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**RULES OF LETCHWORTH GARDEN  
CITY HERITAGE FOUNDATION**

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**HEMPSONS**

**Hempsons House**

**40 Villiers Street**

**London WC2N 6NJ**

**Tel: 020 7839 0278**

**Fax: 020 7839 8212**

**E-mail: [london@hempsons.co.uk](mailto:london@hempsons.co.uk)**

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# Rules of

## Letchworth Garden City Heritage Foundation

**Letchworth  
Garden City**  
Heritage Foundation

### NAME

- 1 The name of the Foundation shall be Letchworth Garden City Heritage Foundation.

### OBJECTS

- 2 The objects of the Foundation shall be to carry on for the benefit of the local community of Letchworth Garden City (“the local community”) the industry business or trade of:
  - 2.1 promoting the preservation of buildings and other environmental features of beauty or historic interest within Letchworth Garden City.
  - 2.2 providing or assisting in the provision of facilities for the recreation or other leisure activity of the local community in the interests of social welfare with the object of improving their conditions of life.
  - 2.3 promoting the advancement of education and learning within Letchworth Garden City.
  - 2.4 promoting the relief of poverty and sickness within Letchworth Garden City.
  - 2.5 supporting any charitable organisation having an office or branch in Letchworth Garden City.
  - 2.6 promoting any other charitable purposes for the benefit of the local community.

### POWERS

- 3 The Foundation has power to do anything which furthers its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
  - 3.1 to co-operate with other bodies and persons and to exchange information and advice with them;
  - 3.2 to establish or support any body formed for any of the charitable purposes included in the Objects;

- 3.3 to act as trustees of and execute any charitable trusts which may lawfully be undertaken by the Foundation and to establish, undertake, superintend or administer any charitable fund for the benefit of the local community and to support any such charitable fund;
- 3.4 to acquire, undertake, perform and discharge so far as may lawfully be done the assets, undertakings, duties, obligations and functions of any other body having objects similar to those of the Foundation;
- 3.5 to purchase, hire, take on lease or in exchange or otherwise acquire any property whether real or personal or any estate or interest therein and to construct, maintain and alter any buildings or erections;
- 3.6 to sell, lease, let or hire, manage, turn to account or otherwise carry on any business or undertaking in connection with property belonging to the Foundation;
- 3.7 to raise funds provided that, in doing so, the Foundation must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- 3.8 subject to rule 104, to borrow money and to charge the whole or any part of the property belonging to the Foundation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 3.9 to acquire any other charity;
- 3.10 to enter into any partnership or joint venture arrangement with any body;
- 3.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.12 to employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Foundation. The Foundation may employ or remunerate a Trustee only to the extent it is permitted to do so by rules 9 to 16 and provided it complies with the conditions in those rules;
- 3.13 to:
  - 3.13.1 (subject to rule 110) deposit or invest funds;
  - 3.13.2 engage a professional fund manager and to delegate the management of investments to such a manager; and
  - 3.13.3 arrange for the investments or other property of the Foundation to be held in the name of a nominee;
- 3.14 to provide indemnity insurance for the Trustees in accordance with rule 6;
- 3.15 to enter into contracts to provide services;

- 3.16 to establish or acquire subsidiary companies;
- 3.17 to make donations or grants or loans;
- 3.18 to petition for any Royal Charter or to apply for, promote and obtain any Act of Parliament, Order or Licence of the Secretary of State or other authority for the purpose of promoting all or any of the Objects or of enabling the Foundation or any associated body to carry any of its Objects into effect.

#### **APPLICATION OF INCOME AND PROPERTY**

- 4 The income and property of the Foundation shall be applied solely towards the promotion of the Objects.
- 5 A Trustee is entitled to be reimbursed from the property of the Foundation or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Foundation.
- 6 A Trustee may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7 A Trustee and any other Officer may receive an indemnity from the Foundation in the circumstances specified in rule 116.
- 8 None of the income or property of the Foundation may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any governor. This does not prevent a governor who is not also a Trustee, or a Connected Person to a governor who is not also a Trustee,:
  - 8.1 receiving a benefit from the Foundation in the capacity of a beneficiary of the Foundation; or
  - 8.2 receiving reasonable and proper remuneration for any goods or services supplied to the Foundation; or
  - 8.3 receiving reimbursement from the property of the Foundation of reasonable expenses properly incurred by him when acting on behalf of the Foundation; or
  - 8.4 receiving interest on money lent to the Foundation at a reasonable rate; or
  - 8.5 receiving rent for premises let by the governor or Connected Person to him to the Foundation if the amount of the rent and other terms of the lease are reasonable; or
  - 8.6 entering into a tenancy, licence or lease granted by the Foundation, or being interested in such an existing tenancy, licence or lease.

These rules do not prevent payment of funds for the purposes of the Objects to be administered by North Hertfordshire District Council or Hertfordshire County Council or (if applicable) the Unitary Authority.

## **BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

- 9** No Trustee or Connected Person may:
- 9.1 buy or receive any goods or services from the Foundation on terms preferential to those applicable to members of the public;
  - 9.2 sell goods, services, or any interest in land to the Foundation;
  - 9.3 be employed by, or receive any remuneration from, the Foundation;
  - 9.4 receive any remuneration from a Subsidiary of the Foundation for services provided by him in his capacity as a director of that Subsidiary or under a contract of employment except for the reimbursement of reasonable expenses properly incurred by him in carrying out his duties as a director;
  - 9.5 receive any other financial benefit from the Foundation, unless the payment is permitted by rules 10 to 16.
- 10** A Trustee or Connected Person may receive a benefit from the Foundation in the capacity of a beneficiary of the Foundation provided that a majority of the Trustees do not benefit in this way in any financial year of the Foundation.
- 11** Subject to rule 16, a Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, or of goods alone to the Foundation.
- 12** A Trustee or Connected Person may receive interest on money lent to the Foundation at a reasonable rate.
- 13** A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Foundation if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 14** A Trustee or Connected Person may enter into a tenancy, licence or lease granted by the Foundation, or be interested in such an existing tenancy, licence or lease.
- 15** A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Foundation on the same terms as members of the public.

