



TNCMC TRUSTEE MANUAL

Approved by the Board of Trustees

Approval Date: __ / __ / ____

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1. CHAIR'S INTRODUCTION

I am proud to have been associated with The Caribbean National Monument Charity (TNCMC) from the date it was formed November 2016 during which time we have seen the organisation go from strength to strength.

The Board and I each have a strong commitment to deliver a positive impact on the lives of people within our Community, Nationally and Internationally. The skills and experience that the Trustees bring will continue to ensure that the organisation functions effectively and go on to fulfil its obligations to our benefactors. It is the governance of the Board which will ensure that the organisation is fit for purpose.

This Trustee handbook is deliberately expansive so that trustees, and those considering joining us, can have a sound understanding of their role as it relates to this organisation. It is, however, designed to be used as much for reference as an introduction to new members.

If you have any questions about the Board or the TNCMC organisation in general please feel free to contact me, the Chair or any other trustee. For more information, visit www.thenationalcaribbeanmonument.org where you will find more general information about us.

Donald Campbell (Chair of the Board of Trustees)

2. MEMORANDUM AND ARTICLES

Companies Act 2006

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE NATIONAL CARIBBEAN MONUMENT

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Donald Campbell

Winstone White

Pauline Milnes

Deborah Nicholls

Dated: 8th November 2016

Companies Act 2006

COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE NATIONAL CARIBBEAN MONUMENT

THE NATIONAL CARIBBEAN MONUMENT (herein after 'the charity').

INTERPRETATION

1 In the articles:

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

the articles ~~the charity~~ means the company intended to be regulated by the articles

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

, the day when the notice is given or deemed to be given; and

, the day for which it is given or on which it is to take effect

the Commission means the Charity Commission for England and Wales

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

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

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

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

the memorandum means the charity's memorandum of association

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

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

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

the United Kingdom means England, Wales, Scotland and Northern Ireland; and

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

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

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

LIABILITY OF 1ST MEMBERS

2.0 The liability of the members is limited to a sum not exceeding £10.00, being the amount that each member undertakes to contribute to the assets of the charity in the event of it being wound up while he or she is a member or within one year after he, she or ~~it~~ ceases to be a member, for:

2.1 payment of the charity's debts and liabilities incurred before he, she ~~or it~~ ceases to be a member;

2.2 payment of the costs, charges and expenses of winding up; and

2.3 adjustment of the rights of the contributories among themselves.

OBJECTS

3.0 The charity's objects (Objects) are specifically restricted to the following:

To advance the appreciation of the Caribbean community and its commitment to military and civilian services for over 400 years in Great Britain and the Commonwealth.

POWERS

4.0 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

4.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations

4.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

4.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011

4.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land

4.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them

4.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects

4.7 to acquire, merge with or to enter-into any partnership or joint venture arrangement with any other charity

4.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy which determines and defines how the reserves are to be utilised.

4.9 to employ and remunerate such staff as are necessary for carrying out the work of the charity (the charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article);

4.10 to Raise Funds

4.10.1 deposit or invest funds

4.10.2 employ a professional fund-manager; and

4.10.3 arrange for the investments or other property of the charity to be held in the name of a nominee or nominees.

4.11. in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000

4.11.1 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

4.12 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

APPLICATION OF INCOME AND PROPERTY

5

5.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.

5.2

5.2.1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

5.2.2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2.3 A director may receive an indemnity from the charity in the circumstances specified in article 56.

5.2.4 A director may not receive any other benefit or payment unless it is authorised by article 6.

5.3 Subject to article 6, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

a benefit from the charity in the capacity of a beneficiary of the charity and or
reasonable and proper remuneration for any goods or services supplied to the charity.

BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

6

6.1 General provisions

No director or connected person may:

6.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public

6.1.2 sell goods, services, or any interest in land to the charity

6.1.3 be employed by, or receive any remuneration from, the charity

6.1.4 receive any other financial benefit from the charity

unless the payment is permitted by sub-clause 6.2 of this article or authorised by ~~the~~ a court or the Charity Commission.

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

6.2 Scope and powers permitting directors' or connected persons' benefits

6.2.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

6.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

6.2.3 Subject to sub-clause 6.3 of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

6.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England base rate (also known as the base rate).

6.2.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

6.3 Payment for supply of goods only:

The charity and its directors may only rely upon the authority provided by sub-clause 6.2.3 of this article if each of the following conditions is satisfied:

6.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (the supplier) under which the supplier is to supply the goods in question to or on behalf of the charity.

6.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

6.3.3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

6.3.4 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 with regard to the supply of goods to the charity.

6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

6.3.6 The reason for their decision is recorded by the directors in the minute book.

6.3.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.

6.4 In sub-clauses 6.2 and 6.3 of this article:

6.4.1 charity includes any company in which the charity:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares or

(c) has the right to appoint one or more directors to the board of the company.

6.4.2 connected person includes any person within the definition in article 60 (Interpretation).

DECLARATION OF DIRECTORS' INTERESTS

7 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

8

8.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in

the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

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

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

8.1 (c) the un-conflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

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

MEMBERS

9

9.1 The subscribers to the memorandum are the first members of the charity.

9.2 Membership is open to other individuals or organisations who:

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

9.2 (b) are approved by the directors.

9.3

9.3.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

9.3.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one working days of the decision.

9.3.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing within 21 working days and that decision shall be final.

9.4 Membership is not transferable.

9.5 The directors must keep an up to date register of names and addresses of all members.

CLASSES OF MEMBERSHIP

10

10.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

10.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

10.3 The rights attached to a class of membership may only be varied if:

10.3 (a) three-quarters of the members of that class consent in writing to the variation; or

10.3 (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

10.3 (c) In the event that there is an impasse the Chairman shall have a deciding vote.

10.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

TERMINATION OF MEMBERSHIP

11 Membership is terminated if:

11 (a) the member dies or, if it is an organisation, ceases to exist

11 (b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members.

11 (c) any sum due from the member to the charity is not paid in full within six months of it falling due

11 (d) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or ~~its~~ membership is terminated.

