, hold, let or dispose of any property which the Board of Trustees may from time to time think requisite or desirable for the Trust;
- (8) to receive and accept donations, endowments and gifts of property;
- (9) to borrow or raise money with or without security for any of the purposes of the Trust;
- (10) to give security for loans;
- (11) to give guarantees;
- (12) to sell, lease, improve, repair, manage, develop, exchange, or otherwise dispose of any property of the Trust;
- (13) to invest from time to time all monies and the funds of the Trust not immediately required to be

expended for the purposes thereof or to deposit the same with any regulated financial institution;

- (14) to delegate the management of investments to a financial expert but only on terms that:
  - (a) the investment policy is set down in writing for the financial expert by the Trustees;
  - (b) the performance of the investments is reviewed regularly with the Trustees;
  - (c) the Trustees are entitled to cancel the delegation arrangement at any time;
  - (d) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (e) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - (f) the financial expert must not do anything outside the powers of the Trustees;
- (15) to arrange for investments or other property of the Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- (16) to deposit documents and physical assets with any company registered or having a place of business in Jersey or elsewhere as custodian, and to pay any reasonable fee required;
- (17) to insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required;
- (18) to insure any Trustee or Honorary Officer against the costs of a successful defence to a criminal prosecution brought against him or her as a Trustee or Honorary Officer or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of duty, unless:
  - (a) the Trustee or Honorary Officer concerned knew that, or was reckless whether, the act or omission was a breach of duty; or
  - (b) the act or omission amounts to fraud, wilful misconduct or gross negligence;
- (19) subject to Rule 4, to employ persons (who are not Trustees), paid or unpaid, on such terms, and conditions and at such location as the Board of Trustees may from time to time think requisite or desirable for the Trust and to delegate to such persons such powers and authorities as the Board of Trustees considers appropriate;
- (20) to advance funds by way of gift and/or loan monies to any individuals or bona fide organisations as the Trust may from time to time think requisite or desirable for the Trust, such advances to be made on such terms as the Board of Trustees may deem desirable and with or without security provided always that such advance shall act to promote or advance the Objects;
- (21) to enter into contracts to provide services to or on behalf of other bodies;

- (22) to establish or acquire subsidiary companies to assist or act as agents for the Trust; and
- (23) to do anything else within the law which promotes or helps to promote the Objects.

#### 4. APPLICATION OF FUNDS

The funds of the Trust shall be applied solely towards the promotion of the Objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to any Member, provided that nothing contained in these Rules shall prevent:

- (1) the payment in good faith of remuneration to any officer or servant of the Trust (who is not a Trustee) or any Member (who is not a Trustee) in return for services actually rendered to the Trust, this without prejudice either to Rule 3(19) or to the right of the Board of Trustees to make payments to such officer, servant or Member by way of pension annuity or gratuity as the Board of Trustees may deem fit;
- (2) the reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee in carrying out his or her duties as a Trustee;
- (3) the payment of insurance premiums pursuant to the terms of Rule 3(18); or
- (4) any payment or the giving of any benefit to the Honorary Director as the Board of Trustees may deem fit.

#### 5. DEFINITIONS

In these Rules unless the context otherwise requires:

“Annual General Meeting” shall mean an annual general meeting of the Trust held pursuant to Rule 8;

“Auditors” shall mean the Auditors of the Trust appointed by the Members from time to time or by the Board of Trustees pursuant to Rule 23(5);

“Board of Trustees” shall mean the Board of Trustees for the time being appointed under or in accordance with the Rules or such number of Trustees as under the Rules shall for the time being be entitled to act for the Board of Trustees;

“Chairman” shall mean any person appointed as such under Rule 16;

“Chief Executive” shall mean any person appointed as such under Rule 18(1);

“Co-opted Trustees” shall mean persons appointed as such pursuant to Rule 13;

“Director” shall mean any person appointed as such pursuant to the Rules and the Governance Procedures established thereunder.”