- 16** The Foundation and the Trustees may only rely on the authority provided by rule 11 if each of the following conditions is satisfied:
- 16.1 the amount or maximum amount of the payment for the services or goods is set out in an agreement in writing between:
    - 16.1.1 the Foundation; and
    - 16.1.2 the Trustee or Connected Person supplying the services or goods (“the supplier”) under which the supplier is to supply the services or goods in question to or on behalf of the Foundation.
  - 16.2 the amount or maximum amount of the payment for the services or goods does not exceed what is reasonable in the circumstances for the supply of the services or goods in question.
  - 16.3 the other Trustees are satisfied that it is in the best interests of the Foundation to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Board of Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of doing so.
  - 16.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of services or goods to the Foundation.
  - 16.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - 16.6 the reason for their decision is recorded by the Trustees in the minute book.
  - 16.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by rule 9.
  - 16.8 Rule 16 does not authorise any remuneration for services provided by a person in the person’s capacity as a charity trustee of the Foundation or under a contract of employment with the Foundation.

## **GOVERNORS**

- 17** The governors of the Foundation are:
- 17.1 North Hertfordshire District Council (unless there is a Unitary Authority);
  - 17.2 Hertfordshire County Council (unless there is a Unitary Authority);
  - 17.3 the Unitary Authority (if applicable);
  - 17.4 up to 14 General Governors;

- 17.5 up to 8 Nominated Governors;
- 17.6 up to 6 Elected Governors.
- 18** To be eligible as a governor (except for North Hertfordshire District Council, Hertfordshire County Council or the Unitary Authority) a person must be:
  - 18.1 aged eighteen years or older;
  - 18.2 an individual.
- 19** A governor shall be a person whose name is entered in the register of governors.
- 20** Each governor shall hold one share only in the Foundation.

### **SHARE CAPITAL**

- 21** The share capital of the Foundation shall be raised by the issue of shares. Each share has the nominal value of one pound.
- 22** Shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall not be held jointly.
- 23** When a governor ceases to be a governor or is expelled from the Foundation the share of that governor shall be cancelled and the amount paid up on that share shall become the property of the Foundation.
- 24** Each share shall carry one vote.

### **GENERAL GOVERNORS**

- 25** General Governors shall be admitted by the Board of Trustees in accordance with the Regulations. Subject to these rules, the Regulations may prescribe eligibility criteria and procedures for application and admission for General Governors.
- 26** No person shall be admitted as a General Governor unless following the admission of such person the total number of other Governors shall be greater than the total number of General Governors.

### **NOMINATED GOVERNORS**

- 27** A person may be nominated as a Nominated Governor in respect of each of the following interests (an "Interest") within Letchworth Garden City:
  - 27.1 the preservation of buildings and other items of historical interest;
  - 27.2 the preservation of the environment;
  - 27.3 artistic and cultural activities;

- 27.4 sporting activities;
  - 27.5 recreational and leisure activities;
  - 27.6 social welfare and the relief of poverty;
  - 27.7 education; and
  - 27.8 health.
- 28** The Board of Trustees shall recognise in respect of each Interest in accordance with the Regulations corporate bodies, other organisations and groups of persons for the purpose of nominating the Nominated Governor for that Interest and may in accordance with the Regulations withdraw such recognition.
- 29** The Nominated Governor for each Interest shall be nominated by the Nominating Bodies recognised by the Board of Trustees for such Interest in accordance with the Regulations.
- 30** Subject to these rules, the Regulations may prescribe criteria for the recognition of Nominating Bodies and eligibility criteria, and procedures for application and nomination, for Nominated Governors.
- 31** The Foundation shall keep a copy of the list of the names of Nominating Bodies for the time being recognised available for inspection at the registered office during the normal opening hours of that office.

## **ELECTED GOVERNORS**

- 32** The Regulations may prescribe criteria for the nomination and qualification of candidates for Elected Governors.
- 33** The procedure for, and manner of, inviting applications for Elected Governors shall be set out in the Regulations which shall prescribe the closing date for applications.
- 34** If by the relevant closing date for applications there are six or fewer eligible candidates for election as Elected Governors those persons shall be deemed elected as Elected Governors.
- 35** If by the relevant closing date for applications there are more than six eligible candidates for election as Elected Governors the Elected Governors shall be elected in accordance with the procedures set out in the Regulations.
- 36** The electorate for the elections referred to in rule 35 shall be:
- 36.1 all those persons whose names and addresses appear on such register of local government electors as defined in the Regulations for any of the parishes contained within Letchworth Garden City; and



36.2 any other persons eligible to vote in the elections under rule 35 as defined in the Regulations.

**37** Any vacancy in respect of an Elected Governor elected under rule 36 shall be filled by the unsuccessful applicant (if any) polling the next largest number of votes in the previous election. If such applicant shall at such time be unable or notify the Secretary that he is unwilling to become an Elected Governor, the vacancy shall be filled by the unsuccessful applicant polling the next largest number of votes and so on until the vacancy shall be filled. If two or more unsuccessful applicants who would be entitled to be admitted to governorship pursuant to this rule have polled the same number of votes then the Secretary shall decide by drawing lots which of those unsuccessful applicants shall be admitted to governorship. A vacancy shall not be filled by such an applicant who notifies the Secretary that he is unwilling to become an Elected Governor. If a vacancy shall arise and there shall be no person who pursuant to this rule shall be eligible and willing to be admitted as an Elected Governor, the vacancy shall remain unless and until filled by the next election for Elected Governors.

