

APPENDIX

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES
UNDER THE POWERS GIVEN IN THE CHARITIES ACT 1993 ORDER THAT
FROM THE APPOINTED DAY THE FOLLOWING **SCHEME** WILL ALTER OR
AFFECT THE TRUSTS OF THE CHARITY KNOWN AS THE NATIONAL TRUST
FOR PLACES OF HISTORIC INTEREST OR NATURAL BEAUTY (205846)

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SCHEDULE —

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- Part 3 — Bodies and persons entitled to appoint a member of the Council
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Definitions

1.—(1) In this scheme:

“the appointed day” means the day on which this scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993;

“appointed member”, in relation to the Council, means a person appointed under clause 17;

“appointing body” means any body or person mentioned in Part 3 or Part 4 of the Schedule to this scheme or any body which becomes an appointing body in accordance with clause 18;

“the Board of Trustees” means the Board of Trustees of the Charity;

“the Chairman”, unless the context otherwise requires, means the chairman of the Charity;

“the Charity” means The National Trust for Places of Historic Interest or Natural Beauty (charity number 205846);

“the Commissioners” means the Charity Commissioners for England and Wales;

“the Council” means the Council of the Charity;

“the Deputy Chairman”, unless the context otherwise requires, means the deputy chairman of the Charity;

“elected member”, in relation to the Council, means a person elected under clause 16;

“the National Trust Acts” means the National Trust Acts 1907 to 1971;

“the new constitution date” means the later of 1st September 2005 and the date 2 months after that on which this scheme is given effect by an order of the Secretary of State under section 17(2) of the Charities Act 1993;

“the Secretary” means the Secretary of the Charity.

(2) For the purposes of this scheme, a person is external to the Charity if that person—

- (a) is not a member of the Board of Trustees, the Council, any Country or Regional Committee, or any advisory panel;

- (b) has not been a member of any such body within the previous three years;
 - (c) is not, and has not been within the previous three years, an employee of the Charity, and
 - (d) is not the spouse, parent or child of a person falling within any of sub-paragraphs (a), (b) or (c) above.
- (3) For the purposes of paragraph (2) above—
- (a) “child” includes a stepchild and an illegitimate child;
 - (b) a person living with another as that person’s husband, wife or long term partner shall be treated as that person’s spouse; and
 - (c) the fact that a person is a member of the Charity does not preclude that person from being external to the Charity.
- (4) Unless the context requires otherwise, references in this scheme, or in the Schedule to this scheme, to clauses refer to the relevant numbered clause of this scheme.

Administration

2.—(1) From the appointed day until the new constitution date the Charity shall be administered in accordance with the provisions of the National Trust Acts as modified by the transitional provisions set out in Part 1 of the Schedule to this scheme.

(2) From the new constitution date the Charity shall be administered in accordance with the provisions of the National Trust Acts as modified by this scheme.

(3) The provisions of the National Trust Acts set out in Part 2 of the Schedule to this scheme shall cease to have effect on the new constitution date.

(4) As from the new constitution date all powers and duties conferred on the Council by any provision of the National Trust Acts for the time being in force shall become powers and duties of the Board of Trustees.

Board of Trustees

3.—(1) The members of the Board of Trustees shall be the trustees of the Charity.

(2) The Board of Trustees shall exercise all powers conferred on the Charity by the National Trust Acts 1907 to 1971 and this scheme except those which in accordance with any provision of this scheme—

- (a) are exercisable only by the Charity in general meetings; or
- (b) are exercisable only by the Council.

(3) Except as provided by clauses 10(3), 12(3) and 13(2), the members of the Board of Trustees shall exercise their powers jointly, at meetings convened in accordance with this scheme.

(4) The Board of Trustees shall have a minimum of 9 and a maximum of 15 members, unless—

- (a) a resolution is passed by the Council and by the Board of Trustees to change the minimum or maximum numbers, or both numbers, and
- (b) the Commissioners give their approval in writing to such a change.

(5) A majority of the members of the Board of Trustees shall be members of the Council.

(6) The Chairman and Deputy Chairman shall automatically be members of the Board of Trustees.

(7) All members of the Board of Trustees other than the Chairman and the Deputy Chairman shall be appointed by the Council in accordance with published procedures decided by the Council.

(8) Except as provided by paragraph (10) below every member of the Board of Trustees shall be appointed for three years, and retiring members shall be eligible for re-appointment.

(9) The Council shall exercise its powers with the object of ensuring that, so far as is practicable, the terms of office of approximately one third of the members of the Board of Trustees expire every year.

(10) The Council may, exceptionally, appoint a member of the Board of Trustees for a term of less than three years where this is necessary to achieve the object referred to in paragraph (9) above.

New members of Board of Trustees

4.—(1) The Charity shall ensure that each new member of the Board of Trustees is given, within a reasonable period of his or her appointment, an appropriate induction into the affairs of the Charity and the responsibilities of the Board of Trustees.

(2) The Charity shall ensure that each member of the Board of Trustees is given a copy of the National Trust Acts together with this scheme and any amendments made to them, and a copy of the Charity's latest report and statement of accounts.

