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Proposed Amendments to The Garden Trust's Articles of Association

Why are we amending the articles of association?

The Gardens Trust's ("GT") articles of association (the "AoA") have not been amended since the merger of the Garden History Society and the Association of Gardens Trusts back in 2015. Over a decade on, post pandemic and various economic crises later, the world in which the GT now operates is very different and its scope of work has changed and expanded, as has our network of contacts. Given these changes, and the difficulties experienced in recruitment to the Board lately and to facilitate hybrid general meetings the Board felt it was time for an update to the AoA.

What are the proposed amendments? What follows below is the proposed update to the AoA. Proposed changes have been marked and explained.

What are the key proposed amendments? And why have they been proposed?

Note that this is not a list of all amendments, but the key amendments only.

1. We have de-gendered the drafting of the AoA to align with our inclusive values.
2. There is a proposed expansion of the "Objects" of the GT (set out in Clause 4) to reflect the current scope of the work the charity is engaged with in. In particular:
 - (a) its important function in the planning system;
 - (b) the GT's push onto social media and efforts in digital communications to promote the great work the GT does;
 - (c) the requirement for the GT to engage in fundraising and sponsorship activities given the precarious financing outlook for all charities operating in our sector;

- (d) confirming that the GT can, not only sell or lease its possessions, but given the recent “deposit” arrangements made for its John Harvey archive at The Newt (being an exciting opportunity to promote the GT and secure responsible storage of this important collection), deposit them as well.
3. Clause 20 (Notice of General Meetings) has been brought up to date with proposed changes to reflect hybrid meeting practices. These changes give the GT the chance to maximise the potential to engage with its members in their busy lives. The changes require that notice of general meetings must include the form of the meeting, which may be remote or in person, or a hybrid provided all participants are able to contribute to the meeting.
 4. Amendments are proposed to the provisions regarding composition of the Board and election of members to it (Clauses 33 & 34). These are intended to clarify and strengthen existing practices in the appointment of trustees.

As a result of the 2015 merger and the three year terms of trustees, changes to the Board have been clustered and, at times, difficult to manage. The Board has sought applications to join the Board from members of the GT and County Gardens Trusts, but has rarely received any application. Instead the Board has had to pro-actively seek new trustees. This is something the Board hopes will change in years to come and the changes to the AoA make this clear and hopefully clarify the process.

Anyone wishing to stand for election as a trustee of the GT must notify the Secretary, in writing, by the date falling no less than three calendar months prior to the upcoming AGM. On or before the same date (or such later date as may be agreed by the Board, in its discretion, and in light of deadlines for AGM notice papers to be printed) candidates must also provide a brief biography for inclusion in the AGM papers, and such other material as may be reasonably requested by the Board to support their proposed candidature.

As trustees and company directors, members of the Board have responsibility to observe and comply with requirements of the Charity Commission and Company Law. As a national charity responsible for the management of its own funds and grants provided by other bodies, such as Historic England and the National Lottery Heritage Fund, the GT is required to ensure that the Board is comprised of members with the skills needed in the discharge of its functions and that the membership of the Board is refreshed and renewed on a regular basis. For this reason, under proposed changes, the Board will retain discretion about whether to recommend a candidate to the membership for election (or re-election), but they will not stop any candidate from standing at the AGM.

Existing practice has been for an applicant to be interviewed by a panel of trustees and, if recommended by the panel, then that applicant joins the Board initially as a co-optee until the next AGM. It is proposed that this practice continues, and there have been changes to co-option provisions to make this easier, but there remains the opportunity for anyone to stand for election as trustee at the AGM, whether or not approved by the Board.

It has also been brought to the Board's attention that:

- (a) for reasons of efficiency and continuity "Officers" of the charity (being the chair, vice chair, treasurer and secretary) should be treated slightly differently than other members of the board with respect to their length of service. The Board is conscious that a scenario might occur where a trustee, five years into their term, accepts an officer position, but, under the current AoA must then retire the following year, bringing a change in governance and operations too soon, and making internal recruitment into "Officer" positions (significantly more efficient for the organisation in terms of knowledge held and familiarity) unappealing; and
- (b) "ex-officio" trustees (being the chair or the chair's designee from Scotland's Garden and Landscape Heritage and the Welsh Historic Gardens Trust) currently have no voting rights under the AoA but yet are exposed to the legal requirements of being a GT trustee which, to the Board, is an unacceptable position. **[PLEASE SEE UPDATED NOTE BELOW]**

In light of the above, it has been proposed that:

- we increase the number of co-opted trustees the Board can have (from two to four) and remove the limit of the number of times they can be co-opted onto the Board to give the Board flexibility to operate and call in extra support when required. However, it is important to note that a trustee cannot be co-opted for more than one year at a time – this provision remains unchanged;
- we remove the concept of "ex-officio" trustees for representatives from Scotland's Garden and Landscape Heritage and the Welsh Historic Gardens Trust. Instead it is proposed that (a) we make the Chair (or a delegate from their respective Board) from these organisations plus that of Northern Ireland an automatic "full" trustee (and therefore subject to registration requirements as Companies House and Charity Commission) unless the respective Board declines the position from time to time and (b) we increase the cap on trustees to 15, being 12 traditional GT trustees plus 3 delegate trustees. We hope that these changes will help all organisations involved in our collective work of protecting designed landscapes work together effectively in difficult times; **[PLEASE SEE UPDATED NOTE BELOW]**
- the Board remains active on the subject of trustee recruitment and (a) continues to look to co-opt appropriate candidates at any time (b) put forward such co-opted trustees for election at the next AGMs, (c) considers the merits of any member's application to stand for election as a trustee any upcoming AGM in light of the existing range of skills, knowledge, qualities, attributes and backgrounds on the Board and makes or withholds a recommendation to the membership upon concluding such review;

- given the difficulty in recruitment into charities in this sector and the potential inefficiencies re internal appointments to “Officer” roles, there remains some flexibility for “Officers” to continue as trustees and in their roles whilst the Board deems it is in the best interests of the charity for them to do so; and
 - the maximum term of office for any co-opted trustee (previously 6 years) commences at the point they are elected by members at the AGM.
5. The existing articles provided for the election of Presidents and Vice Presidents but detail about the roles was scarce. Amendments have been proposed to enhance these provisions and set out clearly what the GT expects by way of support from individuals being elected to these roles. They are set out in new Article 61.