#### **ISSUE OF SHARE**

**38** Every applicant for governorship (except a retiring governor who is seeking re-admission, re-nomination or re-election) shall forward to the registered office the sum of one pound (which shall be returned to him if he is not admitted, nominated or elected as a governor).

**39** Upon admission, nomination or election the name of the governor and the other necessary particulars shall be entered in the register of governors and one share in the Foundation shall be issued to the governor.

#### **TERM OF OFFICE OF GOVERNORS**

**40** A Nominated Governor and General Governor shall hold office for a term of five years from the date of his nomination or admission, at the end of which he shall retire and may be re-nominated or re-admitted as a Nominated Governor or General Governor for one further consecutive term only of five years

**41** An Elected Governor shall take office from 1<sup>st</sup> October ("Election Date") immediately following his election and shall hold office until the fifth anniversary of his Election Date when he shall retire and (if eligible) may stand for re-election as an Elected Governor for one or more further terms expiring on the fifth anniversary of his Election Date.

**42** After serving two consecutive terms as a governor pursuant to rule 40 (whether as a General Governor or Nominated Governor), he shall not be eligible for re-admission or re-

nomination as a General Governor or Nominated Governor until two years have elapsed. A person who has held office as a General Governor or Nominated Governor may (if eligible) at any time stand for election as an Elected Governor.

- 43** Notwithstanding any other rules, the governors (excluding North Hertfordshire District Council and Hertfordshire County Council) in office immediately after registration of these rules shall hold office as governor for the period set out in the Regulations which shall specify (if they are a General Governor or Nominated Governor) whether they are eligible to be re-admitted or re-nominated as a General Governor or Nominated Governor for a second consecutive term.

## **TERMINATION OF GOVERNORSHIP**

**44** A governor (not being a local authority) shall cease to be a governor if:

44.1 he dies; or

44.2 he is expelled under rule 45; or

44.3 he withdraws from the Foundation by giving written notice to the Secretary (but only if the number of governors necessary for a quorum at a general meeting will remain in office when the notice of withdrawal is to take effect); or

44.4 he becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his creditors; or

44.5 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity; or

44.6 he is convicted of an indictable offence, which is not, or cannot be, spent; or

44.7 he is removed as a Trustee pursuant to rule 78; or

44.8 (being an elected Governor) he ceases to comply with any residency qualifications for candidates for Elected Governors as may be set out in the Regulations.

## **45**

45.1 A governor may be removed from office by a resolution of the governors carried by two-thirds of the votes given at an annual or a special general meeting of which notice has been given specifying the intention to propose the resolution. A resolution to remove a governor in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the

circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that general meeting.

- 45.2 A person expelled from governorship shall cease to be a governor on the day at which the resolution to expel him was carried under rule 45.1.
- 45.3 No person who has been expelled from governorship or removed as a Trustee pursuant to rule 78 shall be re-admitted, re-nominated or re-elected as a governor except by a resolution carried by the votes of two-thirds of the governors present in person and voting on a poll at any general meeting of which notice has been duly given.
- 46 Each of North Hertfordshire District Council and Hertfordshire County Council shall cease to be a governor on the establishment of the Unitary Authority.

#### **REPRESENTATIVES OF LOCAL AUTHORITIES**

- 47 North Hertfordshire District Council, Hertfordshire County Council or the Unitary Authority, which is a governor, may by serving written notice on the Foundation appoint and revoke the appointment of any person it thinks fit (provided he is not a governor) as its representative who shall during the continuance of his appointment be entitled to exercise at any general meeting of the Foundation all such rights and powers as the council appointing him could exercise if it were an individual person.

#### **GENERAL MEETINGS**

- 48 The Foundation shall within six months after the close of each financial year of the Foundation hold a general meeting which shall be called the annual general meeting.
- 49 The functions of the annual general meeting shall be:
- 49.1 to receive the annual report and accounts referred to in rule 120;
- 49.2 to appoint the Auditor pursuant to rule 118.3;
- 49.3 to transact any other general business of the Foundation set out in the notice convening the meeting in respect of which powers are expressly reserved to the governors by these rules or statute.
- 50 All general meetings other than annual general meetings shall be called special general meetings and shall be convened either upon an order of the Chair or the Board of Trustees or upon a written requisition signed by not less than six of the governors stating the business for which the meeting is to be convened. If within fourteen days after delivery of a requisition to the Foundation a meeting is not convened, the governors who have signed the requisition may convene a meeting in the manner provided for in rule 51. A special general

meeting shall not transact any business which is not set out in the notice convening the meeting.

## **NOTICE OF GENERAL MEETINGS**

- 51** A general meeting shall be called by at least 14 clear days' notice given to every governor. The notice shall state whether the meeting is an annual general meeting or special general meeting, the time, date and place of the meeting, and the general nature for the business for which it is convened.
- 52** A general meeting may be called by shorter notice if it is so agreed in writing by not less than 75 percent of the governors having the right to attend and vote at the meeting.
- 53** The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 54** No business shall be transacted at any general meeting of the Foundation unless a quorum of governors is present. Six governors shall form a quorum.
- 55** If within 30 minutes from the time appointed for the holding of a general meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of governors, shall be dissolved. In any other case, it shall be adjourned to such day, time and place as the Chair, or the Board of Trustees, shall appoint. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for holding the meeting, the governors present shall be a quorum.
- 56** The Chair shall preside as a chair at every general meeting of the Foundation or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chair (if any) shall, if present and willing to act, preside as chair failing which the governors present shall elect one of their number (who must be a Trustee if any Trustee is present and willing to act) to be chair of that meeting.
- 57** The chair of any general meeting 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 business which might properly have been transacted at the meeting had the adjournment not taken place.
- 58** When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general

nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

## **VOTING AT GENERAL MEETINGS**

- 59** Except where statute or these rules require a higher majority, a resolution of the governors at a general meeting is passed by a simple majority of the governors who, being entitled to do so, vote on the resolution at the meeting.
- 60** Subject to the provisions of these rules or of any statute, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon a show of hands.
- 61** On a show of hands every governor present in person, and on a poll every governor present in person, shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 62** Unless a poll is demanded, a declaration by the chair of the meeting that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry made to that effect in the book containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 63**
- 63.1 A poll may be demanded, either before or immediately after a vote by show of hands, by not less than one-tenth of the governors present at the meeting or may be directed by the chair of the meeting. A demand or direction for a poll may be withdrawn.
- 63.2 If a poll be demanded or directed it shall be taken at such time and in such manner as the chair of the meeting shall direct. The result of such a poll shall be deemed to be the resolution of the Foundation in general meeting.
- 63.3 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 64** No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

## **CHARITY TRUSTEES**

**65** The Trustees are charity trustees as defined by section 177 Charities Act 2011 as the persons having the general control and management of the administration of the Foundation.