“Day” shall mean any day, including weekends and bank holidays, and references to a “Day” or “Days” shall be references to a clear day or days;

“Extraordinary General Meeting” shall mean an extraordinary general meeting held pursuant to Rule 9;

“General Meeting” shall mean an Annual General Meeting or an Extraordinary General Meeting;

“Governance Committee” shall mean a committee established from time to time by the Board of Trustees in order to deal with matters of governance such as seeking and evaluating prospective Trustees;

“Governance Procedures” shall mean the governance procedures laid down by regulations made from time to time by the Board of Trustees pursuant to Rule 11(2);

“Honorary Director” shall mean any person appointed as such under Rule 16;

“Honorary Fellow” shall mean any person appointed as such under Rule 15(1);

“Honorary Officers” shall mean the Chairman, the Honorary Director, the Honorary Treasurer and the Honorary Secretary;

“Honorary Secretary” shall mean any person appointed as such under Rule 16;

“Honorary Treasurer” shall mean any person appointed as such under Rule 16;

“Jersey Representative” shall mean any person appointed as such under Rule 19(1) and Rule 19(2);

“Member” shall mean any person appointed as a member of the Trust under Rule 6;

“Objects” shall mean the objects of the Trust set out at Rule 2;

“Patron” shall mean any person appointed as such under Rule 15(1);

“President” shall mean any person appointed as such under Rule 17(1);

“Rules” shall mean these rules of the Trust for the time being in force;

“Trust” shall mean the DURRELL WILDLIFE CONSERVATION TRUST;

“Trustee” shall mean a member of the Board of Trustees;

“Trust’s Offices” shall mean the Jersey Zoological Park, Les Augrès Manor, Trinity, Jersey or such other place as may be designated as such from time to time by the Board of Trustees; and

Words denoting the singular number shall include the plural number and vice versa, and words denoting the masculine gender only shall include the feminine gender.

#### 6. MEMBERS

- (1) The Trust shall maintain a register of Members.

- (2) All those who are in sympathy with the Objects and are willing to comply with the Rules shall be eligible to become Members, subject to application to, and approval by, the Chief Executive and any two Directors, save for Honorary Life Members (one of the classes of membership established by way of the Governance Procedures), who shall be subject to approval by the Board of Trustees.
- (3) The Board of Trustees may, by way of Governance Procedures, establish different classes of membership and their respective privileges.
- (4) A Member will cease to be a Member if he or she:
- (a) gives written notice of resignation to the Trust;
  - (b) dies;
  - (c) in accordance with Rule 7(3), is in arrears in paying his or her subscription (but in such a case the Member may at the discretion of the Trustees be reinstated on payment of the amount due); or
  - (d) is removed from membership by resolution of the Trustees on the ground that, in their reasonable opinion, the Member's continued membership is not in the best interests of the Trust. The Trustees may only pass such a resolution after notifying the Member concerned in writing of their proposal and after considering the matter in the light of any written representations which the Member concerned may put forward within 14 Days after receiving such notification.
- (5) Membership of the Trust is not transferable.

## **7. SUBSCRIPTIONS**

- (1) The Trustees may prescribe the amounts of subscriptions due from Members from time to time.
- (2) No Member shall be entitled to vote or to enjoy any privileges of the Trust for so long as his or her subscription shall be in arrears.
- (3) If the amount in arrear is not paid within such further time as the Board of Trustees may allow, the Member whose subscription is in arrear shall cease to be a Member, provided that the Member may at the discretion of the Trustees be reinstated on payment of the amount due.

## **8. ANNUAL GENERAL MEETINGS**

- (1) An Annual General Meeting shall be held once in every calendar year at a date not more than 15 months after the previous Annual General Meeting.
- (2) Notice of the Annual General Meeting shall be sent to every Member over the age of 16 years who has provided an address, not less than 30

Days before the date of the Annual General Meeting. Such notice shall be in the form prescribed for the time being by the Board of Trustees and shall prescribe the time and place of the meeting and the general nature of the business to be transacted.