Please do send any queries on the amendments via email to Catriona.Hoyes@thegardenstrust.org on or before 12 June 2026 to allow for time for us to consider ahead of the GT’s June Board Meeting. All feedback welcome!

Date: 7 May 2026

UPDATE: Thank you to all members (individual and CGT) who have engaged with the process of updating our articles of association at this year’s AGM. We have received a good deal of support from our membership and we are grateful to all who have engaged with our consultation to date.

We have made minor changes in light of comments received. The changes against the previous version are now shown in **green** highlighter and are accompanied by an explanatory note.

For those who read the previous draft, you will recall that we proposed some changes to the “ex-officio” status for trustees on the Board delegated from our sister organisations in Scotland, Wales and Northern Ireland. We had a small amount of feedback to suggest that there was a slight unease among the membership about these changes. It was noted that GT members will not be electing such trustees and they will not be directly representing our membership. There was concern that possibly too great a proportion of the board might be “placed” in this way. The question raised was whether it is really desirable or necessary for voting rights to be part of the remit of delegated trustees from Scotland, Wales and Northern Ireland?

This Board took time to consider this feedback in light of our objectives in proposing these changes. We wanted the Gardens Trust to be able to harness the considerable experience, expertise and enthusiasm of trustees from our sister organisations, whilst forging closer relationships. We also had concerns that current ex-officio trustees are on the Board, registered as trustees and subject to legal duties, but without voting rights.

The Board has decided that the Gardens Trust could still hope to achieve these aims and resolve this situation if delegates from Wales, Scotland and/or Northern Ireland attend as “observers” only. In light of this, changes have been made to the draft articles and existing ex-officio trustees will be asked to resign at the AGM and attend as observers at

board meetings going forward. Such existing ex-officio trustees will be offered an opportunity to stand for election as a Trustee of the Gardens Trust in their personal capacity.

Please note: we still propose to increase the cap on trustees to 15 to enable rolling and active recruitment.

Please do send any queries on the amendments via email to Catriona.Hoyes@thegardenstrust.org on or before 31 July 2026 to allow for time for us to consider ahead of the GT's June Board Meeting. All feedback welcome!

Date: 22 June 2026

DRAFT



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**ARTICLES OF ASSOCIATION
OF**

THE GARDENS TRUST

Company number: 03163187

Charity number: 1053446

**As amended and restated by special resolution dated 24 July 2015 and further
amended and restated by special resolution dated []¹**

¹ CHANGE: reformatting of cover page and provision for date of special resolution to amend

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is 'The Gardens Trust', called in this document "the Charity".

1.2 In these Articles:

- (a) the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
CGT Member	a corporate member comprising a County Gardens Trust or Country Gardens Trust;
CGT	a County Gardens Trust or Country Gardens Trust being a trust association, federation or company (having whatever name and whether or not incorporated) whose objects are connected with or embrace the objects of the Charity and which has charitable purposes and which is recognised by the Charity as a CGT (notwithstanding any merger or replacement) for purposes of these Articles by the Board ² ;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory

² CHANGE: pressures on CGTs mean some are merging with others or being replaced by other organisations.

	modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales; Clear Days in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
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Historic Designed Landscapes ⁵	historic parks gardens and designed landscapes, (including but not limited to related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and other furniture, ornamental planting, woodland, gates, ironwork, drives, paths and roadways, lakes, water courses and meadow and includes land associated by view, management or otherwise with Historic Designed Landscapes ⁶);
Individual Member	an individual member of the Charity who is 18 years or over, or is a body corporate ⁷ ;
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;

³ CHANGE: deletion of "DELEGATE TRUSTEE" definition. Look now to "Observer"

⁴ CHANGE: deletion of "educational" definition has it was unsued after changes to "Garden Land" definition. It read: *"interest enjoyed by [Garden Land] for any one of more of the following reasons; its historic associations, as a work of art, for its architecture; for its scenic value, for its horticultural, arboricultural, silvicultural or botanical qualities or potential, or for its nature conservation quality or potential;"*

⁵ CHANGE: it has been noted that we have multiple definitions of what we seek to protect and conserve across our articles and into our business plan etc, and it was felt on reflection that the definition existing in our objects was the most appropriate, packaged up as "Historic Designed Landscape" to make messaging as clear as possible. This therefore is a change for clarity across our key docs. "Garden Land" was previous defined as *"garden, park land and designed landscape of educational, historic or cultural significance related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and other furniture, ornamental planting, woodland, gates, ironwork, drives, paths and roadways, lakes, water courses and meadow and includes land associated by view, management or otherwise with Garden Land:"*

⁶ CHANGE: definition tweak

⁷ CHANGE: removal of *"but not a CGT member"* as CGT members can be individual members, but they need to join (they are not just members of the GT by virtue of being a CGT member).

Observer ⁸	means each chair (or such chair's designee) of (a) Scotland's Garden and Landscape Heritage (b) Welsh Historic Gardens Trust and (c) Northern Ireland Heritage Gardens Trust (or any organisation from time to time to replacing such organisations) each entitled to attend and observe (but not vote) at meetings of the Board;
Office	the registered office of the Charity;
Officers ⁹	the Vice-Chair, the Treasurer, and the Company Secretary (if also a Trustee) of the Charity;
Publish ¹⁰	shall include (without limitation) printed material, material posted on a website, social media and any other form of digital communication;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Seal	the common seal of the Charity, if any;
Signed	shall include electronic signatures ¹¹ and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity, including any co-optee ¹² ;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and

⁸ CHANGE: deletion of "Delegate Trustee" as explained in further notes to opening memo, delegated chairs to become observers to enhance better working relationships between sister organisations in Wales, Scotland and Northern Ireland.

