

JERSEY HERITAGE TRUST: NEW CONSTITUTION

**Lodged au Greffe on 13th April 1999
by the Finance and Economics Committee**

STATES OF JERSEY

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PROPOSITION

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

to refer to their Act dated 16th March 1982 adopting a Law to grant an Act of Incorporation to the Jersey Heritage Trust, and to approve a new constitution for the Jersey Heritage Trust as set out in the Appendix to the report dated 22nd March 1999 of the Jersey Heritage Trust.

FINANCE AND ECONOMICS COMMITTEE

Report

By Act of the States of Jersey dated 25th November 1980, a “body to be known as the Jersey Heritage Trust” was appointed “consisting of three representatives nominated by the Société Jersiaise, one representative nominated by each of the Public Works, Education and Tourism Committees and an independent chairman nominated by the States”. The Act also charged the Trust -

- (a) to co-ordinate the various museum and art resources in the Island;
- (b) to receive monies voted annually by the States for the collection, preservation and exhibition of museum resources;
- (c) to examine ways and means of evolving a more effective and co-ordinated museum and art service and to make recommendations thereon.

On 16th March 1982, the States adopted a Law granting an Act of Incorporation, based on the original objects and membership structure. The Law received Royal Sanction on 18th May 1983 and was registered in the Royal Court on 3rd June 1983 (L.7/83).

During the two decades since then, the Trust has grown into an organisation running six major museums and historic sites and a public archives service, employing up to 90 full and part-time staff during the visitor season and with an annual turnover in the region of £2m. Capital expenditure over this period exceeds £12m. The Trust has won widespread recognition and many awards for its work. However, in the midst of all this change, the governing structure of the Trust - its constitution, membership and committees - has remained the same. There has also been no formal review of the objects of the Trust.

The original structure has a number of weaknesses in the changed circumstances of today. It limits potential trustees to a select few, inhibits continuity and commitment, and encourages trustees to think of themselves as representatives of other organisations. To secure its continued success into the 21st century, members of the Trust have recognised that the strongest and most appropriate governing body is required which meets all the needs of the organisation today.

In preparing its proposed new constitution, the Trust has consulted widely over a period of two years with organisations and individuals that have an interest. The principal points have been endorsed by the Finance and Economics, Education, Public Services and Tourism Committees, and supported by the Executive Committee of the Société Jersiaise.

The two major elements of the new constitution are -

- a new statement of purpose (section 3);
- a new board of trustees (section 5).

The new statement of purpose defines the scope and intent of the Trust’s activities as they have developed since its inception.

The proposed new board of trustees is founded on the principles of good governance established in the Nolan Committee’s report to the United Kingdom Parliament on *Standards in Public Life*. It is intended to result in a balanced board of interested, reliable and committed trustees, chosen to meet the Trust’s needs and accountable to it. The pool of potential trustees will be much greater, and the number (up to twelve) will lead to a stronger and more diverse governing body. The board would be open to the appointment of States members. The elected vice-chairman and time limits for the office of chairman and vice-chairman will allow proper succession planning.

The new constitution also sets out -

- the powers of the Trust as granted under the original Act of Incorporation;
- how proceedings of the board of trustees should be conducted;
- how accounts should be kept;
- the vehicles of the accountability that the Trust has to the States;
- the method of changing the constitution in the future.

JERSEY HERITAGE TRUST CONSTITUTION**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 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 eight 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 -

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

5.1.2 has become bankrupt;

5.1.3 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.