- (3) Any Member shall be entitled to submit to the Trustees a notice of any item or items of business which he or she may wish to be considered by the Trustees for inclusion on the agenda of an Annual General Meeting pursuant to Rule 8(4)(f) (excluding self-nominations for the post of Trustee, which must be submitted in accordance with Rule 12(4)), provided that such submissions:
- (a) have been deposited at the Trust's Offices at least 60 Days prior to the Annual General Meeting; and
  - (b) are countersigned by a minimum of 6 Members.
- (4) The scope of the business which may be transacted at the Annual General Meeting shall be:
- (a) to receive and consider the annual report of the Board of Trustees;
  - (b) to receive and consider the accounts for the previous financial year;
  - (c) to announce the election by Members of Trustees and the election by the Board of Trustees of the Honorary Treasurer and the Honorary Secretary;
  - (d) to appoint Auditors for the ensuing year;
  - (e) to accept the retirement of those Trustees who wish to retire or who are retiring by rotation; and
  - (f) to consider such other business as shall be brought forward by or with the sanction of the Board of Trustees and which shall have been stated in the notice convening the Annual General Meeting.
- (5) Any General Meeting which is not an Annual General Meeting is an Extraordinary General Meeting.

## **9. EXTRAORDINARY GENERAL MEETINGS**

- (1) The Board of Trustees may at any time and at its own discretion call an Extraordinary General Meeting. The Board of Trustees shall call an Extraordinary General Meeting within 42 Days of the receipt of a requisition signed by no less than 0.5% of the total number of Members at that time or 60 Members, whichever is the lower, and stating the object of the meeting, is delivered to the Honorary Secretary at the Trust's Offices.
- (2) Notice of an Extraordinary General Meeting shall be sent to every Member over the age of 16 years who has provided an address, not less than 21 Days before the date of the Extraordinary General Meeting. Such notice shall be in the form prescribed for the time being by the Board of Trustees and shall prescribe the time and place of the meeting and the general nature of the business to be transacted at the Extraordinary General Meeting.

- (3) No business other than that of which notice has been given shall be entered upon or discussed at an Extraordinary General Meeting.

## 10. PROCEEDINGS AT GENERAL MEETINGS

- (1) The only persons entitled as of right to attend a General Meeting will be the Members. 10 Members present in person shall be a quorum at a General Meeting.
- (2) The President or, where there is no President for the time being or the President is not (or will not be) present within fifteen minutes after the time appointed for holding such a meeting, the Chairman shall be entitled to take the chair at the General Meeting or, failing that, where the Chairman is not (or will not be) present within fifteen minutes after the time appointed for holding such meeting, the Members present shall choose a Trustee or, if no Trustee is present, one of their number to take the chair.
- (3) If within half an hour of the time appointed for the General Meeting a quorum is not present, the General Meeting shall stand adjourned to the same day in the next week at the same time or such other more convenient day or time as the chairman of the General Meeting may determine, and if at such adjourned meeting a quorum is not present, those Members who are present shall constitute a quorum and may transact the business for which the General Meeting was called.
- (4) Except where otherwise provided in these Rules, every issue at a General Meeting shall be decided by a simple majority of the votes cast.
- (5) Except where otherwise provided in these Rules, every issue at a General Meeting shall be decided by a show of hands plus any proxy votes. Every Member present shall have one vote, and no more, except in the case of equality of votes when the person chairing the General Meeting shall have a casting vote in addition to that to which he is entitled as a Member. Only Members present in person shall be entitled to speak to any resolution.
- (6) "Present" for the purposes of voting at a General Meeting shall include present by proxy.
- (7) The instrument appointing a proxy shall be in the form prescribed for the time being by the Board of Trustees and signed by the Member so appointing. A proxy must be a Member. An instrument of proxy shall be sent with the notice of the relevant meeting to all Members entitled to be sent a notice of such meeting. The instrument of proxy duly executed shall be deposited at the Trust's Offices not less than 4 Days prior to the day of the relevant meeting.
- (8) At any General Meeting a declaration by the person chairing that General Meeting that a resolution has been carried by a simple majority or, if required by these Rules, by a specified

majority, or lost or not carried by a simple or specified majority as the case may be, and an entry to that effect in the books of the Trust, shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour of or against such resolution.