⁹ CHANGE: definition of Officers to support change to trustee provisions

¹⁰ CHANGE: definition of Publish to support change to Objects

¹¹ CHANGE: updated from faxed signatures to reflect changes in working practices.

¹² CHANGE: expanded to reflect changes to Article 33 (Composition of the Board). Note: deletion of "Delegated Trustee"

reproducing words in a visible form including by e-mail¹³ (to the extent legally permissible).

1.3 Words in the singular form include the plural and vice versa.¹⁴

1.4 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.5 Headings are not part of the Articles.

2. Registered Office

2.1 The registered office of the Charity will be in England.

3. Objects of the Charity

3.1 The objects of the Charity (the “Objects”) are for the public benefit:-

- (a) to promote the study of the history of gardens and gardening, landscape gardening and horticulture in all its aspects;
- (b) to promote the protection and conservation of **Historic Designed Landscapes**¹⁵ and to promote and advise on their conservation;
- (c) to promote CGTs and through them, **promote the**¹⁶ education, appreciation and involvement of the public in matters connected with the arts and sciences of **Historic Designed Landscapes**¹⁷; and
- (d) to encourage the creation of new parks, gardens and designed landscape.

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

- (a) to publish, periodicals and other publications devoted to the objects of the Charity;
- (b) to form and maintain a collection of relevant documents, books, photographs, photographic slides, illustrations and other material and to index the relevant material and its location;

¹³ CHANGE: deletion of fax

¹⁴ CHANGE: deletion of previous 1.4 “The words “person” or “people” include corporations and unincorporated associations, and the words “he”, “his” and “him” shall include the female equivalent” as the articles have been de-gendered throughout.

¹⁵ CHANGE: definition inserted for continuity, previously read “historic parks gardens and designed landscapes” which we adopted as wording for said definition.

¹⁶ CHANGE: “promote the” added for clarity and sense

¹⁷ CHANGE: definition tweak

- (c) to preserve such documents, plans, designs, drawings, catalogues, letters, papers, artefacts, photographic materials etc., connected with the study of garden history and **Historic Designed Landscapes**¹⁸, which might from time to time be donated to or acquired by the Charity;
- (d) to promote the repair, renovation and conservation of any **Historic Designed Landscapes**¹⁹ and **in doing so assume a role in the planning system and the discharge of any legal and/or statutory requirements placed upon it;**²⁰
- (e) to co-operate with any international, national, local or other body concerned to achieve the Objects of the Charity;
- (f) to assist the work of CGTs by promoting cooperation, the sharing of experience and information on all matters in connection with **Historic Designed Landscapes**²¹ in any way calculated to enhance their performance and efficiency;
- (g) to encourage, promote and assist in the formation and development of CGTs and to further their charitable purposes;
- (h) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- (i) to sell, lease, **deposit**²² or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply, as appropriate, with Sections 117 to 123 of the Charities Act 2011;
- (j) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- (k) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (l) to employ and pay any employees, officers, servants and professional or other advisers;

¹⁸ CHANGE: definition change

¹⁹ CHANGE: definition tweaked

²⁰ CHANGE: addition of “*and in doing so assume a role in the planning system and the discharge of any legal and/or statutory requirements placed upon it*” to cover off element of our conservation work previously implied but not specified

²¹ CHANGE: previously “garden land” so capitalised to bring within new refreshed definition per our Objects

²² CHANGE: addition of “*deposit*” to account for scenarios where arrangements are made with institutions for the deposit and/or display of our archives, for example, the John Harvey archive recently deposited at The Newt (being an exciting opportunity to promote The Gardens Trust and secure responsible storage of this important collection),

- (m) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts **or sponsorship arrangements**²³, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- (n) to give or receive guarantees or indemnities;
- (o) to promote or undertake study or research and disseminate the results of such research;
- (p) to produce, print and Publish anything in any media;
- (q) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- (r) to make social investments in pursuance of the Objects by any means;
- (s) to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- (t) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- (u) to undertake any charitable trust;
- (v) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (w) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (x) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;

²³ CHANGE: addition of "sponsorship arrangements" to account for increased and more varied fundraising activities

- (y) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- (z) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (aa) to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- (bb) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- (cc) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- (dd) to insure any risks arising from the Charity's activities;
- (ee)
 - (a) to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
 - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
 - (b) any insurance in the case of 4.1.31(a)(i) or 4.1.31(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
 - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which **such Trustee²⁴** is convicted of an offence arising

²⁴ CHANGE: de-gendering the articles, "he" replaced with "such Trustee"

out of any fraud or dishonesty, or wilful or reckless misconduct, by such Trustee²⁵; and

- (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which such Trustee²⁶ knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which such Trustee²⁷ did not care whether it was in the best interests of the Charity or not.
- (c) any insurance in the case of 4.1.31(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is such Trustee's²⁸ knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- (ff) to pay all the expenses and costs of establishing the Charity;
- (gg) to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and /or may increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

²⁵ CHANGE: de-gendering the articles, replacement of "him" with "such Trustee"

²⁶ CHANGE: de-gendering the articles, "he" replaced with "such Trustee"

²⁷ CHANGE: de-gendering the articles, "he" replaced with "such Trustee"

²⁸ CHANGE: de-gendering the articles, replacement of "he" with "such Trustee"

- (hh) to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and
- (ii) to do anything else within the law which helps promote the Objects.

5. **Application of Income and Property**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the objects of the Charity as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members or trustees of the Charity. Provided that nothing in Article 5.1 shall prevent the payment in good faith by the Charity:-

- (a) Of reasonable and proper remuneration to any member, officer, consultant, agent or servant of the Charity not being a member of the Board for any services rendered to the Charity;
- (b) Of interest on money lent by any member of the Charity or of its Board at a reasonable or proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board or 3 per cent whichever is the greater;
- (c) Of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board;
- (d) Of fees remuneration of other benefit in money or moneys worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the capital of that Company;
- (e) To any member of its Board, **or any President or Vice President in position from time to time²⁹**, of reasonable and proper out of pocket expenses; and
- (f) To the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 4.1(ee) above.

