

Constitution of
International National Trusts Organisation

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Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

(‘Association’ Model Constitution)

Date of constitution (last amended):

1. Name

The name of the Charitable Incorporated Organisation (“**the Charity**”) is the International National Trusts Organisation.

2. National location of principal office

The Charity must have a principal office in England or Wales. The principal office of the Charity is in England.

3. Object

The object of the Charity is to promote the conservation and enhancement of the natural and cultural heritage of all nations for the benefit of the people of the world and in particular but without limitation:

- (1) to foster international co-operation and co-ordination between National Trusts for conservation and heritage and similar organisations;
- (2) to increase and enhance the capacity of such conservation and heritage organisations;
- (3) to encourage the establishment, where they do not presently exist, and development of such conservation and heritage organisations;
- (4) to formulate and promote conservation best practices; and
- (5) to pursue advocacy in the interest of conservation of natural and cultural heritage.

4. Powers

The Charity has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the Charity’s powers include power to:

- (1) take over either directly or as trustee the property, rights, privileges and undertaking, and to discharge the liabilities, of the charitable company limited by guarantee International National Trusts Organisation (charity no. 1128224, company no. 06718966), the trust established by a deed of settlement dated 2 June 2012 and known as the INTO International Heritage Foundation, and the International National Trusts Organisation established by a charter adopted

on 3 December 2007, and to give such indemnities in connection with the same as may properly and reasonably be required;

- (2) accept gifts, and to raise funds (including by issuing debt instruments) and carry on trade in the course of carrying out the objects and in its discretion to disclaim any particular contribution;
- (3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (4) sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 119-123 of the Charities Act;
- (5) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Charity must comply as appropriate with sections 124 and 125 of the Charities Act if it wishes to mortgage land;
- (6) co-operate with other bodies, including but not limited to charities, voluntary bodies and statutory authorities and exchange information and advice with them;
- (7) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (8) establish, hold shares in or acquire subsidiary companies or other companies or entities and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (9) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (10) employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (11) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (12) provide indemnity insurance for the charity trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- (13) pay out of the funds of the Charity the costs of forming and registering the Charity as a charity or charitable incorporated organisation; and
- (14) enter into one or more Derivative Contracts for the purpose of hedging any interest rate exposure in relation to a secured borrowing.

5. Application of income and property

- (1) The income and property of the Charity must be applied solely towards the promotion of the objects.
- (2) A charity trustee:
 - (a) is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from the Charity as a beneficiary of the Charity; and
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6 (Benefits and payments to charity trustees and connected persons).

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("**the Commission**"). In this clause, a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting charity trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the Charity as a beneficiary of the Charity provided that it is available generally to the beneficiaries of the Charity.

- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Charity and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Charity and the charity trustee or connected person supplying the goods (“**the supplier**”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

- (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by this clause.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) **“the Charity”** includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) **“connected person”** includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

- (1) A charity trustee must:
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
 - (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).
- (2) For the purpose of sub-clause (1)(b) above, a charity trustee shall not be considered to have a conflict of interests merely by virtue of being a trustee or employee of a member organisation.
- (3) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the Charity if it is wound up

If the Charity is wound up, the members of the Charity have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the Charity

(1) First members

The first members of the Charity are the organisations listed in part one of the Schedule to this constitution.

(2) Admission of new members

(a) Eligibility

Subject to sub-clause 2(b) of this clause, membership of the Charity is open to any organisation (whether a corporate body or an organisation which is unincorporated) which

- (i) has as its principal purpose the conservation of the cultural and/or natural heritage
- (ii) is interested in furthering the purposes of the Charity;
- (iii) indicates its agreement to become a member of the Charity and accepts the duty of members set out in sub-clause (5) of this clause;
- (iv) meets such further criteria as may be set out in byelaws from time to time.

(b) Admission procedure

Organisations meeting the eligibility criteria set out in sub-clause 9(2)(a), above, may be admitted to membership of the Charity at the discretion of the charity trustees. The charity trustees may delegate their authority for the determination of membership applications to a membership committee constituted in accordance with clause 13(3)(b) who are to act on the charity trustees' behalf.

If the charity trustees do so delegate, the membership committee:

- (i) shall consider for admission as new members of the Charity organisations that are eligible pursuant to sub-clause (a);
- (ii) shall require applications for membership to be made and determined in accordance with the byelaws;
- (iii) shall consider any membership criteria set out in the byelaws in determining the type of membership to be granted to the applicant organisation;
- (iv) may refuse an application for membership if they believe that it is in the best interests of the Charity for them to do so;
- (v) shall, if they decide to refuse an application for membership, give reasons for doing so and give the applicant the opportunity to appeal to the charity trustees against the refusal.

The charity trustees shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) Non-voting membership

- (a) The Charity may through its byelaws create, and determine the criteria for admission to, and termination of, associate or other classes of non-voting membership of the Charity.
- (b) The charity trustees shall determine the procedures applicable to any class of non-voting members established pursuant to sub-clause (3)(a) above, including the setting and waiver of dues, subscriptions and fees.

- (c) Other references in this constitution to “**members**” and “**membership**” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Act 1992, the Charities Act, General Regulations or Dissolution Regulations.