- (9) The person chairing a General Meeting may with the consent of that General Meeting adjourn the same from time to time provided always that no business shall be transacted at an adjourned General Meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (10) Minutes of the proceedings of every General Meeting shall be taken and afterwards inserted in a minute book to be kept for that purpose, and, when proposed as correct at a subsequent General Meeting, signed by the person chairing such General Meeting.

## 11. BOARD OF TRUSTEES

- (1) The Board of Trustees shall consist of a minimum of 8 and a maximum of 12 Trustees (including the Honorary Officers, but not including any Co-opted Trustees).
- (2) The governance of the Trust is vested in the Board of Trustees. The Board of Trustees may lay down regulations in the form of Governance Procedures relating to the governance of the Trust and the delegation of its powers and authorities.
- (3) The Board of Trustees may, in addition to the powers and authorities conferred by the Rules or otherwise expressly conferred upon them, exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not by the Rules expressly directed or required to be exercised or done by General Meetings subject always to:
- (a) the provisions of the Rules; and
- (b) any Governance Procedures, provided that no such Governance Procedures shall invalidate any prior act of the Board of Trustees which would have been valid if such Governance Procedures had not been made.
- (4) The Board of Trustees may act notwithstanding any vacancies on the Board of Trustees but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

## 12. ELECTION OF TRUSTEES

- (1) With the exception of any Members who are employed by the Trust as members of staff, all Members and persons who have applied to become a Member and whose application is pending approval pursuant to Rule 6(2) (provided that such person has not previously submitted an application for membership which was rejected pursuant to Rule 6(2)) shall be eligible to be elected as Trustees.
- (2) A Governance Committee set up and governed by Governance Procedures shall oversee the process for

the seeking and evaluation of prospective Trustees for election.

- (3) The Board of Trustees shall publicise vacancies for the post of Trustee to Members and others through the publications of the Trust or otherwise as the Board of Trustees sees fit (allowing what it considers to be a reasonable time within the process for prospective Trustees to respond).
- (4) Any person eligible to be elected as a Trustee under Rule 12(1) may put himself or herself forward for election as a Trustee by completing a self-nomination form (which shall be provided by the Governance Committee on request) to the Governance Committee at the Trust's Offices not less than 120 Days prior to the date of the Annual General Meeting. The Governance Committee, in its absolute discretion and in accordance with the Governance Procedures, may exceptionally consider self-nomination forms received after this date.
- (5) In accordance with the Governance Procedures, the Governance Committee shall recommend to the Board of Trustees from the persons who have submitted self-nomination forms those persons whose skills and attributes they consider to best reflect the requirements of the Trust.
- (6) Not less than 30 Days before the Annual General Meeting, the Board of Trustees shall send to every Member who is entitled to receive notice of the Annual General Meeting:
  - (a) the names of retiring Trustees (as required by Rule 14);
  - (b) the number of vacancies for the post of Trustee;
  - (c) details of those persons who have been recommended by the Board of Trustees from amongst those who have submitted self-nomination forms;
  - (d) details of those persons who have been not been recommended by the Board of Trustees from amongst those who have submitted self-nomination forms but who continue to wish to self-nominate; and
  - (e) a ballot form,  
provided that a person's details shall not be circulated where that person has indicated to the Trustees that they do not wish their details to be circulated in the event that they are not recommended by the Board of Trustees.
- (7) No further persons shall be eligible for nomination following circulation of the details pursuant to Rule 12(6).
- (8) Members shall vote by way of a ballot for any persons (up to the number of vacancies on the Board of Trustees) whose details have been circulated pursuant to Rule 12(6) for the post of Trustee. A Member's ballot must be received at the Trust's Offices not less than 4 Days prior to the date of the Annual General Meeting.

- (9) The results of the ballot shall be announced at the Annual General Meeting and the person or persons (up to the number of vacancies on the Board of Trustees) who receive the most votes shall be elected as Trustees. In the event of an equal number of votes being cast for the final available Trustee position, the successful appointee shall be determined by lots drawn by the Chairman of that Meeting.
- (10) The Board of Trustees may appoint additional Trustees by use of the co-option procedure set out in Rule 13.
- (11) No Trustee shall be entitled to act as a Trustee or vote at any meeting of the Trustees until such Trustee has signed a declaration of willingness to act as a Trustee of the Trust.