6. **Alterations to these Articles**

6.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice

²⁹ CHANGE: addition of President and Vice-President, as part of our work clarifying what is expected of persons in these roles

of the intention to pass a special resolution at the meeting and at least 75 per cent. of the Individual Members and 75% of the CGT Members present in person or by proxy vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

6.2 Alterations may only be made to:

- (a) the Objects; or
- (b) to any clause in these Articles which directs the application of property on dissolution; or
- (c) to any clause in these Articles which gives Trustees any benefit,

³⁰with the Charity Commission's prior written consent where this is required by law.

6.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

6.4 Alterations may also require the consent of other bodies.

7. **Limited Liability**

7.1 The liability of the members is limited.

8. **Guarantee by Members of the Charity**

8.1 [Intentionally left blank]³¹

9. **Indemnity of Trustees**

9.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity may indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by such individual³² which relate to anything done or omitted or alleged to have been done or omitted by such individual³³ as a Trustee or other officer save that no Trustee or other officer may be entitled to be indemnified:

³⁰ CHANGE: formatting change, for sense (previously “with the Charity Commission’s prior written consent where this is required by law” ran on from, and only applied to, limb 6.2.3).

³¹ CHANGE: deletion of historic provision which read, “Each member of the Charity undertakes that, if the Charity is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Charity for: (a) payment of the debts and liabilities of the Charity contracted before he ceases to be a member; (b) payment of the costs, charges and expenses of winding up; and (c) adjustment of the rights of the contributories among themselves.” Keeping the wording “[Intentionally left blank]” to avoid confusing/changing numbering of all Articles across the AOA.

³² CHANGE: de-gendering the articles, replacement of “him” with “such individual”

³³ CHANGE: de-gendering the articles, replacement of “him” with “such individual”

- (a) for any liability incurred by **such individual**³⁴ to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which **such individual**³⁵ has incurred in defending any criminal proceedings in which **such individual**³⁶ is convicted and such conviction has become final;
- (e) for any liability which **such individual**³⁷ has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against **such individual**³⁸; and
- (f) for any liability which **such individual**³⁹ has incurred in connection with any application under the Act in which the court refuses to grant **such individual**⁴⁰ relief and such refusal has become final.

9.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by **such individual**⁴¹ in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by **such individual**⁴² as a Trustee or officer, provided that **such individual**⁴³ will be obliged to repay such amounts no later than:

- (a) if **such individual**⁴⁴ is convicted in proceedings, the date when the conviction becomes final; or
- (b) if judgment is given against **such individual**⁴⁵ in proceedings, the date when the judgment becomes final; or
- (c) if the court refuses to grant **such individual**⁴⁶ relief on any application under the Act, the date when refusal becomes final.

³⁴ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

³⁵ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

³⁶ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

³⁷ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

³⁸ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

³⁹ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

⁴⁰ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

⁴¹ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

⁴² CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

⁴³ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

⁴⁴ CHANGE: de-gendering the articles, deletion of "he" replaced with "such individual"

⁴⁵ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

⁴⁶ CHANGE: de-gendering the articles, deletion of "him" replaced with "such individual"

10. Conflicts of Interest

- 10.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 10.2 Where the duty of a Trustee to avoid a situation in which **such Trustee⁴⁷** has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- (a) the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
 - (b) any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 10.3 and 10.4; and
 - (c) the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 10.3 and 10.4.
- 10.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 10.2 and the manner of dealing with the conflict, provided that:
- (a) they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - (b) the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 10.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 10.3(a) and 10.3(b) above.

⁴⁷ CHANGE: de-gendering the articles, deletion of “he” replaced with “such Trustee”

- 10.5 The duty to deal with conflicts referred to in Article 10.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 10.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 10.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.
- 10.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

11. **Rights of Inspection**

- 11.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent (**electronically**)⁴⁸ a copy.

12. **Register of Members**

- 12.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member. **The register shall be kept in accordance with all applicable laws and data protection guidelines.**⁴⁹
- 12.2 Subject to any restrictions permitted by the Act **or any other law**⁵⁰, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act **and any other law**, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

13. **Membership**

- 13.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 13.2 Such persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.

⁴⁸ CHANGE: reducing administrative burden and cost for the GT

⁴⁹ CHANGE: bringing the AOA up to date given GDPR and other legal changes since 2015.

⁵⁰ CHANGE: as above re data protection

13.3 The Charity shall have the following classes of membership:-

- (a) Individual Members; and
- (b) CGT Members.

The Board may determine criteria for membership but are not obliged to admit any person or **corporate body**⁵¹ satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

13.4 A member which is a corporate body must, if asked, give a copy of its constitution to the Charity.

13.5 Each member which is a corporate body has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend, vote and speak at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

13.6 Members which are corporate bodies stop being members in the same way as individual members stop being members.

13.7 The Board may delegate the power to admit members.

13.8 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Charity for the purposes of the Articles or the Act.

13.9 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members including for Individual Members and CGT Members. The Board may also decide to admit honorary members. Such honorary members shall not be liable to pay any subscription fee but are entitled to all the benefits of membership.

14. **No transfer of Membership**

14.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person or corporate body.

⁵¹ CHANGE: "organisation" has been replaced by "corporate body" throughout articles 13, 14 and 15

15. **Ending of Membership**

15.1 A member stops being a member of the Charity if:

- (a) the member resigns from membership by giving notice in Writing to the Charity; or
- (b) membership is ended under Article 16; or
- (c) the member's subscription (if any) remains unpaid six Months⁵² after it is due and the Board resolves to end that member's membership; or
- (d) the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
- (e) the member dies or, in the case of a corporate body, if the corporate body ceases to function or is wound up.