## **BOARD OF TRUSTEES**

**66** The Board of Trustees shall consist of:

66.1 one individual nominated as a Trustee by the Hertfordshire County Council (unless there is a Unitary Authority) (“County Council Trustee”);

66.2 one individual nominated as a Trustee by the North Hertfordshire District Council (unless there is a Unitary Authority) (“District Council Trustee”);

66.3 (if there is a Unitary Authority) one individual nominated as a Trustee by the Unitary Authority (“Unitary Authority Trustee”);

66.4 not less than 5 and not more than 10 Trustees elected by the governors.

**67** Only governors shall be eligible to be elected Trustees except that the County Council Trustee, the District Council Trustee (or, if applicable, the Unitary Authority Trustee) need not be governors.

**68** No one may be elected or nominated a Trustee if he would be disqualified from holding office under the provisions of rule 77.

## **ELECTION AND NOMINATION OF TRUSTEES**

**69** The Trustees (other than the County Council Trustee, District Council Trustee and (if applicable) the Unitary Authority Trustee) shall be elected by the governors in accordance with the Regulations (which may provide for election by postal or electronic ballot). The Regulations may set out eligibility criteria and procedures for the nomination of such Trustees.

**70** The County Council Trustee shall be appointed by Hertfordshire County Council serving written notice on the Foundation in the form prescribed in the Regulations.

**71** The District Council Trustee shall be appointed by North Hertfordshire District Council serving written notice on the Foundation in the form prescribed in the Regulations.

**72** The Unitary Authority Trustee shall be appointed by the Unitary Authority serving written notice on the Foundation in the form prescribed in the Regulations.

- 73** In the event that at any time there shall be no County Council Trustee or no District Council Trustee (or, if applicable, no Unitary Authority Trustee) the remaining Trustees may continue to act and exercise all the powers of the Board of Trustees.

#### **TERM OF OFFICE OF TRUSTEES**

- 74** A Trustee (other than a County Council Trustee, District Council Trustee or Unitary Authority Trustee) shall hold office for a term of three years from the date of his election, at the end of which he shall retire, and be eligible for re-election for one only further term of three years.
- 75** Unless removed earlier under rule 77.12 a County Council Trustee, District Council Trustee or Unitary Authority Trustee shall hold office for a term of one year from the date of his appointment, at the end of which he shall be eligible for re-appointment for one or more further terms of one year.
- 76** Notwithstanding any other rules, the Trustees in office immediately after registration of these rules shall hold office as Trustees, and as applicable the Chair, for the period set out in the Regulations which shall specify whether they are eligible to be re-elected or re-nominated as a Trustee.

#### **DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES**

- 77** The office of a Trustee shall be vacated if:
- 77.1** he ceases to be a governor (except where on retirement he is immediately re-elected, re-nominated or re-admitted as a governor);
- 77.2** he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- 77.3** he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 77.4** (being a County Council Trustee) Hertfordshire County Council ceases to exist;
- 77.5** (being a District Council Trustee) North Hertfordshire District Council ceases to exist;
- 77.6** (being a County Council Trustee or District Council Trustee) the Unitary Authority is established;
- 77.7** (being a Unitary Authority Trustee) the Unitary Authority ceases to exist;

- 77.8 by notice in writing to the Foundation he resigns his office (but only if the number of Trustees necessary for a quorum at a Board of Trustees' meeting will remain in office when the notice of resignation is to take effect);
- 77.9 he is disqualified from acting as a charity trustee or director of a company, or a member of a committee or officer of a society registered under the Act, under any statute or ceases to hold office by virtue of any statute or is prohibited by law from holding office;
- 77.10 he has been convicted of an indictable offence which is not, or cannot be, spent;
- 77.11 he is removed from office pursuant to rule 78;
- 77.12 (being a County Council Trustee, District Council Trustee or Unitary Authority Trustee) he ceases to be a councillor, officer or employee of the authority which appointed him a Trustee and is removed from office by written notice to the Foundation from that authority.
- 78** A Trustee may be removed from office by a resolution of the Board of Trustees at a meeting. A resolution to remove a Trustee in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that meeting.

## **CHAIR AND VICE CHAIR**

- 79** The Board of Trustees shall elect from their number a Chair and Vice Chair.
- 80** The Chair or Vice Chair shall hold office for a term of one year from the date of his election, at the end of which he shall retire but be eligible for re-election for one or more further terms of one year.
- 81** The Chair or Vice Chair shall vacate office if:
- 81.1 he ceases to be a Trustee; or
- 81.2 he is removed by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting for which the notice calling the meeting specified such a resolution.

## **POWERS OF THE BOARD OF TRUSTEES**

- 82** Subject to the provisions of the Act and the rules, the business of the Foundation shall be managed by the Board of Trustees who may exercise all the powers of the Foundation. No amendment of the rules shall invalidate any prior act of the Board of Trustees which would have been valid if that amendment had not been made. The powers given by this rule shall not be limited by any special power given to the Board of Trustees by the rules and a



meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.

