



Minstead Trust

Governing Document

Minstead Trust is a charitable company registered in England and Wales, registered number 03149116.

Registered Charity Number 1053319.

Minstead Trust, Governing Document

Record of amendment				
	Date	Reason	Version	Authorisation
Created	2010			Board of Trustees
Updated	24 th Jan 2018	Fundamental review following revised Articles of Association and reflecting good practice	V5	Board of Trustees
Next update	Jan 2019	Review		

Address

Minstead Trust
Minstead Lodge
Seaman's Lane
Minstead
SO43 7FT

Tel: 023 8081 2297

Email – info@minsteadtrust.org.uk

Website – <https://www.minsteadtrust.org.uk>

Minstead Trust, Governing Document

Table of Contents

1	Introduction.....	4
2	National Council for Voluntary Organisations’ seven principles of Governance	6
2.1	Organisational purpose	6
2.2	Leadership.....	6
2.3	Integrity.....	6
2.4	Decision-making, risk and control.....	7
2.5	Board effectiveness	7
2.6	Diversity.....	7
2.7	Openness and accountability	7
3	Articles of Association	8
3.1	Our Charitable Objects	8
4	Our Vision.....	8
5	Our Mission	8
6	Beliefs and Values.....	9
6.1	Core values	9
7	Code of Conduct for Trustees	10
8	Policies	11
9	Standing Orders of the Board of Trustees	12
9.1	Appointment of Trustees (Directors).....	12
9.2	Co-Opted Experts.....	12
9.3	Meetings of the Board	13
9.4	Quorum	14
9.5	Sub-Committees.....	14
9.6	Voting	14
9.7	Minutes.....	15
9.8	Amendment of Standing Orders	15
10	The Role and Responsibilities of the Board of Trustees.....	16
11	Minstead Trust Reserves Policy	17
12	Delegated Powers to the Chief Executive Officer	18
12.1	Authority Levels for Chief Executive Officer	18
12.1.1	Delegation of Authority from Board to Chief Executive Officer	18
12.1.2	Financial Authority	18

Minstead Trust, Governing Document

12.1.3	Operational Policy Matters.....	18
12.1.4	Personnel Matters	18
12.1.5	Matters Reserved for the Board.....	19
13	Appendices.....	20
13.1	Articles of Association of Minstead Trust.....	20
13.2	Role of the Chair	41
13.3	Role of a Trustee.....	43
13.4	Policies.....	45
13.5	Glossary of terms.....	47

1 Introduction

The Minstead Trust was established in 1986 at Furzey Gardens, Minstead in the New Forest. Initially focusing on horticultural training for people with learning disabilities, later it expanded to Minstead Lodge to provide residential and community care alongside day opportunities. Minstead Lodge was established as an incorporated charity called the Minstead Training Project in 1996 providing residential care, supported living, training and life skills to adults with learning disabilities. Horticultural training continued at Furzey Gardens under the Furzey Gardens Charitable Trust which worked closely alongside the Minstead Training Project.

In 2012, a new Chief Executive was appointed, and the Minstead Training Project was renamed to the Minstead Training Trust. A period of significant structural and organisational change then took place with the Minstead Training Trust merging with the Furzey Gardens Charitable Trust in September 2017 with revised [Articles of Association](#) and [Charitable Objects](#) it was renamed to Minstead Trust reflecting the wider role the Trust.

Minstead Trust Outcomes

Our focus is to support people to achieve our vision. We do this through focusing our services on achieving three key Outcomes of supporting people to be full citizens, leading fulfilled lives and achieving greater independence.

1. *Work Skills*: supporting people prepare for work and be in work through training, developing work-place skills and supporting people into voluntary and paid work.
2. *Life Skills*: supporting people to have healthy relationships, communicate better, developing skills for living in the community and becoming more independent.
3. *Health and Wellbeing*: supporting people to focus on emotional health through helping identify coping strategies and engaging in hobbies and other recreational activities; and supporting physical health through healthy living and supporting people to take care of their health.

Our Activities

We achieve the above in the following ways:

At Minstead Lodge and Furzey Gardens:

1. *Work Skills*: social enterprises in woodwork, Minstead Lodge Hospitality, Furzey Gardens horticulture, plant nursery, café and gift shop.
2. *Life Skills*: domestic skills, road-safety, communication, shopping, ICT, literacy and numeracy.
3. *Health and Wellbeing*: art, craft, ceramics, animal care, sewing, music, dance and drama.

Minstead Lodge also provides residential accommodation for those with learning disabilities and respite breaks.

Minstead Trust, Governing Document

In Portsmouth Day Opportunities:

1. *Work Skills*: social enterprises making items to sell through shops and at fetes
2. *Life Skills*: cooking, travel training, money skills, shopping and ICT
3. *Health and Wellbeing*: Bikeability, swimming, gardening dance and music

Community-based Outreach Support

Supporting adults with learning disabilities to live in their own homes in the local community in the New Forest and surrounding areas and focusing support on the Three Outcomes.