16. **Removal from Membership**

16.1 The Board may terminate membership by giving the member notice in Writing.

16.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

17. **Annual General Meetings**

17.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

18. **Extraordinary General Meetings**

18.1 All general meetings except annual general meetings are called extraordinary general meetings.

⁵² CHANGE: month is a defined term so this has been capitalised

19. Calling of Extraordinary General Meetings

- 19.1 The Board may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

20. Notice of General Meetings

- 20.1 An annual general meeting or an extraordinary general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 56.4). Such notices must specify **the form of the meeting**⁵³, place date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it. **General meetings may be held at a physical location, or remotely by suitable electronic means agreed by the Board or by a combination of the two, but, however the meeting is held, all participants must be able to contribute to the meeting.**⁵⁴
- 20.2 ⁵⁵**At an annual general meeting the business usually conducted will be the election of Trustees and any new President** in place of those retiring, the election of Trustees **and Vice-Presidents** appointed to fill a vacancy since the last annual general meeting, where necessary the appointment of auditors and the fixing of the remuneration of the auditors and the receiving of the previous year's accounts.
- 20.3 ⁵⁶**For the avoidance of doubt,** where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

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⁵³ CHANGE: addition of "the form of the meeting" to account for change below

⁵⁴ CHANGE: addition of "General meetings may be held at a physical location, or remotely by suitable electronic means agreed by the Board or by a combination of the two, but, however the meeting is held, all participants must be able to contribute to the meeting" to permit flexibility for either virtual or in-person meetings, or a combination given societal change.

⁵⁵ CHANGE: addition of Presidents and Vice Presidents

⁵⁶ CHANGE: addition of "for the avoidance of doubt"

⁵⁷ CHANGE: deletion of previous wording around presidents and vice presidents which read as follows: "At an annual general meeting the Charity may also elect a President and one or more Vice-Presidents who shall hold office for a term of five years. A retiring President or Vice-President will be eligible for re-election if recommended by the Board. The positions of President and Vice-President shall be honorary only and such persons shall not become members of the Board or have the power to attend and vote at Board meetings."

21. **Quorum for General Meetings**

- 21.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 40 Individual Members and 6 CGT Members or one tenth of the CGT Membership, whichever is the greater, whether present in person or by proxy.

22. **Adjournment if no Quorum**

- 22.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.
- 22.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

23. **Chair of a General Meeting⁵⁸**

- 23.1 The Chair of the Board or the Vice-chair⁵⁹ should normally preside as chair at every general meeting of the Charity. If both are absent, or if they are not present within 15 minutes after the appointed starting time or are unwilling to take the chair, the Board shall select the chair of the meeting and in default the members at the meeting shall select a chair.

24. **Adjournment of a General Meeting**

- 24.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

25. **Voting on Resolutions**

- 25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chair of the meeting or a member, save that

⁵⁸ CHANGE: “Chair” rather than gendered “Chairman.” This is a change throughout the revised articles.

⁵⁹ CHANGE: re-worded in light of member feedback to give optionality for VC to chair, in the event the Chair is unable to, so that the meeting can continue.

no poll may be demanded on the election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.

- 25.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

26. **Proxies⁶⁰**

- 26.1 A person holding a proxy may vote on any resolution.

- 26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as **the proxy**⁶¹ thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

- 26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the

⁶⁰ CHANGE: deletion of template proxy wording to give secretary flexibility to update forms to reflect legal (and other) changes required (i.e. GDPR) provided the requirements of Article 26 are met. For reference, deleted text reads:

A proxy in the following form will be acceptable:

"I

of

*a member of The Gardens Trust hereby appoint the Chair of the Charity or if he is not present the chair of the Meeting**

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the day of and any adjournment thereof.

Signed on the day of ."

**If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair/chair of the meeting and insert the name and address of your appointee in the space that follows.*

⁶¹ CHANGE: de-gendering the articles, deletion of "he" and replaced with "the proxy"

person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

27. Declaration of chair is final

27.1 Unless a poll is demanded, the chair of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

27.2 The demand for a poll may be withdrawn.

28. When a poll is taken

28.1 Polls will be taken whenever the chair of the meeting says so in accordance with Article 25.1. Business which is not the subject of a poll may be dealt with before, during or after the poll.

28.2 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

29. Voting and Speaking

29.1 Every Individual Member including the chair of the meeting (provided the chair of the meeting⁶² is a member) has one vote within such member's⁶³ class of membership at general meetings and each CGT Member has one vote within its class of membership at general meetings. The chair of the meeting does not have a casting vote at general meetings.

29.2 Any vote will require majorities (or 75% in the case of a special resolution), of those present or voting by proxy of both the Individual Members and CGT Members, each voting in a separate class, to vote in favour of a resolution for it to pass. ⁶⁴

29.3 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns such individual⁶⁵ as auditor or reporting accountant.

⁶² CHANGE: de-gendering the articles, deletion of "he" and replaced with "the chair of the meeting"

⁶³ CHANGE: de-gendering the articles, deletion of "his" and replaced with "such member's"

⁶⁴ CHANGE: deletion of "This shall also apply to the election of the Board." at the end of this paragraph, as it serves to confuse, election to the Board requires a normal majority of 50% and not a special resolution of 75% so it is unnecessary to single it out.

⁶⁵ CHANGE: de-gendering the articles, replacement of "him" with "such individual"

29.4 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in such Trustee's⁶⁶ capacity as a member.

30. **Written Agreement to Resolution**

30.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in Writing;
- (b) in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (c) 30.1.in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (d) it may consist of two or more documents in identical form Signed by members; and
- (e) the passing of the resolution must comply with any other requirements of the law from time to time.

30.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it in accordance with the procedure set out at Article 29.2.

30.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Charity in general meeting.

31. **Management by the Board**

31.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

32. **The Keeping of Minutes**

32.1 The Board must have a record of minutes:-

- (a) of all appointments of officers by the Board;

⁶⁶ CHANGE: de-gendering the articles, replacement of "his" with "such Trustee"

- (b) of the names of the Trustees present at each of its meetings and of any committee of the Board; and
- (c) of all resolutions and proceedings at all meetings of:
 - (a) The members;
 - (b) The Board; and
 - (c) Committees of the Board.