Record of new members of Board of Trustees

5. The Charity shall keep a record of the name and address of every member of the Board of Trustees and the dates on which their terms of office begin and end.

Termination of membership of Board of Trustees

6.—(1) A person shall cease to be a member of the Board of Trustees if he or she:

- (a) is removed by a resolution of the Council supported by at least 30 members of the Council or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater;
- (b) is disqualified from acting as a trustee by section 72 of the Charities Act 1993;
- (c) is absent without the permission of the Board of Trustees from all their meetings held within a period of 12 months and the Board of Trustees resolve that his or her office be vacated; or
- (d) gives notice in writing of his or her intention to resign to the Chairman.

(2) A notice given under paragraph (1)(d) above shall only take effect if following the resignation of the person giving the notice at least 6 members of the Board of Trustees will remain in office.

Casual vacancies on Board of Trustees

7.—(1) The Council shall fill casual vacancies on the Board of Trustees where it is necessary to do so in order—

- (a) to maintain the number of members in accordance with clause 3(4) or with any resolution for the time being in force under clause 3(4);
- (b) to ensure that a majority of members of the Board of Trustees are members of the Council; or

(c) to ensure that a notice of resignation which has not taken effect in the circumstances referred to in clause 6(2) shall take effect.

(2) In any case other than one to which paragraph (1) above applies the Council may if it thinks fit fill casual vacancies on the Board of Trustees.

(3) A member of the Board of Trustees appointed in accordance with paragraph (1) or paragraph (2) above shall unless he or she dies or resigns or otherwise ceases to hold office remain in office until the expiry of the term for which the person whom he or she has replaced was appointed.

Chairman and Deputy Chairman of Board of Trustees

8. The Chairman and Deputy Chairman of the Charity shall act as Chairman and Deputy Chairman of the Board of Trustees.

Meetings of Board of Trustees

9.—(1) The Board of Trustees shall make provision for its meetings in accordance with clause 43.

(2) The quorum for meetings of the Board of Trustees shall be half of the members for the time being of the Board of Trustees, rounded up when there is an odd number of members of the Board of Trustees, or six members of the Board of Trustees, whichever is the greater.

Decisions of Board of Trustees

10.—(1) Subject to paragraph (3) below, and unless otherwise expressly provided in this scheme, every matter shall, in case of difference, be decided by a majority of the members of the Board of Trustees present and voting at a duly convened meeting of the Board of Trustees.

(2) The chairman of the meeting may cast a second or casting vote only if there is a tied vote.

(3) Subject to paragraph (4) below a decision supported by all members of the Board of Trustees and taken otherwise than at a meeting shall be as valid as if it had been made at a meeting of the Board of Trustees.

(4) A decision taken in accordance with paragraph (3) above shall only be valid if it is recorded in writing in a single document signed by all members of the Board of Trustees, or else in two or more similar documents which together bear the signatures of all members of the Board of Trustees.

Recording of meetings of Board of Trustees

11. The Board of Trustees shall keep a proper record of its meetings.

Establishment of committees and advisory panels

12.—(1) The Board of Trustees may from time to time establish and dissolve committees including country and regional committees and advisory panels.

(2) Except for country and regional committees and advisory panels, a committee established under this clause shall include at least one person who is a member of the Board of Trustees and may include persons who are not members of the Board of Trustees.

(3) The Board of Trustees may delegate any of its functions to any committee established under this clause.

(4) A committee established under this clause shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees under clause 43.

- (5) A committee established under this clause shall keep a proper record of its proceedings.

Employees

13.—(1) The Board of Trustees may appoint employees of the Charity and fix their remuneration and conditions of employment.

(2) The Board of Trustees may delegate any of its functions to any employee of the Charity.

(3) Employees shall report to the Board of Trustees in accordance with any instructions given by the Board of Trustees.

The Council of the National Trust

14.—(1) The Council shall have 52 members consisting of:

- (a) 26 persons elected by members of the Charity in accordance with clause 16; and
- (b) 26 persons appointed in accordance with clause 17.

(2) The Council shall meet at least once a year.

Functions of Council

15.—(1) The Council shall appoint the members of the Board of Trustees and hold them to account.

(2) The Council's responsibilities shall include:

- (a) monitoring the fulfilment by the Charity of its statutory purposes;
- (b) appointing the Chairman and Deputy Chairman of the Charity;
- (c) appointing and, if necessary, removing members of the Board of Trustees in accordance with this scheme;
- (d) monitoring the performance of, and calling to account, the Board of Trustees in its control and management of the administration of the Charity;
- (e) arranging the procedures for election of members of the Council;
- (f) reviewing every six years the list of appointing bodies;
- (g) making available annually to the members of the Charity a report on the activities of the Council;
- (h) commenting on proposals from the Board of Trustees for the alteration of the National Trust Acts or byelaws or of this or any other scheme of the Charity Commission relating to the Charity.

Elected members of Council

16.—(1) The Council shall make arrangements for the holding each year of elections of persons who are to be elected members in accordance with this scheme.

(2) The Council shall each year after consulting with a Nominations Committee appointed in accordance with clause 27 draw up criteria to be applied in assessing candidates for election to the Council.