1. *Work Skills*
2. *Life Skills*
3. *Health and Wellbeing*

Drop-in Services

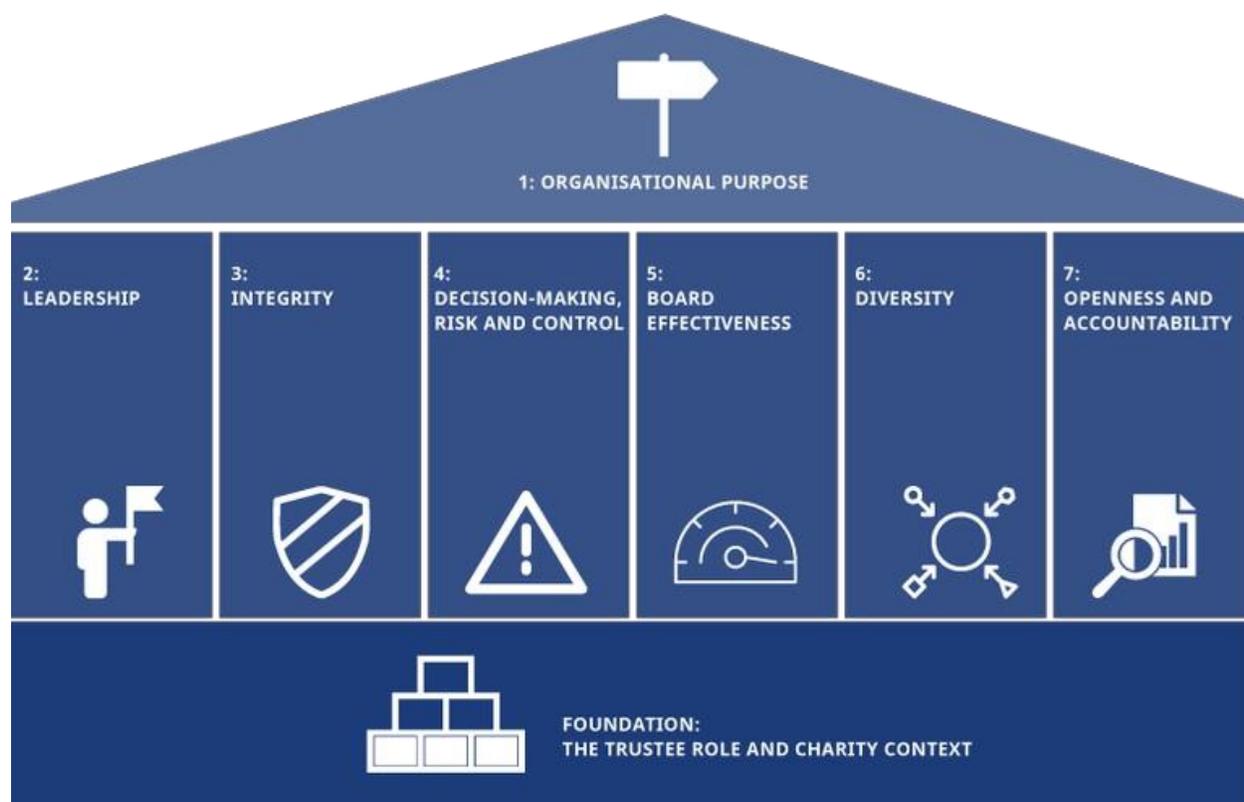
At various locations within the surrounding communities the Charity provides social, emotional and practical support and guidance for those with learning disabilities who have limited local authority funded support.

More information can be found on our website www.minsteadtrust.org.uk

2 National Council for Voluntary Organisation's seven principles of Governance

This Governing Document follows the seven principles of the National Council for Voluntary Organisation's (NCVO) Governance Code for larger charities developed by the Charity Governance Code Steering Group www.charitygovernancecode.org.

The paragraphs below seek to show how the Trust applies these principles in practice.



2.1 Organisational purpose

Minstead Trust's aims are defined in its [Mission Statement](#). The Board of Trustees work closely with the Chief Executive Officer (CEO) and Senior Management Team (SMT) to ensure that delivery is effective and sustainable.

2.2 Leadership

The Trustees meet quarterly with the CEO and SMT. Trustees work with senior managers in Sub-Committees and their Working Groups to ensure that strategic leadership is aligned with the Trust's aims, [Values](#), [Objects](#) and Strategic Plan.

2.3 Integrity

The Board of Minstead Trust has created an Ethos Working Group comprising of

Trustees, staff, volunteers and those we support to ensure that the Board acts with integrity, adopting values and creating a culture which helps achieve the organisation's charitable purpose.

2.4 Decision-making, risk and control

The Board of Trustees meets at least four times a year and its Sub-Committees and Working Groups meet regularly with senior managers to monitor operations against the strategic plans and monitor risk by regularly reviewing the Trust's risk register. Sub-Committees report to the full Board and escalate issues as appropriate.