11.1 A resolution to remove a member from membership may only be passed if:

11.1 (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed.

11.2 A majority vote from remaining Trustee is required to remove a member.

GENERAL MEETINGS

12

12.1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation save for in exceptional circumstances when the meeting can be deferred to a suitable date upon notice to the members.

12.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. (Save for in exceptional circumstances...)

13 The directors may call a general meeting at any time (upon 21 days notice in writing to members)

NOTICE OF GENERAL MEETINGS

14

14.1 The minimum periods of notice required to hold a general meeting of the charity are:

14.1.(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution

14.1 (b) fourteen clear days for all other general meetings.

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

14.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.

14.4 The notice must be given to all the members and to the directors and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

16

16.1 No business shall be transacted at any general meeting unless a quorum is present.

16.2 A quorum is:

16.2 (a) Three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting or

16.2 (b) one tenth of the total membership at the time, whichever is the greater.

16.3 The authorised representative of a member organisation shall be counted in the quorum.

17

17.1 In the event that:

17.1 (a) the meeting is inquorate within half an hour from the time appointed for the meeting; or

17.1 (b) during a meeting a quorum ceases to be present.

17.1. (c) the meeting shall be adjourned to such time and place as the directors shall determine.

17.2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

17.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

18

18.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

18.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

18.3 If there is only one director present and willing to act, he or she shall chair the meeting.

18.4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

19

19.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

19.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

19.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

19.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

20

20.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

20.1 (a) by the person chairing the meeting; or

20.1 (b) by at least two members present in person or by proxy and having the right to vote at the meeting or

20.1 (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

20.2

20.2 (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

20.2 (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

20.3

20.3 (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

20.3 (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

20.4

20.4 (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

20.4 (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

20.5

20.5 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

20.5 (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

20.5 (c) The poll must be taken within thirty days after it has been demanded.

20.5 (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

20.5 (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

21

21.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:

21.1 (a) states the name and address of the member appointing the proxy

21.1 (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed

21.1 (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

21.1 (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

21.1 (e) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

21.1 (f) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

21.1 (g) Unless a proxy notice indicates otherwise, it must be treated as:

21.1 (h) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

21.1 (l) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

21.2

21.2 (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

21.2 (b) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

21.2 (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

21.2 (d) 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

22

22.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

22.1 (a) a copy of the proposed resolution has been sent to every eligible member

22.1 (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

22.1 (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

22.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

22.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

23 Subject to article 10, every member, whether an individual or an organisation, shall have one vote.

24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

25

25.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

25.2 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

25.3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

DIRECTORS

26

26.1 A director must be a natural person aged 18 years or older.

26.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 38.

27 The minimum number of directors shall be three and shall be subject to a maximum of 12.

28 The first directors shall be those persons notified to Companies House as the first directors of the charity.

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

POWERS OF DIRECTORS

30

30.1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

30.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

30.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

RETIREMENT OF TRUSTEES / DIRECTORS

31 A director (Trustee) must retire from office after completing two years and before the third year or at the next AGM unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. Which will be the minimum requirement of three. (3)

31.1 A director must retire from office at the AGM if the organisation Memorandum and Articles of Association has been changed in any way, to enable a vote to take place at the AGM – A new two-year cycle will then begin

31.2 After completing two years and at the third year of an AGM

31.3 The rules of the Chair of directors (Trustees) for retiring from office will be determined by a resolution by directors and a majority vote to do so.

32. If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF DIRECTORS

33 The Charity can propose the appointment of a director (Trustee) informally prior to an AGM and formally at the AGM.

33.1 he or she maybe recommended for re-election by the directors

34 a member may state an intention to propose the appointment of a person as a director

34.1 contains the details that, if the person proposed, were to be appointed, the charity would have to file the details of that individual at Companies House; and

35 is signed by the person who is to be proposed to show his or her willingness to be so appointed.

36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

37 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

38 A director shall cease to hold office if he or she

38.1 the ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director

38.1 (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

38.1 (b) ceases to be a member of the charity

38.1. (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

38.1 (d) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

38.1 (e) is absent without the permission of the directors from all of their meetings held within a period of six consecutive months and the directors resolve that his or her office shall be vacated.

REMUNERATION OF DIRECTORS

39 The directors must not be paid any remuneration unless it is authorised by article 6.

PROCEEDINGS OF DIRECTORS

40

40.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

40.2 Any director may call a meeting of the directors.

40.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.

40.4 Questions arising at a meeting shall be decided by a majority of votes.

40.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

40.6 A meeting may be held by suitable (secure and approved) electronic means agreed by the directors in which each participant may communicate with all the other participants.

41

41.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

41.2 The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

41.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

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

43

43.1 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

43.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

43.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

44

44.1 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

44.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

DELEGATION

45

45.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

45.2 The directors may impose conditions when delegating, including the conditions that:

45.2 (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate

45.2 (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

45.2 (c) The directors may revoke or alter a delegation.

45.2 (d) All acts and proceedings of any committees must be fully and promptly reported to the directors in writing.

VALIDITY OF DIRECTORS' DECISIONS

46

46.1 Subject to article

46.2, all acts done at a meeting of directors, or of a committee of directors, (or committee appointed by directors) shall be valid notwithstanding the participation in any vote of a director:

46.2 (a) who was disqualified from holding office

46.2 (b) who had previously retired or who had been obliged by the constitution to vacate office

46.2 (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

if without:

46.2 (d) the vote of that director; and

46.2 (e) that director being counted in the quorum

the decision has been made by a majority of the directors at a quorate meeting.

46.3 Article 46.1/2 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46.1/2, the resolution would have been void, or if the director has not complied with article 7.

SEAL

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

MINUTES

48 The directors must keep minutes of all:

48.1 (a) appointments of officers made by the directors

48.1 (b) proceedings at meetings of the charity

48.1 (c) meetings of the directors and committees of directors including:

48.1 (d) the names of the directors present at the meeting;

48.1 (e) the decisions made at the meetings; and

48.1 (f) where appropriate the reasons for the decisions.