(3) The Council shall publish the criteria referred to in paragraph (2) above in such manner as the Council may from time to time consider appropriate, and shall on request supply a copy of those criteria to any prospective candidate or any member of the Charity.

(4) The Nominations Committee shall publish recommendations to members as to which candidates, in the opinion of the Nominations Committee, best satisfy the criteria for the time being drawn up under paragraph (2) above.

(5) The arrangements made by the Council under paragraph (1) above shall in particular include arrangements for:

- (a) the giving of notice of elections and for specifying the closing date for voting;
- (b) the nomination of candidates;
- (c) the provision of information by candidates; and
- (d) the conduct of voting.

(6) The arrangements made under paragraph (1) above shall permit every member of the Charity who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.

(7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published closing date for voting.

(8) The procedures laid down by paragraphs (1) to (7) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting.

Appointed members of Council

17.—(1) The bodies and persons named in part 3 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may each appoint a member of the Council.

(2) The bodies named in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme may jointly appoint a member of the Council and in default of agreement between those bodies the majority of them may make the appointment.

(3) For the purposes of clause 18 the bodies listed in part 4 of the Schedule as changed by any review carried out in accordance with clause 18 of this scheme shall be treated as a single body.

Review of appointing bodies

18.—(1) In this clause:

“review” means a review carried out in accordance with this clause; and

“review year” means 2006 and thereafter every sixth year after that.

(2) The Council shall carry out a review of the appointing bodies before the 31st December in every review year.

(3) In the course of a review the Council shall carry out such consultation as it thinks appropriate of members of the Charity and any other person or body as to what changes might be made to the list of appointing bodies.

(4) A Nominations Committee appointed in accordance with clause 27 shall review the results of the consultation and shall then make recommendations to the Council as to:

- (a) which bodies (“the candidate bodies”) should be included in the ballot paper to be issued to members of the Charity; and
- (b) which 26 of the candidate bodies would, in the opinion of the Nominations Committee, be most suited to being included in the revised list of appointing bodies.

(5) The Council shall on the occasion of each review make arrangements for a ballot of members of the Charity to be held on possible changes to the list of appointing bodies.

(6) The arrangements made under this clause shall permit every member who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.

(7) For the purposes of paragraph (6) above a member is eligible to vote if he or she has been a member throughout the 70 days immediately preceding the published closing date for the ballot.

(8) The arrangements made under this clause shall specify the date (“the review date”) from which any change to the list of appointing bodies is to have effect. The review date must be a date on or after the results of the review are published, but not later than the end of the review year.

(9) The Council shall decide, having regard to the recommendations of the Nominations Committee:

- (a) which candidate bodies shall be included on the ballot paper drawn up for the purposes of the ballot; and
- (b) what recommendations shall be made to members as to which 26 of those bodies are most suitable to be appointing bodies.

(10) The 26 candidate bodies which secure the highest number of votes in the ballot shall be appointing bodies with effect from the review date.

(11) The procedures laid down by paragraphs (1) to (10) above may be amended by a resolution passed by the Council, by the Board of Trustees, and by the members of the Charity in general meeting.

Terms of office of members of Council

19.—(1) All members of the Council shall hold office for three years from the date of their appointment or election, as the case may be.

(2) A person who has held office as an appointed member or as an elected member shall be eligible for appointment or reappointment, or for election or re-election, as the case may be, to the Council.

Resignation from Council

20. A member of the Council may resign at any time by giving notice in writing to the Chairman.

Casual vacancies on Council

21.—(1) If a casual vacancy arises amongst the elected members of the Council the Council may appoint another person to fill the vacancy.

(2) A member of the Council appointed under paragraph (1) above shall hold office until the next election to the Council, at which point he or she may stand for election.

(3) If a casual vacancy arises amongst the appointed members of the Council the relevant appointing body may appoint a replacement.

(4) A member of the Council appointed under paragraph (3) above shall hold office during the remainder of the term for which the person who is being replaced was appointed.

Appointment of Chairman, Deputy Chairman and Senior Member of Council

22.—(1) Subject to paragraph (2) below, the members of the Council shall appoint from their number:

- (a) a chairman (to be known as “the Chairman of the National Trust”);
- (b) a deputy chairman (to be known as “the Deputy Chairman of the National Trust”); and
- (c) a person (“the Senior Member of the Council”), who shall not be a member of the Board of Trustees, to exercise the functions conferred on him or her by this scheme.

(2) The Council may appoint as Chairman a person who is not a member of the Council at the time at which the appointment of that person is made.

(3) Where a person to whom paragraph (2) above applies is appointed as Chairman:

- (a) that person shall thereupon become a member of the Council; and
- (b) the total number of members of the Council accordingly shall, subject to any casual vacancies, be increased to 53 for as long as that person remains as Chairman and has not been elected to the Council by the members of the Charity, or appointed to the Council by an appointing body.

(4) The Chairman and Deputy Chairman and the Senior Member of the Council shall hold office for 3 years and shall then retire from office, but shall be eligible for re-appointment.

