

DEVON
HISTORIC
BUILDINGS
TRUST

since 1973

Trustee
Recruitment Prospectus

May 2018

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DEVON
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| since 1973

Patron: Lady Clifford of Chudleigh
President: William Burkinshaw

Foreword from the Chairman of the Trust

Thank you for your interest in becoming a Trustee/Director of the Devon Historic Buildings Trust. This Recruitment Prospectus provides you with brief introduction to the Trust and its objectives.

This is an exciting time for the Trust, as we build on its past and move into a new era of heritage and building conservation.

We take a great pride in our charitable vision to see our County's rich and varied built heritage restored to the highest possible standards and cared for, with sustainable long term uses.

I am sure that after reading this information you will feel encouraged to apply to become a Trustee.

Please do not hesitate to contact Mrs Debbie Parnall, Company Secretary (available to 22nd June 2018) if you would like an informal discussion before making an application, or if there is any further information you require.



Chairman of the Devon Historic Buildings Trust

Debbie Parnall, Company Secretary
haldonbelvedere@gmail.com

Devon Historic Buildings Trust, 22 Clyst Heath, Exeter, Devon EX2 7TA
01392 833846 or 07751 256 694

1. Our background

The **Devon Historic Buildings Trust (DHBT)** is a Charity, registration No. 266088 and a company limited by guarantee No. 1120119.

The Trust was formed in 1973 as a joint initiative with Devon's Conservation forum and Devon County Council for the benefit of the people of Devon.

Since its inception the DHBT has rescued 47 buildings of particular merit that might have otherwise been demolished or allowed to collapse and restored them for uses appropriate for today. Proceeds from this work were available for further acquisitions and restoration work. Over the years, with the continuing support from grant funds, supplemented by private and commercial donations and with careful stewardship, the Trust has continued with its work.

The DHBT is an independent body who hold board meetings 4 times a year and the trustees elect their own Chairman. The skills of the trustees have ranged from engineers, architect, building surveyors, solicitors with particular skills in conservation to those with a general business background to others who own historic buildings or simply have a passion for historic buildings and our built heritage. Up to 2 trustees are Councillors nominated by Devon County Council.

Examples of DHBT past projects include:

CORNHILL, OTTERY ST MARY



Located in a Conservation Area the two 18th century listed buildings were unoccupied and in a dilapidated state. The buildings were redeveloped through a formal tender process as both retail and apartments with the property sold on the open market.

38 HOLLOWAY STREET, EXETER



An important house with roots back in Elizabethan times with links to many famous families. It was in serious danger of collapse when the then owner approached the DHBT to buy the property. With financial support from Exeter City Council the property was restored to a two bedroomed house.

FORMER GUILDHALL AND POLICE STATION, TAVISTOCK



The DHBT purchased the Grade II* 19th century building which sits on the remains of the mediaeval Tavistock Abbey the Devon and Cornwall Police Authority when it became surplus to their needs. The DHBT kept them weathertight whilst the necessary support work took place to move forward the regeneration of the buildings. Now in the ownership of Tavistock Town Council, they are part of a successful HLF bid to become an interpretation centre and gateway to the UNESCO World Heritage Site.

THE GAZEBO AT THE RHS ROSEMORE, GREAT TORRINGTON



Originally the mid-18th century gazebo sat in the grounds of Palmer House in Great Torrington, a house with links to Sir Joshua Reynolds and Dr Samuel Johnson. The Grade II building was in a ruinous state and for some time there had been concerns that it should be saved. Working with RHS Rosemore it was agreed that the gazebo should be reconstructed and positioned for the public to view in the South Arboretum.

CRICKLEPIT MILL, EXETER



A mill of unknown period, but probably dates from the 15th century and had been left vacant since the 1950s. It was in a dilapidated and dangerous condition and there were demands for its demolition. The DHBT was able to complete the first and most major part of the restoration and the Devon Wildlife Trust then took over the premises and completed the final stage of the restoration.

For further examples of our past successes see the DHBT's web site www.dhbt.org.uk

2. What we do now

Currently the Trust is active in three areas:

- ❖ Looking after buildings.
- ❖ Promoting good conservation practice through the bi-annual Buildings Conservation Awards Scheme.
- ❖ Assisting in setting up conservation trusts to ensure sustainable uses of historic building – most recently in 2017 the Tavistock Heritage Trust, to work with Tavistock Town Council, the HLF and the World Heritage Site.