2.5 Board effectiveness

The Board of Trustees recruits Trustees from diverse backgrounds with skills and experience relevant to the purpose of the Trust. The Board reviews its own effectiveness on an annual basis and external professional guidance is sought if the Board believes that it is required.

2.6 Diversity

The recruitment of Trustees from diverse backgrounds and the work of the Ethos Working Group ensure that the Board's effectiveness, leadership and decision making is informed by input from stakeholders with a wide range of knowledge, experience and beliefs.

2.7 Openness and accountability

The Trust has clear two way internal and external communication channels for informing staff, the people we support, stakeholders and supporters. All stakeholders are invited to the Trust's AGM. Regular newsletters are published, distributed and made available on the Trust's web site. Minstead Trust's annual report and [accounts](#) are published in line with the Charity Commission's requirements.

3 Articles of Association

Minstead Training Project was incorporated on 22 January 1996 and amended by Special Resolution to Minstead Training Trust in 24 June 2013. The change of Name to Minstead Trust was amended by Certificate of Incorporation on 13 March 2017 and revised Articles of Association amended by special resolution on 27 September 2017.

3.1 Our Charitable Objects

The Charity's objects (set out in [Article 4](#) of the Articles of Association) are specifically restricted to the following: -

- (1) to support people with a disability, or otherwise excluded by their social or economic circumstances and members of their family and their carers by means of providing services, facilities, campaigning and support to enable them to lead more independent and fulfilling lives and become fully integrated in society.
- (2) to preserve, maintain and develop the historic gardens and buildings particularly at Furzey, Minstead for the enjoyment and benefit of horticultural groups and the public and in particular people who are otherwise excluded by their social or economic circumstances.
- (3) to provide facilities for the better carrying out of the Objects herein referred to without prejudice to the generality of this Object to provide library, workshop, research, employment, training, recreational, spiritual and other residential and non-residential facilities as may be necessary to promote such Objects.

4 Our Vision

People with learning disabilities are able to achieve greater independence, lead fulfilled lives and live as full citizens in our society.

5 Our Mission

To provide training and support for people with learning disabilities to enable them to develop new skills, lead fulfilled lives and achieve greater independence. We do this at a pace tailored to the individual, in an inspirational way, with a dedicated and experienced workforce who value the potential in everyone.

6 Beliefs and Values

The Trust is an organisation which seeks to respect and value each individual's dignity, identity, privacy and values which includes recognising and supporting peoples' spiritual needs, from any or no religious background.

The Trust has a Christian foundation and our values are based on the belief that all people and the environment in which we live deserve care and respect. We strive to care for others as we would want them to care for us. Whilst we celebrate the main Christian events of Christmas, Easter and Harvest Festival we welcome people of all faiths and none, aiming to serve whatever personal and spiritual needs people may have.

Our core beliefs and values underpin and guide everything we do. They apply to everyone involved with Trust and how we work in partnership and collaborate with others.

6.1 Core values

Core Value	We mean -
Putting Students First	We act in the best interest of those who attend or live within Trust, whatever their background, skill or ability.
Being Inspirational	We look towards new ways of providing and delivering experiences. We enable success through encouragement and praise.
Achieving Excellence	We always; <ul style="list-style-type: none">• Focus on how we can improve and raise the standards of the services and experiences we offer.• Put the interest of those we work with before ourselves.• Have high professional standards for ourselves and those that we work with.
Behaving with Integrity	We work without fear or favour, listening, responding appropriately. Not afraid to provide support and challenge.
Valuing Difference	We promote the principles and practices of equalities and act to ensure everyone can engage effectively to achieve their potential.
Working Together	We work together by; <ul style="list-style-type: none">• Living and being in a community, putting our shared welfare above personal and developmental interest.• Supporting each other to ensure we are meeting the needs of those entrusted in our care

7 Code of Conduct for Trustees

It is the responsibility of the Trustees of the Trust to:

- **Act within [Articles of Association](#), the Governing Document and the law.** Trustees are expected to be familiar with these documents
- **Actively promote, the [beliefs and values](#) of the Trust to ensure that they are maintained and supported**
- **Act in the best interest of the Trust as a whole** - considering what is best for the Charity and its beneficiaries and avoid bringing it into disrepute
- **Work considerately and respectfully with all** - respecting diversity and valuing each individual as set out in our [beliefs and values](#)
- **Manage personal conflicts of interest effectively** - registering, declaring and resolving conflicts of interest so as not to gain materially or financially
- **Respect confidentiality** - understanding what confidentiality means in practice for the Trust, the Board, the individuals involved and how it links to our safeguarding policies and procedures
- **Have a sound and up-to-date knowledge of the Trust and its environment** - understanding how the Trust works and the culture within which it operates
- **Attend meetings and other appointments or give apologies** - and to take on specific roles to facilitate the work of the Trust
- **Prepare fully for meetings and all work for the Trust**- reading papers, clarifying and thinking through issues in good time before meetings
- **Actively engage in discussion, debate and voting in meetings** - contributing constructively, listening carefully, challenging sensitively and avoiding conflict
- **Act jointly and stand by majority decisions** - making decisions and collectively accepting corporate responsibility for the work of the Board and the Trust.