(5) The Deputy Chairman may exercise all the functions of the Chairman at any meeting when the Chairman is not present.

(6) A person who before being appointed as Chairman or Deputy Chairman is not a member of the Board of Trustees shall become a member of the Board of Trustees upon becoming Chairman or Deputy Chairman and shall remain a member of the Board of Trustees for as long as he or she remains Chairman or Deputy Chairman.

(7) The Senior Member of the Council shall chair any part of any meeting of the Council at which the Council considers:

- (a) any proposal to remove a member of the Board of Trustees;
- (b) any proposal to censure the Board of Trustees; and
- (c) any other business the nature of which, in the opinion of a majority of members of the Council present at the meeting, is such as to make it inappropriate for the Chairman or the Deputy Chairman to chair the meeting while that business is being considered.

Removal of Chairman, Deputy Chairman or Senior Member of Council

23.—(1) The Council may by resolution remove the Chairman or the Deputy Chairman provided that the resolution is supported by at least 30 members of the Council or at least two-thirds of the members of the Council present at the meeting and eligible to vote, whichever is the greater.

(2) The Council may by resolution remove the Senior Member provided that the resolution is supported by at least 20 members of the Council or more than half of the members of the Council present at the meeting and eligible to vote, whichever is the greater.

(3) A resolution under paragraphs (1) or (2) above shall not have the effect of removing a Deputy Chairman or Senior Member from the Council.

(4) A resolution under paragraph (1) above shall only have the effect of removing a Chairman from the Council if he or she was appointed under clause 22(2) and is not currently an elected or appointed member of the Council.

Chairman, Deputy Chairman and Senior Member of Council: casual vacancies

24.—(1) On a casual vacancy occurring in the office of Chairman or Deputy Chairman or Senior Member of the Council the Council shall appoint a person to fill the vacancy.

(2) Clauses 22(2) and (3) shall apply to any person appointed to fill any casual vacancy in the office of Chairman.

(3) A person appointed under paragraph (1) above shall hold office during the remainder of the term of the former Chairman, Deputy Chairman or Senior Member of the Council whose office is to be filled.

Eligibility to serve as a member of Council

25.—(1) A person who would be disqualified from acting as a trustee of a charity may not serve as a member of the Council unless the Council resolves that that person is a fit person to act as a member of the Council.

(2) If, whilst a person is serving as a member of the Council, an event occurs which would disqualify that person from acting as a trustee of a charity:

- (a) that person shall, immediately upon the event happening, cease to be a member of the Council, but
- (b) that person may subsequently stand for re-election or re-appointment if the Council resolves that, notwithstanding the event, that person is a fit person to act as a member of the Council.

Requirement to be a member of the National Trust

26. No person shall be eligible for appointment or election (as the case may be) as Chairman or Deputy Chairman, or as chairman of any country or regional committee or advisory panel, or as a member of the Board of Trustees, the Council or any country or regional committee, unless that person is a member of the Charity.

Nominations Committee

27.—(1) The Council shall:

- (a) whenever the involvement of a Nominations Committee is provided for under clause 16 or clause 18, and
- (b) whenever the Council is to make an appointment to the Board of Trustees, or is to appoint the Chairman or Deputy Chairman,
appoint a committee to be known as a Nominations Committee to assist the Council (and, in the case of elections to the Council, the members of the Charity).

(2) The size and criteria for membership of each Nominations Committee shall be determined by resolution of the Council provided that at least one member of each Nominations Committee shall be a person who is external to the Charity.

Committees of inquiry

28.—(1) The Council by resolution may establish a committee of inquiry to investigate any aspect of the affairs of the Charity.

(2) The composition, procedures and terms of reference of a committee of inquiry established under this clause shall be specified in the resolution by which the committee is established.

(3) A committee of inquiry shall have all necessary powers of calling for documents, assistance and evidence from the Board of Trustees and from the staff of the Charity.

(4) The committee of inquiry shall report back to the Council and the Council shall then decide what action, if any, to take.

(5) A resolution under this clause to establish a committee of inquiry shall not be valid unless supported by at least two-thirds of the members of the Council present at the meeting at which the resolution is considered.

Vacancies and irregularities

29. The acts and proceedings of the Board of Trustees, the Council, or of any committee, sub-committee or advisory panel shall not be invalidated by:

- (a) any vacancy in their number;
- (b) any defect or irregularity in the appointment, or in the qualification for appointment, of any person as a member, chairman, or deputy chairman of any of those bodies, or as Chairman or Deputy Chairman of the Charity, or as Senior Member of the Council; or
- (c) (in the case of elected members) any defect or irregularity in the election, or in the qualification for election, of the member.

Expenses and remuneration

30.—(1) The Charity may defray any expenses wholly, necessarily and exclusively incurred by members of the Board of Trustees, the Council, a country or regional committee, an advisory panel or any other committee or sub-committee for the purpose of carrying out their duties as such members.

(2) Subject to the prior written approval of the Charity Commission, the Charity may pay such annual amounts as the Council may from time to time determine and as shall be approved by the members in general meeting to:

- (a) the Chairman of the Charity;
- (b) the Deputy Chairman of the Charity;
- (c) any other member or members of the Board of Trustees; and
- (d) one or more chairmen of country and regional committees.