33. The **Composition**⁶⁷ of the Board

33.1 The Board shall consist of:-

- (a) no fewer than 5 and no more than 12 persons elected by members of the Charity, such number to be determined by the Board from time to time;
- (b) not more than 4⁶⁸ additional individuals co-opted at any time by the Board in accordance with Article 37.1; and
- (c) not more than 3 **Observers**⁶⁹.

33.2 All Trustees⁷⁰ and co-optees elected in accordance with Articles 33.1(a) and 33.1(b) **must be Individual Members of the Charity.**⁷¹

33.3 **Observers are automatically entitled to attend and observe meetings of the Board by virtue of (a) their appointment to chair of or (b) being, from time to time, the delegate of such chair (provided such person is a member of the relevant organisation's board of trustees) of each of Scotland's Garden and Landscape Heritage, the Welsh Historic Gardens Trust or the Northern Ireland Heritage Gardens Trust.**⁷²

33.4 **Observers shall have no voting rights on the Board**⁷³

33.5 **An Observer may be removed by the Board from any meeting at any time**⁷⁴.

⁶⁷ CHANGE: "composition" replaces "make-up" throughout Article 35

⁶⁸ CHANGE: increased from 2 to 4 to improve Board resilience in challenging times for charities recruiting trustees, this enables the Board to plug gaps from unexpected resignations and engage enthusiasm of potential trustees early.

⁶⁹ CHANGE: deletion of "Delegate Trustees" and replaced with Observers.

⁷⁰ CHANGE: deletion of "Delegate Trustees"

⁷¹ CHANGE: deletion of "or a nominated representative of a CGT Member (who may also be an Individual Member)." as the Board feel that its trustees and co-optees should be GT members.

⁷² CHANGE: re-worded to remove automatic entitlement to directorship and replace it with observer status.

⁷³ CHANGE: previous drafting around delegate trustee timetable for appointment replaced with wording to clarify observer status.

⁷⁴ CHANGE: provisions around removal of a delegated trustee re-worded to empower Board to deal with unforeseen or unpleasant scenarios.

33.6 No person under the age of 18 may be appointed as a Trustee.

34. **Election⁷⁵ of members of the Board⁷⁶**

34.1 Subject to the limits on the number of Trustees pursuant to Article 33.1, any Individual Member may stand for election as a Trustee.

34.2 Candidates for election may (a) be recruited and recommended to the members by the Board or (b) put themselves forward for election. It shall be the duty of the Board to only recommend to the members candidates who have the requisite skills and life experiences to make a material contribution to the work of the Charity, but, for the avoidance of doubt, failure to obtain the Board's recommendation shall not prevent any member from standing for election.

34.3 Any member wishing to stand for election as a Trustee of the Charity must notify the Secretary, in writing, on or before the date falling three Months before the next annual general meeting. On or before the same date (or such later date as may be agreed by the Board) the candidate must provide the Secretary with a brief biography for sharing with members ahead of the annual general meeting and any other papers reasonably requested by the Board.

34.4 Subject to Article 34.5, Trustees shall be elected for a term of three years and shall be eligible for re-election once, with the Board's recommendation for such re-election being subject to the discharge of its duty under paragraph 34.12.⁷⁷ Again, for the avoidance of doubt, failure to obtain the Board's recommendation shall not prevent any member from standing for re-election

⁷⁵ CHANGE: "Election" not "retirement"

⁷⁶ CHANGE: this article has been changed extensively. It previously read as follows, noting that Article 34.1 is now redundant given passage of time. The changes here are required to support Board resilience in a time of increasing difficulty in recruiting trustees across the charitable sector.

34.1 *At the first and second annual general meetings following the adoption of these Articles, one-third of the Trustees shall step down. The Trustees to retire shall be those who have been longest in office, but as between persons who became Trustees on the same day those to retire shall be determined by the Board. Those Trustees retiring shall be eligible for re-election in accordance with Article 34.2.*

34.2 *Otherwise than provided in Article 34.1, a Trustee shall retire at the third annual general meeting after his last election. He shall be eligible for re-election for one further term provided that no Trustee may continue to serve after six years in office without a period of at least a year out of office. The Board may co-opt such a Trustee for such further periods as it sees fit subject to the limits set out in Article 37.2.*

For the purposes of this Article 34.1 a "year" shall mean a complete period of service between two annual general meetings.

⁷⁷ NOTE: Previously we had received concerns that "Clause 34.2, if adopted, would allow existing trustees to prevent a fellow trustee from standing for re-election, if they so wish, i.e. the 'ejected trustee' would have no ability to ask members to re-elect him/her" and whilst this is acknowledged as a risk we think it is a very unlikely scenario, and in any event, as above, existing trustees are all under a duty to act in the best interests of the GT.

34.5 Notwithstanding the maximum term of office set out in Article 34.4, the Board may recommend a Trustee for election by the members for more than two successive terms of three years if, but only if, that Trustee is either (a) an Officer or (b) a Trustee, who in the opinion of the Board is making such a significant contribution to the work of the Charity that it is in the best interests of the Charity for them to continue in office. ⁷⁸⁷⁹

35. **Change in composition of the Board**

35.1 The composition and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below five.

36. **Notification of change of members of the Board to the Registrar of Companies and Charity Commission⁸⁰**

36.1 All appointments, retirements or removals of Trustees (including co-optees)⁸¹ and the Company Secretary (if appointed) must be notified to the Registrar of Companies and Charity Commission.

37. **Filling vacancies in the Board by Co-option⁸²**

⁷⁸ NOTE: Previously we had received concerns that “Clause 34.3, if adopted, would allow existing trustees to propose themselves for repeated re-election, possibly indefinitely.” This is agreed, but only insofar as the trustee in question is an Officer or a trustee who, in the opinion of the Board, is making such a significant contribution to the Board it is in the best interests of the GT for them to continue in office. This is for the reasons set out above, being concerns for the efficiency of running such a busy organisation as the GT and concerns (and current experience) regarding recruitment for officer roles. The AoA update committee had speculated over inserting a maximum number of years but felt, given our outgoing Treasurer’s current experience, as she concludes in her eleventh year of service despite recruitment efforts, that it is difficult to place a cap on years here.

