

JERSEY HERITAGE TRUST: AMENDMENTS TO CONSTITUTION

**Lodged au Greffe on 19th March 2002
by Deputy G.C.L. Baudains of St. Clement**



STATES OF JERSEY

STATES GREFFE

150

2002

P.37

Price code: C

PROPOSITION

THE STATES are asked to decide whether they are of opinion -

to refer to their Act dated 25th May 1999 in which they approved a new constitution for the Jersey Heritage Trust, and to request the Trust, in accordance with the provisions of 11.2 of the Constitution, to consider taking the necessary steps to amend its Constitution in the following manner -

- (a) in clause 3.2 for the words “*any other method that may seem appropriate to it*” substitute the words “*other methods that are appropriate*”;
- (b) in sub-clause 5.3.6 -
 - (i) after the words “*Jersey Heritage Trust shall*” insert the words “*, subject to the provisions of sub-clause 5.3.6.1 below,*”;
 - (ii) for the words “*Jersey Heritage Trust*” where they appear for the second time substitute the words “*Jersey’s heritage*”; and
 - (iii) after the sub-clause insert the following sub-clauses -
 - “5.3.6.1 *At least three of the Trustees appointed for their skills and experience in accordance with the provisions of sub-clause 5.3.5 above shall be appointed for their independence and expertise in archaeology and history and nominations for these three positions shall be invited from English Heritage, the Society for the Protection of Ancient Buildings (SPAB), the Council for British Archaeology (CBA) or bodies with similar aims and purposes.*
 - 5.3.6.2 *The Jersey Heritage Trust shall not exercise its powers under sub-clause 5.3.5 above to appoint or re-appoint as trustee any person who does not fulfil the requirements of sub-clause 5.3.6.1 above unless there are already at that time 3 persons so qualified on the board of trustees.*”;
- (c) in clause 5.7 delete all the words after the word “*shall*” where it appears for the second time (including sub-clauses 5.7.1 to 5.7.3) and substitute the following words “*act bona fide in the best interests of Jersey’s heritage at all times*”; and
- (d) in sub-clause 5.11.1 for the words “*the permission of the Jersey Heritage Trust*” substitute the words “*valid reason*”.

DEPUTY G.C.L. BAUDAINS OF ST. CLEMENT

Report

I have been concerned about the damage being done to Mont Orgueil Castle over the last three or four years. My involvement in this issue has shown me also that the Jersey Heritage Trust has potential problems with its management of other parts of our heritage.

The common denominator is clearly a lack of expertise. One wouldn't expect the Board of a bank consisting solely of archaeologists to prosper, so it should come as no surprise that problems should occur with an organisation dealing with archaeology consisting of persons whose professional expertise and qualifications lie in the field of finance and non-archaeological disciplines.

In my view, clause 5.3.5 of the Jersey Heritage Trust's constitution is not at present being properly complied with, in so much as one might expect the 'skills and experience' requirement to include people with experience in archaeology and history. Presently none of the Trustees has professional experience in those fields.

The purpose of these amendments to the constitution is to ensure that, in future, the Jersey Heritage Trust includes people who are not only experienced in those disciplines, but who are also independent. Our heritage, both archaeological and monumental, is too important to be managed solely by well-intentioned amateurs, no matter how dedicated they are.

Clause 11.2 of the Jersey Heritage Trust's revised constitution as approved by the States on 25th May 1999 provides that the Trust may alter, amend or vary any of the provisions of clauses 3, 4 or 5 of the Constitution with the prior consent of the States and, for this reason, the proposition is set out as a request to the Trust to make these changes. The present constitution of the Trust is set out in Appendix A and a copy of clauses 3.2 and 5 as they would appear after the proposed changes is set out in Appendix B.

This proposition has no implications for the financial or manpower resources of the States.

JERSEY HERITAGE TRUST CONSTITUTION
(as adopted by the States on 25th May 1999)

1. Definitions

1.1 In this Constitution -

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

1.1.2 words in the singular shall include words in the plural and words in the plural shall include the singular;

1.1.3 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 provisions;

1.1.4 reference to the Finance and Economics Committee shall include such other committee as may succeed it from time to time.

2. Incorporation

2.1 The Jersey Heritage Trust was incorporated by the “Loi accordant un Acte d’Incorporation à l’Association dite ‘The Jersey Heritage Trust’ ”, which was registered in the Royal Court on 3rd June 1983.

3. Statement of purpose (objects)

3.1 Jersey’s heritage and culture is special. The purpose of the Jersey Heritage Trust 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.

