

NATIONAL TRUST REGULATIONS – SECTION 14

(Legal Notice 6 of 2002)

Short title

1. These Regulations may be cited as the St.Helena National Trust Regulations.

Interpretation

2. (1) In these Regulations—
“**Council**” means the Trust Council established under section 12 of the Ordinance;
“**notice**” means any notice required or permitted under these regulations, and shall be good and sufficient if published in an issue of a local newspaper;
“**Officers**” means president, vice-president, secretary and treasurer;
“**Ordinance**” means the St.Helena National Trust Ordinance;
“**resolution**” means any formal decision of the Council, proposed and approved by a majority of Council Members eligible to vote at a meeting of the Council;
“**Trust agent**” means any officer, Council member or other person, whether volunteer or employed, who is appointed by the Council to act for the Trust in the management of Trust affairs or the management of Trust properties.
(2) Expressions not otherwise defined in these Regulations have the same meaning as in the Ordinance.

Logo of Trust

3. The Logo of the Trust shall be as shown in the Schedule to these Regulations.

Membership

4. (1) The Council shall, in accordance with section 9(1)(c) of the Ordinance, establish classes of membership in the Trust for—

- (a) clubs;
- (b) societies; or
- (c) other associations of persons, to be known generally as Corporate Members;

and the subscription to be paid for each class of member.

(2) Any person paying any subscription for any class of member prescribed under subregulation (1) shall be taken to be applying for membership of the class appropriate to that subscription.

(3) Payment of a subscription secures membership in the appropriate class for a period of 12 months expiring on the anniversary of the payment.

(4) A member who fails to pay his or her subscription within 3 months after becoming a member of the Trust or within 3 months after the date set out in section 9(2) of the Ordinance shall cease to be a member of the Trust.

(5) The Council shall cause to be kept a register of members into which shall be entered:

- (a) The name and address of each member;
- (b) The class of membership of each member;
- (c) The date on which a member became a member;
- (d) The date on which a member ceases to be a member.

(6) The contents of the register of members shall be prima facie evidence of any matter by these regulations directed or authorised to be entered therein.

Trust Council

5. (1) The four officers and the two at-large members shall be elected by ballot at the Annual General Meeting.

(2) Subject to the provision of regulation 5(3), officers shall serve a term of two years each, and except for the president shall be eligible for re-election. The president may not serve more than two consecutive terms of two years each but shall be eligible for re-election after a period of twelve months out of office. Elected council members shall serve a term of one year but shall be eligible for re-election.

(3) A serving officer or elected member of Council shall not be eligible for re-election if he has failed to attend 50% of the regular meetings of the Council during the previous year unless the Council by resolution and for good cause waives this disqualification.

(4) Not less than six weeks prior to the Annual General Meeting, the Council shall appoint a Nominating Committee of five Members in good standing of the Trust, at least two of whom shall not be Members of the Council, but with a Member of the Council as president.

(5) The Nominating Committee shall submit to the Council a list of nominees for the Officers and elected Council Members. The nominees shall be Members in good standing of the Trust who have indicated their willingness to stand for election. The Nominating Committee shall nominate one person for each position.

(6) The Council shall review the list of nominees submitted by the Nominating Committee, and, after making any changes the Council sees fit, shall adopt it as the Council slate of nominees. Not less than two weeks before the Annual General Meeting, the Council shall publish the list of nominees by inclusion in the notice for the Annual General Meeting.

(7) Additional nominations may be made in writing signed by the proposer and a seconder (each being a Member in good standing of the Trust) and by the person nominated, to be received at the office of the Trust not later than the close of business two days before the date of the Annual General Meeting. Such nomination shall designate the office to which the person is being nominated.