(3) Section 21(3) of the National Trust Act 1971 (which specifies the information to be shown in the accounts of the National Trust) shall have effect as though for the reference in paragraph (a) to particulars of any remuneration of chairmen paid in pursuance of section 18 of the Act, and for reference in paragraph (b) to the aggregate remuneration paid to members of the council or former members of the council, there were substituted a reference to such annual amounts as are paid in accordance with clause 30(2) of this scheme.

General Meetings of the Charity

There shall be two types of general meeting of the Charity:

- (a) annual general meetings; and
- (b) extraordinary general meetings.

Notice of General Meetings

32.—(1) Notice of every general meeting, and the agenda, shall be sent to the members not less than twenty-one days before the meeting.

(2) The notice shall be in such form and shall be sent in such manner as the Board of Trustees from time to time decides.

Annual General Meetings

33.—(1) The annual general meeting shall be held on such date between 1st September and 31st December each year, at such time and in such place as the Board of Trustees decides.

(2) The only business which may be dealt with at an annual general meeting is:

- (a) business which in accordance with the National Trust Acts and this scheme is required or authorised to be dealt with at annual general meetings;
- (b) a resolution proposed by members in accordance with clause 35 (“a members' resolution”), and notice of which is given in the notice of the meeting; and
- (c) a resolution proposed by the Board of Trustees, and notice of which is given in the notice of the meeting.

Report and Accounts

34.—(1) At each annual general meeting the Board of Trustees shall present to the meeting a report of the activities of the Charity in the preceding financial year and the accounts of the Charity for that year.

(2) Copies of the report and accounts shall be available:

- (a) at each annual general meeting; and
- (b) on written application to the Secretary.

Members' resolutions

35.—(1) Subject to paragraph (3) below a notice of a members' resolution to be considered at an annual general meeting shall not be valid unless it:

- (a) sets out the resolution;
- (b) is sent to the Secretary so as to be received by him or her not later than the close of business on 1st June (or, if 1st June is not a working day, the first working day after 1st June) in the year of the annual general meeting; and
- (c) is signed by not less than fifty members who have been members of the Charity since no later than 1st January in the year before the year in which the resolution is submitted of whom five have signed as “proposers” and the others have signed as “supporters”.

(2) For the purposes of paragraph (1)(b) above “working day” means any day other than Saturday, Sunday, or any public holiday.

(3) If on or before 30th June in the year of the annual general meeting the Board of Trustees and all the proposers agree a modification to the resolution the resolution as so modified shall be treated as a resolution of which valid notice has been given.

(4) No members' resolution shall be considered by an annual general meeting unless:

- (a) valid notice has been given; and

- (b) at the meeting the resolution is formally proposed by one of the proposers and seconded by another proposer.
- (5) Except as mentioned in paragraph (4) above a members' resolution shall not be withdrawn or treated as abandoned unless all the proposers agree in writing.
- (6) The Board of Trustees may refuse to accept a members' resolution if:
 - (a) in the opinion of the Board of Trustees the resolution contains material
 - (i) which is, or might be, defamatory; or
 - (ii) which it would, or might, be otherwise unlawful to publish;
 - (b) in the opinion of the Board of Trustees the resolution or the matter to which it relates has been the subject of a resolution proposed at any general meeting held during the three years preceding the submission of the resolution;
 - (c) in the opinion of the Board of Trustees the subject matter of the resolution is substantially the same as the subject matter of another resolution proposed for the same general meeting and previously received by the Secretary; or
 - (d) in the opinion of at least three-quarters of the members of the Board of Trustees the subject matter of the resolution is not relevant to any material extent to the statutory purposes of the Charity.
- (7) The members proposing a members' resolution may submit with the notice of the resolution a supporting statement.
- (8) Subject to paragraph (9) below the Board of Trustees shall send a copy of any statement submitted under paragraph (7) above to every member of the Charity together with the notice of the annual general meeting at which the resolution is to be proposed.
- (9) The Board of Trustees shall not be required to send any statement submitted under paragraph (7) above if:
 - (a) it is longer than 500 words; or
 - (b) in the opinion of the Board of Trustees it contains material
 - (i) which is, or might be, defamatory; or
 - (ii) which it would, or might, be otherwise unlawful to publish.
- (10) The Board of Trustees may itself send a statement commenting on the resolution to every member of the Charity together with the notice of the meeting at which the resolution is to be proposed and may include in such a statement a recommendation to the members as to the manner in which they should cast their votes.

Extraordinary General Meetings

- 36.—**(1) The Board of Trustees may convene an extraordinary general meeting whenever it thinks fit.
- (2) The Board of Trustees shall within 28 days of receiving a valid requisition to do so send out a notice to convene an extraordinary general meeting.
 - (3) A requisition is valid if:
 - (a) it is signed by not less than one quarter of one percent of the members of the Charity;
 - (b) it is delivered to the Secretary; and
 - (c) it specifies the object of the proposed extraordinary general meeting.
 - (4) For the purposes of paragraph (3)(a) above:

- (a) signatories must have been members of the Charity since no later than 1st January in the year before the year in which the requisition is delivered to the Secretary; and
- (b) the number of members of the Charity shall be deemed to be the number stated in the last annual report published before the date upon which the requisition is delivered to the Secretary.