### **13. CO-OPTED TRUSTEES**

- (1) The Board of Trustees shall have the power to co-opt suitable persons as Trustees during the interval between Annual General Meetings. Such persons shall be known as Co-opted Trustees.
- (2) Subject to Rule 13(3), Co-opted Trustees shall be deemed for all purposes hereof to be Trustees until the end of the next Annual General Meeting. Co-opted Trustees shall be eligible to submit self-nomination forms for election as Trustees with effect from the end of such Annual General Meeting.
- (3) Co-opted Trustees shall not count towards the maximum number of Trustees unless and until such Co-opted Trustees are elected as Trustees in the vote announced at the Annual General Meeting following their co-option.

### **14. ROTATION AND RETIREMENT OF TRUSTEES**

- (1) Each Trustee who has been in office for a term of three years since their last appointment or re-appointment shall retire from office. The names of those Trustees so retiring shall be included in the Notice sent to Members pursuant to Rule 12 (6). The proviso is that the Honorary Director shall not be included in this requirement for rotation and retirement.
- (2) A retiring Trustee who remains eligible to be a Trustee may self-nominate themselves to be re-elected as Trustee for a further two terms of office pursuant to the procedure set out in Rule 12, provided that no Trustee shall serve for more than three consecutive terms of office or, exceptionally, a Trustees term can be extended for a maximum of three additional years where this is unanimously agreed by the Board of Trustees, on an annual basis, in advance of the Annual General Meeting.
- (3) Any Trustee shall automatically cease to be a Trustee if:
  - (a) by notice in writing addressed to the Honorary Secretary he or she resigns from office, provided that at least two Trustees remain in office; or
  - (b) the Board of Trustees by a majority of three quarters of persons as shall be present at a meeting duly convened for the purposes of considering such removal resolves that

such Trustee should be removed from the Board of Trustees.

#### **15. PATRON AND HONORARY FELLOWS**

- (1) The Trustees shall be entitled to appoint any person to the posts of Patron and/or any person or persons to the post of Honorary Fellow.
- (2) Any Patron and/or Honorary Fellow(s) shall hold office on the terms set out in the Governance Procedures.
- (3) Any Patron or Honorary Fellow(s) shall not have a role in the governance of the Trust but shall be entitled to receive notice of and attend General Meetings.

#### **16. HONORARY OFFICERS**

- (1) The following posts shall be known as Honorary Officers:
  - (a) Chairman;
  - (b) Honorary Director;
  - (c) Honorary Treasurer; and
  - (d) Honorary Secretary.
- (2) The positions of Honorary Treasurer and Honorary Secretary shall be filled by election by the Board of Trustees from amongst their number, such appointments to take effect from the date of the Board of Trustees' decision.
- (3) The position of Chairman shall be filled by election by the Board of Trustees from amongst their number, such election to take place normally at their first meeting following the Annual General Meeting.
- (4) Other than the Honorary Director (which is a personal position occupied by Lee M. Durrell BA PhD and whose term of office shall be unlimited), the Honorary Officers shall hold office for a term of 3 years but shall be eligible for re-appointment for a maximum of three consecutive terms of office or, exceptionally, a Trustees term can be extended for a maximum of three additional years where this is unanimously agreed by the Board of Trustees on an annual basis.
- (5) The Honorary Officers shall have such responsibilities as may from time to time be allocated to them by the Board of Trustees, whether by way of Governance Procedures or otherwise.

#### **17. PRESIDENT**

- (1) The Board of Trustees may appoint any person who is not a Trustee to the position of President.
- (2) The President shall hold office for a term of 3 years but shall be eligible for re-appointment for a maximum of two consecutive terms of office

or, exceptionally, three consecutive terms of office where this is unanimously agreed by the Board of Trustees.

- (3) In addition to any powers and duties contained in these Rules, the President shall have such powers and duties as may from time to time be laid down in Governance Procedures or otherwise.
- (4) The President shall not be entitled as a matter of right to attend meetings of the Board of Trustees.