**83** Without prejudice to the general powers conferred on the Board of Trustees by these rules it is hereby expressly declared that the Board of Trustees may exercise the following powers:

83.1 to purchase, sell, build upon, lease, manage, mortgage or exchange any property or land, enter into any charge of the whole or any part of the undertaking property and assets of the Foundation both present and future, and to enter into any contracts and settle the terms thereof;

83.2 to compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Foundation;

83.3 to determine from time to time the terms and conditions upon which the property of the Foundation is to be let, leased or sold, and to make, revoke, and alter and at all times enforce as it thinks fit such terms and conditions;

83.4 to appoint and remove all solicitors, architects, surveyors, consultants and employees of every description;

83.5 to pay all such expenses, including travelling expenses, as are properly incurred by any Trustee in the execution of his duties;

83.6 subject to rule 104, to borrow or raise money for the purposes of the Foundation on such security as may be thought fit subject to such consents as may be required by law;

83.7 to determine from time to time the terms and conditions upon which the Foundation encourages and gives advice on the running of such societies and other charitable organisations concerned with matters connected with the objects of the Foundation;

83.8 to exercise the Foundation's powers under rule 3;

83.9 to affiliate the Foundation to any appropriate advisory, supervisory, trade or other organisation and pay an appropriate fee thereto.

**84** A receiver appointed by a mortgagee may assume such powers of the Board of Trustees as he deems to be necessary to carry out his duties.

#### **LIMITED POWERS OF THE GOVERNORS**

**85** The governors can only exercise the powers of the Foundation expressly reserved to them by these rules or by statute.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 86** Subject to these rules, the Board of Trustees may regulate their proceedings as they think fit, including what notice is required of a meeting of the Board of Trustees.
- 87** Unless otherwise resolved by the Board of Trustees, the Trustees shall meet at least six times each calendar year.
- 88** The Chair or Vice Chair may, and on the request of two Trustees shall, at any time call a meeting of the Board of Trustees.
- 89** The quorum necessary for the transaction of business of the Board of Trustees shall be five Trustees or at least 60% of the total number of Trustees (whichever is the lesser).
- 90** Questions arising at any Board of Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 91** The Chair shall be entitled to preside at all meetings of the Board of Trustees. If there shall be no Chair or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice Chair shall act as chair of the meeting and if no Vice Chair is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.
- 92** Any of the Trustees, or any member of a committee of the Trustees, can take part in a Board of Trustees meeting or committee meeting by way of a:
- 92.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
- 92.2 series of video conferences or conference telephone calls from the Chair.
- Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Board of Trustees decides otherwise.
- 93** The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of arranging an election by the governors to fill the vacancies in accordance with rule 69 but not for any other purpose.

- 94** A resolution in writing sent to all Trustees or all members of a committee and signed or approved (including without limitation by Electronic Means) by a simple majority of all the Trustees or by a simple majority of all members of the committee entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by Electronic Means by one or more persons.
- 95** All acts bona fide done by any meeting of the Board of Trustees, or of any committee of the Board of Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:
- 95.1 who was disqualified from holding office;
- 95.2 who had previously retired or who had been obliged by these rules to vacate office;
- 95.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees, or a majority of the members of the committee, at a quorate meeting.
- 96** Rule 95 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Board of Trustees or of a committee of the Board of Trustees if, but for rule 95, the resolution would have been void, or if the Trustee has not complied with rule 97.

## **DECLARATION OF TRUSTEES' INTERESTS**

- 97** A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest). A Trustee absenting himself from any discussions in accordance with this rule must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.
- 98** A Trustee shall be deemed not to have an interest or conflict of interest for the purposes of rule 97 by virtue of being a member of the committee or board of management, director,

member or officer of Letchworth Cottages and Buildings Limited or a Subsidiary of the Foundation.

## **COMMITTEES OF THE BOARD OF TRUSTEES**

- 99** The Board of Trustees may delegate any of its powers or functions to committees of the Board of Trustees or to Officers, which shall be governed by written terms of reference determined by the Board of Trustees which the Board of Trustees may alter at any time. The Board of Trustees may revoke any delegation under this rule.
- 100** All acts and proceedings of such committee or of such officers shall be reported promptly to the Board of Trustees.
- 101** The Board of Management shall determine the membership of its committees of whom at least one must be a Trustee.
- 102** Such number of committee members as specified by the Board of Trustees shall form a quorum.
- 103** The Board of Trustees shall appoint the chair of any committee of the Board of Trustees.

## **BORROWING**

- 104** The Foundation shall have power to borrow money for the purposes of the Foundation provided that, at the time of borrowing, the sum of the amount remaining undischarged of monies borrowed and the amount of the proposed borrowing shall not exceed £50,000,000, and that for this purpose:
- 104.1 the amount remaining undischarged of any deferred interest or index-linked monies or amounts on any deep discounted security previously borrowed by the Foundation shall be deemed to be the amount required to repay such borrowing in full if such borrowing became repayable in full at the time of the proposed borrowing;
- 104.2 the amount of any proposed borrowing intended to be on deferred interest or index-linked terms or on any deep discounted security shall be deemed to be the proceeds of such proposed borrowing receivable by the Foundation at the time of the proposed borrowing.
- 105** The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board of Trustees, is reasonable having regard to the terms of the borrowing. The Board of Trustees may delegate the determination of the said interest rate (within limits specified by them) to an Officer or Trustee or committee of the Board of Trustees.
- 106** The Foundation shall not receive money on deposit.

- 107** The Foundation shall not issue loan stock.
- 108** Subject to the preceding provisions of rules 104 and 105 the Board of Trustees shall have power to determine from time to time the terms and conditions upon which money is borrowed and to vary such terms and conditions.
- 109** The Foundation may receive from any person, whether a governor or not, donations towards the work of the Foundation.

## **INVESTMENT**

- 110** The funds of the Foundation may be invested by the Board of Trustees in such manner as it determines.