ACCOUNTS

49

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

49.2 The directors must keep accounting records as required by the Companies Acts.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

50

50.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

50.1 (a) transmission of a copy of the statements of account to the Charity Commission

50.1 (b) preparation of an Annual Return and its transmission to the Commission.

50.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

MEANS OF COMMUNICATION TO BE USED

51

51.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

51.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

52.1 (a) must be in writing; or

52.1 (b) must be given in electronic form.

53

53.1 The charity may give any notice to a member either:

53.1 (a) personally; or

53.1 (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

53.1 (c) by leaving it at the address of the member; or

53.1 (d) by giving it in electronic form to the member's address; or

53.1 (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The

notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

53.2 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

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

55

55.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

55.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

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

55.3 (a) 48 hours after the envelope containing it was posted; or

55.3 (b) in the case of an electronic form of communication, 48 hours after it was sent.

INDEMNITY

56

56.1

56.1.1 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

56.1.2 In this article a relevant director means any director or former director of the charity.

56.2 The charity may indemnify an auditor against any liability incurred by him or her or it:

56.2 (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

56.2 (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

RULES

57

57.1 The directors may from time to time make such reasonable and proper rules or ~~bye~~ bylaws as they may be deemed necessary or expedient for the proper conduct and management of the charity.

57.2 The bylaws may regulate the following matters but are not restricted to them:

57.2 (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members

57.2 (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers

57.2 (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes

57.2 (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles

57.2 (e) generally, all such matters as are commonly the subject matter of company rules.

57.3 The charity in general meeting has the power to alter, add to or repeal the rules or ~~bye~~ bylaws.

57.4 The directors must adopt such means as they think sufficient to bring the rules and ~~bye~~ bylaws to the notice of members of the charity.

57.5 The rules or bylaws shall be binding on all members of the charity. No rule or ~~bye~~ **by**law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

DISPUTES

58 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation (or internal grievance procedures) before resorting to litigation.

DISSOLUTION

59

59.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

59.1 (a) directly for the Objects; or

59.1 (b) by transfer to any charity or charities for purposes similar to the Objects; or

59.1 (c) to any charity or charities for use for particular purposes that fall within the Objects.

59.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

59.2 (a) directly for the Objects; or

59.2 (b) by transfer to any charity or charities for purposes similar to the Objects; or

59.2 (c) to any charity or charities for use for particular purposes that fall within the Objects.

59.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 59.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

INTERPRETATION

60 In article 6, article 8.2 and article 46.2 connected person means:

60. (a) a child, parent, grandchild, grandparent, brother or sister of the director

60. (b) the spouse or civil partner of the director or of any person falling within paragraph

60. (c) above

60. (d) a person carrying on business in partnership with the director or with any person falling within paragraph 60.1 or 60.2 above

60. (e) an institution which is controlled:

60. (f) by the director or any connected person falling within paragraph 60.1, 60.2, or 60.3 above; or

60. (g) by two or more persons falling within sub-paragraph 60.4.1, when taken together.

60. (h) a body corporate in which:

the director or any connected person falling within paragraphs 60.1 to 60.3 has a substantial interest; or

60. (i) two or more persons falling within sub-paragraph 60.5.1 who, when taken together, have a substantial interest.

60.(j) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

Management Committee Member of TNCMC

The Committee's roles

1 All members of the committee undertake to actively govern the organisation, directing and controlling the organisation through collective decision making.

2 To make my areas of expertise known and to undertake to make my advice and expertise available to the committee, staff and volunteers as required.

3 To manage one or more staff, volunteers or projects (for instance managing the Coordinator, or managing the production of the newsletter).

4 To do work (staffing a helpline, answering correspondence, filling out grant applications, sitting as a representative on outside bodies etc).

The Governance role

Together the Management Committee Members will:

Determine Mission and Strategy – actively take part in setting the organisation's direction and determining how it will get there through the annual planning process and the business plan/strategic plan.

Accountability – agree to be held to account for the actions of the organisation and to hold those who carry out the work (staff and/or volunteers) to account.

Look after the committee – play my part in committee renewal, contributing to the recruitment and induction of new trustees. Contribute to effective decision making and information sharing processes, positive group dynamics, and take part in reflection, learning and development as necessary.

Safeguard assets – acting as custodian of the assets, tangible (money, property etc) and intangible (organisation's reputation and name), ensuring that assets are used appropriately and constitutionally. Ensuring that there are sufficient assets for the organisation's survival.

Be an ambassador for the organisation, representing the organisation and linking the organisation to its stakeholders, such as members, the community, funders etc.

To contribute to the recruitment, selection and supervision of the head of staff as appropriate.

I agree to:

Strive to attend all meetings, sending apologies to the chair for necessary absences.

Prepare for the meeting by reading the agenda, papers and emails before the meeting.

Talk to the chair before the meeting if you need to clarify anything.

Arrive on time. Stay to the end.

Participate fully in the meeting;

- Objectively listen to and consider what others have to say.
- Contribute positively to the discussions.
- Try to be concise and avoid soliloquies/speeches.
- Discourage side conversations.

Have the best interests of the TNCMC in mind at all times.

Draw attention to any potential conflicts of interest that may arise in the meeting.

Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.

Qualities

Management Committee Members should:

Have a commitment to TNCMC and its aims.

Have a willingness to devote the necessary time and effort.

Possess good judgement and independence of mind.

Show a willingness to work collectively as part of a group.

Engage in constructive debate and dialogue over confrontation at all times.

NAME -----

SIGNATURE -----

The Rules and Constitution of The National Caribbean Monument Charity (TNCMC)

1. The name of the Charity is The National Caribbean Monument Charity (TNCMC).

Charity emblem

2. The Charity emblem is as pictured on the Charity Logo

3. The Objective(s) of the Charity are as follows:

We are a charity whose aim is to install a befitting monument in the National Memorial Arboretum, Alrewas, Staffordshire, in recognition of sacrifices and contributions made over centuries by men and women of the Caribbean who served in the British Armed Forces and the Merchant Navy. To uphold their memory, maintain links with the past, the present and future generations for their services to Britain. To re-enforce their contributions through presentations and literature, educational programmes to schools, churches, organisations and the general public. Creating a legacy for present and future generations.