⁷⁹ NOTE: We previously received a concern about amendments here being used in a way that was a potential abuse of power, with a member asking “how GT members might be able to act if they felt those elected and, in future, also solely responsible for choosing their own successors, were no longer following the objectives of GT or actions that they supported?” The AoA Committee feel that any abuse of power is extremely unlikely. All trustees are aware of their duties to act in the best interests of the GT. In any event, any member who suspects an abuse of power by the Board or otherwise feels aggrieved by the decisions taken by the Board or the direction of the charity is entitled to call an extraordinary general meeting whenever they wish under Articles 19. They will need the support of 5% of the membership in order to call it.

⁸⁰ CHANGE: addition of “and Charity Commission” in two places for the avoidance of any doubt

⁸¹ CHANGE: addition of “co-optees” for the avoidance of any doubt

⁸² CHANGE: “Filling vacancies in the Board and Co-option” changed to “by Co-option” and 37.1 is deleted as the Board co-opts as standard to fill vacancies, and as provisions regarding appointment are duplicative/unnecessary. They are also confusing – we want to set a limit of four co-optees at any time to give us flexibility to manage Board composition throughout the year, and co-option should not be dependent on whether the maximum number of trustees under 33.1.1 has been reached. Article 37.1 read “The Board can appoint anyone as a Trustee to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting where they may be elected by the members (unless they cease to be a Trustee prior to that by virtue of Article 38 or 39). For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 33.1.1”.

37.1 The Board may co-opt up to **four**⁸³ additional persons onto the Board **at any time**⁸⁴ who shall hold office until the next annual general meeting where they may be elected by the members (unless they cease to be a Trustee prior to that by virtue of Article 38 or 39).

37.2 It shall be the duty of the Board to only recommend candidates who have the requisite skills and life experiences to make a material contribution to the work of the Charity.⁸⁵

37.3 A co-opted Trustee may be removed by the Board **at any time.**⁸⁶

37.4 Such co-optees may vote at meetings of the Board.

38. Ending of Board Membership

38.1 A Trustee ceases to hold office if **such Trustee**⁸⁷:-

- (a) becomes bankrupt or makes any arrangement or composition with **their**⁸⁸ creditors generally; or
- (b) becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011; or
- (c) is considered by the Board to have become incapable whether mentally or physically of managing **their**⁸⁹ own affairs and a majority of the other Trustees resolve that **such Trustee**⁹⁰ must cease to hold office; or
- (d) resigns the office by one **M**onth's⁹¹ notice in writing to the Charity but only if at least five Trustees will remain in office when the resignation takes effect; or
- (e) is absent from 2 consecutive meetings of the Trustees **without reasonable apologies being provided**⁹² and is asked by a majority of the other Trustees to resign; or

⁸³ CHANGE: increase from two to four

⁸⁴ CHANGE: deleted "in excess of the maximum number of Trustees set out in 33.1.1" as it makes for uncertainty, as set out in the notes above.

⁸⁵ CHANGE: introduced to align with standard practice by the Board for election of trustees

⁸⁶ CHANGE: deletion of "*and may not be co-opted more than six times. In the event that a co-opted Trustee goes on to be elected by the members, for the purposes of the maximum terms of office referred to in Article 34 his initial appointment shall be the date on which he was first co-opted.*" For aforementioned reasons of Board resilience.

⁸⁷ CHANGE: de-gendering the articles, replacement of "he" with "such Trustee"

⁸⁸ CHANGE: de-gendering the articles, replacement of "his" with "their"

⁸⁹ CHANGE: de-gendering the articles, replacement of "his" with "their"

⁹⁰ CHANGE: de-gendering the articles, replacement of "he" with "such Trustee"

⁹¹ CHANGE: Month is a defined term so this has been capitalised

⁹² CHANGE: reduced to two meetings to keep an active and engaged Board and addition of "without apologies being provided" to account for scenarios of (for example) prolonged ill-health or caring requirements

- (f) breaches **their**⁹³ duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove **them**⁹⁴ by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- (g) is removed from office under Article 39; or
- (h) is a co-opted Trustee and is removed by the Board; or
- (i) is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- (j) dies.

39. **Removal of a Trustee by a General Meeting**

- 39.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of the period of office **of such Trustee**⁹⁵ at that meeting, in accordance with the procedure set out in the Act.

40. **Meetings of the Board**

- 40.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 40.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 40.3 The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.
- 40.4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

41. **Officers of the Board**

- 41.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

⁹³ CHANGE: de-gendering the articles, replacement of “his” with “their”

⁹⁴ CHANGE: de-gendering the articles, replacement of “him” with “them”

⁹⁵ CHANGE: de-gendering the articles, deletion of “his” and re-writing “of such Trustee”

42. **Quorum for the Board**

- 42.1 The quorum necessary for business to be done at a Board meeting is five Trustees. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which **such Trustee**⁹⁶ is not entitled to vote. This is subject to Article 10.

43. **Board's Right to Act Despite Vacancies on the Board**

- 43.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

44. **A Resolution may be Approved by Signature Without a Meeting**

- 44.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

45. **Validity of Acts Done at Meetings**

- 45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that **such Trustee**⁹⁷ was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

46. **Delegation by the Board**

- 46.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it.
- 46.2 The Board may co-opt any person or people who are not Trustees to serve on a committee, but any such committee must have at least one Trustee on it at all times.
- 46.3 All acts and proceedings of a committee or Trustees must be reported to the Board at or before the next succeeding Board meeting.