Buildings

Currently the Trust holds responsibility for two buildings:

HALDON BELVEDERE (LAWRENCE CASTLE), NEAR EXETER



The Trust was approached by the Stringer Lawrence Memorial Trust which was formed to safeguard the Grade II* Belvedere's future and asked to assist them acquire the additional funding to restore the near derelict building. Funds were secured through English Heritage, local authorities and public fund raising. On completion of the work in 1994, the DHBT took on the lease and now keep the building open to the public with income from it used to maintain the building and its grounds. During 2016 further grant funding from Viridor Credits was secured to redecorate the exterior and carryout necessary repairs.

MORWELLHAM CHAPEL, NEAR TAVISTOCK



An untouched example of a Methodist Chapel in a mining area. The building was redundant and unused and was rescued by the DHBT and West Devon Borough Council. It is owned by the Trust and leased to the Cornwall and West Devon Mining Landscape World Heritage Site and is open to the public as an interpretation centre.

DHBT Building Conservation Awards



In 2017 the DHBT launched the very successful bi-annual Building Conservation Awards scheme for buildings in Devon with the aim of encouraging and rewarding those who work with historic buildings using the very best conservation methods, whether the buildings are listed or are important in a townscape or landscape. To ensure that all avenues were covered the four categories enabled owners, professionals and craftsmen to submit projects to demonstrate the range of skills that create an exceptional result.

The winners were (from left to right) Ocean Studio, Royal William Yard, Plymouth; Staddon's House, Walkhampton; 9 High Street, Torrington and Coombe Court, Moretonhampstead.



3. Our Mission

Our mission is to work closely with building owners, the local or public authorities in the County, and with other bodies both public and charitable, and communities with similar aims.

The ways the Trust is able to achieve its mission are:

- ❖ By buying, leasing or otherwise acquiring buildings or land
- ❖ By selling, letting on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land
- ❖ By conceiving future viable long term use; planning, design and specification to secure the necessary consents
- ❖ By repairing, renovating, restoring, rebuilding and generally maintain and developing buildings or lands which are the subject of the Trust's primary purpose
- ❖ By making arrangements to enable the public to view and enjoy buildings which are subject of the Trust's primary purpose (whether free or at a charge)
- ❖ By publishing books on buildings which are the subject of the Trust's primary purpose or the features of especial interest of such buildings
- ❖ By undertaking or supporting research into the means of preserving old buildings; and to publish or ensure or support the publication of the results

4. Our finances

The Trust raises funds by grants from public and charitable sources, loans bequests and legacies, subscriptions, donations including Gift Aid raised for the purposes of the Trust. The Trust designates some reserves for identified future projects and restoration work, thus enabling it to respond within an appropriate timescale.

5. Staff

DHBT has a part time Company Secretary who also acts as Secretary by fulfilling the core duties of company secretary to the Directors of the Trust giving advice and guidance to the Council of Management and any committees on matters relating to finance and governance. Other duties include liaising with the Haldon Belvedere management and liaising with the various local government Conservation Officers and any other appropriate conservation body.

6. The future

In recent times there has been a substantial change in the way that heritage buildings are perceived; in the late 20th century they were often unwanted and 'restored' using inappropriate methods. Now, in the opinion of the public, they are important and have a value both visually and financially. Good practice in looking after historic buildings has also increased with an ever keener interest in researching the correct ways to maintain and rejuvenate our heritage.

The changes to the way that grant funding and support from government and local authority sources has meant that historic building trusts are having to think hard about their future direction. This includes ensuring that their Mission are still appropriate, that the way the trusts are set up and function are fit for the 21st century, and that methods of funding will be accessible.

These changes impact on the DHBT and we are currently reviewing the Articles of Association to ensure that we are in line with the Charity Commission's recommendations for a small charity and ensuring that the Trust is robust and forward thinking for the 21st century. To take us forward we are seeking new trustees with a passion for the built heritage and landscape of Devon as set out below.