(5) If the Board of Trustees does not, within 28 days of receiving a valid requisition, send out a notice to convene an extraordinary general meeting, the requisitionists may convene an extraordinary general meeting.

(6) The only business which may be dealt with at an extraordinary general meeting is business of which notice has been given in the notice convening the meeting.

Quorum for general meetings

37.—(1) One hundred members of the Charity present in person or by proxy shall form a quorum for a general meeting.

(2) If within one hour after the time appointed for an annual general meeting a quorum is not present the only business which may be dealt with is the consideration of the report of the Board of Trustees and the accounts, and the election of the auditors.

(3) If within one hour after the time appointed for an extraordinary general meeting a quorum is not present the meeting shall be abandoned.

Chairman of general meetings

38.—(1) If the Chairman is present at a general meeting he or she shall chair the meeting. If he or she is not present, the Deputy Chairman shall do so. If neither the Chairman nor the Deputy Chairman is present at the meeting, the members of the Charity present at the meeting shall elect one of their number to act as chairman of the meeting.

(2) If the votes at any general meeting are equally divided the chairman of the meeting shall have, as well as his or her own vote, a second or casting vote.

Adjournment of general meetings

39.—(1) The chairman of any general meeting may with the consent of the meeting adjourn the meeting to another time and to the same or another place.

(2) The only business which may be transacted at a meeting adjourned in accordance with paragraph (1) above shall be:

- (a) the business which was left undisposed of at the meeting at which the adjournment took place; and
- (b) business of which a notice and agenda have been given to members as provided for in clause 32.

Voting

40.—(1) At every general meeting all matters which fall to be decided at the meeting shall be decided by a majority of the votes of the members of the Charity present in person, and voting by show of hands unless a poll is demanded in accordance with paragraph (2) below.

(2) At a general meeting a poll may be demanded in respect of any proposed resolution by:

- (a) the chairman of the meeting, if he or she considers that the show of hands does not accurately reflect the views of those members who are not present in person but have appointed proxies; or

(b) not less than ten members present in person at the meeting.

(3) If a poll is demanded in accordance with paragraph (2) above the matter for decision shall be decided by a majority of the votes of the members present in person or by proxy and voting.

(4) At a general meeting any member who has been a member throughout the 70 days immediately preceding the meeting may vote. Each such member has one vote.

(5) Members may vote:

(a) in person at the meeting; or

(b) by proxy using such proxy form as the Board of Trustees shall have provided for use at that meeting.

(6) The Board of Trustees shall provide for each general meeting a written proxy form for use at that meeting. The Board of Trustees may in addition provide members with the alternative of using an electronic proxy form.

(7) References in this scheme to a “proxy form” include either or both of the alternatives provided in accordance with paragraph (6) above.

(8) No-one may vote as a proxy unless the completed proxy form is received by the Secretary not less than seven days before the day appointed for holding the meeting at which the proxy is to be used.

(9) The fact that one or more members of the Charity has not or have not received a proxy form does not invalidate the vote on any resolution.

Chairman’s decision final

41. Except where this scheme provides otherwise any direction or decision by the chairman of a general meeting as to the conduct of the meeting, or on any question of procedure or point of order, shall be final.

Amendment to procedures for general meetings

42. The Board of Trustees by resolution and the members of the Charity by resolution in general meeting may from time to time agree to replace the provisions set out in this scheme relating to general meetings with new or amended provisions.

Regulation of procedures

43.—(1) The Board of Trustees may from time to time make regulations for the management and administration of the Charity, the holding of meetings and the conduct of the business of the Charity and of the Board of Trustees, the Council and any committee, sub-committee or advisory panel.

(2) Without prejudice to the generality of paragraph (1) above regulations made under that paragraph may specify the quorum for the Council or for any committee, sub-committee or advisory panel.

(3) Subject to the National Trust Acts and this scheme, and to any regulations made under paragraph (1) above, the Board of Trustees, the Council and any committee, sub-committee or advisory panel shall each have power to regulate its own procedures.

(4) In this clause “regulations” includes rules, standing orders and instructions.

Authentication of documents

44.—(1) Regulations made under clause 43 may lay down procedures for the sealing, signature or execution on behalf of the Charity of documents of any kind.

(2) Such regulations may lay down different procedures for different kinds of documents, and may specify the person or persons, being members of the Board of Trustees or staff of the Charity, who shall seal, sign or execute documents of the kinds specified in the regulations.

(3) It shall not be necessary in legal proceedings to prove that the person or persons who sealed, signed or executed any such document was or were duly authorised to do so, and such document shall be presumed to be duly signed, sealed or executed unless the contrary is proved.

Power of amendment

45.—(1) The Board of Trustees (subject to the provisions of this clause) may from time to time amend this scheme if it is satisfied that it is expedient in the interests of the Charity to do so.

(2) The Board of Trustees shall consult the Council before making any such amendment.