3.2 In order to accomplish this, the Jersey Heritage Trust shall, in addition to any other method that may seem appropriate to it from time to time -

3.2.1 collect, document, and preserve unique collections of artefacts, works of art, archival material, specimens and information relating to the history, culture and environment of the Bailiwick of Jersey. These collections define the Island, hold the evidence for its historical development and act as the community’s memory;

3.2.2 make these collections widely accessible and promote learning through museums, galleries, the archives centre, exhibitions and events in a range of venues, publications and the Internet;

3.2.3 acquire, maintain, open and develop significant historic sites, museums and galleries, including Mont Orgueil, Elizabeth Castle, Hamptonne, La Hougue Bie, the Jersey Museum, No. 9 Pier Road, the Jersey Archives Centre and the Sir Francis Cook Gallery;

3.2.4 provide comprehensive information, education and outreach services to a wide audience;

3.2.5 provide outstanding, memorable and inspirational experiences for the visiting public;

3.2.6 work with other organisations in and outside the Island, and in particular the Société Jersiaise, to deliver these aims;

3.2.7 promote an inclusive sense of belonging and pride in the Island, advance the cause of its heritage and support its cultural identity.

4. Powers of the Jersey Heritage Trust

4.1 The Jersey Heritage Trust has the powers granted to it under its Act of Incorporation, namely (in translation) -

4.1.1 the power to have and to use a special seal to certify all acts, contracts, agreements and undertakings;

4.1.2 the power to take, acquire, hold and possess all kinds of moveable and immovable property and to receive, hold and possess all kinds of gifts and legacies of moveable and immovable property which may be made to it;

4.1.3 the power to appear before all courts and tribunals through its officers or other persons authorised by it; and by implication all other powers necessary to achieve its purposes.

4.2 To enable it to carry out its purposes, the Jersey Heritage Trust may borrow such amounts as it shall consider necessary from time to time, but it shall not secure any such borrowing upon any real property it may own or upon any collections it may own or hold without the prior written consent of the Finance and Economics Committee.

5. Board of trustees

5.1 The Jersey Heritage Trust shall consist of and be governed by a board of trustees appointed in the manner set out below.

5.2 The powers of the Jersey Heritage Trust shall be exercised by the board of trustees.

5.3 The board of trustees shall comprise -

5.3.1 a chairman nominated by the Finance and Economics Committee after consultation with the Jersey Heritage Trust and appointed by the States of Jersey. The chairman shall be appointed for a period not exceeding four years, and may be re-appointed by the States of Jersey for one further period of four years, giving a maximum period of eight years in which any one individual appointed under this sub-clause can serve as chairman;

5.3.2 the President for the time being of the Société Jersiaise;

5.3.3 [a member for the time being of the States of Jersey who is committed to the objectives of the Jersey Heritage Trust as set out in paragraph 3 of the Constitution, and]^[1] a member for the time being of the Finance and Economics Committee nominated in writing by that Committee;

5.3.4 a trustee appointed by the Jersey Heritage Trust at its discretion but on the recommendation of the Société Jersiaise. This trustee shall be appointed for a period not exceeding three years and may be re-appointed by the Jersey Heritage Trust for one further period of three years, giving a maximum period of six years in which any one individual appointed under this sub-clause can serve as a trustee;

5.3.5 no fewer than three and no more than [seven]¹ further trustees appointed by the Jersey Heritage Trust for the skills, experience and influence they can bring and the contribution they can make to the Jersey Heritage Trust. These trustees shall be appointed for a period not exceeding three years and may be re-appointed by the Jersey Heritage Trust for one further period of three years giving a maximum period of six years in which any one individual appointed under this sub-clause can serve as a trustee;

5.3.6 In exercising its powers of appointment under sub-clause 5.3.5 above, the Jersey Heritage Trust shall use its best endeavours to ensure that the board of trustees shall be a diverse and balanced group of people in terms of gender, age, experience, skills, track record and attitudes, who share a commitment to the Jersey Heritage Trust;

5.3.7 nothing shall prevent a trustee appointed under one of the above sub-clauses and whose term has expired for whatever reason from being appointed a trustee under any of the other above sub-clauses, save that -

5.3.7.1 a chairman appointed under 5.3.1 above cannot be re-appointed under any of the other above sub-clauses unless a year has expired pursuant to the provisions of sub-clause 5.3.8 below;

5.3.7.2 a trustee appointed under sub-clause 5.3.4 above cannot be re-appointed a trustee under sub-clause 5.3.5 above and vice versa unless a year has expired pursuant to the provisions of

sub-clause 5.3.8 below;

5.3.8 for the purposes of this clause, a person who has not been a trustee of the Jersey Heritage Trust for one year shall be eligible for re-appointment under any of the above provisions as if he had never before been a trustee of the Jersey Heritage Trust.