Membership

4. Any person aged 18 or over is eligible to be a member.
5. The signatories to these Rules are the first members of the Charity.
6. An applicant for membership must complete the online membership form or submit a signed and dated application form to the Secretary stating:
 - i) the applicant's name, address, telephone number and email address.
 - ii) that the applicant(s) are willing to abide by the rules and regulations as laid down by the memorandum and articles of association (Trustees Manual) of the Charity
 - iii) the applicant's consent to the holding of relevant data for the purposes of the Data Protection Act 1998.
7. The applicant is approved for membership after completing the membership form with payment or completing the online payment as directed

Officers and their Duties

8. The Charity has the following officers, who are elected by the members for a two year terms:

Chairman - Who shall chair(s) all General Meetings and all Executive Committee meetings when present

Secretary - Who is responsible for the keeping of all books and records of the Charity, including the Members' Register (containing the name and address of every member and such other contact details as the member supplies) and the taking of minutes of all General Meetings and Executive Committee meetings.

Treasurer - Who ensures that the financial affairs of the Charity are kept in good order and that annual accounts and all financial reports are submitted to the Executive Committee for it to be placed before the members at the Annual General Meeting.

Executive Committee

9. The day-to-day running of the Charity is under the control of the Executive Committee which consists of:

The 3 Officers of the Charity

No more than 6 other members of the Charity, elected for two years

No more than 6 other members of the Charity, co-opted by the Executive Committee at any time for a period of no more than two years

10. A quorum for Executive Committee meetings is 3

11. The members present will elect a chair for that meeting whenever the Chairman is not present.

12. Minutes of Executive Committee meetings must be taken and made available to all Charity members.

13. The Executive Committee has the following powers and responsibilities:

Supervision and direction of the day to day running of the Charity.

Preparation and presentation to the Annual General Meeting of a written annual report on the Charity and its activities (annexing the annual accounts and the Treasurer's financial report).

Appointment of sub-committees, whose membership must include at least one member of the Executive Committee, to which it may delegate powers and duties on such terms as the Executive Committee thinks fit.

Vacancies on Executive Committee

14. The Executive Committee may appoint a member to fill any casual vacancy on the Executive Committee until the next annual general meeting.

15. Any member so appointed must retire at the next annual general meeting but may be elected as a member of the Executive Committee at that meeting.

Financial year, accounts and auditors

16. The Charity financial year runs to 30th November. An income and expenditure account must be made for that year and the balance sheet (agreed/settled) at that date.

17. Two members, who are not to be elected or co-opted to the Executive Committee, are elected by the members as Auditors for one year terms and will audit the annual accounts.

Re-election and further terms of office

18. Members are always eligible for re-election for further terms as Officers, Auditors or members of the Executive Committee.

Membership classes and subscriptions

19. There shall be the following classes of membership:

Membership

20. The membership subscription is £10 for each calendar year and must be paid by new members or the "Fee Date" stated on individual membership card of existing members.

21. The future level of subscription fee may be changed by a resolution at the Annual General Meeting passed by a majority of those present when the vote is taken.

22. Full membership is available to any person aged 18 or over and full members are entitled to vote in the annual general meeting.

Family Membership

23. There is currently no family membership subscription.

Senior Membership

24. There is currently no senior membership

Student Membership

25. There is currently no student membership subscription

26. Membership is automatically continued each year unless:

- i) The member resigns on or before the renewal date, in which case the member is under no obligation to pay the subscription for that new year; or
- ii) The member fails to pay the new annual subscription-within 30 days of the subscription renewal

Resignation from membership

27. A member may resign at any time by notice in writing to the Secretary. On receiving the notice the Secretary will immediately remove that member from the Members' Register, which terminates membership.

28. The resigning member is not entitled to any return or rebate of subscription.

29. Any member who is in serious or persistent breach of these Rules or who otherwise acts in a way which in the opinion of the Executive Committee is in any way inconsistent with the objective of the charity.

Effect of resignation, expulsion or death

30. All rights and interests in the Charity and its property cease immediately on termination of membership by resignation, expulsion or death.

General Meetings of Members

31. Annual General Meeting: An annual general meeting of all members must be held each year or within 15 months, and called by the Secretary on 14 days' written notice to the members stating the date, time and place of the meeting, and the business to be conducted. The business will include:

- (i) presentation and summary explanation by the Treasurer of (a) the Charity's annual accounts for the financial year last ended and (b) a budget for the Charity's current financial year for approval of the members (if they so decide);
- (ii) consideration of the Executive Committee's annual report;
- (iii) election of Officers, members of the Executive Committee and Auditors; and
- (iv) such resolutions as are stated in the notice of the meeting.

32. Special General Meeting: At any time the Executive Committee or any 2 members may by a joint written notice request the Secretary to call a meeting of members and the Secretary must then call a Special General Meeting on no less than 21 days' written notice to all members stating the date, time and place of the meeting, and the business to be conducted.

33. The quorum for the Annual General Meeting and any Special General Meeting is 3 or at least 50% of voting members, whichever is larger.

34. The voting members present elect a chair for any general meeting whenever the Charity Chair is not present.

35. Minutes of the General Meetings must be taken and made available to all members.

Notices

36. Any notice required or allowed to be given to any member under these Rules is validly given if: (i) sent by post to that member's address in the Member's Register (in which case it is deemed given to the member 2 days after posting); or (ii) given to him personally; or (iii) sent by email fax (or other electronic means) to that member's email address or fax number in the Members' Register.

37. Any notice required or allowed to be given by any member to the Secretary under these Rules is validly given if sent by post, email, fax (or other electronic means) to the Secretary at the postal address, email or fax number most recently notified to members by the Secretary. It is deemed given when actually received at that address, email or fax..... number.

Resolutions and voting

38. Resolutions and other decisions at all General Meetings, Executive Committee or any subcommittee meetings are passed and made if so voted by a majority of those members present and voting when the vote is taken.