47. **Chair of Committees**

- 47.1 A committee may elect a chair of its meetings if the Board does not nominate one.
- 47.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

⁹⁶ CHANGE: de-gendering the articles, replacement of "he" with "such Trustee"

⁹⁷ CHANGE: de-gendering the articles, replacement of "he" with "such Trustee"

48. **Meetings of Committees**

- 48.1 A committee may meet and adjourn whenever it chooses.
- 48.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chair of the committee meeting shall have a casting vote.
- 48.3 A committee must have minutes entered in minute books.
- 48.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

49. **Appointment and Removal of the Company Secretary**

- 49.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide **his or her** period of office, pay and any conditions of service, and may remove **him or her** from office. ⁹⁸

50. **Actions of Trustees and Company Secretary**

- 50.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.
- 50.2 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.
- 50.3 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.
- 50.4 Everything to which the Seal is affixed must be signed by two persons authorised by the Board. Where the Board has not authorised any such persons it must be:-
 - (a) signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or
 - (b) signed by a Trustee and witnessed by an independent third party.

51. **Proper Accounts must be Kept**

- 51.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

⁹⁸ CHANGE: gender equality language added

52. **Books must be Kept at the Office**

52.1 The accounts must be kept at the Office or at other places decided by the Board.

52.2 The accounts must always be open to inspection by Trustees.

53. **Inspection of Books**

53.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

54. **Accounts and Returns**

54.1 The Board must, for each financial year, send **or make available**⁹⁹ a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

54.2 Copies need not be sent to **or made available to**¹⁰⁰ a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

54.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

- (a) the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
- (b) if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

54.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

54.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

55. **Appointment of Reporting Accountants or Auditors**

55.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

⁹⁹ CHANGE: addition of "or make available" to reflect current process of making available (after notice of such) on our website for environmental reasons and the reduction of printing costs

¹⁰⁰ CHANGE: addition of "or made available to"

56. Service of Notices

56.1 The Charity may give notices, accounts or other documents to any member either:

- (a) personally; or
- (b) by delivering them or sending them by ordinary post to the member's registered address; or ¹⁰¹
- (c) if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- (d) in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which **that member**¹⁰² has given the Charity for that purpose or in accordance with Article (a), **Error! Reference source not found.**, (c) or (d) above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Charity receives no indication that they have not been received.

56.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

56.3 The Charity may assume that any e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

56.4 Where a member has **provided the Charity in Writing with consent**¹⁰³, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends

¹⁰¹ CHANGE: removal of service by fax provisions

¹⁰² CHANGE: de-gendering the articles, replacement of "he" with "that member"

¹⁰³ CHANGE: de-gendering the articles, removal of "his" and re-writing

that member a notification informing **such member**¹⁰⁴ that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

57. Accidental Omission of Notice

57.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

58. Who is Entitled to Notice of General Meetings

58.1 Notice of every general meeting must be given to:-

- (a) every member (except those members who lack a registered postal address within the United Kingdom and have not given the Charity a postal address for notices within the United Kingdom);
- (b) the reporting accountants or auditor of the Charity;
- (c) all Trustees; and
- (d) any President, **Vice President**¹⁰⁵ or other honorary position.

58.2 No one else is entitled to receive notice of general meetings.

59. Regulations

59.1 The Board may make such regulations, by-laws or standing orders as it sees fit.

These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

60. Winding-up of the Charity

60.1 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Charity and

¹⁰⁴ CHANGE: de-gendering the articles, removal of “his” and replacement with “such member”

¹⁰⁵ CHANGE: addition of “Vice-President”

which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

61. Presidents and Vice Presidents¹⁰⁶

61.1 At an annual general meeting, the Charity may also elect or re-elect:

- (a) a President who shall hold office for a term of five years; and
- (b) one or more Vice-Presidents who shall hold office for life.

61.2 Individuals eligible for election or re-election as President or Vice-President at an annual general meeting shall be recommended by the Board for either the role of President or Vice-President.

61.3 In determining eligibility for election or re-election as President or Vice-President, the Board shall consider whether the individual (among other things):

- (a) can be a trusted advocate and ambassador for the Charity, as well as someone who can raise its profile and extend its reach;
- (b) has given distinguished service to the Charity to date, and is a person of integrity and good character;
- (c) has the capacity to make a significant contribution to the achievement of the Charity's aims and objectives;
- (d) can act as a champion for the Charity, with the ability to promote the Charity and its key messages;
- (e) the ability and enthusiasm to assist with fundraising activities;
- (f) has the ability to support stakeholder engagement within the sectors in which the Charity operates;
- (g) can use their network and influence, plus their understanding of and passion for historic designed landscapes to deliver on the criteria set out in this Article 61.3 and support the Charity's continued success.

61.4 The positions of President and Vice-President shall be honorary only and whilst such persons may be invited to attend meetings of the Board or its committees from time to time and when

¹⁰⁶ CHANGE: this article is new, it replaces and expands upon the previous paragraph in Article 20. Further commentary is available in the opening memorandum.

appropriate, such persons shall not become members of the Board nor have the power to vote at Board meetings.

61.5 Persons elected to the position of President and Vice-President are, where reasonably practicable for them to do so, expected to (among other things):

- (a) regularly serve the Charity in an ambassadorial role;
- (b) support the Charity in delivering in its charitable objectives in accordance with the criteria set out for their appointment in Article 61.3;
- (c) regularly and promptly respond to requests for support from Trustees and staff with assistance;
- (d) attend general meetings of the Charity;
- (e) support the cultivation of constructive relationships with all stakeholders;
- (f) advise, if approached for advice by the Board, on the strategic direction and/or policies of the Charity;
- (g) to put name and face to press releases, where appropriate and in a form to be mutually agreed between the Charity and relevant President or Vice President;
- (h) to undertake other duties in pursuance of the charitable objectives of the Charity, in consultation with the Board.

61.6 There shall be no more than one President of the Charity in position from time to time.

61.7 There shall be no minimum and no maximum number of persons elected to the role of Vice-President at any time, and election to the role of Vice-President shall not preclude an individual from being elected to the role of President subsequently (albeit the term of their appointment shall be reduced to five years, subject to re-election).

61.8 The positions of President and Vice-President shall be unremunerated but the reasonable expenses of such persons shall be met by the Charity.

61.9 Notwithstanding any other term in these Articles, persons elected to the position of President or Vice-President may have the position removed at any time by the Board, at the Board's sole discretion.