5.4 The minimum number of trustees shall be seven and the maximum number of trustees shall be twelve.

5.5 If the number of trustees falls below seven, then it shall be lawful for the remaining trustees to act as trustees for the purpose of filling up vacancies but not for any other purpose.

5.6 The trustees shall appoint a vice-chairman from among their number.

5.7 For the duration of his appointment each trustee shall be an officer of the Jersey Heritage Trust and shall have the following duties -

5.7.1 to hold the purposes and values of the Jersey Heritage Trust;

5.7.2 to promote the purposes, objects and interests of the Jersey Heritage Trust;

5.7.3 to act bona fide in the best interests of the Jersey Heritage Trust.

5.8 A trustee may at any time resign his trusteeship by giving not less than one month's notice in writing.

5.9 The board of trustees may, by majority vote, terminate the appointment of any trustee appointed under sub-clauses 5.3.4 and 5.3.5 for any reason.

5.10 The States of Jersey may terminate the appointment of the chairman for any reason.

5.11 The board of trustees may, by majority vote, terminate the appointment of any trustee upon the happening of any of the following events, namely that the trustee -

5.11.1 has been absent from three consecutive meetings of the Jersey Heritage Trust without the permission of the Jersey Heritage Trust;

5.11.2 has become bankrupt;

5.11.3 is incapacitated by physical or mental illness.

5.12 A trustee shall retire on reaching the age of 75 years.

6. Proceedings of the board of trustees

6.1 At a meeting of the board of trustees of Jersey Heritage Trust -

6.1.1 the majority of the trustees shall form a quorum;

6.1.2 the chairman or vice-chairman shall preside;

6.1.3 each trustee shall have one vote on each matter for deliberation; and

6.1.4 in the event of an equality in the votes, the chairman of the meeting shall have a casting vote in addition to his own vote.

6.2 A resolution is a valid resolution of the Jersey Heritage Trust even though it was not passed at a meeting of the board of trustees if -

6.2.1 it is signed or assented to by a majority of the trustees; and

6.2.2 proper notice of the proposed resolution was given to all the trustees.

- 6.3 The trustees shall keep proper minutes of their proceedings including minutes of any business transacted in accordance with paragraph 6.2 above.
- 6.4 Any two or more trustees shall have the right to convene meetings of the board of trustees.
- 6.5 Subject to the provisions of this Constitution, the Jersey Heritage Trust may regulate its own proceedings and pursuant thereto may adopt, alter, amend or vary rules for that purpose.

7. Expenses of trustees

- 7.1 The Jersey Heritage Trust shall pay to its trustees all reasonable out-of-pocket or other expenses occasioned in the course of carrying out their duties, but subject thereto no trustee who is not otherwise an employee of the Jersey Heritage Trust or any company owned by it shall be remunerated.

8. Appointment and remuneration of staff

- 8.1 The Jersey Heritage Trust may appoint such officers and agents as it considers necessary for carrying out its purposes.
- 8.2 The Jersey Heritage Trust may -
- 8.2.1 make appointments on such terms as to remuneration, expenses, pensions and other conditions as it thinks fit; and
 - 8.2.2 may establish and maintain such schemes or make such arrangements as it thinks fit for the payment of pensions and other benefits in respect of its staff.

9. Accounts

- 9.1 The Jersey Heritage Trust shall keep accounts in such form as shall be acceptable to the Finance and Economics Committee.

10. Accountability to the States of Jersey

- 10.1 In recognition of the funds voted annually by the States of Jersey to the Jersey Heritage Trust to enable the Trust to carry out its purpose and recognising the agreements between the States of Jersey and the Jersey Heritage Trust in respect of the castles and the collections owned by the States of Jersey, the board of trustees shall present annually to the Finance and Economics Committee a business plan, a report of the activities and achievements during the previous year and the audited accounts for the previous year of the Jersey Heritage Trust.

11. Alteration of Constitution

- 11.1 The Jersey Heritage Trust may alter, amend or vary any of the provisions of this Constitution other than clauses 3, 4 and 5 hereof with the prior consent of the Finance and Economics Committee.
- 11.2 The Jersey Heritage Trust may alter, amend or vary any of the provisions of clauses 3, 4 and 5 of this Constitution with the prior consent of the States of Jersey.