39. Voting may at the discretion of the Chair be undertaken by show of hands, by ballot or by show of hands followed by ballot.

40. Proxies are not allowed.

Trustees and Charity Property

41. There will be 3 Trustees of the Charity who are the Treasurer and 2 other members elected in General Meeting.

42. The first Trustees are the Treasurer and 2 other members elected at the first Members' Meeting at which these Rules have been adopted.

43. A General Meeting may remove or appoint Trustees at any time (except that the Treasurer cannot be removed as a Trustee as long as he or she is Treasurer but ceases to be a Trustee on ceasing to be Treasurer when the new Treasurer automatically becomes a Trustee).

Rules Governing the Employment and Other Contracts of Employees

1. The Charity may engage employees on such terms as the Executive Committee decides.

2. All contracts of employment will be made by Trustees and will state that the Trustees are the employers on behalf of the Charity for the time being.

3. Secretary may enter into contracts as agent for the Members provided that no such contract involves property or money beyond the value of £1000.

4. All other contracts between the Charity and any other person are made by the Trustees as agents for the members unless the Executive Committee instead authorises any one or more of the Officers or other members of the Executive Committee to enter into a contract as agent for the members.

Indemnities and limitation of liability

5. Full indemnity out of the Charity funds is given to:

- i) Trustees against all payments and other liabilities properly incurred by them as Trustees;
- ii) Officers and other members of the Executive Committee against all payments and other liabilities properly incurred by them in the exercise of their duties or powers for the Charity.
- iii) Every Trustee, Officer, or other member entering into any contract on behalf of the members against all payments and other liabilities incurred by them in connection with that contract

6. The liability of Trustees, Officers or other members entering into any contract for the Charity and the liability of any members on whose behalf the contract is made is limited to the assets of the Charity.

7. The limit of each members indemnity given to Trustees, Officers or other members in any calendar year in relation to any contracts entered into by them for the Charity is a sum equal to one year's membership subscription.

Legal Proceedings

claim or proceedings or incur any actual or prospective liability for legal costs (including to any legal costs that may be payable to another party) unless they are first satisfied that they shall be sufficiently indemnified or otherwise protected against having to pay such costs and any other judgment against them (except as to the extent of one year's membership subscription) in one or more of the following ways: (i) indemnity out of the Charity's assets (ii) personal indemnities from some or all of the members (iii) legal expenses insurance.

8. Non-payment of sums due to the Charity

9. On a member being given a written notice of demand by the Secretary for payment of any sum already due from that member to the Charity, failure to pay that sum in full within 14 days (or such longer period as may be specified in the notice) is a serious breach of the Rules which may be disciplined in accordance with these Rules save to the extent that there will be no appeal from a decision of the Executive Committee unless the Executive Committee decides that there are special circumstances making it fair for the member to be able to appeal to an Appeal Committee.

Borrowing and charges

10. The Executive Committee may borrow money if authorised by a resolution of the members in general meeting and on the terms authorised in that resolution.

11. The Trustees shall make such dispositions of Charity property and enter into such agreements as the Executive Committee directs for the giving of security for such borrowing.

12. All members whether or not voting on such resolution, and all members joining the Charity after the passing of such resolution are to be taken to have assented to the resolution as if they had voted in favour.

Amendment of the Rules

13. These Rules may be amended by a resolution in a General Meeting passed by strictly more than 60% of the members present and voting when the vote is taken.

Dissolution

14. The Charity may be dissolved by a resolution passed by strictly more than 60% of the members present when the vote is taken but only if there are at least 50% of all members voting in favour of the resolution.

15. The resolution takes effect immediately unless it expressly states that it is to take effect on a specified date not more than 4 weeks later.

16. As soon as the resolution takes effect the Executive Committee must pay or otherwise settle all debts and other liabilities of the Charity and divide the remaining Charity property among the members equally. For these purposes the Executive Committee may decide on the sale or other realisation of Charity property as it thinks fit.

Headings

17. The headings to these Rules are for ease of reference only and are not to be taken into account in their interpretation.

Adopted this..... day of..... 20.....

Signed (with name and address printed):

..... Chair
.....Secretary
.....Treasurer
..... Member
..... Member
..... Member
..... Member
..... Member
..... Member

WHAT DOES IT MEAN TO BE A PATRON OF TNCMC ?

A Patron of TNCMC are Honorary Trustees, a person with exceptional community ranking, that can and will contribute to the goals of TNCMC through their contacts and links.

A Patron holds the same Voting Rights as a TNCMC Trustees without being an actual Trustee

They can attend Trustees and Committee Meetings as well as taking on a Role other than Trustee.

HOW DO I BECOME A PATRON ?

To become a Patron at TNCMC you will need to be recommended by the Chair of Trustees and secure a majority vote from the all Trustees.

HOW LONG DOES A PATRON POSITION LAST ?

A Patron is a life-long position at TNCMC.

A patron will be appointed in the same manner and under the same rules as the appointment of Trustees.

CAN A PATRON POSITION BE TERMINATED ?

YES- A Patron position can be terminated by a recommendation by the Chair of Trustees and a majority vote from all Trustees to do so.

BEING A TRUSTEE at TNCMC – What Is the significance?

TNCMC trustees are, “the people responsible under the organisation governing document for controlling the management and administration of the charity.

In some organisations trustees may be known as ‘management committee members’, members of council’, directors, governors or some other name. No matter what they are known as, however, the voting members of the most senior governing body of a registered charity’s are its trustees.

TNCMC trustees are also (non-executive) directors.

GOVERNANCE AND DELEGATION

Governance is about leadership and ensuring that the organisation is effectively and properly run. It is distinct from day-to-day management and operations delegated to staff and volunteers.

Governance includes:

Creating a clear, shared vision

Formulating plans and policies to bring about the organisation’s objectives

Maintaining a sense of urgency about the vision

Ensuring compliance with policy and law

Governance is not necessarily about doing; it is about ensuring things are done.