(4) Transfer of membership

Membership of the Charity is not transferable.

(5) Duty of members

It is the duty of each member of the Charity to:

- (a) exercise its powers as a member of the Charity in the way it decides in good faith would be most likely to further the purposes of the Charity;
- (b) ensure that its conduct is in compliance with this constitution; and
- (c) pay any membership fees of such an amount and within such time as may be prescribed by the charity trustees.

(6) Termination of membership

(a) Membership of the Charity comes to an end if:

- (i) the member organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the charity trustees, such resignation to take effect on the later of (aa) the time at which the notice of resignation is received by the charity and (bb) the date specified in the notice; or
- (iii) any sum of money owed by the member to the Charity is not paid in full within six months of its falling due and the charity trustees resolve to remove the member; or
- (iv) the charity trustees decide that it is in the best interests of the Charity that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove a member of the Charity they must:

- (i) inform the member of the reasons why it is proposed to remove it from membership;
- (ii) give the member at least two clear months’ notice in which to make representations to the charity trustees as to why it should not be removed from membership;
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership; and
- (iv) consider at that meeting any representations which the member has made as to why the member should not be removed.

(7) Membership fees

The Charity may require members to pay membership fees to the Charity.

(8) Regional Groups

The Charity may constitute regional groupings of members of voting and non-voting members of the Charity ("**Regional Groups**") so as to foster, stimulate and facilitate the work of the Charity in each identified region.

10. Members' decisions

(1) General provisions

- (a) Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Charity may be taken by members entitled to vote either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.
- (b) Subject to sub-clause (1)(c) (and except where specified by a decision of the charity trustees), decisions of the members of the charity will be advisory in nature with the charity trustees retaining authority to exercise all the powers of the Charity.
- (c) Decisions made by the members in accordance with:
 - (i) clauses 11(1)(c)(i) to 11(1)(c)(v) concerning certain decisions taken at Congress;
 - (ii) clause 14(2)(e) and (f) (appointment of charity trustees);
 - (iii) clause 16(2) (removal of a charity trustee by the members);
 - (iv) clause 28 (Amendment of the constitution); and
 - (v) clause 29 (Voluntary winding up or dissolution)]shall be taken as binding upon the charity trustees and the Charity.

(2) Taking decisions at a general meeting

Subject to sub-clause (4) of this clause, any decision of the members of the Charity may be taken at a general meeting as provided in clause 11(6) below.

(3) Taking decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause and except as provided in sub-clause (3)(b) below, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the

circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Charity has specified.

- (b) Where a specific clause of this constitution requires a resolution of the members of the Charity to be passed by a majority other than a simple majority, references in sub-clause (3)(a) above to a simple majority shall be read as references to the majority specified in the specific clause.
- (c) A resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (d) A resolution in writing may be agreed by use of electronic communications in accordance with clause 23 of this constitution and with the General Regulations.
- (e) Eligibility to vote on the resolution is limited to members who are members of the Charity on the date when the proposal is first circulated in accordance with sub-clause (3)(a) above.
- (f) Not less than 10% of the members of the Charity may request the charity trustees to make a proposal for decision by the members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to amend this constitution must be taken in accordance with clause 28 (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the Charity must be taken in accordance with clause 29 (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Charity to one or more other charitable incorporated organisations must be taken in accordance with the provisions of the Charities Act.
- (c) Any decision to remove a charity trustee must be taken in accordance with clause 16.

11. General meetings of members

(1) Types of general meeting

- (a) Periodically as set out in sub-clause (1) (b) below there shall be a general meeting of the members of the Charity "in Congress" (the "**Congress**").
- (b) The first Congress must be held within thirty-six months of the registration of the Charity. After that each Congress shall be held no sooner than eighteen months, and no later than thirty-six months, after the previous Congress.
- (c) The members in Congress shall:

- (i) appoint a Chair, in accordance with clause 13;
 - (ii) appoint from among the authorised representatives of the members of the Charity a Vice Chair, in accordance with clause 13;
 - (iii) appoint from among the authorised representatives of the members of the Charity other charity trustees of the Charity in accordance with clause 14;
 - (iv) confirm or disallow any byelaws adopted by the charity trustees since the previous Congress or general meeting, as appropriate; and
 - (v) consider and undertake any additional action that may be required to advance the missions and objectives of the Charity.
- (d) Other general meetings of the members of the Charity may be held at any time. At a general meeting other than Congress the members may carry out any of the actions listed in clause 11(1)(c)(i) to (v) above as they are requested by the charity trustees to carry out.
- (e) Any general meeting may be held by suitable electronic means agreed by the charity trustees and in which each participant may communicate with all the other participants.
- (f) Any member participating in such a meeting shall qualify as being present at the meeting.
- (g) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- (h) All general meetings must be held in accordance with the provisions of sub-clauses 11(2)-(10).