The Board of Directors/Trustees (maximum 12) is responsible for the governance of the Trust with a structure of supporting working groups and committees of trustees as required ensuring the Trust meets its purpose, each reporting to the full Board. Working groups are likely to be project specific and the Board will oversee the internal audit process, monitor the performance of the external auditors and (where there are no other means) undertake periodic checks both on the Trust's financial systems and assets. The Company Secretary has the responsibility of advising that the Trust meets the requirements of Companies House and the Charity Commission. The full Board will meet four times a year with supporting working groups and committees setting their own timetable of meetings to meet their own objectives. The full Board and the supporting committees may co-opt specialist support to advise as necessary; such support is purely advisory. Trustees are expected to be active within the Trust.

To take the Trust forward we are seeking new trustees, a Treasurer and a Chairman; see Sections 10, 11 and 12 for further information.

7. Trustee Role Description

The Trustees have overall responsibility for the Trust and act as its governing body. Trustees are legally responsible for directing the affairs of the Trust, ensuring it is solvent, well run, and delivering its charitable objectives.

Trustees will not be paid, but reasonable expenses will be reimbursed from available funds. Being a Trustee will provide a challenging, rewarding and enjoyable opportunity to get involved and have an important role in shaping the future preservation, understanding of and

accessibility to the rich heritage of Devon. Applications are welcomed from people of all backgrounds, regardless of current employment status or age (as long as over 18 years).

The Articles of Association have been set up to provide a rotation of trustees to ensure that the Trust remains strong and active; see appendix A.

8. Eligibility

The law places certain restrictions on becoming a charity trustee. For example, you cannot be under the age of 18, previously have been removed from trusteeship of a charity by a Court or the Charity Commission, disqualified under the *Company Director's Disqualification Act 1986*, or been convicted of an offence involving deception or dishonesty (unless the conviction is spent).

If you are in any doubt about your eligibility, visit the Charity Commission website at www.charity-commission.gov.uk

9. Time Commitment

The minimum time commitment is estimated at the equivalent of four half days per year to attend Board meetings and the AGM. This will increase to 10 to 20 days with the necessary sub-committee or working group time, or any other special responsibility which you will be expected to take on. There will also be an expectation that you will undertake any training that may be appropriate.

It is essential that trustees stay in touch with Trust business (much of which is conducted by email) and attend meetings when required, and before making an application you should think carefully about your availability now and in the future.

10. Trustee Person Specification

Below we set out what we are looking for from prospective trustees; obviously no one will have all the skills but the one thing we look for from all prospective trustees is a love for the County's historic built environment.

Please feel free to apply even if you do not feel you meet all the criteria.

- Commitment to DHBT and its mission
- Ability to put time and effort into the Trustee role
- Good, independent judgement; impartial and fair
- Willingness to speak his/her mind
- Tact and diplomacy; respect for others
- Willingness to learn new skills; openness to new ideas
- Strategic Vision
- Creative Thinking
- Effective team member
- Excellent communication, interpersonal and advocacy skills
- Well-developed and effective networking skills in a range of contexts and situations

- Commitment to taking part in fundraising activities on behalf of the Trust and with other Trustees take responsibility for the successful delivery of fundraising activities
- Experience in one or more of the following areas will be useful:
 - Fundraising and income generation
 - Long term finance
 - Trust Governance
 - People management, team development
 - Legal knowledge
 - Business development (including change management, contract negotiations, business planning, service delivery etc.)
 - Project management
 - Marketing, public relations and communications
 - Education at all levels
 - Community engagement
 - Building design, technology and conservation

All trustees are collectively responsible for the decisions and management of the Trust. The role of the trustees is to:

- Take ultimate responsibility for directing the affairs of the Trust, and to do so with innovation, creativity, ambition and appropriate challenge.
- Ensure the Trust has a continuing clear vision, mission and strategic direction and is focused on achieving these as the Trust develops.
- Act reasonably and prudently in the best interests of the Trust, never in pursuit of personal interests or the interests of another organization, meeting the legal obligations common to all trustees.
- Act as guardians of the assets owned and managed by the Trust, both tangible and intangible, taking due care over their security, deployment and proper application.

11. Chairman

The Chairman is selected from the trustees and has the overall responsibility for leading the work of the Trust, to enable it to fulfil its purpose, providing guidance and strategic direction, ensuring the effective working of any committees/working groups, the staff and the external stakeholders/community and acting as a spokesperson and figurehead as appropriate.