## **REGULATIONS**

- 111** The Board of Trustees may from time to time make such regulations as they may deem necessary or expedient for the conduct and management of the Foundation and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all governors and the Board of Trustees shall adopt such means as they think fit to bring such regulations to the notice of governors. Regulations may concern the following subjects:

- 111.1 any matters required or permitted by these rules to be set out in Regulations;
- 111.2 the procedure at general meetings and meetings of the Board of Trustees and its committees insofar as such procedure is not regulated by these rules;
- 111.3 generally all such matters as are commonly the subject of company rules or bye-laws
- PROVIDED that no regulation shall contravene any of the provisions of these rules or the Act.

- 112** The Foundation shall keep a copy of the Regulations available for inspection at the registered office during the normal opening hours of that office.

## **SECRETARY**

- 113** The Foundation shall have a Secretary who may be an employee of the Foundation and who shall be appointed and removed by the Board of Trustees. The Board of Trustees may also appoint and remove a deputy secretary, who may be an employee of the Foundation, to act as secretary in the Secretary's absence. The Board of Trustees shall determine the terms of appointment, including remuneration (if any), of the Secretary and deputy secretary.

**114** The Secretary shall in particular:

- 114.1 summon and attend all general meetings of the Foundation and of the Board of Trustees and keep the minutes of those meetings;
- 114.2 keep the register of governors and other registers required to be kept by these rules and the Act;
- 114.3 prepare and send all returns on behalf of the Foundation required to be made to the Registrar;
- 114.4 have charge of the seal of the Foundation;
- 114.5 deliver all books, documents and property of the Foundation in his possession, whenever required so to do by a resolution of the Board of Trustees, to a person nominated by the Board of Trustees.

#### **OTHER OFFICERS**

**115** The Board of Trustees may appoint other officers, who may be employees of the Foundation, on such terms, including remuneration (if any), as the Board of Trustees determine, and may remove such officers.

#### **OFFICER'S INDEMNITY**

- 116** Each Officer shall be indemnified by the Foundation against all costs, losses and expenses which he may reasonably incur in the discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a charge on the property of the Foundation.
- 117** No Officer shall be liable for any loss suffered by the Foundation as a result of, or in connection with, the discharge of his duties, unless the loss is the consequence of his own dishonesty or negligence.

#### **AUDITOR**

**118**

- 118.1 There shall be appointed (if required by law) in each year of account a qualified auditor to audit the Foundation's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under Section 91 of the Act.
- 118.2 None of the following persons shall be appointed as Auditor of the Foundation:
  - 118.2.1 an Officer or employee of the Foundation or a governor;

- 118.2.2 a person who is a partner of or employed by, or who employs, an Officer or employee of the Foundation or governor.
- 118.3 Save as provided in rule 118.4 every appointment of an Auditor shall be made by resolution at an annual general meeting of the Foundation.
- 118.4 The Board of Trustees may appoint an Auditor to fill any casual vacancy occurring between annual general meetings of the Foundation.
- 118.5 An Auditor appointed to audit the accounts and balance sheet of the Foundation for the preceding year of account shall be re-appointed as Auditor of the Foundation for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:
- 118.5.1 a resolution has been passed at a general meeting of the Foundation appointing somebody instead of him or providing expressly that he shall not be re-appointed;
- 118.5.2 he has given to the Foundation notice in writing of his unwillingness to be re-appointed;
- 118.5.3 he is not a qualified auditor or is a person mentioned in rule 118.2; or
- 118.5.4 he has ceased to act as auditor of the Foundation by reason of incapacity, provided that a retiring Auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in his place has been given in accordance with rule 118.6 and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in rule 118.2.
- 118.6 A resolution at a general meeting of the Foundation:
- 118.6.1 appointing another person as Auditor in place of a retiring auditor; or
- 118.6.2 providing expressly that a retiring Auditor shall not be reappointed
- shall not be effective unless notice of the intention to move it has been given to the Foundation not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Foundation of notice of such an intended resolution the Foundation shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Foundation shall give notice to its governors of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the said meeting in a newspaper circulating in the area in which the Foundation conducts its business. Where the retiring Auditor makes representations with

respect to the intended resolution or notifies the Foundation that he intends to make such representations, the Foundation shall notify the governors accordingly as required by Section 95 of the Act.

- 119** The Auditor shall, in accordance with Section 87 of the Act, make a report to the Foundation on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Foundation for the year of account in respect of which he is appointed.

## **ACCOUNTS**

- 120** The Board of Trustees shall lay a revenue account and balance sheet which (if required by law) shall be duly audited and signed by the Auditor and incorporate the report of the Auditor thereon before each annual general meeting, accompanied by a report by the Board of Trustees on the position of the affairs of the Foundation signed by the chair of the Board of Trustees meeting at which the report is adopted. The account shall be made up to such date within the period 1st September to 31st January inclusive as the Board of Trustees shall determine to be the end of the financial year, or such other date as may be allowed by the Registrar.

## **DISPUTES**

- 121** Any dispute on a matter covered by the rules shall be referred by either party to a suitably qualified independent mediator for settlement. The mediator shall be appointed by agreement between the parties or, in default of agreement, by the Centre for Effective Dispute Resolution (or if it ceases to exist, by another organisation approved by the Board of Trustees) whether the disagreement be as to the qualifications, the identity of the mediator or otherwise. The mediation will be conducted in accordance with the requirements of the mediator. Both parties will be obliged to comply and co-operate with this procedure at each stage and to share equally the costs of appointment of the relevant mediator as referred to above. Costs thereafter will be borne as the mediator will determine. Where the dispute is not resolved by mediation, any claim shall be dealt with in the county court which shall have sole jurisdiction over any dispute arising under the rules.