In our small organisation, it is almost inevitable that Board members will be involved not only in making decisions and monitoring work but in doing some or all of that work. As this organisation grows, however, the board will become less involved in its day-to-day activities, delegating responsibility for most tasks to its staff. Decision making may also be delegated to staff on condition that all decisions are made within policy frameworks that have been agreed by the Board.

In many organisations this process of delegation can cause confusion. It can become unclear as to where the boundaries lie between the responsibilities of Board members and the senior managers. Whose job, for example, is it to draw up the strategic plan and budgets, decide what to say to the media when required or to hire and fire employees? In fact, because each organisation is different, our organisation must decide these issues for ourselves.

WHO CAN BECOME A TRUSTEE AT TNCMC

To become a Trustee or to sit on the TNCMC Committee you will need to be a serving member of TNCMC

You need to be over 18 years of age

You don't need to be a graduate or have a job

You must be legally eligible (i.e. not disqualified from being a Trustees or Company Director)

You should be self-motivated

You should be able to manage your responsibilities at TNCMC

You should be able to contribute relevant skills, experience and knowledge that would be beneficial to TNCMC.

You do not need to be a financial wizard or have management experience – you may instead be very knowledgeable about the aims and objectives of our Charity.

WHAT DO TRUSTEES DO?

Trustees are obliged (by law) to:

Act in the best interests of the TNCMC beneficiaries

Act together as a group rather than as individuals

Set aside their personal interests

Take legal responsibility for the organisation ?

Exercise a 'duty of care' that any prudent person of business would in looking after the affairs of someone for whom they had responsibility (for example?)

HOW DO I BECOME A TRUSTEE AT TNCMC?

If you would like to become a Trustee at TNCMC you will need to have a majority of votes ~~by~~ from the voting Trustees of TNCMC at the annual AGM.

WHAT A PROSPECTIVE TRUSTEE NEEDS TO KNOW

Potential trustees will be provided with information to enable them to decide whether or not they would like to become a Board member:

What contribution they will be invited to make (and that their involvement will be valued!)
That we will make a commitment to provide any necessary training and/or induction into the organisation. That we will provide you with the information you need to perform in your role as trustee to our Charity.

ESSENTIAL INFORMATION

All potential trustees will receive:

Information about the roles and responsibilities of charity trustees

A Trustee's job description

Information about the structure of the Charity including how the board fits in (for example, number of board members, appointment procedure, sub-committees, staff structures etc.)

SPECIFIC INFORMATION NEEDS

The potential trustee may need to know quite specific information. For example, a trustee who has work or domestic commitments will want to know when, and how often, the board meets. Will board meetings be accessible to people with disabilities? We will discuss individual needs with you.

DO TRUSTEES GET PAY OR EXPENSES?

Trustees must act (by law) in the best interests of our organisation and any financial reward from this could lead to a conflict of interest. As such, trustees are usually volunteers and can only be paid in exceptional circumstances but they should not be out of pocket for the work they do.

FIT AND PROPER PERSON TEST

As stated, there are some things which, by law, prohibit a person from becoming a Trustee/Director. There may be other reasons that the Board would consider an individual to be inappropriate or carry potential un-necessary risks for the organisation and/or its clients. This is no different to the requirements imposed upon the organisation's staff and as an organisation which works with vulnerable adults and young people we are required to be prudent in assessing the suitability of all applicants.

We do not operate blanket exclusions for people with criminal records although certain types of offence (or how recently they occurred) would influence a decision to hire a member of staff or recruit a Trustee.

Where applicable members of staff are required to undertake a Disclosure and Barring Service (DBS) check (formerly known as a Criminal Records Bureau (CRB) check. There was previously some debate as to whether CRB checks were needed for Trustees but the new DBS system does not allow for this.

TRUSTEE LIABILITY IN COMPANIES LIMITED BY GUARANTEE

The trustees of TNCMC do not normally have personal financial responsibility for contracts or debts incurred. They are not normally, individually liable for negligence. This is because a Company Limited by Guarantee is a legal entity in its own right. Agreements and contracts are taken out in the name of the company rather than the name of individual trustees.

Instead, members of a TNCMC guarantee to pay a nominal sum, £10 if an organisation becomes insolvent. However Trustees of a TNCMC can still be personally liable for:

Breach of fiduciary and statutory duties as company directors, for example:

Using the TNCMC assets to procure a personal benefit for the trustees or

Making a loan to a trustee

Wrongful trading under the Insolvency Act 1986, i.e. continuing to trade when one knows, or ought to have known, that there was no reasonable prospect of avoiding insolvent liquidation

Fraudulent trading, i.e. actual dishonesty in the running of TNCMC, for example, incurring a debt(s) where the trustees know or ought to have known that there no or very little prospect of ever repaying that loan.

Acting as a company director when disqualified

Breach of trust

PART C – NOW YOU'RE A TRUSTEE

TRUSTEES' JOB & ROLE DESCRIPTIONS

THE ROLES OF TNCMC BOARD OF TRUSTEES

1. The TNCMC Board of Trustees is responsible for establishing the essential purposes of TNCMC and is also responsible for safeguarding the organisation's ethos and values.

2. The Board of Trustees will develop the organisation's long-term strategy.

3. The Board creates policies to govern organisational activity. These policies will cover matters such as (but not exclusively):

Guidance and procedures for staff, volunteers and clients/service users

Systems for reporting and monitoring

An ethical framework for everyone connected with the organisation

Conduct and responsibilities of trustees and board business

Ultimate policy-making responsibility belongs to the Board of Trustees. For this reason, trustees need to keep their knowledge and understanding of TNCMC policies up-to-date.

6. The Board will ensure that TNCMC memorandum and articles of association are complied with. In particular TNCMC activities must follow the stated Memorandum objects.

7. The Board is responsible for ensuring that all TNCMC activities are legal.

8. The Board ensures that TNCMC fulfils its duty of accountability, as required by law, to:

The Charity Commission

HM Revenue and Customs

Registrar of Companies

The Board is also accountable to:

Donors and funders

Beneficiaries

Members

Staff and volunteers

The general public

This means publishing annual reports and accounts in a timely manner.