Specific tasks the Chairman will undertake include a willingness to plan and prepare the committee meetings and the AGM with others as appropriate, chair committee/working group meetings as necessary ensuring a balance is struck between time-keeping and space for discussions, ensure that business is dealt with and decisions made, and that decisions, actions and deliberations are adequately minuted and implemented and monitored. The Chairman will ensure adequate support and supervision arrangements are made for staff reporting to the Board, and ensure that a successor is found before the term of office finishes.

The successful candidate should be a leader, be conversant in strategic thinking, risk management and financial analysis. Possessing tact, diplomacy and powers of persuasion along with a sense of humour are also important. Finally the Chairman should demonstrate a passion for heritage.

12. Honorary Treasurer

The Treasurer will have particular responsibility for the financial strategy and financial management of the Trust. In addition to the common duties and responsibilities of a Trustee, the responsibilities are to:

- To ensure the effective and efficient financial management of the Trust on a day-to-day basis
- Work with the Trust's accountant to present the annual audited accounts
- Work with the Company Secretary, ensure that the Trust complies with its governing document, charity and company law, and any other relevant legislation or regulation in respect of financial matters
- To ensure that the Trust applies its resources exclusively in pursuance of its charitable objectives
- To provide the Board of Trustees' meetings with relevant up-to-date financial information
- To ensure the proper and appropriate investment of the charity's funds

12. How to apply

You are invited to apply in confidence by submitting your Curriculum Vitae/personal profile together with a brief covering letter highlighting why you want to be a trustee, what you feel you can contribute with reference to the skills and experience we are seeking as set out above, and any other information which you think will help the Board. Please additionally indicate if you applying to act as Chairman, Honorary Treasurer or Trustee.

We will acknowledge receipt of your application and the Board will carry out an interview process. If successful you will be expected to sign a letter confirming you meet the requirements of the Charity Commission and Companies House.

Further information on the Trust is available on its website www.dhbt.org.uk

Your application should be sent ideally email, or by post, to arrive no later than Monday 2nd July 2018. Prospective trustees will be invited to an interview and to meet current trustees on Monday 23rd July 2018. New trustees who have been accepted by the Board will be invited to the Council of Management/Board meeting on Thursday 6th September and new trustees and the Chairman will be ratified at the AGM on Thursday 1st November 2018.

Please send your application, in confidence to:

Mrs Debbie Parnall
Company Secretary DHBT
22 Clyst Heath
EXETER EX2 7TA

Tel: 01392 833846 or 07751 256 694 *(not available by telephone 23rd June to 1st July 2018)*

Email: haldonbelvedere@gmail.com

Appendix A

THE COMPANIES ACT 1948

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DEVON HISTORIC BUILDINGS TRUST**

(Incorporated 17th June 1973)

(As Amended by Special Resolutions 11th September 1987)

(As Amended by Special Resolutions 22nd September 1997)

(As Amended by Special Resolution 28th March 1999)

(As Amended by Special Resolution 25th March 2010)

(As Amended by Special Resolution 15th October 2014)

Company No. 1120119

(Charity Reg. No. 266088)

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

DEVON HISTORIC BUILDINGS TRUST

1. The name of the Company (hereinafter called "The Trust") is DEVON HISTORIC BUILDINGS TRUST.
2. The Registered Office of the Trust will be situated in Exeter, ENGLAND.
3. The objects for which the Trust is established are as follows:-

To preserve for the benefit of the people of the County of Devon and of the nation at large whatever of the English historical, architectural and constructional heritage may exist in and around the County of Devon aforesaid in the form of buildings of particular beauty or historical, architectural, or constructional interest, or ancient monuments. And in furtherance of that object but not otherwise to do all or any of the following things:

- (a) To buy, lease, or otherwise acquire buildings or land or any estate or interest therein.
- (b) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein.
- (c) To repair, renovate, restore, rebuild and generally to maintain and develop buildings or land which are the subject of the Trust's primary purpose.
- (d) To buy or otherwise acquire furniture and other equipment for use in connection with buildings or land which are the subject of the Trust's primary purpose; and to sell, lease or otherwise dispose of any such furniture or equipment.
- (e) To make such arrangements as are necessary to enable the public to view and enjoy buildings which are the subject of the Trust's primary purpose (whether free or at a charge).
- (f) By publishing books or pamphlets or in other appropriate manner to make known to the public the existence of buildings which are the subject of the Trust's primary purpose or the features of especial interest of such buildings.
- (g) To undertake or support research into the means of preserving old buildings; and to publish or ensure or support the publication of the results of any such research.