If the proposed amendments to the Jersey Heritage Trust constitution were made, clauses 3.2 and 5 would read as follows (the changes are shown underlined in italics) -

Clause 3.2

- 3.2 In order to accomplish this, the Jersey Heritage Trust shall, in addition to *other methods that are appropriate* from time to time -

Clause 5

5. Board of trustees

- 5.1 The Jersey Heritage Trust shall consist of and be governed by a board of trustees appointed in the manner set out below.
- 5.2 The powers of the Jersey Heritage Trust shall be exercised by the board of trustees.
- 5.3 The board of trustees shall comprise -
- 5.3.1 a chairman nominated by the Finance and Economics Committee after consultation with the Jersey Heritage Trust and appointed by the States of Jersey. The chairman shall be appointed for a period not exceeding four years, and may be re-appointed by the States of Jersey for one further period of four years, giving a maximum period of eight years in which any one individual appointed under this sub-clause can serve as chairman;
- 5.3.2 the President for the time being of the Société Jersiaise;
- 5.3.3 [a member for the time being of the States of Jersey who is committed to the objectives of the Jersey Heritage Trust as set out in paragraph 3 of the Constitution, and]^[2] a member for the time being of the Finance and Economics Committee nominated in writing by that Committee;
- 5.3.4 a trustee appointed by the Jersey Heritage Trust at its discretion but on the recommendation of the Société Jersiaise. This trustee shall be appointed for a period not exceeding three years and may be re-appointed by the Jersey Heritage Trust for one further period of three years, giving a maximum period of six years in which any one individual appointed under this sub-clause can serve as a trustee;
- 5.3.5 no fewer than three and no more than [seven]² further trustees appointed by the Jersey Heritage Trust for the skills, experience and influence they can bring and the contribution they can make to the Jersey Heritage Trust. These trustees shall be appointed for a period not exceeding three years and may be re-appointed by the Jersey Heritage Trust for one further period of three years giving a maximum period of six years in which any one individual appointed under this sub-clause can serve as a trustee;
- 5.3.6 In exercising its powers of appointment under sub-clause 5.3.5 above, the Jersey Heritage Trust shall, *subject to the provisions of sub-clause 5.3.6.1 below*, use its best endeavours to ensure that the board of trustees shall be a diverse and balanced group of people in terms of gender, age, experience, skills, track record and attitudes, who share a commitment to the Jersey's *heritage*;
- 5.3.6.1 At least three of the Trustees appointed for their skills and experience in accordance with the provisions of sub-clause 5.3.5 above shall be appointed for their independence and expertise in archaeology and history and nominations for these three positions shall be invited from English Heritage, the Society for the Protection of Ancient Buildings (SPAG), the Council for British Archaeology (CBA) or bodies with similar aims and purposes.*
- 5.3.6.2 The Jersey Heritage Trust shall not exercise its powers under sub-clause 5.3.5 above to appoint or re-appoint as trustee any person who does not fulfil the requirements of sub-clause 5.3.6.1 above unless there are already at that time 3 persons so qualified on the board of trustees.*
- 5.3.7 nothing shall prevent a trustee appointed under one of the above sub-clauses and whose term has

expired for whatever reason from being appointed a trustee under any of the other above sub-clauses, save that -

5.3.7.1 a chairman appointed under 5.3.1 above cannot be re-appointed under any of the other above sub-clauses unless a year has expired pursuant to the provisions of sub-clause 5.3.8 below;

5.3.7.2 a trustee appointed under sub-clause 5.3.4 above cannot be re-appointed a trustee under sub-clause 5.3.5 above and vice versa unless a year has expired pursuant to the provisions of sub-clause 5.3.8 below;

5.3.8 for the purposes of this clause, a person who has not been a trustee of the Jersey Heritage Trust for one year shall be eligible for re-appointment under any of the above provisions as if he had never before been a trustee of the Jersey Heritage Trust.

5.4 The minimum number of trustees shall be seven and the maximum number of trustees shall be twelve.

5.5 If the number of trustees falls below seven, then it shall be lawful for the remaining trustees to act as trustees for the purpose of filling up vacancies but not for any other purpose.

5.6 The trustees shall appoint a vice-chairman from among their number.

5.7 For the duration of his appointment each trustee shall be an officer of the Jersey Heritage Trust and shall *act bona fide in the best interests of Jersey's heritage at all times.*

5.8 A trustee may at any time resign his trusteeship by giving not less than one month's notice in writing.

5.9 The board of trustees may, by majority vote, terminate the appointment of any trustee appointed under sub-clauses 5.3.4 and 5.3.5 for any reason.

5.10 The States of Jersey may terminate the appointment of the chairman for any reason.

5.11 The board of trustees may, by majority vote, terminate the appointment of any trustee upon the happening of any of the following events, namely that the trustee -

5.11.1 has been absent from three consecutive meetings of the Jersey Heritage Trust without *valid reason*;

5.11.2 has become bankrupt;

5.11.3 is incapacitated by physical or mental illness.

5.12 A trustee shall retire on reaching the age of 75 years.

^[1] Words inserted following adoption of an amendment of then Deputy A.S. Crowcroft.

^[2] Words inserted following adoption of an amendment of then Deputy A.S. Crowcroft.