Trustees are expected to honour the content and spirit of this code and will actively review individual and collective Trustee performance against it.

8 Policies

The policies of the Board of Trustees are set out in full in The Minstead Trust's Policies and Procedures Documentation. These documents will be reviewed as scheduled on the document control sheet. Any new or significant changes made to policies will be brought before the Board for approval. The policy groupings are shown in Annex 13.4 [Policies](#).

9 Standing Orders of the Board of Trustees

Note: All text written in *italics* is copied from the [Articles of Association](#).

In accordance with the [Articles of Association](#) of the Trust, the following are rules that are applied for the regulation and procedure at general and annual general meetings of the Trust.

[Article 58 \(1\)](#) states, *“the directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity”*.

9.1 Appointment of Trustees (Directors)

[Article 28](#) states, *“the minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum”*.

The Board shall actively review the skills and needs of the Board and the terms of office of existing Trustees and seek to recruit additional Trustees when a need arises. The recruitment process shall be managed by the Governance Sub-Committee and will consist of a review of the CV, interview and attendance as an observer at a Board meeting.

Any person wishing to become a Trustee shall initially apply in writing to the Chair or the Chief Executive Officer of the Trust.

All Trustees must be eligible to be a Director of a company and must also satisfy the requirement for Safer Recruitment of Minstead Trust.

[Article 33](#) states, *“each Director shall be entitled to serve for a maximum of two terms of three years and thereafter must stand down as Director for at least a period of one year, unless the remaining Directors at the time of the retiring Director’s retirement shall unanimously agree to continue the appointment of the retiring Director”*.

A Trustee shall be permitted to retire at any time by submitting notice of that intention to the Chair.

9.2 Co-Opted Experts

The Board may invite any person to attend Board meetings for a specified period who in their opinion will bring a required expertise or knowledge. Such co-opted experts shall not be entitled to vote at any meetings of the Board and shall stand down at the end of the period of their appointment but may be re-appointed if it is considered necessary.

9.3 Meetings of the Board

[Articles 13 to 15](#) define the timescale in which General meetings must take place. [Article 13\(2\)](#) states that, “An annual general meeting must be held in each subsequent year and no more than 15 months may elapse between successive general meetings”.

[Article 15](#), states that:

“(1) *The minimum periods of notice required to hold a general meeting of the charity are:*

- (a) *twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;*
- (b) *fourteen clear days for all other general meetings.*

(2) *A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.*

(3) *The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.*

(4) *The notice must be given to all members”.*

The Board will hold at least four meetings a year, one of which will be the Annual General Meeting.

An Extraordinary General Meeting of the Board may be called at any time upon requisition of at least three Trustees, such requisition shall specify the business to be transacted at the meeting which shall be convened within eight weeks of such requisition.

The agenda and papers for all meetings of the Board shall normally be circulated at least seven days in advance and shall specify the time and place of the Meeting and the general nature of the business to be transacted.

9.4 Quorum

[Article 17.2](#) states that:

“A quorum is:

- (a) 50% of the members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- (b) one tenth of the total membership at the time whichever is the greater.”

No business will be transacted if a quorum is not present.

If, at any time during the meeting, a quorum is not present, the Chair shall immediately adjourn the remainder of the business to a future time agreed by the remaining Trustees present. [Article 18](#) describes the process that will be followed when a meeting is adjourned.

The Board shall appoint one of their number to be the Chair of their meetings and undertake the duties of the [role of the Chair](#), ordinarily for three years re-confirmed at each AGM. A Deputy Chair may also be appointed, if considered necessary by the Board, on the same basis as the Chair.

If the Chair or Deputy Chair are not present at any meeting of the Board or Sub-Committee appointed by the Board, the Trustees present may appoint one of their number to Chair the meeting.

9.5 Sub-Committees

[Article 46](#) states that, “*The directors may delegate any of their powers or functions to a committee of two or more directors, but the terms of any delegation must be ‘recovered’ (sic, ‘recorded’) in the minute book.*”

The Board may appoint one or more Sub-Committees or Working Groups consisting of two or more Trustees and delegate (in accordance with [Article 46](#)) any of its powers as deemed appropriate and necessary provided that all acts and proceedings of any such Sub-Committees shall be reported fully to the next ordinary meeting of the Board.

The current Sub-Committees established by the Board in 2017 are:

- Strategy
- Governance
- Finance
- HR and Remuneration
- Care and Support
- Business Development
- Ethos Working Group

9.6 Voting

[Article 21](#) states that:

- “(1) Any vote at a meeting shall be decided by a show of hands unless before,

Minstead Trust, Governing Document

or on the declaration of the result of, the show of hands a poll is demanded:

- (a) by the person chairing the meeting; or*
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or*
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting”.*

[Article 21 2 \(b\)](#) states that, “*the result of the vote must be recorded in the minutes of the charity, but the number or proportion of votes cast need not be recorded*”.