#### **18. CHIEF EXECUTIVE**

- (1) The Board of Trustees may appoint any person who is not a Trustee to the position of Chief Executive.
- (2) In addition to any powers and duties contained in these Rules, the Chief Executive shall have such powers and duties to manage the Trust as may from time to time be laid down by the Board of Trustees, whether by Governance Procedures or otherwise.
- (3) The Chief Executive shall be entitled to attend all meetings of the Board of Trustees but shall not be entitled to vote at such meetings and shall withdraw from such part or parts (or the whole) of any such meetings if so requested by the person chairing the meeting.

#### **19. JERSEY REPRESENTATIVE**

- (1) The Board of Trustees will appoint as Jersey Representative the Honorary Secretary.
- (2) The Board of Trustees will appoint the Honorary Treasurer as an alternate to the Honorary Secretary in his capacity as Jersey Representative.
- (3) The Jersey Representative shall represent the Trust in all matters in accordance with Articles 4, 5 and 12 of the Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations, as amended.

#### **20. TRUSTEES' MEETINGS**

- (1) The Trustees must hold at least 4 meetings each year.
- (2) The Honorary Secretary, on the requisition of the Chairman or of any 4 Trustees, shall at any time call a meeting of the Trustees and, when such a meeting is to be held, every Trustee shall be given not less than 7 Days' notice specifying the object of the meeting.
- (3) A quorum at a meeting of the Trustees shall be 5 Trustees or one third of the total number of Trustees, whichever is the higher.
- (4) A meeting of the Trustees shall be held in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with the other participants.
- (5) The Chairman shall take the chair at every meeting of the Trustees or, if the Chairman is not (or will not be) present within fifteen minutes after the time appointed



for holding such meeting, the Trustees present shall choose one of their number to take the chair.

- (6) Matters arising at any meeting of the Trustees shall be decided by a simple majority of votes. All Trustees shall have one vote. Any Trustee may appoint in writing another Trustee as his or her proxy to exercise his or her vote at any meeting. In case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- (7) A meeting of the Trustees at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Rules vested in or exercisable by the Board of Trustees generally.
- (8) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Board of Trustees, the Trustee concerned must:
  - (a) declare an interest at the meeting before discussion begins on a matter;
  - (b) withdraw from the meeting for that matter unless expressly invited to remain in order to provide information;
  - (c) not be counted in the quorum for that part of the meeting; and
  - (d) withdraw during the vote and have no vote on the matter.
- (9) Minutes of the proceedings of every meeting of the Trustees shall be taken and circulated to all Trustees as soon as practicable and afterwards inserted in a minute book to be kept for that purpose, and, when approved as correct at a subsequent meeting of the Trustees, signed by the person chairing such meeting.
- (10) All acts done by any meeting of the Trustees shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any of the Trustees, be as valid as if every such Trustee had been duly appointed.

## 21. COMMITTEES

- (1) The Board of Trustees may appoint from time to time such committees, including but without limitation the Governance Committee, as may be deemed necessary.
- (2) Such committees may include Members who are not Trustees and such other persons as the Board of Trustees in its absolute discretion deem appropriate.
- (3) Every committee shall in the exercise of the powers delegated to it conform to any Governance Procedures which may from time to time be prescribed for it and no act, order or resolution of any committee shall bind the Trust unless it is done by the direction and authority of

the Board of Trustees, or is ratified by the Board of Trustees.

- (4) Meetings and proceedings of any committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable thereto and are not superseded by any Governance Procedures.

## 22. ACCOUNTS

- (1) The Board of Trustees shall cause true accounts to be kept of the receipts and expenditure of the Trust and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the Trust.
- (2) At each Annual General Meeting the Board of Trustees shall lay before the meeting an income and expenditure account made up to a date not more than nine calendar months before the Annual General Meeting with a balance sheet as at that date and a copy of the Auditors' report.
- (3) The Board of Trustees shall present at each Annual General Meeting a report either orally or in writing on the state and condition of the Trust and the progress of its work. The Board of Trustees shall be entitled to circulate to Members such other information as it may deem fit from time to time.