(2) Calling general meetings

- (a) The charity trustees:
- (i) must call the Congress in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 28 days, call a general meeting of the members of the Charity if:
- (i) they receive a written request to do so from at least 30% of the members of the Charity, and
 - (ii) either
 - (aa) the request states that the nature of the business to be dealt with at the meeting is the removal of a charity trustee in accordance with Clause 16 and is authenticated by the member(s) making the request, or

- (bb) the charity trustees have failed to call Congress in accordance with sub-clause (1) of this clause.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the charity trustees at the request of the members of the Charity as provided in sub-clause (2)(b) must be held within two months from the date on which it is called.
- (f) If the charity trustees fail to comply with the obligation to call a general meeting under sub-clause (2)(b) then the members who requested the meeting may themselves call a general meeting. A general meeting called in this way must be held not more than four months after the date when the members first requested the meeting.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the Charity, must give at least 28 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Charity who is not a member.
- (b) If it is agreed by not less than 90% of all members of the Charity, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the location at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the Charity is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice of the general meeting, annual statements of accounts and trustees' annual reports made since the previous Congress or general meeting, as appropriate; details of persons standing for election or re-election as charity trustee; or where allowed under clause 23 (Use of electronic communications), details of where the information may be found on the Charity's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a general meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Charity.

(4) Chairing of general meetings

The Chair shall preside at general meetings. If the Chair is not present or is not willing to act, or if the Chair so requests, the Vice Chair shall preside. Subject to that, the members of the Charity who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the Charity unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 50% of the members. A member is counted as being present if it is represented at the meeting by a person authorised to act on its behalf in accordance with sub-clause (7) or if they have appointed a proxy in accordance with sub-clause (8) of this clause.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Charity's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) A decision on a matter considered at a general meeting shall be taken by a simple majority of votes cast, provided it is not a decision falling within clause 10(4) [Decisions that must be taken in a particular way]. Each member has one vote.

- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, or other appropriate mechanism agreed by the charity trustees in the event that the meeting is held by electronic means, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 42 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications as provided in clause 11(9).
- (e) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (f) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(7) Representation of members

- (a) Each member of the Charity shall, in accordance with its usual decision-making process, authorise one natural person to act as its representative at any general meeting of the Charity.
- (b) Each member of the Charity shall give notice in writing to the Charity of the name and address of the person appointed to represent it at general meetings pursuant to sub-clause (7)(a) above, and shall deliver such notice to the Charity in accordance with this constitution and any instructions contained in the notice of the general meeting.
- (c) The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as a member of the Charity.

(8) Proxy voting

- (a) Any member of the Charity may appoint another person (in place of its authorised representative) as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Charity. The proxy may (but does not need to be) the authorised representative of another member.

- (b) Proxies must be appointed by a notice in writing (a “**proxy notice**”) in a form specified by the Charity which complies with the General Regulations and which
 - (i) states the name address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (c) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (d) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (e) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (f) A member’s authorised representative remains entitled to attend a general meeting even though a valid proxy notice has been delivered to the Charity by or on behalf of that member. But that authorised representative may not [speak or] vote at that meeting or any adjournment of it unless the proxy notice has been validly revoked.
- (g) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given. Such a notice of revocation takes effect immediately it is delivered or at such later time as is specified in the notice.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member’s behalf had authority to do so.

(9) Remote Voting

- (a) If the charity trustees so resolve members may vote by post, electronic mail (“**email**”), or by another electronic format to make a decision on any matter that is being decided at a general meeting of the members, and the provisions set out in paragraphs (b) to (o) below in this sub-clause will then apply.

- (b) The charity trustees must appoint at least two persons; either from the Secretariat, or otherwise independent of the charity members to serve as scrutineers to supervise the conduct of the postal/email/electronic ballot and the counting of votes.
- (c) If postal, email and/or electronic voting is to be allowed on a matter, the Charity must send to members of the Charity not less than 28 days before the deadline for receipt of votes cast in this way:
 - (i) if the member has agreed to receive notices in this way under clause 23 [Use of electronic communications]: a notice in an electronic format approved by the charity trustees, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by authenticated electronic submission, by email or by post to the Charity, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) to all other members: a notice by post, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and an authorised signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for The International National Trusts Organisation', at the Charity's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure for votes cast by any other electronic format must require the member's access and ability to vote to be authenticated in the manner specified in the voting procedure.
- (h) Votes cast in an electronic format other than email must only be accessed by a scrutineer or an independent party authorised by the charity trustees.
- (i) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (j) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person

overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal, email or electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

- (k) In the case of every voting procedure used, a scrutineer must securely record evidence of the member's name and that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (l) Votes cast by post, email or other electronic means must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (m) The scrutineers must not disclose the result of the postal/email/electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (n) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person evidence of members submitting valid votes; and evidence of invalid votes.
- (o) Any dispute about the conduct of a postal, email or electronic ballot must be referred initially to a panel set up by the charity trustees, to consist of two charity trustees and two persons independent of the Charity. If the dispute cannot be satisfactorily resolved by the panel, the charity trustees must refer it to the Electoral Reform Services or some similar independent organisation with expertise in this area.

(10) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions of charity trustees

- (a) The charity trustees shall manage the affairs of the Charity and may for that purpose exercise all the powers of the Charity except those expressly reserved to members.