(3) The Board of Trustees shall not make any amendment which would have the effect directly or indirectly of:

- (a) altering or extending the purposes of the Charity;
- (b) authorising the Board of Trustees to do anything which is expressly prohibited by the trusts of the Charity;
- (c) causing the Charity to cease to be a charity at law; or
- (d) altering or extending the power of amendment that is conferred by this clause.

(4) The Board of Trustees shall obtain the prior written approval of the Commissioners before making any amendment which would have the effect directly or indirectly of:

- (a) enabling them to spend permanent endowment or capitalise income of the Charity;
- (b) conferring a benefit of any kind on all or any of the current members of the Board of Trustees or their successors;
- (c) restricting (without the consent of that person) the existing right of any person to appoint or remove a member of the Board of Trustees, or to intervene in the administration of the Charity;
- (d) changing provisions in this scheme as to the size of the Council or the minimum or maximum size of the Board of Trustees, or changing the method by which members of those bodies are elected or appointed; or
- (e) varying the name of the Charity.

(5) An amendment may be made only by a resolution passed at a meeting of the Board of Trustees of which not less than 21 days notice has been given. The notice must set out the terms of the proposed amendment.

(6) The Board of Trustees shall:

- (a) prepare a written memorandum of each amendment that it makes, which must be signed at the meeting at which the amendment is made by the person chairing the meeting;
- (b) send to the Commissioners a copy of the memorandum certified by a person authorised by the Board to do so within three months of the date of the meeting; and
- (c) retain the memorandum as part of the governing documents.

Questions relating to the scheme

46. The Commissioners may decide any question put to them concerning:
- (1) the interpretation of this scheme, or
 - (2) the propriety or validity of anything done or intended to be done under it.

Notices

47.—(1) This clause applies to any notice or document which the Charity is required by the National Trust Acts or this scheme to send to any person.

(2) Where the Charity sends a notice or document to one member of a joint, group, or family membership of the Charity, the Charity shall not be required to send separate notices or documents to the other members of that joint, group or family membership.

(3) The Charity shall not be required to send notices or documents to members of the Charity who enjoy a concessionary membership rate by reason of their living at the same address as another member of the Charity.

(4) The fact that a notice or document is not sent to or received by any person entitled to receive it shall not invalidate any meeting held or action taken in accordance with this scheme.

SCHEDULE

PART 1

TRANSITIONAL PROVISIONS

Definitions

1.—(1) In this Part of the Schedule:

“the existing bodies” means the existing Council, the existing central committees, the existing country and regional committees and the existing panels;

“the existing central committees” means the Executive Committee, the Finance Committee and the Properties Committee as those committees exist immediately before the appointed day;

“the existing Council” means the Council as it exists immediately before the appointed day;

“the existing country and regional committees” means the Committee for Wales, the Committee for Northern Ireland and the nine regional committees as they exist immediately before the appointed day;

“the existing panels” means the Archaeology Panel, the Architectural Panel, the Arts Panel, the Estates Panel, the Gardens Panel, the Investment Panel and the Nature Conservation Panel as they exist immediately before the appointed day;

“the new advisory panels” means advisory panels established pursuant to paragraph 9 of this Part of the Schedule;

“the new constitution” means the new constitution of the Charity contained in this scheme;

“the new Council” means the Council established pursuant to this scheme;

“the new country and regional committees” means country and regional committees established pursuant to paragraph 9 of this Part of the Schedule;

“the transitional period” means the period commencing on the appointed day and ending on the new constitution date.

(2) This part of the Schedule shall have effect notwithstanding anything in the National Trust Acts or in any other provision of this scheme.

2. Exercise of functions during transitional period

(1) During the transitional period:—

- (a) the existing bodies shall continue to exercise their functions under the National Trust Acts as modified by this Part of the Schedule; and
- (b) the existing Council may do all such things as may be necessary or expedient to prepare for the introduction of the new constitution.

(2) Without prejudice to the generality of sub-paragraph (1)(b) above the existing Council may during the transitional period make preparations and arrangements for, and in relation to, elections and general meetings to be held after the new constitution date; and in making such preparations and arrangements the existing Council may exercise the powers which are to be conferred by this scheme on the Board of Trustees with effect from the new constitution date.

(3) The new constitution shall apply to all preparations and arrangements made under sub-paragraph (2) above, and to all notices given and steps taken in relation to any such elections and general meetings.

(4) For the purposes of sub-paragraphs (2) and (3) above the existing Council may appoint a transitional nominations committee; and the provisions of clauses 16 and 27 as to Nominations Committees shall apply with all necessary modifications to any such transitional nominations committee.

(5) Sub-paragraphs (1) to (4) above shall have effect subject to any regulations made under clause 43 and paragraph 4 of this Part of the Schedule.

Persons continued in office

3.—(1) Notwithstanding anything in the National Trust Acts, the Chairman and Deputy Chairman of the Charity who hold office on the appointed day, and every member of the existing bodies who holds office on the appointed day shall remain in office until the new constitution date, unless any such person ceases to hold office as provided by the National Trust Acts.