9. The Board is responsible for effectively managing TNCMC resources so it can meet its TNCMC objects. This will include (but not exclusively):

Securing sufficient resources to fulfil the mission of the organisation

Monitoring spending in order to ensure that all expenditure is executed in the best interests of the organisation

Approving the annual financial statement in a timely manner

Protecting TNCMC against liability by providing insurance

Seeking to minimise risk for the organisation

Participating in fundraising

Ensuring legal compliance

11. The trustees maintain good governance by engaging in:

Productive meetings

Effective committees with adequate resources

Development activities

Regular performance reviews

12. Through their own behaviour, governance, oversight and activities on behalf of TNCMC the trustees enhance and protect TNCMC reputation. The trustees are ambassadors for TNCMC and shall adhere to the trustees' agreed codes of conduct.

ROLES OF OFFICERS ON THE BOARD

CHAIR ROLE DESCRIPTION

1. Scrutinise board papers and in preparation for each meeting
2. facilitate discussions
3. Assist the board to focus on key issues
4. Provide informed guidance on new initiatives
5. Provide guidance on other issues in which the chair has special expertise
6. Plan the annual cycle of the General Meeting
7. Set and consult with other members upon the proposed agenda items for board meetings
8. Chair and facilitate board meetings
9. Give informed and cogent direction to board policymaking
10. Monitor and ensure that decisions taken at meetings are promptly implemented
11. Represent the organisation at functions, meetings
12. Act as a spokesperson as appropriate
13. Bring impartiality and objectivity to decision-making

Where staff are employed:

14. Lead the process of appraising the performance of the Staff
15. Sit on appointment and disciplinary panels
16. Facilitate change and address any conflict within the board and within the organisation

The vice-chair acts for the chair if/when the chair is not available and undertakes assignments at the request of the chair.

CHAIR OF TRUSTEES SPECIFICATION

1. Commitment to the organisation
2. Willingness to devote the necessary time and effort
3. Strategic vision
4. Good, independent judgement
5. forward thinking and inspirational
6. ability to be persuasive on complex, challenging and difficult matters.
7. Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
8. Ability to work effectively as a member of a team
9. Adherence to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
10. Leadership skills
11. Experience of committee work
12. Tact and diplomacy
13. Good all round communication and interpersonal skills
14. Impartiality, fairness and the ability to respect confidences

TREASURER – ROLE DESCRIPTION AND PERSON SPECIFICATION

TREASURER ROLE DESCRIPTION

1. Maintain an overview of the organisation's affairs so as to ensure its financial integrity and viability and to ensure that proper financial records and procedures are maintained by appropriate scrutiny. Where required, the treasurer may take a greater role in the day-to-day finances of the organisation.
2. Oversee the approval and presentation of budgets, accounts and financial statements
3. Be assured that the financial resources of the organisation meet its present and future needs
4. Prepare and present financial reports to the board & Committee as and when required to do so.
5. Ensure that appropriate accounting procedures and controls are in place and ensure the property of those procedures.
6. **Liaise with any paid staff and volunteers about financial matters ?***
7. Advise upon the financial implications of the organisation's strategic plans
8. Ensure that the TNCMC has an appropriate investment policy by seeking external advice as and when necessary.
9. Ensure that there is no conflict between any investment held and the aims and objects of the TNCMC
10. Monitor the organisation's investment activity and ensure its consistency with the organisation's policies and legal responsibilities
11. Ensure the organisation's compliance with finance, tax and similar legislation
12. Ensure equipment and assets are adequately maintained and insured
13. Ensure that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, e.g. the Charity Commission and/or the Registrar of Companies
14. If external scrutiny of accounts is required, ensure that the accounts are scrutinised in the manner required (independent examination or audit) and any recommendations are implemented.
15. Keep the board informed about its financial duties and responsibilities
16. Contribute to the fundraising strategy of the organisation
17. Make a formal presentation of the accounts at the annual general meeting and draw attention to important points in a coherent and easily understandable way
18. Sit on appraisal, recruitment and disciplinary panels as required

TREASURER PERSON SPECIFICATION

1. Commitment to the organisation
2. Willingness to devote the necessary time and effort
3. Strategic vision
4. Good, independent judgement
5. Ability to think creatively
6. Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
7. Ability to work effectively as a member of a team
8. Adherence to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
9. Financial qualifications and or experience
10. Some experience in charity finance, fundraising and pension schemes
11. The skills to analyse proposals and examine their financial consequences
12. Being prepared to make unpopular recommendations to the board
13. Willingness to be available to staff for advice and enquiries on an ad hoc basis

TRUSTEE / DIRECTORS

ROLE DESCRIPTION AND PERSON SPECIFICATION

TRUSTEE / DIRECTORS ROLE DESCRIPTION

1. Scrutinise board papers and prepare for each meeting
2. Take part in discussions
3. Focus on key issues
4. Provide guidance on new initiatives

5. Provide guidance on other issues in which that trustee director has special expertise
6. Give direction to board policymaking
7. Collectively monitor in order to ensure that decisions taken at meetings are implemented in a timely manner.
8. If mandated to do so, represent the organisation at functions and meetings
9. If mandated to do so, act as a spokesperson as appropriate
10. Bring impartiality and objectivity to decision-making
11. Sit on appointment and disciplinary panels
12. Facilitate change and address any conflict within the board and within the organisation if necessary, and liaise with the Chair of the Board to achieve this.

TRUSTEE DIRECTORS PERSON SPECIFICATION

1. Commitment to the organisation
2. Willingness to devote the necessary time and effort
3. Strategic vision
4. Good, independent judgement
5. Ability to think creatively
6. Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
7. Ability to work effectively as a member of a team
8. Adherence to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
9. Leadership skills
10. Experience of committee work
11. Tact and diplomacy
12. Good communication and interpersonal skills
13. Impartiality, fairness and the ability to respect confidences

CHARITY SECRETARY ROLE

Overall

To ensure that the requirements of Companies House¹ are met;

- that committee meetings are properly administered and recorded.
- that the list of Directors at Companies House is kept up-to-date.
- to ensure that the AGM, EGMs etc are properly administered.
- that membership records are kept up-to-date.
- that annual returns are made to regulatory bodies² as appropriate and in the correct format.