Any Trustee shall have the right to require that their name be recorded in the minutes as not voting on an item of business.

[Article 24](#) states that, “*Subject to Article 11, every member shall have one vote save for the Chair of the charity who shall in the case of an equality of votes have a second or casting vote.*”

Voting at all meetings of the Board, its Sub-Committees and or Working Groups shall be by a show of hands, unless before a vote is taken, a recorded vote is demanded by either the Chair or at least two Trustees.

9.7 Minutes

The Board may appoint a person to act as Secretary to the Board to take minutes of its meetings, which shall be submitted to the next ordinary meeting of the Board for confirmation as a correct record.

9.8 Amendment of Standing Orders

Nothing in these Standing Orders or the Governing Document shall be interpreted as taking precedence or overriding the [Articles of Association](#) of the Minstead Trust dated September 2017.

The [Standing Orders](#) may be amended (added to or deleted), at any time by the Board of Trustees; provided that the change does not conflict with the [Articles of Association](#).

10 The Role and Responsibilities of the Board of Trustees

The [Charities Act 1993](#) defines charity Trustees as the people responsible under the Charity's Governing Document for controlling the administration and management of the Charity. For Minstead Trust the Charity Trustees of the Board of Directors are known as the Board of Trustees.

The Trustee Board comprises:

- Chair
- Deputy Chair
- Trustees

At its simplest level, the role of the Board of Trustees is to receive assets from donors, safeguard them and apply them for charitable purposes as set out in the objects of Minstead Trust. The Trustee Board must always act in the best interest of Minstead Trust and apply the same duty of care that a prudent person of business would in looking after the affairs of someone for whom they have responsibility. The Trustee Board acts as a group and not as individuals.

In particular the Board of Trustees must:

- Ensure Minstead Trust is carrying out its purposes for the public benefit
- Comply with Minstead Trust's Governing Document, charity law, company law and other relevant legislation and regulations
- Act in Minstead Trust's best interests
- Manage Minstead Trust's resources responsibly
- Act with reasonable care and skill
- Ensure Minstead Trust is accountable

The role of the [Chair](#) and of [Trustees](#) are set out in the Appendix 13.2 and 13.3 of this Document, respectively.

11 Minstead Trust Reserves Policy

The Board of Trustees reviews the reserve levels of Minstead Trust annually. This review encompasses the nature of income and expenditure streams, the need to match income with commitments and the nature of reserves.

The Board has determined that the appropriate level of free reserves should be between £450,000 and £550,000 (approximately three months' running costs) in order:

- a. to provide sufficient working capital to cover delays between spending and receipt of contractual and other income
- b. to provide a cushion to deal with unexpected expenditure particularly in facility costs and
- c. to enable a managed exit from services if contracts or funding were withdrawn.

The Trust intends to continue building up free reserves to ensure capital funds are available. When reserves in the bank regularly exceed £550,000 then the additional funds will be transferred to Investments as per the Trust's investment policy.

The Board will:

1. Monitor cash flow and current account balances on a regular basis to ensure immediate financial commitments can be met (payroll and payments runs) and that the current account has adequate balances to meet forthcoming commitments.
2. Not allow its current account to go overdrawn.
3. Identify funds surplus to immediate cash requirements and transfer them to the Investment Funds in accordance with Trust's Investment Policy.

Any change in this Policy requires the approval of Trustees following detailed consideration by the Boards' Finance Sub-Committee.

12 Delegated Powers to the Chief Executive Officer

12.1 Authority Levels for Chief Executive Officer

All items outside of the approval limits listed below must be referred to the Chair.

- Except for items under '[Matters Reserved for the board](#)' below, the Chair will consult with specific Board members or seek the full Board approval at the Chair's discretion regarding such items for which he supports approval.
- Any items under '[Matters Reserved for the Board](#)' below must be tabled to a quorate Board meeting, either at a scheduled meeting or a properly constituted ad hoc Board meeting.

The Board will approve the delegation of financial powers when the annual budget is approved.