(8) Elections shall be conducted according to the following rules—

(a) the Council shall appoint a Member of the Trust who is not a Member of the Council, or a Member of the Council who is not standing for re-election, to conduct the election;

(b) elections shall be conducted by secret ballot at the annual general meeting, with the candidate who receives the plurality of votes being elected for each position;

(c) a proxy vote shall be valid if it is given under the signature of the absent Member to a Member attending the annual general meeting and is delivered before the commencement of the election to the person conducting the election;

(d) if only one nominee is standing for election to any office, he or she shall be deemed to have been elected to that office;

(9) Officers and elected Members shall take office at the first Council meeting held after the Annual General Meeting at which they were elected.

(10) If any Member of the Council misses three consecutive meetings, the Council may resolve on the motion of the president to declare that member's office to be vacant.

(11) A vacancy arising under subregulation (10) or through the death, resignation or absence from the Island for more than six months of a member, or for any other reason, may be filled by the Council co-opting a member of the Trust until the next annual general meeting.

Council meetings

6. (1) Not less than seven days' notice shall be given to each member of the Council by the secretary.

(2) The secretary shall summon a meeting of the Council within 14 days of the receipt by the secretary of a request made pursuant to section 12(7)(b) of the Ordinance.

(3) The secretary shall keep minutes for each meeting that shall be reviewed by members of the Council at the next meeting and, when approved and signed by the president, shall constitute proof of action taken at the meeting.

(4) The quorum of a meeting of the Council shall be a majority of the members present on the Island at the time.

(5) The vice-president, failing whom a member elected by the Council, shall preside at meetings of the Council in the absence of the president.

(6) Any question arising at a meeting of the Council shall be decided by a majority of the members present and voting and, in the event of an equality of votes, the president or member presiding at the meeting shall have a casting vote, as well as his original vote.

Annual and special general meetings

7. (1) The secretary shall mail to each Member of the Trust written notice of the date, time, place and agenda of every annual and special general meeting of the Trust. Such notice shall be mailed no less than fourteen days prior to the date of the meeting.

(2) Fifteen or more members may sign and submit to the president a petition calling for a special general meeting and setting out the business to be discussed, and the president shall, within 21 days of receiving the petition, summon a special general meeting.

(3) At all general meetings, every individual member aged 18 or older who is present shall be entitled to vote on any matter, and a majority of such members present shall decide all issues, unless a greater majority is required by the Ordinance or by any other law. The president shall have a casting vote as well as his original vote.

(4) A corporate member shall, by notice in writing delivered to the secretary, nominate the person who shall vote or stand for election on its behalf at any general meeting.

(5) Subject to the provisions of regulation 5(8) at any annual general meeting or any special meeting of the Trust, a resolution of the meeting shall be decided on show of hands unless a poll is demanded by five or more members present at any meeting.

(6) Unless a poll is so demanded, a declaration by the president that resolution has, on the show of hands, been carried or not carried, shall be conclusive evidence of the fact without proof of the number of votes recorded in favour or against such resolution. A demand for a poll may be withdrawn before taken.

(7) If a poll is demanded, it shall be taken in such manner as the president thinks fit and the poll shall be deemed to be a resolution of the meeting at which such poll was demanded.

(8) On a show of hands or a poll, each member shall have one vote which may be given either in person or by proxy. In the case of equality of votes, the president shall be entitled to a casting vote in addition to his original vote.

(9) An instrument appointing a proxy shall be in writing under the hand of the appointor to a member attending the meeting for which the proxy is given and shall be delivered before the commencement of such meeting.

(10) The president shall preside at all general meetings and, in his or her absence, the vice-president shall act as president. In the absence of both the president and the vice-

president, the members present at the meeting may appoint any member of the Council to act as president.

(11) In addition to any other business to be conducted at the annual general meeting, the president or the nominee of the president shall present the annual report for the previous year, containing an account of the activities of the Trust during the year, an audited financial report, and goals for the ensuing year.

(12) A quorum at a general meeting shall consist of 10% of the active members or twelve people, whichever is fewer.