- (h) To raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Trust; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted.
- (i) To constitute special charitable trusts for any particular purposes of the Trust; to act as Trustee of any special charitable trust for such particular purposes, whether constituted by the Trust or otherwise.
- (j) To enter into and carry out contracts.
- (k) To employ and remunerate staff; to employ and remunerate agents; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (l) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit.
- (m) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.
- (n) To make planning applications, applications for consent under bye-laws or building regulations and other like applications.
- (o) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money or make grants or loans for charitable purposes in any way connected with the purposes of the Trust calculated to further its objects.
- (p) To co-operate with any local or public authority or other body concerned to achieve the object of the Trust.
- (q) Generally, to do any things necessary to the attainment of the Trust's main object.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property, the Council of Management of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science over such Council of Management but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust whensoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum 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 of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council of Management except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such a member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon winding up or dissolution of the Trust 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 Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and 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 Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust 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.
8. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Independent examiners.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

DEVON HISTORIC BUILDINGS TRUST

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948
These Presents	These Articles of Association and the regulations of the Devon Historic Buildings Trust from time to time in force.
The Trust	The above named Devon Historic Buildings Trust.
The Council	The Council of Management for the time being of the Trust.
The Devon County Council	The existing County Council for the Administrative County of Devon until 1st April 1974 and thereafter the Council for the County of Devon constituted under the Local Government Act 1972.
The Office	The Registered office of the Trust.
Seal	The Common Seal of the Trust.
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust, shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Trust proposes to be registered is Eight but the Council may from time to time register an increase of members.
3. The provisions of Section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and other such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

MEMBERS

6. The following persons and none others shall be members of the Trust:-
 - (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof.
 - (B) Such other persons or corporations as may desire to be admitted to membership and who may be elected by the Council to be members of the Trust.

In these presents the expression "Corporation" shall be deemed to include any body corporate, any county, local or other public authority and any unincorporated association whom the Council may elect to membership.

7. Any election of a person to be a member of the Trust under the provisions of Articles 6 Sub-Article (B) shall conform to the following regulations and conditions:-
 - (1) Such persons must be proposed for election by a member of the Council and fourteen days notice shall be given to the members of the Council of the meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the member of the Council proposing such person.
 - (2) Such person must sign and deliver to the Trust an application for admission to membership framed in such terms as the Council shall require.

In the event of such person being elected in accordance with the above regulation he shall be entered as a member of the Trust on the register.

8. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members.
9. If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member.

GENERAL MEETINGS

10. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint Provided that so long as the Trust shall hold its First Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default may be convened by such requisitionists as provided by Section 132 of the Act.

13. Subject to the provisions of Section 141 (2) of the Act relating to Special Resolutions and to the provisions of Section 133 of the Act relating to Annual General Meetings, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and the independent examiners, to elect members of the Council in place of those retiring and also additional members of the Council and to elect Independent examiners and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special.
15. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than five members personally present.
16. If within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
17. The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth of the total voting rights of all the members having the right to vote at the meeting, and, unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

VOTES OF MEMBERS

24. Every member shall have one vote.
25. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.

(b) Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representatives shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representatives which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of a corporation may vote on a show of hands. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
28. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, at least forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms if an instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting.
30. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:-

"Iof"

a member of Devon Historic Buildings Trust (hereinafter called "the Trust") and entitled to one vote, hereby appointof

another member of the Trust, and failing himof

another member of the Trust to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Trust to be held on the day of

..... and at any adjournment thereof. As Witnessed my hand this day of20.. ".

COUNCIL OF MANAGEMENT

31. The affairs of the Trust shall be managed by the Council of Management. The number of members of the Council shall be not less than nine or more than twenty-one, unless otherwise determined by the Trust at an Annual General Meeting, and of the total number of the Council existing at any one time not less than **two** shall be entitled to be nominated by the Devon County Council.
32. The members of the Council shall be:-
- (A) The Subscribers to the Memorandum of Association and
 - (B) Such other persons (being members of the Trust or nominated representatives of a Corporation) as shall from time to time be elected thereto by the Council or by the members of the Trust in General Meeting.

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association), shall be eligible for membership of the Council.