12.1.1 Delegation of Authority from Board to Chief Executive Officer

- | | |
|---|--------------|
| 1. All operational decisions relating to the internal running of the business | Unrestricted |
|---|--------------|

12.1.2 Financial Authority

- | | |
|--|---|
| 1. Commitment to purchase/lease | Up to the level agreed by the Trustees annually. |
| 2. Authorisation of payments up to the agreed level for items following commitment/authorisation process | Up to the level agreed by the Trustees annually. |
| 3. Commitment to provide services | Unrestricted for any items within budgeted capacity up to the level agreed by the Trustees annually |
| 4. Write off debt or fixed assets | Up to the level agreed by the Trustees annually |
| 5. Reimbursement of Staff Expenses | Up to the level agreed by the Trustees annually |

12.1.3 Operational Policy Matters

- | | |
|--|--|
| 2. Delegation of authority to subordinates | Unrestricted up to the CEO's authority level |
|--|--|

12.1.4 Personnel Matters

- | | |
|---|---|
| 1. Appointment of staff to fill gaps in personnel establishment agreed with Board | Within 10% of replaced staff member's remuneration or agreed budget for new positions |
| 2. Authorisation of overtime or | Unrestricted |

Minstead Trust, Governing Document

deployment of bank staff	
3. Hiring of temporary or contract staff	Up to the level agreed by the Trustees annually for any individual task/project
4. Ex-gratia or bonus awards to staff	Up to the level agreed by the Trustees annually
5. Dismissal of employee for cause	Unrestricted
6. Severance of employee via termination settlement	Up to the level agreed by the Trustees.

12.1.5 Matters Reserved for the Board

1. Enter into investment or new banking arrangements
2. Approval of annual budgets
3. Approval of strategy
4. Changes to structure or commitment to joint enterprise

Notes

1. Applies to both capital items and those immediately written off to expenditure. For leased items, limit applies to full cost over lifetime of the lease for paragraph 12.1.2 point 1.
2. Includes re-assignment of existing staff to new roles requiring adjustment of remuneration for paragraph 12.1.4 point 1.

13 Appendices

13.1 Articles of Association of Minstead Trust

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of Minstead Trust

1. **The company's name is**

Minstead Trust

(and in this document, it is called the "charity").

Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means the charity's articles of association;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding: -

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity Trustees as defined by section 177 of the Charities Act 2011;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the charity's memorandum of association;

"officers" includes the directors and the secretary (if any);

"the seal" means the common seal of the charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the charity;

"the United Kingdom" means Great Britain and Northern Ireland; and

Minstead Trust, Governing Document

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for: -
 - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

4. The charity's objects ("Objects") are specifically restricted to the following: -
 - (1) to support people with a disability, or otherwise excluded by their social or economic circumstances and members of their family and their carers by means of providing services, facilities, campaigning and support to enable them to lead more independent and fulfilling lives and become fully integrated in society.
 - (2) to preserve, maintain and develop the historic gardens and buildings particularly at Furzey Gardens, Minstead for the enjoyment and benefit of horticultural groups and the general public and in particular people who are otherwise excluded by their social or economic circumstances.
 - (3) to provide facilities for the better carrying out of the objects herein referred to without prejudice to the generality of this Object to provide library, workshop, research, employment, training, recreational, spiritual and other residential and non-residential facilities as may be necessary to promote such Objects.

Powers

5. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power: -
- (1) raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to 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 122 of the Charities Act 2011.
 - (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
 - (5) to co-operate with other charities, voluntary bodies, statutory authorities and other individuals and organisations and to exchange information and advice with them for any of the charitable purposes included in the Objects;
 - (6) to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Objects;
 - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity, other individuals or organisations for any of the charitable purposes included in the Objects;
 - (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
 - (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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;
 - (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

Minstead Trust, Governing Document

- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

6.

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
- (a) A director 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) A director 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 2011.
 - (c) A director may receive an indemnity from the charity in the circumstances specified in article 57.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, 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 director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

7.

(1) General provisions

No director or connected person may: -

- (a) buy 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 is permitted by sub-clause (2) of this article or authorised by the court or the Charity Commission.

In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

(2)

- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (b) A director 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 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director 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 director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

Minstead Trust, Governing Document

(f) A director 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.

Payment for supply of goods only - controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (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 directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director 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 directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) "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 in article 61 "Interpretation".

Declaration of directors' interests

- 8 A director must 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. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict 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 personal financial interest).

Conflicts of interests and conflicts of loyalties

9

(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Members

10

(1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals who: -

(a) apply to the charity in the form required by the directors; and

(b) are approved by the directors in their sole discretion.

(3) Membership is not transferable.

(4) The directors must keep a register of names and addresses of the members.

Classes of membership

11 Not used

Termination of membership

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member has been allowed to make representations to the meeting.

General meetings

13

- (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

14 The directors may call a general meeting at any time.

Notice of general meetings

15

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all members.

- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

17

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) 50% of the members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time whichever is the greater.

18

- (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

19

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

20

Minstead Trust, Governing Document

- (1) The members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

21

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the charity, but the number or proportion of votes cast need not be recorded.
- (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

Minstead Trust, Governing Document

- (5)
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

22 Not used

Delivery of proxy notices

22A Not used

Written resolutions

23

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 24 Subject to article 11, every member shall have one vote save for the Chair of the charity who shall in the case of an equality of votes have a second or casting vote.
- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the

meeting shall be final.

Not used

Directors

27

- (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.
- (3) A director must be a member of the charity.

28 The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

29 Not used-

30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

31

- (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

32 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors.