## 23. AUDITORS

- (1) The Auditors shall be appointed at the Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the next Annual General Meeting, and their remuneration (if any) shall be fixed by the Board of Trustees.
- (2) The Auditors shall make a report to the Members on the accounts examined by them and on every balance sheet and income and expenditure account laid before the Annual General Meeting as aforesaid during their term of office and the report shall contain such statements as the Auditors shall think fit.
- (3) The Auditors shall have access at all times to the books, accounts and vouchers of the Trust and shall be entitled to require from the Honorary Officers or Trustees such information and explanation as they think necessary for the performance of their duties as Auditors.
- (4) The Auditors shall be entitled to attend any General Meeting and to receive all notices thereof and any other communications relating thereto which any Member is entitled to receive and to be heard at any General Meeting which they attend on any point of the business of the meeting which concerns them as Auditors.
- (5) If the Auditors resign during their period of office or if no Auditors are appointed at the Annual General Meeting, the Board of Trustees shall be empowered to appoint Auditors to fill the vacancy.

## 24. NOTICES

- (1) Notices required to be given in accordance with these Rules shall be served by hand, by post or by suitable electronic means.
- (2) Any notice given in accordance with these Rules shall be deemed to have been served:
  - (a) on being handed to the recipient after being delivered by hand;
  - (b) 24 hours after being sent by electronic means;
  - (c) 2 Days after being sent by first class post;
  - (d) 5 Days after being sent by second class or overseas post; or
  - (e) as soon as the recipient acknowledges actual receipt, if earlier.
- (3) It shall not be necessary to give any notice to any Member who has not provided an address.
- (4) The accidental omission to give notice to any Member entitled to receive notice of any meeting or the non-receipt of notice by such Member shall not invalidate anything done at the meeting.

## 25. LIABILITY AND INDEMNITY

- (1) The liability of Members is limited to the amount of their current subscription to the Trust.
- (2) Every Trustee and Honorary Officer shall be indemnified by the Trust against all and any costs, losses and expenses whatsoever which he or she may become liable to incur by reason of any act or omission done by him or her in the discharge of his or her duty as a Trustee or Honorary Officer and all and any costs, losses and expenses whatsoever which he or she may incur or become liable to by reason of any act or thing done by him or her in the discharge of any duty performed for and with the authority of the Board of Trustees provided always that this indemnity shall not apply where:
  - (a) the Trustee or Honorary Officer concerned knew that, or was reckless whether, the act or omission was a breach of duty; or
  - (b) the act or omission amounts to fraud, wilful misconduct or gross negligence.

## 26. ALTERATION OF RULES

- (1) Any alteration in these Rules recommended by the Board of Trustees may be proposed at an Annual General Meeting, or at an Extraordinary General Meeting, due notice thereof having been given in the notice calling the meeting.
- (2) The Members may propose to the Board of Trustees any new Rule or the alteration or repeal of any existing Rule by letter addressed to the Honorary Secretary and signed by no less than 20

Members, and if such Members are dissatisfied with the answer of the Board of Trustees (which shall be given within 60 Days of receipt or such longer period as may be agreed between the Honorary Secretary and the Members concerned), they may require that their proposition be referred to an Extraordinary General Meeting which the Board of Trustees shall convene for that purpose by giving notice in accordance with Rule 9(2) and which shall be held within 42 Days after receiving such requisition.

- (3) No repeal or alteration of any of these Rules or additions thereto shall be considered valid unless concurred by three-quarters of such of the Members as shall be present and vote in each case, including Members present by proxy.
- (4) No repeal or alteration to any of these Rules nor any additions thereto shall come into effect until the same shall have been approved by the Royal Court.

## 27. DISSOLUTION

- (1) The Trust shall be dissolved if at any General Meeting a resolution for the dissolution of the Trust is passed by a majority of three-quarters of such of the Members as shall be present and vote thereon, including Members present by proxy, provided that 42 Days' notice shall be given of any such proposal.
- (2) If upon dissolution of the Trust there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be transferred to some other trust or association having objects similar to the Objects to be determined by the Members subject to the approval of the Royal Court.