(b) In particular but without limitation, the charity trustees may make, amend and repeal rules or byelaws not inconsistent with this constitution or with each other for any or all of the following purposes:

- (i) regulating the proceedings and affairs of the Charity and the conduct of its meetings; and
- (ii) such other purposes as may be deemed necessary or expedient for duly carrying out the functions and work of the Charity.

Copies of any such rules or byelaws currently in force must be made available to any member of the Charity on request.

(c) In particular but without limitation the charity trustees may in accordance with clause 14(1) of this constitution appoint new or replacement charity trustees otherwise than at Congress.

(2) Duties of charity trustees

It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the Charity in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(3) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person and except as provided in sub-clause (3)(b) below must be authorised to represent a member of the Charity as provided for in clause 11(7).
- (b) The requirement that a charity trustee be an authorised representative of a member does not apply in the following cases:
 - (i) the Chair
 - (ii) an additional or replacement charity trustee appointed by the charity trustees under clause 14(1)(f) provided that there shall at any one time be no more than two such additional or replacement charity trustees who are not authorised representatives of a member.
- (c) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 16 years; or

(ii) if he or she would automatically cease to hold office under the provisions of clause 16(1)(e).

(d) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(4) Number of charity trustees

(a) There must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is 12. Neither the charity trustees nor the members may appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(5) First charity trustees

The names of the first charity trustees of the Charity are set out in part two of the Schedule.

13. Chair and Vice Chair

(1) Functions of Chair and Vice Chair

(a) The Chair shall preside at general meetings and meetings of the charity trustees and perform such other functions as shall be set out in byelaws of the Charity.

(b) The Vice Chair shall perform the functions of the Chair if the Chair is absent or at the request of the Chair;

(2) Terms of office

(a) The Chair and the Vice Chair shall hold such office from the conclusion of the Congress at which they are appointed as Chair or Vice Chair until the conclusion of the following Congress, and shall automatically become (if not already) charity trustees of the Charity for as long as they remain Chair or Vice Chair. As such they have the duties set out in clause 12(2), and are subject to the requirements as to eligibility, set out in clause 12 (3);

(b) Neither the Chair nor the Vice Chair may hold the same office for more than three consecutive terms but each may be re-elected after an interval of at least 20 months. There is no prohibition against either the Chair or Vice Chair having held the same office for three consecutive terms being appointed to another office.

(3) Appointment procedure

(a) In advance of each Congress each member may if it wishes, and if the member has obtained the consent of the individual or individuals concerned, nominate:

- i. one individual to be considered for appointment as the Chair and/or
 - ii. one individual who meets the requirement set out in sub-clause (b) below to be considered for appointment as the Vice Chair
- (b) Any individual can validly be nominated to be considered for appointment as the Chair. Only individuals who are the authorised representative (of the member which submits the nomination or of another member) can validly be nominated to be considered for appointment as the Vice Chair.
- (c) The charity trustees may require nominations to be made in a particular form and/or considered by a duly appointed nominations committee.
- (d) The charity trustees shall recommend from these nominations one individual for appointment as Chair and one individual for appointment as Vice Chair by members at the next Congress.
- (e) At Congress the members shall decide by simple majority whether to appoint the recommended nominee for each of those appointments.
- (f) Should a recommended nominee not be appointed by the members, the charity trustees may propose an alternative nominee for appointment by the members either at that Congress or otherwise in accordance with clause 10 (Members' decisions) of this Constitution.

(4) First Chair and first Vice Chair

The names of the first Chair and first Vice Chair are set out in part three of the Schedule

14. Appointment of charity trustees

(1) Terms of office

- (a) The charity trustees are the Chair and Vice Chair and other eligible persons who are appointed as provided for in this Constitution.
- (b) If
 - (i) a charity trustee is appointed at a Congress then the term of their appointment begins at the conclusion of the Congress at which they are appointed;
 - (ii) a charity trustee is appointed otherwise than at a Congress then the term of their appointment begins on the date of their appointment.

In either case the term of appointment ends at the conclusion of the following Congress

- (c) A charity trustee may not hold office for more than three consecutive terms except where sub-clause 1(d) below applies;

- (d) A charity trustee may serve a fourth or fifth consecutive term as charity trustee only if:
 - (iii) such service is as Chair or Vice Chair, and
 - (iv) the total period covered by all consecutive terms is no more than ten years
- (e) If there is a break between terms of less than 18 months the terms are treated as consecutive for the purposes of this clause 14.

(2) Appointment procedure at Congress

- (a) In advance of each Congress each member may, from amongst the authorised representatives of its own and other member organisations, nominate one or more individuals to be considered for appointment as charity trustees of the Charity.
- (b) The charity trustees may require nominations to be made in a particular form and/or be considered by a duly appointed nominations committee.
- (c) The charity trustees shall recommend individuals from amongst these nominations for appointment as charity trustees by members at the next Congress.
- (d) In doing so the charity trustees shall:
 - (i) try to ensure that around one third of the recommended individuals shall be people who have not previously served as charity trustees of the Charity , and
 - (ii) have regard to the need to achieve, as far as is practicable, a balanced geographical representation among the charity trustees
- (e) At Congress the members shall decide by simple majority whether to appoint each of the recommended nominees.
- (f) Should a recommended nominee not be appointed by the members, the charity trustees may propose an alternative nominee for appointment by the members either at that Congress or otherwise in accordance with clause 10 (Members' decisions) of this Constitution.