(2) During the transitional period no election to the existing Council shall be held and no appointments to the existing bodies shall be made other than appointments to fill casual vacancies.

Regulations

4. During the transitional period clause 43 shall apply and have effect as though for references to the Board of Trustees there were substituted references to the existing Council; and the existing Council may exercise the power of clause 43 so as to make:

- (a) regulations to come into force on the new constitution date; and
- (b) temporary regulations (which may make temporary modifications of any provision of this scheme) as to things done during or (if in connection with the introduction of the new constitution) after the transitional period.

Initial appointments to Board of Trustees

5.—(1) The existing Council shall make the first appointments to the Board of Trustees as soon as reasonably practicable after the appointed day, and in any event before the new constitution date.

(2) The existing Council shall ensure that a majority of the first members of the Board of Trustees are members of the existing Council.

Chairman, Deputy Chairman and members of existing Council to remain in office

6.—(1) On the new constitution date—

- (a) the Chairman and Deputy Chairman shall remain in office as though they had been appointed under clause 22;
- (b) the existing Council shall cease to exist; and
- (c) the persons who immediately before the new constitution date were members of the existing Council shall become members of the new Council.

(2) The Chairman and Deputy Chairman and the persons who become members of the new Council on the new constitution date in accordance with sub-paragraph (1) above shall remain in office until the dates upon which they would have ceased to hold office in accordance with the National Trust Acts or (if later) until the date 28 days after the new constitution date, unless they previously cease to hold office in accordance with this scheme.

Exercise of functions by new Council and Board of Trustees

On and with effect from the new constitution date the new Council and the Board of Trustees shall come into existence and shall exercise the functions conferred on them by this scheme.

Abolition of existing central committees

The existing central committees shall cease to exist on the new constitution date.

Country and regional committees and advisory panels

9.—(1) On the new constitution date—

- (a) the existing country and regional committees shall become new country and regional committees and shall be deemed to have been established under clause 12;
- (b) the existing panels shall become new advisory panels and shall be deemed to have been established under clause 12;
- (c) the persons who immediately before the new constitution date were chairmen or members of the existing country and regional committees shall become respectively chairmen or members of the new country and regional committees; and
- (d) the persons who immediately before the new constitution date were chairmen or members of the existing panels shall become respectively chairmen or members of the new advisory panels.

(2) The persons who become chairmen or members of the new country and regional committees or new advisory panels on the new constitution date in accordance with sub-paragraph (1) above shall remain in office until the dates upon which they would have ceased to hold office had this scheme not been made, or (if later) until the date 28 days after the new constitution date, unless they previously cease to hold office in accordance with this scheme.

PART 2

(a) PROVISIONS OF NATIONAL TRUST ACTS CEASING TO HAVE EFFECT

National Trust Act 1953

With regard to England and Wales, section 4(3)

National Trust Act 1971

In section 3 (Interpretation) the definitions of “appointed member”, “elected member”, “the existing Council”, “the existing executive committee” and “members resolution”.

Section 5 (General Meetings)

Section 6 (Council of National Trust)

Section 7 (Elected members of Council)

Section 8 (Appointed members of Council)

Section 9 (Chairman and Deputy Chairman)

Section 10 (Casual vacancies)

Section 11 (Powers and duties of Council)

Section 12 (Executive Committee)

Section 13 (Regional Committees)

Section 14 (Proceedings of Council, etc.)

Section 15 (Authentication of documents)

Section 16 (Retirement under age limit)

Section 17 (Vacation of office by failure to attend meetings)

Section 18 (Remuneration of Chairman)

Section 19 (Expenses of members of council, etc.)

In Section 26 (Occupation of Trust property by members) the words “(not being a member of Council)” and the proviso beginning “provided that it shall be”

Schedule 1—

Part I—Bodies and persons authorised to appoint a member of the Council

Part II—Bodies authorised jointly to appoint a member of the Council

Schedule 2—

Regulations governing the calling and holding of meetings

Schedule 3—

Matters in respect of which Executive Committee not to exercise powers conferred on Council.

PART 3

BODIES AND PERSONS ENTITLED TO APPOINT A MEMBER OF THE COUNCIL

British Ecological Society

British Trust for Conservation Volunteers

Confederation of British Industry
Council for British Archaeology
Campaign to Protect Rural England
Country Land and Business Association
Countryside Council for Wales
Garden History Society
Linnean Society of London
National Association of Decorative and Fine Arts Societies
National Federation of Women's Institutes
National Trust for Scotland
Open Spaces Society
Ramblers' Association
Royal Agricultural Society of England
Royal Horticultural Society
Royal Society of Wildlife Trusts
Qualifications and Curriculum Authority
Secretary of State for Northern Ireland
Society for the Protection of Ancient Buildings
Society of Antiquaries of London
Transport 2000
Trustees of the British Museum
VisitBritain
Youth Hostels Association

PART 4

BODIES ENTITLED JOINTLY TO APPOINT A MEMBER OF THE COUNCIL

Ancient Monuments Society
Civic Trust
Georgian Group
Victorian Society
Twentieth Century Society”

Sealed by Order of the Commissioners this 12th day of January 2005

L.S.