33 Each Director shall be entitled to serve for a maximum of two terms of three years and thereafter must stand down as Director for at least a period of one year, unless the remaining Directors at the time of the retiring Director's retirement shall unanimously agree to continue the appointment of the retiring Director.

Appointment of directors

- 34 The charity may by ordinary resolution:
- (1) appoint a person who is willing to act to be a director; and
 - (2) determine the rotation in which any additional directors are to retire.
- 35 No person other than a director retiring by rotation may be appointed a director at any general meeting unless: -
- (1) he or she is recommended for re-election by the directors; or
 - (2) not less than seven nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than thirty-five days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- 37
- (1) The directors may appoint a person who is willing to act to be a director provided that such person has produced to the directors written confirmation that they have a Current Disclosure and Barring Service check (or such other replacement checks as may be in force from time to time).
 - (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 38 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

- 39 A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (3) ceases to be a member of the charity;
 - (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

- 40 The directors must not be paid any remuneration unless it is authorised by Article 7.

Proceedings of directors

- 41
- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any director may call a meeting of the directors.
 - (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

Minstead Trust, Governing Document

42

- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be 50% or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

43 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

44

- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

45

- (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

46

- (1) The directors may delegate any of their powers or functions to a committee of two or more directors, but the terms of any delegation must be recovered in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts, and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

47

- (1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - (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 interests or otherwise;If without:
 - (d) the vote of that director; and
 - (e) that director being counted in the quorum;the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 47(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, if the director has not complied with article 8.

Seal

- 48 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

- 49 The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the directors and committees of directors including:
 - (a) the names of the director's present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

50

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

51

- (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

52

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

53 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

54

- (1) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

55 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

56

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

Minstead Trust, Governing Document

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57

- (1) The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a "relevant director" means any director or former director of the charity.

57A The charity may indemnify an auditor against any liability incurred by him or her or it

- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
- (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

58

- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

Minstead Trust, Governing Document

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

59 If a dispute arises between members of the charity about the validity of propriety of anything done by the members of the charity under these articles, 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.

Dissolution

60

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolves that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.

Minstead Trust, Governing Document

- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

61 In article 7, sub-clause (2) or article 9 and sub-clause (2) of article 47 "connected persons" means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled:
 - (a) by the director or any connected person falling within sub-clause (1), (2) or (3) above; or
 - (b) by two or more persons falling with sub-clause 4(a) when taken together
- (5) a body corporate in which:
 - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

13.2 Role of the Chair

Chair - Minstead Trust

Reporting to: Board of Trustees

Job Description

Objective

The Chair will hold the Board and Executive Team to account for the Charity's mission and vision, providing inclusive leadership to the Board of Trustees, ensuring that each Trustee fulfils their duties and responsibilities for the effective governance of the charity. The Chair will also support, and, where appropriate, challenge the Chief Executive Officer and ensure that the Board functions effectively and works closely with the entire Executive of the charity to achieve agreed objectives. The Chair will act as an ambassador for the Trust and present the public face of the charity in partnership with the Chief Executive Officer.

Principal responsibilities

Strategic leadership

- Provide leadership to the Charity and its Board, ensuring that the Charity has maximum impact for its beneficiaries
- Ensure that Trustees fulfil their duties and responsibilities for the effective governance of the Charity
- Ensure that the Board operates within its [Charitable Objects](#), and provides a clear strategic direction for the Charity
- Ensure that the Board regularly reviews major risks and associated opportunities, and satisfies itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks
- Ensure that the Board fulfils its duties to ensure the sound financial health of the Charity, with systems in place to ensure financial accountability.

Governance

- Ensure that the governance arrangements are working in the most effective way for the Charity
- Develop the knowledge and capability of the Board of Trustees
- Encourage positive change where appropriate and address and resolve any conflicts within the Board
- Appraise the performance of the Trustees and the Board on an annual basis
- Ensure that the Board of Trustees is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead the Charity effectively, and which also reflects the wider population
- Work within any agreed policies adopted by the Charity.

External Relations

- Act as an ambassador for the cause and the Charity
- Act as a spokesperson for the organisation when appropriate
- Represent the Charity at external functions, meetings and events
- Facilitate change and address any potential conflict with external stakeholders.

Efficiency and effectiveness

- Chair meetings of the Board of Trustees effectively and efficiently, bringing impartiality and objectivity to the decision-making process
- Ensure that Trustees are fully engaged and that decisions are taken in the best, long-term interests of the Charity and that the Board takes collective ownership of all decisions
- Foster, maintain and ensure that constructive relationships exist with and between the Trustees
- Work closely with the Chief Executive Officer to give direction to Board policy-making and to ensure that meetings are well planned and effective and reflect the responsibilities of Trustees
- Monitor the implementation of decisions and actions agreed at meetings.