(3) Appointment procedure other than at Congress

- (a) Provided that the appointment complies with clause 12(4)(b), the charity trustees at any time, or the members if invited to do so by the charity trustees, may appoint a new charity trustee either
 - (i) in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of charity trustees), or
 - (ii) as an additional charity trustee.
- (b) The charity trustee so appointed shall retire at the next Congress following their appointment but may be nominated for re-appointment in accordance with clause 14(2).

- (c) For the purposes of calculating the number of consecutive terms that charity trustee has served:
 - (i) if the term of their appointment under clause 14(3)(a) was more than one year it will count as a full term, and
 - (ii) if the term of their appointment under clause 14(3)(a) was one year or less it will be disregarded.

15. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (1) a copy of this constitution and any amendments made to it;
- (2) a copy of INTO's byelaws; and
- (3) a copy of the Charity's latest trustees' annual report and statement of accounts.

16. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) is not the Chair and ceases to be the representative of a member of the Charity authorised to act on its behalf in accordance with clause 11(7);
 - (b) retires by notifying the Charity in writing-(but such notification shall be of no effect if it would have resulted, immediately after it is received by the Charity, in there being less than three charity trustees in office);
 - (c) is absent without the permission of the Chair from three consecutive meetings of the charity trustees and the charity trustees resolve that his or her office be vacated;
 - (d) dies;
 - (e) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act (or any statutory re-enactment or modification of that provision); or
 - (g) is removed by the members of the Charity in accordance with sub-clause (2) of this clause.
- (2) A charity trustee may be removed from office by a resolution of the members of the Charity at a general meeting but such a resolution shall not take effect unless the individual concerned has been given at least 21 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable

opportunity of making oral and/or written representations to the members of the Charity.

17. Reappointment of charity trustees

- (1) Any person whose term as a charity trustee has expired or who has retired is eligible for re-appointment unless they have served for the Maximum Period as defined in clause 14(1).
- (2) Any person who has served for the Maximum Period is eligible for re-appointment once an interval of 20 months has passed since they ceased to be a charity trustee.

18. Taking of decisions by charity trustees

The charity trustees shall endeavour to reach decisions by consensus. If a consensus cannot be reached, a decision shall be taken:

- (1) by a simple majority at a meeting of the charity trustees; or
- (2) by resolution in writing or electronic form agreed by 70% of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees.

19. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a Secretariat established to assist with the delivery of the Charity's object and, if they do, they must determine by byelaw the terms and conditions on which that delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation
- (2) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine by byelaw the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (3) The powers in sub clauses 19(1) and (2) are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but are subject to the following requirements:–
 - (a) a committee may consist of two or more persons, but the majority of each committee which has the decision making authority of the charity trustees must be a made up of charity trustees and for a meeting of the

committee to be quorate a majority of members of the committee present must be charity trustees;

- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Meetings may be called by the Chair, or by three charity trustees acting together in the instance that the Chair has been asked by a charity trustee to call a meeting but has failed to do so.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Chair chairs meetings of the charity trustees. If the Chair is not present or is not willing to act (or if the Chair so requests), the Vice Chair shall chair the meeting in his or her place. If neither the Chair nor Vice Chair is present within 10 minutes after the time of the meeting and willing to act, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is the nearest number being not less than one half of the total number of charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by consensus or failing that by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at such a meeting shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

22. Execution of documents

- (1) The Charity shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If the Charity has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

23. Use of electronic communications

(1) General

The Charity will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and

- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the Charity

Any member or charity trustee of the Charity may communicate electronically with the Charity to an address or via another electronic format specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity.

(3) By the Charity

- (a) Any member or charity trustee of the Charity, by providing the Charity with his or her email address (which he or she uses regularly for communication) or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the member has indicated to the Charity his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by way of its website -
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 20(1) (Calling meetings);
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or remote vote in accordance with the Charity's powers under clauses 10 (Members' decisions), 18 (Taking of decisions by charity trustees), and 11(9) (Remote voting), and
 - (iv) subject to sub-clause (3)(b)(iii) above and as approved by the charity trustees undertake remote voting in accordance with clause 11(9).
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. Keeping of Registers

The Charity must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

25. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the Charity;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the charity trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

26. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Commission, regardless of the income of the Charity, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Charity entered on the Central Register of Charities.

27. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224-227 of the Charities Act:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the Charity; or
 - (b) by a resolution put to a general meeting of the members of the Charity and passed by both a 70% majority of all the members of the Charity and a 75% majority of those voting .
- (2) Any alteration of clause 3 (Object), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or

members of the Charity or persons connected with them, requires the prior written consent of the Commission.