## **MINUTES, SEAL AND REGISTERS**

- 122** Minutes of every general meeting and of every meeting of the Board of Trustees shall be kept and such minutes shall be read at the next of such meetings respectively and signed by the chair of the meeting at which they are so read. All minutes so signed shall be conclusive evidence of any fact stated therein.



**123** The Foundation shall have a Seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Board of Trustees. The Seal shall be affixed by the signature of either any two Trustees or by the signature of one Trustee and the Secretary.

**124**

124.1 The Foundation shall keep at its registered office:

124.1.1 the register of governors showing:

- (a) the names and postal addresses of the governors;
- (b) a statement of the share held by each governor and the amount paid for it;
- (c) a statement of other property in the Foundation, whether in loans or otherwise, held by each governor;
- (d) the date at which each person was entered in the register as a governor, and the date at which any person ceased to be a governor.

124.1.2 a duplicate register of governors showing the names and addresses of the governors and the date they were entered in the register of governors and ceased to be a governor. The inclusion or omission of the name of any person from the original register of governors shall, in the absence of evidence to the contrary, be conclusive that such person is or is not a governor of the Foundation;

124.1.3 a register of the names and postal addresses of the Officers with the offices held by them respectively and the dates on which they assumed office;

124.1.4 a register of mortgages and charges on land of the Foundation.

124.2 Where a governor or Officer has notified to the Foundation an electronic address for the purpose of receiving notices or documents under the Act, the registers kept under rules 124.1.1(a) and 124.1.3 must show that electronic address and the purposes for which it has been notified.

**ACCOUNTING RECORDS**

**125** The Foundation shall keep proper books of account of its transactions, assets and liabilities in accordance with Sections 75 and 76 of the Act.

**126** The Foundation shall establish and maintain a satisfactory system of control of its books of account, its cash and all its receipts and payments.

**REGISTERED OFFICE AND NAME**

**127** The registered office of the Foundation is:

Foundation House  
Icknield Way  
Letchworth Garden City  
Hertfordshire  
SG6 1GD

**128** The Foundation's registered name must:

128.1 be placed prominently outside every office or place of business;

128.2 be engraved on its seal; and

128.3 be stated on its business letters, notices, advertisements, official publications, cheques, orders, invoices, website and any other formal corporate communication whether electronic or otherwise.

## **ANNUAL RETURNS AND BALANCE SHEETS**

**129** Every year not later than the date provided by the Act the Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the Foundation's affairs for the period required by the Act to be included in the return together with:

129.1 (if required by law) a copy of the report of the auditor on the Foundation's accounts for the period included in the return; and

129.2 a copy of each balance sheet made during that period and (if required by law) of the report of the Auditor on that balance sheet.

**130** The Foundation shall supply free of charge upon application to every governor or person interested in the funds of the Foundation or any person who resides in Letchworth Garden City a copy of the last annual return of the Foundation together with such Auditors report (if any) on the accounts and balance sheet contained in the return.

**131** The Foundation shall display at its registered office a copy of its last account and balance sheet and (if required by law) the Auditor's report thereon.

## **INSPECTION OF BOOKS AND COPIES OF RULES**

**132**

132.1 Any governor or person having an interest in the funds of the Foundation or any person who resides in Letchworth Garden City shall be allowed to inspect all particulars in the duplicate register of governors, at all reasonable hours at the registered office of the Foundation or at

any place where the same are kept subject to such conditions as to the time and manner of such inspection as may be made from time to time by the Board of Trustees.

132.2 The Secretary shall deliver a copy of the rules of the Foundation on demand:

132.2.1 free of charge, to any governor to whom a copy of the rules has not previously been given; and

132.2.2 to any other person who pays such reasonable sum as permitted by law.

### **LETCHWORTH GARDEN CITY MEETING**

**133** The Foundation shall hold at least once in each calendar year an open meeting which all persons residing in Letchworth Garden City may attend, such meeting to be known as the Garden City Meeting.

**134** The Board of Trustees shall determine the manner of publicising the Garden City Meeting.

**135** The function of the Garden City Meeting shall be to receive a report from the Foundation:

135.1 upon the activities of the Foundation during the period from the commencement of the previous financial year to the date of the relevant Garden City Meeting;

135.2 upon the intended activities of the Foundation;

135.3 upon the accounts and balance sheet of the Foundation for the previous financial year as adopted at the preceding annual general meeting.

### **STATUTORY APPLICATIONS TO THE REGISTRAR**

**136** Any ten governors each of whom has been a governor of the Foundation for not less than twelve months immediately preceding the date of the application may apply to the Registrar to appoint an accountant or actuary to inspect the books of the Foundation and to report thereon.

**137** One-tenth of the whole number of governors may apply to the Registrar:

137.1 for the appointment of an inspector or inspectors to examine into the affairs of the Foundation and to report thereon; or

137.2 for the calling of a special general meeting of the Foundation.

### **PROCEEDINGS ON DEATH OR BANKRUPTCY OF A GOVERNOR**

**138** Upon a claim being made by the personal representative of a deceased governor or the trustee in bankruptcy of a bankrupt governor to any property in the Foundation belonging to the deceased or bankrupt governor the Foundation shall transfer or pay such property to

which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

## **AMENDMENT TO RULES**

- 139** The rules of the Foundation may be amended by a resolution put before the governors by the Board of Trustees and carried by two-thirds of the votes given at any general meeting of which notice has been given specifying the intention to propose the amendment.
- 140** The prior written consent of the Commission must be obtained before making any amendment:
- 140.1 to the objects;
- 140.2 to the dissolution rules;
- 140.3 which would have the effect directly or indirectly of conferring a benefit of any kind on a Trustee or a governor; or
- 140.4 to this rule.
- 141** Application for the registration of every amendment of rules shall be made to the Registrar as soon as practicable after the same has been made and a copy shall be issued to every governor and supplied with every copy of the rules issued after the registration thereof. No amendment of rules is valid until registration.