Trust Committees

8. (1) The Council may appoint an Executive Committee to which it may entrust the day-to-day business of the Trust, to be chaired by the president of the Council, and including such Members of Council and persons employed or co-opted by the Trust as the Council may decide;

Provided that any significant business conducted by the Executive Committee shall be reported to the next meeting of the Council.

(2) The Council may appoint such other committees, as it may from time to time find necessary.

(3) For all Trust committees, the following rules shall apply—

(a) The Council may appoint a chairman for any committee it creates, but if it does not make such an appointment, the members of the committee shall choose their chairman from among their number.

(b) Each Trust committee shall appoint a secretary, who shall be responsible for maintaining minutes of the Committee's meetings. Such minutes, once approved by the committee, shall be copied to the Council secretary.

(c) The provisions of regulation 7, with appropriate modifications, shall apply to all Trust committees.

National Heritage Register

9. (1) The Trust shall establish and maintain a National Heritage Register of natural, cultural and historical resources and property that the Council determines are of national significance and worthy of preservation.

(2) The Council shall, from time to time, fix criteria for the inclusion of any cultural, historical or natural resource or property in the Heritage Register.

(3) Any individual may recommend to the Council any resource or property for inclusion in the Heritage Register.

(4) The Council shall review any recommendations received under subregulation (3) and, after consultation with the owners of the resources or properties concerned, if any, shall resolve whether to include the resources or properties in the Heritage Register.

(5) The Council may categorise resources or properties included in the Heritage Register according to the importance of their preservation.

(6) The Trust shall offer whatever help towards preserving resources or properties included in the Heritage Register as it considers appropriate and feasible, and in so doing shall seek the co-operation of the owner concerned.

Financial regulation and review

10. (1) The Council shall open and operate a principle account with a bank under the name of the trust.

(2) The Council shall nominate such members of Council and staff to be signatories in respect of the Trust's bank account as may from time to time be appropriate and convenient, and all cheques drawn on such account shall require to be signed by at least two signatories.

(3) In addition to the Trust's principal account the Council may authorize—

(a) the opening and operation of separate accounts for special purposes;

(b) the establishment of a reserve account to which it may appropriate such sums as it may agree from time to time for the purpose of funding any contingent or non-recurrent expenditure.

(4) The books of the Trust shall be closed on the 31st March each year, and shall be available for inspection by any member of the Council.

(5) The Council may, from time to time, appoint a financial review committee consisting of—

(a) the treasurer as chairman;

(b) up to four other members of the Council; and

(c) such other persons co-opted to the committee by the Council whose expertise may be useful to the committee, but who may not vote on any matter before it.

(6) The functions of the financial review committee shall be to consider matters referred to it by the Council which, in the opinion of the Council, may have potentially significant economic implications for the Trust.

Trust properties

11. (1) Before the Trust acquires any property or interest in any property by whatever means, the Council shall consider the immediate and long-term implications of such acquisition.

(2) Among the matters required to be considered by the Council before any acquisition are the following—

(a) the report of the Financial Review Committee, if any;

(b) the overall finances of the Trust;

(c) the priorities for allocation of Trust resources;

(d) any proposed endowment or other arrangement for the maintenance of the property in question; and

(e) any other relevant information.

(3) For each property owned by the Trust the Council shall put in place an Operations and Management Plan that establishes among other things—

(a) hours of operation;

(b) entry fees, if any;

(c) designation of, and an explanation for, those areas which are to be open to the public and those areas which are to be closed; and

(d) any other rules necessary to be made for the management of each property.

Appointment and powers of employees and agents

12. (1) The Council may appoint such employees and agents as it deems necessary for the management of the affairs of the Trust and the management of Trust properties.

(2) The Council shall, in making such appointments, fix the duties and responsibilities, remuneration, if any, and reporting relationship for the employees and agents so appointed.

(3) All employees and agents of the Trust shall have the power to eject from Trust properties any person not in compliance with the rules regarding the property.

SCHEDULE
LOGO OF THE NATIONAL TRUST