- (3) No amendment that is inconsistent with the provisions of the Charities Act or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Charity's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Charity may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Charity can only be made:
 - (a) at a general meeting of the members of the Charity called in accordance with clause 11 (General meetings of members), of which not less than 28 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by both a 70% majority of all the members and a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the Charity.
- (2) Subject to the payment of all the Charity's debts:
 - (a) Any resolution for the winding up of the Charity, or for the dissolution of the Charity without winding up, may contain a provision directing how any remaining assets of the Charity shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Charity shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Charity.
- (3) The Charity must observe the requirements of the Dissolution Regulations in applying to the Commission for the Charity to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the Charity;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the Charity have been settled or otherwise provided for in full; and

- (iii) a statement by the charity trustees setting out the way in which any property of the Charity has been or is to be applied prior to its dissolution in accordance with this constitution;
- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Charity, and to any charity trustee of the Charity who was not privy to the application.
- (4) If the Charity is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“**Charities Act**” means the Charities Act 2011, or any statutory re-enactment or modification of that provision.

“**charity trustee**” means a charity trustee of the Charity.

The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together.
- (e) a body corporate in which -
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act applies for the purposes of interpreting the terms used in this constitution.

“**conservation and enhancement of the natural and cultural heritage**” includes, but is not limited to, all reasonable processes to retain and enhance the values and features of the places, structures, articles, objects, stories, ideas and traditions which contribute to and constitute this heritage.

“**natural and cultural heritage**” includes, but is not limited to, intangible heritage, land areas, sites, structures, articles, objects and intangible living heritage of natural, cultural, archaeological, historic, architectural, scientific, aesthetic, or social value, specifically including the context in which they are located.

“**Derivative Contract**” means any transaction (including an agreement with respect to such a transaction) which is a rate swap transaction, interest rate option, cap transaction, floor transaction or collar transaction as such terms are commonly used in investment parlance.


“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

31. **Applicable law and status of translations of the constitution**

Rights and obligations under this constitution, and any byelaws made under it, are governed by English law. Any translation into another language of this constitution or byelaws made under it shall be for convenience only, and have no legal effect.



Justin Albert (UK)



William White (Bermuda)



Katherine Malone-France (USA)



Natalie Bull (Canada)



Emily Drani (Uganda)



Elizabeth Erasito (Fiji)



Irena Edwards (Czech Republic)



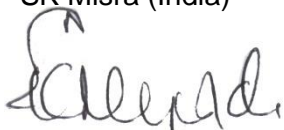
Martin Galea (Malta)



SK Misra (India)



Tom Perrigo (Australia)



Fiona Reynolds (UK)



Catrini Pratihari Kubontubuh (Indonesia)

Signed on 11 September 2017, Bali

Schedule – part one

First members:

An Taisce - National Trust for Ireland

Australian Council of National Trusts

Badan Warisan Malaysia (Heritage of Malaysia Trust)

Barbados National Trust

Bermuda National Trust

Bodenfreiheit – Verein zur Erhaltung von Freiraeumen

Cross Cultural Foundation of Uganda

Czech National Trust o.p.s.

Din I-Art Helwa (Malta)

Falkland Islands Museum and National Trust

Fiji National Trust

FAI - Fondo Ambiente Italiano (Italian National Trust)

Gelderland Trust for Historic Houses and Natural Landscape

Grenada National Trust

Herita (Belgium)

Indian Trust for Rural Heritage and Development

Indonesian Heritage Trust

Montserrat National Trust

National Trust (England, Wales and Northern Ireland)

National Trust for Canada /Canada - La Fiducie Nationale

National Trust for Historic Preservation (USA)

National Trust for Jersey

National Trust for Scotland

National Trust for the Cayman Islands

National Trust of Australia (Australian Capital Territory)

National Trust of Australia (New South Wales)

National Trust of Australia (Northern Territory)
National Trust of Australia (Queensland)
National Trust of Australia (Tasmania)
National Trust of Australia (Victoria)
National Trust of Australia (Western Australia)
National Trust of Guernsey
National Trust of Korea
National Trust of Slovakia
National Trust of South Australia
Pro Patrimonio Foundation (Romania)
Saint Lucia National Trust
St Helena National Trust
Taiwan Environmental Information Association (TEIA)
The Trustees of Reservations (USA)
Zimbabwe National Trust

Schedule – part two

First charity trustees:

Justin Albert (UK)

Katherine Malone-France (USA)

Emily Drani (Uganda)

Irena Edwards (Czech Republic)

SK Misra (India)

Fiona Reynolds (UK)

William White (Bermuda)

Natalie Bull (Canada)

Elizabeth Erasito (Fiji)

Martin Galea (Malta)

Tom Perrigo (Australia)

Catrini Pratihari Kubontubuh (Indonesia)

Schedule – part three

First Chair and first Vice Chair:

Fiona Reynolds, Chair

Emily Drani, Vice Chair



BYELAW NO.1
REGARDING DELEGATION BY THE CHARITY TRUSTEES TO THE
SECRETARY-GENERAL AND OTHERS

WHEREAS:

- A. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- B. Under clause 4(10) of the constitution the charity trustees may employ and remunerate staff
- C. Under clause 19(1) of the constitution the charity trustees may establish a Secretariat to assist with the delivery of the Charity's charitable objective, and, if they do, they must determine by byelaw the terms and conditions on which that Secretariat is established.
- D. Under clause 22(3)(b) of the constitution the charity trustees may determine who shall sign any document to which the seal is affixed.
- E. The charity trustees have determined the following arrangements for delegating authority to the Secretary-General and others and for executing documents.
- F. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