## **DISSOLUTION**

- 142** The Foundation may be dissolved by a three-fourths majority of the governors who sign an instrument of dissolution in the prescribed form or by winding-up under the Act.
- 143** If on the winding-up or dissolution of the Foundation 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 governors but shall be given or transferred to some other charitable institution having objects similar to the Objects determined by the governors at or before the time of dissolution, or if there is no such charitable institution to some other charitable object.

## **NOTICES**

- 144** Any notice to be given to or by any person pursuant to the rules (other than a notice calling a meeting of the Board of Trustees or any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.

- 145** The Foundation may give any notice to a governor either personally or by sending it by post in a prepaid envelope addressed to the governor at his Address or by leaving it at that Address or by giving it in Electronic Form to an Address for the time being notified to the Foundation by the governor.
- 146** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Form, at the expiration of 48 hours after the time it was sent.
- 147** Notwithstanding any other provisions of these rules, the Foundation may send or supply any document or information to governors that is required or authorised to be sent or supplied by the Foundation under the Act or pursuant to these rules or the Regulations by making it available on a website to governors in accordance with procedures set out in the Regulations.

## **INTERPRETATION OF TERMS**

**148** In these rules, including this rule, unless the subject matter or context is inconsistent:

- 148.1 words importing the singular or plural include the plural and singular respectively;
- 148.2 words importing gender include the male and female genders;
- 148.3 all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time;
- 148.4 the following words shall have the following meanings:

<b>Words</b>	<b>Meanings</b>
<b>the Act</b>	the Co-operative and Community Benefit Societies Act 2014;
<b>Address</b>	a postal address or, for the purposes of communication in Electronic Form, a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the Foundation;
<b>amendment of rules</b>	includes the making of a new rule and the rescission of a rule, and “amended” in relation to rules shall be construed accordingly;

<b>Auditor</b>	the auditor appointed to audit the Foundation's accounts and balance sheet pursuant to rule 118;
<b>Board of Trustees</b>	the Board of Trustees comprised in accordance with rule 66;
<b>clear days</b>	in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>the Commission</b>	the Charity Commission for England and Wales (or any statutory successor);
<b>Connected Person</b>	<ul style="list-style-type: none"> <li>(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;</li> <li>(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;</li> <li>(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) and (b) above;</li> <li>(d) an institution which is controlled: <ul style="list-style-type: none"> <li>(i) by the Trustee or any connected person falling within sub-clauses (a), (b) or (c) above; or</li> <li>(ii) by two or more persons falling within sub-clause (d)(i), when taken together;</li> </ul> </li> <li>(e) a body corporate in which: <ul style="list-style-type: none"> <li>(i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or</li> <li>(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.</li> </ul> </li> </ul>

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

Where Connected Person is used in rule 8, in this definition “Trustee” shall mean “governor”;

<b>County Council Trustee</b>	as defined in rule 66;
<b>District Council Trustee</b>	as defined in rule 66;
<b>Election Date</b>	as defined in rule 41;
<b>Elected Governor</b>	a governor elected in accordance with rule 32 to 37;
<b>Electronic Form and Electronic Means</b>	have the meanings respectively given to them in Section 148 of the Act;
<b>Foundation</b>	Letchworth Garden City Heritage Foundation of which these are the registered rules;
<b>General Governor</b>	a governor admitted in accordance with rule 25;
<b>governor</b>	one of the persons referred to in rule 17;
<b>Hertfordshire County Council</b>	Hertfordshire County Council or any successor county council for Letchworth Garden City (not being a unitary local authority);
<b>Letchworth Garden City</b>	the whole of the estate and undertaking from time to time owned or managed by the Foundation together with the environs thereof and for the purposes of this rule “environs” shall mean the full extent of any ecclesiastical parish in which the Foundation from time to time owns or manages land provided that such parish includes, adjoins or is adjacent to the town of Letchworth;
<b>Letchworth Cottages and Buildings Limited</b>	Letchworth Cottages and Buildings Limited registered with the Financial Conduct Authority (or its statutory successor) under register number 18705R;
<b>local community</b>	persons living or working or whose families are living or working temporarily or permanently within Letchworth Garden City and persons visiting

	Letchworth Garden City;
<b>Nominating Body</b>	a corporate body, other organisation or group of persons recognised for the purpose of nominating Nominated Governors pursuant to rule 28;
<b>Nominated Governor</b>	a governor nominated in accordance with the rule 29;
<b>North Hertfordshire District Council</b>	North Hertfordshire District Council or any successor local authority for Letchworth Garden City (not being a unitary local authority);
<b>Objects</b>	the objects of the Foundation as defined in rule 2;
<b>Officer</b>	the Chair, Vice Chair, Secretary and any Trustee for the time being and such other Officers as the Board of Trustees may appoint under rule 115;
<b>persons claiming through a governor</b>	include their personal representatives and also their nominees where a nomination has been made;
<b>property</b>	includes all real and personal estate (including books and papers);
<b>the Registrar</b>	The Financial Conduct Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;
<b>register of governors</b>	the register kept in accordance with rule 124;
<b>Regulations</b>	the regulations of the Foundation made by the Board of Trustees pursuant to rule 111;
<b>Secretary</b>	the Officer appointed by the Board of Trustees to be the secretary of the Foundation or other person authorised by the Board of Trustees to act as the secretary's deputy;
<b>Subsidiary of the Foundation</b>	any company or registered society which is deemed to be a subsidiary of the Foundation under the terms of Sections 100 or 101 of the Act;
<b>these rules</b>	the registered rules of the Foundation for the time being;
<b>Trustee</b>	a member of the Board of Trustees for the time being;



**Unitary Authority**

the unitary local authority for the area comprising Letchworth Garden City which replaces both of Hertfordshire County Council and North Hertfordshire District Council or any successor body;

**Unitary Authority Trustee  
writing**

as defined in rule 66;

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise;

1. ....)

2. ....)

3. ....)

Governors

..... Secretary