Relationship with the Chief Executive Officer and the wider management team

- Establish and build a strong, effective and a constructive working relationship with the Chief Executive Officer, ensuring s/he is held to account for achieving agreed strategic objectives
- Provide appropriate support to the Chief Executive Officer, whilst respecting the boundaries which exist between the two roles
- Ensure regular contact with the Chief Executive Officer and develop and maintain an open and supportive working relationship within which each can speak openly about concerns, worries and challenges
- Conduct an annual appraisal and remuneration review for the Chief Executive Officer in consultation with other Trustees
- Ensure that the Chief Executive Officer has the opportunity for professional development and has appropriate external professional support.

13.3 Role of a Trustee

The duties of a Trustee Board Member are to ensure that they meet the Six Governance Requirements of the Board as follows, ("[The Governance Jigsaw](#)" taken from `The Essential Trustee` published by the Charity Commission):

Ensure Minstead Trust is carrying out its purpose for the Public Benefit

- Ensures that Minstead Trust pursues its Objects as set out in the [Articles of Association](#);
- Ensures that Minstead Trust applies its resources exclusively in pursuance of the Objects, however worthwhile they may be;
- Knows what difference Minstead Trust is making through impact assessments.

Comply with its governing document and the law:

- Ensure Minstead Trust complies with its [Articles of Association](#) and Governing Document, charity law, company law and other relevant legislation or regulations;
- Ensures Minstead Trust is up to date with filing accounts, returns and any changes to Minstead Trust's charity registration details with the Charity Commission
- Takes reasonable steps to ensure that Minstead Trust is aware of, and compliant with, other laws and regulations relevant to the running of the Charity.

Act in the best interest of Minstead Trust

- Contribute actively to the Board of Trustees in giving firm strategic direction to Minstead Trust, setting overall policy, defining goals, setting targets and evaluating performance against those
- Recognising and dealing with conflicts of interest
- Being prepared to question and challenge
- Accept majority decisions.

Manage Minstead Trust's resources responsibly:

- Manage risks effectively
- Protect Minstead Trust's assets, reputation and people
- Ensure Minstead Trust has appropriate financial controls and procedures
- Ensure Minstead Trust manages its assets, including land and buildings, appropriately
- Having a responsibility for, and to, the staff and volunteers.

Act with Reasonable Care and Skill

- Uses skill and experience to enhance the workings of Minstead Trust
- Decides when professional advice is needed
- Prepares for, and participate effectively in, meetings about Minstead Trust
- Ensures that the information needed in order to fulfil the role is received
- Develops contingency plans to mitigate issues.

Minstead Trust, Governing Document

Ensure Minstead Trust is accountable

- Ensures Minstead Trust meets its legal accounting and reporting requirements
- Is able to demonstrate that Minstead Trust complies with the law and is effective
- Accountable to those with an interest in Minstead Trust
- Ensures that staff and volunteers are accountable to the Board
- Welcomes accountability as an opportunity, not a burden.

13.4 Policies

The Trust manages its operations through a range of Policies and Procedures that are available. The management of Operational Policies and Procedures is delegated to the Chief Executive Officer. Strategic policies that govern the way in which the Charity operates are reviewed and agreed by the Board of Trustees. All policies are reviewed on a regular basis and change control is monitored through an online tracking system.

The Policies are **grouped as follows:**

Policy Area	Policy sub-set
Administration	Business Operations Finance Registration and Compliance Communication
Care Management	Care Practice Rights and Abuse
Care Planning	Admissions Risk Assessment Risk Assessment and Care Planning
Health and Safety	Health and Safety H&S Risk Assessments
Human Resources	Absence, holiday and sickness Contract of employment Equality and Disability Job Descriptions Performance and Discipline Recruitment, Induction and Training Miscellaneous
Quality Assurance	Administration Care Management Catering and Hotel services HR Maintenance Management
Residential and Facilities	Catering Hygiene Cleaning

Minstead Trust, Governing Document

	Laundry Buildings Equipment Risk assessment and Safety
Medication Management	

13.5 Glossary of terms

Term	Meaning
Account	Annual statement of financial activities.
Aims	The Trust's aims are defined in its Mission Statement
Board	The Board of Trustees
CEO	Chief Executive Officer
Director, Trustee, members	<p>The regulated roles undertaken by Trustees.</p> <p>The Governance of the Trust is through Trustees who, for the purposes of the running of Minstead Trust are both Members and Directors of the Limited Company (Article 10.1 'The subscribers to this memorandum are the first members of this charity').</p>
NCVO	National Council for Voluntary Organisations
SMT	Senior Management Team
Sub-Committee /Working Group	These terms are interchangeable. In terms of the Charities commission these groups are Sub-Committees.
Students	Those people we support.
The people we support	People who are in the care of the Trust, for example; day opportunities, residential etc.
Three Outcomes	<ol style="list-style-type: none"> 1. Work Skills: 2. Life Skills: 3. Health and Wellbeing
Trust	Properties, businesses and interests managed by The Minstead Trust, to include; Furzey Gardens, Portsmouth Day Opportunities etc.