THIS BYELAW PROVIDES AS FOLLOWS:

1) Scope of general authority delegated by the charity's trustees to the Secretary-General

The Trustees delegate to the Secretary-General authority to make all decisions relating to the day-to-day running of the Charity, with the following exceptions:

a) Overarching exceptions

- Any decision which would reasonably be regarded as being high risk
- Decisions delegated by the Trustees under clause 19 of the constitution or otherwise to a decision-making committee of the Trustees

b) Strategy and planning

- Approval of the Charity's strategy and organisational plan
- Approval of the Charity's overall approach to risk management and general appetite for risk

c) Financial

- Approval of the Charity's Annual Report and Financial Statements
- Approval of the Charity's annual budget

- Approval of expenditure (or the incurring of liability) of £10,000 or more in value in relation to any one item (or series of directly linked items) of expenditure or liability. This exclusion does not apply to the employment of staff, which is dealt with under **e) Appointments**
- Approval of membership subscription fees
- Any item of expenditure which would obviously cause the Charity to exceed its budgeted expenditure for the relevant year

d) Policy and position statements

- Approval of policies and statements which would reasonably be regarded as high risk

e) Appointments

- Appointments to standing or working committees established by the Trustees
- Appointment to the post of Secretary-General
- The appointment of any member of staff whose annual salary is greater than £10,000, or the review of salary of any member of staff whose salary is greater than £10,000

f) The Charity's constitution

- The making, amending or repealing of rules or byelaws
- The appointment of new or replacement interim Trustees
- Decision to call a general meeting of the Charity's Members

2) Onward delegation by the Secretary-General

The Trustees give the Secretary-General the authority to determine any appropriate onward delegation of authority invested in hereby the Trustees under clause 1 of this byelaw to other personnel (staff and volunteers). This does not apply to the authority invested in the Secretary-General under clause 3 of this byelaw.

3) Revocation & restriction of authority and calling in of decisions

The Trustees reserve the right by written resolution:

- a) at any time to revoke or further restrict the scope of the authority delegated to the Secretary-General under this byelaw, and/or
- b) at any time before the decision is implemented to call in in order to make themselves any individual decision which would otherwise be within the scope of the authority delegated to the Secretary-General under this byelaw.

4) Sealing, signature or execution of documents on behalf of the Charity

The Trustees give authority on the following basis concerning the sealing, signature or execution of documents on behalf of INTO

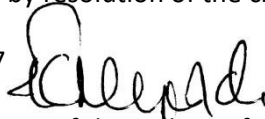
- a) Where INTO executes a document as a deed it does so by either:
 - affixing its seal, in the presence of, and attested by, either the Secretary-General or some other member of the Charity authorised in writing by the Trustees; or
 - by having the document signed by two Trustees;
- b) any contract, consent, approval, appointment, notice or other document which does not need to be executed as a deed may be signed on behalf of the Charity by:
 - The Chairman or Vice Chairman of the Charity, or
 - (subject to any limits of authority set out within clauses 1 and 2 of byelaw 1 and/or that may be from time to time decided by the Trustees) the Secretary-General or any employee of the Charity authorised by the Chairman.

5) Monitoring, reporting and review of delegation

- a) The Secretary-General shall keep an appropriate record of all decisions taken or powers exercised under the authority delegated to them or under any onward delegation, and shall report back to Trustees on such decisions and the exercise of such powers. Those reports back shall be provided in such a form and at such times as the Trustees require.
- b) The Trustees
- shall monitor the exercise by the Secretary-General of the authority delegated under this byelaw, and periodically review the arrangements set out in this byelaw, and
 - Acknowledge the continuing responsibility of the Trustees for actions taken by others under delegated authority.

This byelaw No.1 was approved by resolution of the charity trustees on

The 10th day of September 2017



Signed by the Chair as confirmation of the making of this byelaw



BYELAW NO.2

REGARDING APPLICATION FOR MEMBERSHIP OF INTO

WHEREAS:

- G. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- H. By clauses 9(2) and 9(3) of the constitution the Charity may adopt byelaws regulating the application for membership and non-voting membership of the Charity.
- I. The charity trustees wish to delegate their authority for the determination of membership applications to a membership committee who are to act on the charity trustees' behalf.
- J. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

THIS BYELAW PROVIDES AS FOLLOWS:

- 1) The charity trustees shall establish a membership committee, to be assisted by an Honorary Director of Membership, to process and decide applications for membership of the Charity.
- 2) The membership committee shall:
 - a) follow the admission procedure set out in the constitution and in this byelaw when it determines applications for membership of the Charity;
 - b) require applicants to submit the relevant application form and evidence that they meet the criteria for membership; and
 - c) have absolute discretion in determining the type of membership awarded to each applicant.
- 3) The membership committee may refuse an application for membership if they believe that it is in the best interests of the Charity for it to do so. Should the membership committee refuse an application for membership the applicant may appeal to the charity trustees against the refusal.
- 4) The membership committee shall determine whether the applicant meets the following membership criteria in deciding if the applicant shall be approved as a member. A member of the Charity shall:

- a) Be a corporate body or organisation which is not incorporated which – in either case – has as its principal purpose the conservation of the cultural and/or natural heritage, and which is professionally engaged in programmes and activities designed to further such a purpose;
 - b) Operate substantially independently and autonomously of government. While a member may be established under government authority, receive government funding, or have government representation in its governance structure, it must remain substantially independent from governmental influence with respect to its governance, operations, and policies;
 - c) Be a voluntary organisation governed by directors, trustees, or other individuals who do not receive any remuneration for their services (unless such services are performed as employees), and for which the remuneration of persons who are employed to carry out management or executive functions are not such as to materially prejudice the purposes of the voluntary organisation;
 - d) Be created and established for public benefit and not for profit; that is, the governing charter or statutes of the organisation, and its actual practices, must not permit any part of the income, capital, or property of the organisation to be used to benefit any director, trustee, shareholder, promoter, founder, member, or donor or any other private interest, except for reasonable remuneration for services provided to, or on behalf of, the organisation;
 - e) Be active in developing policies, analyses, or assessments that promote the conservation of heritage in its country of operation, thus having a capability to promote and influence policy;
 - f) Be actively engaged in public education, public advocacy, and raising public awareness about the benefits of conserving the heritage of its country of operation;
 - g) On applying for membership undertake to comply with the Charity's constitution and once admitted as a member strive diligently to continue to comply;
 - h) Have been in operation for at least three years;
 - i) On applying for membership produce the previous two years' Annual Reports and Audited Accounts for the organisation as well as the founding deed or constitution;
 - j) Be a membership organisation, or—if such a structure is not recognised or permitted under the laws of the country in which it operates—to be accountable to an involved and engaged constituency;
 - k) Be actively engaged as heritage practitioners preferably managing heritage properties, sites or nature reserves. Although the organisation may or may not itself own properties with cultural or natural value, it must be engaged in their management or assist in the coordination of management or site stewardship activities, or in the development and promotion of heritage management policies, so as to be able to demonstrate best practices in heritage conservation, i.e. be holistic in their approach to heritage and not merely a narrow issue organisation; and
 - l) Be of national standing and engaged preferably on a national level or at least on a provincial, state or identifiable regional basis within the specific country in which it is organised, and operates. It is expressly recognised that more than one organisation may qualify for membership in any given country.
- 5) The membership committee may grant one of the following types of membership to the applicant:
- a) **Full Voting Member**
A full member is an organisation which the membership committee has approved as having

met the membership criteria and shall have all the rights and obligations then in effect for members of the Charity.

b) Candidate Member

A candidate member is an organisation which the membership committee has approved as having met the necessary criteria to become a Full Member in paragraph 4) other than one or more of subparagraphs-h) to l).

Candidate Members of the Charity, subject to the ongoing payment of their subscription fees to the Charity, shall be non-voting members and shall have such rights and responsibilities as determined by the charity trustees or the Congress. Candidate Members may aspire to become Full Voting Members over time and will be nurtured accordingly by the Charity until such time as that they qualify to become a Full Voting Member.

c) Associate Member

An Associate Member is an organisation which the membership committee has approved as having not met the necessary criteria for membership but which is engaged professionally in the heritage conservation sector.

Associate Members of the Charity, subject to the ongoing payment of their subscription fees to the Charity, shall be non-voting members, and shall have such rights and responsibilities as determined by the-charity trustees or the Congress.

This Byelaw No.2 was approved by resolution of the charity trustees on

the 10th day of September 2017

A handwritten signature in black ink, appearing to read 'Edley Ad', written over the date.

Signed by the Chair as confirmation of the making of this Byelaw



BYELAW NO.3

REGARDING PROXY APPOINTMENT AND VOTING FOR MEMBERS OF INTO

WHEREAS:

- K. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- L. The charity trustees have determined the following mechanism for voting by proxy in accordance with clause 11(8) of the constitution.
- M. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

THIS BYELAW PROVIDES AS FOLLOWS:

- 1) Any member of the Charity may appoint another person (in place of its authorised representative) as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Charity.
- 2) The appointment of a proxy shall be executed by or on behalf of the representative who appoints them and shall be in the following form (or in a form as near to that as circumstances allow or in any other form which is usual or which the charity trustees may approve) -

"charity name - International National Trusts Organisation

I/We,, of, being a member/members of the above-named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20...., and at any adjournment thereof.

Signed on 20.....".

- 3) Where the appointing representative desires to instruct the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near to that as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name . - International National Trusts Organisation

I/We,, of, being a member/members of the above-named charity, hereby appoint of, or failing him/her, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against *as follows

Resolution No. 2 *for *against *as follows

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20.....".

- 4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the charity trustees) may be lodged with the charity as follows:
- a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - i) in the notice convening the meeting, or
 - ii) in any instrument of proxy sent out by the charity in relation to the meeting, or
 - iii) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - iv) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - v) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting.
- 5) An appointment of proxy which is not deposited, delivered or received in a manner described in clause 4) shall be invalid.

This Byelaw No.3 was approved by resolution of the charity trustees on

the 10th day of September 2017



Signed by the Chair as confirmation of the making of this Byelaw