PROCEEDINGS OF THE COUNCIL

33. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business.
- Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
34. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon several members of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting.
35. The Council shall elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present. The Chairman shall be elected for a term of 3 years. If no Chairman has been elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or shall not be willing to preside, the members of the Council shall choose one of their members to be Chairman of the meeting.
36. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.
37. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
38. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

39. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
40. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

POWERS OF THE COUNCIL

41. The management of the business and the control of the Trust shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition, have a second or casting vote.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.
43. The Council may at any time appoint any person or any nominated representative of a Corporation to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of members presented by these presents). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

PARTICULAR POWERS OF THE COUNCIL

44. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:
- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto.
 - (2) To purchase or otherwise acquire for the Trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
 - (3) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Trust, present or future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.

- (4) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds, debentures or other securities of the Trust.
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by Mortgage or charge of all or any of the property and rights of the Trust or in such manner as they may think fit.
- (6) To appoint and at their discretion, remove or suspend such office and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust.
- (8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards.
- (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust.
- (10) To determine who shall be entitled to sign on the Trust's behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents.
- (11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 141 of the Act.
- (12) To pay any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council of Management knew to be a breach of trust or breach of duty or which was committed by the members of the Council of Management in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Council of Management in their capacity as Trustees.

ROTATION OF MEMBERS OF THE COUNCIL

45. At the first Annual General Meeting of the Trust all the members of the Council other than those entitled to be nominated by the Devon County Council under Article 31 shall retire from office, and at the Annual General Meeting in every subsequent year one-third of such members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
46. The members of the Council to retire in every year in accordance with the preceding Article shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

47. A retiring member of the Council shall be eligible for re-election.
48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
49. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council at any general meeting unless, not less than seven nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
50. The Trust may from time to time by ordinary resolution increase or reduce the number of members of the Council, and subject to Article 31 may also determine in what rotation the increased or reduced number is to go out of office.
51. The Trust may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member.
52. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 43 the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected as a member.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

53. The office of a member of the Council shall be vacated:-
 - (A) If he becomes bankrupt or insolvent or compounds with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he (a member of the Council) be convicted of an offence, the commission of which, could bring the Trust into disrepute.
 - (D) If he is requested in writing by a majority of the other of his fellow members of the Council to resign.
 - (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office.
 - (F) If he ceases to be a member by virtue of Section 185 of the Act.
 - (G) If he fails to attend any meeting of the Council for a consecutive period of 12 months unless before the expiration of that period the Council has approved the reason for his absence.
 - (H) If being the nominated representative of a Corporation he ceases to be its nominated representative.
54. A member of the Council who is in any way, whether directly or indirectly interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a

Meeting of the Council, and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof.

SECRETARY

55. The Secretary shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The provisions of Sections 177 and 179 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting.

THE SEAL

56. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of two members of the Council and of the Secretary or such person other than the Secretary as the Council may appoint for the purpose and such members of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INCOME OF THE TRUST

57. The income of the Trust shall be applied solely towards the promotion of all or any of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to Trustees to be applied by them for the advancement of the main object of the Trust in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit.

ACCOUNTS

58. The Council shall cause proper books of account to be kept:-
- (a) Of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place.
 - (b) Of all sales and purchases of property and goods by the Trust.
 - (c) Of the assets and liabilities of the Trust.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transactions.

59. The books of account shall be kept at the office, or subject to Section 147(3) of the Act, at such other place or places as the Council may determine, and shall always be open to the inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Trust or any of them shall be open to the inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such Resolution as aforesaid.

60. At the Annual General Meeting in every year the Council shall lay before the Trust an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Trust, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Trust at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Independent examiners. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting together with a copy of the independent examiners report, shall twenty one clear days previously to such meeting be sent to the independent examiners and every member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

APPOINTMENT OF INDEPENDENT EXAMINERS

61. An independent examiner shall be appointed to examine the accounts every year in accordance with the requirements of the Charity Commission.

NOTICES

62. A notice may be served by the Trust upon any member either personally or by sending it through the post addressed to such member at his registered address.
63. No member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any member whose registered address is not within the United Kingdom may by notice in writing require the Trust to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the office and shall remain there for the space of forty eight hours, and such notice shall be deemed to have been received by such member at the expiration of twenty four hours from the time when it shall have been so first displayed.
64. Any notice if served by post shall be deemed to have been served at the expiration of twenty four hours after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General.

DISSOLUTION

65. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.