Specifically

Ensure that committee meetings and the AGM are run according to TNCMC constitution³ and Companies House requirements.

- Ensure nominations for Trustees are received in time and in the correct format.
- Ensure voting procedures are followed correctly.
- Ensuring that any required business is dealt with (such as appointment of auditors).
- Ensuring that committee meetings including decisions and actions are adequately minuted.
- Ensure accurate and up-to-date membership records are maintained in accordance with TNCMC constitution (The Memorandum and Articles of Association) and Companies House requirements.
- Ensure that the annual return to Companies House is made on time.

Qualities

To be able to delegate and/or organised and work in a methodical manner.

Have knowledge of Company law relating to the Company Secretary's role.

Have a good knowledge of the organisation's own constitution.

Able to give clear advice on procedural matters.

ASSISTANT SECRETARY ROLE

Overall

To ensure that committee meetings are properly administered.

To ensure other meetings, such as the AGM, and events are properly administered.

Keep membership records up-to-date (unless there is a membership secretary as well).

Monitor committee member action points.

Specifically

- Plan and prepare the TNCMC committee meetings and the AGM with others as appropriate. in consultation with the members.

Planning meeting dates, booking rooms, sending out notifications, minutes and other papers in consultation with the members.

- Drawing up agendas together with the Chair.

Minute committee meetings or ensure that another minute taker is available. In the case of closed meetings (with no others present) the secretary will take the minutes.

Accurately record decisions and actions in the minutes and report to the next committee meeting on the progress of actions and the result of decisions.

Maintain accurate and up-to-date membership records, issuing renewal notices and recording subscription/membership fees together with the treasurer.

Deal with correspondence, writing letters/emails as agreed at committee meetings, summarising correspondence/emails received at the next committee meetings and drafting replies as appropriate.

Make arrangements for any necessary reporting to be done. For example the annual Trustees report to members.

Qualities

To be organised and methodical

Able to take good verbatim minutes.

Able to keep accurate records.

Have the relevant skills to organise a meeting well.

ROLE OF A TNCMC AMBASSADOR

As an Ambassador, your role is to engage with influential supporters and potential donors on a voluntary basis with the objective of:

- Helping to promote the aims of The National Caribbean Monument Charity (TNCMC) and to build a consensus around the need of its objectives.
- Providing additional insight to the TNCMC Trustees on the views of its supporters.

As an Ambassador your purpose is, primarily, to reach out and stimulate productive interaction around the work of TNCMC. Representing TNCMC through targeted engagements in order to build momentum for the completion of its objectives.

Ambassadors are well-placed and capable individuals in their field, with the ability to network and influence people. Support the project and engage with supporters and potential donors from all sectors of the community.

Ambassadors are requested to update the Trustees periodically regarding:

- Specific engagements they consider relevant to the TNCMC project
- Notable constructive or critical insight provided by supporters and donors
- Developments in all areas to include supporters and/or community groups with notable expression of support for the TNCMC objectives

4

Time Commitment:

The suggested duration of the Ambassador's role is eighteen months. Ambassadors are free to undertake additional responsibilities at their own discretion within the parameters of the TNCMC.

I understand and accept the above Terms of Reference

Name

Signature

Date

GUIDELINES OF A TNCMC SUB COMMITTEE

Developing Terms of Reference

Each committee shall have a Terms of Reference document authorised by the Trustees (ToR) and that, at a minimum, describes the purpose, scope and authority and scope of the committee. The purpose of the committee is the most important section of this document and unless you have a very good reason, you should not proceed to create a committee without authority and a clearly defined purpose and agreed objectives.

Typically the ToR is a written road map for the committee and contains clear and specific information on how the committee is organised, what the committee is aiming to achieve,

who the members are and when they meet. A clear and understandable ToR is the first step to a successful committee.

Below are typical sections of a ToR document. Each section needs to be customised to the unique needs of your committee. More formal committees usually need more formal information and instructions

Committee Name

Official name of the committee or group

Type

Can be standing, ad hoc (special project) or advisory (related to another board, committee or project)

Purpose (term of reference).

Describe the purpose of the committee (what the committee will do, why it was created)

A sub-committee is a small group of people assigned to focus on a particular task or area, such as finance or personnel. A sub-committee generally makes recommendations to the Management Committee for decision. Regardless of any decisions made by such groups, ultimate decisions remain the responsibility of the whole Management Committee who may or may not adopt the recommendations of the sub-committee.

Scope

Clearly describe what is in and out of scope for the committee

Some organisations have a separate fundraising sub-committee, which takes responsibility for funding applications and/or fundraising activities.

Authority

Describe the decision making authority of the committee (decides, approves, recommends, etc.)

Membership

Type and number of members, how members are appointed, how the chair and co-chair are appointed and a list of members (Name and functional role)

Meeting arrangements

Meeting frequency and location, meeting procedures (if applicable), quorum, details about agendas and minutes (how these will be distributed, available online, who prepares them, etc.), communication between meetings.

Reporting

Describe whom the committee will report to, in what format, how often

Resources and budget

Describe the available resources (people, rooms, equipment, etc.) available to the committee, Describe the funds available to the committee

Deliverables

Describe the requested/required committee output

Review

State the ToR review frequency and next review date

Review again...

Terms of Reference are not forever! Requirements or other circumstances can change over time and it will be necessary to periodically review the ToR of your committee.

It's best practice to schedule a ToR review at least once a year to make sure you are still on track! (E.g. make a habit to add this to the agenda of the first meeting of each year)

What is the Role of Sub-Committees?

The TNCMC Sub Committee can make decisions affecting the organisations if authorised to make such decisions, in writing. However, it is anticipated that the usual practice will be that powers to do so must be formally obtained from the Trustees and handed down to the sub-committees in writing.

A sub-committee is a small group of people assigned to focus on a particular task or area, such as finance or personnel. A sub-committee generally makes recommendations to the Management Committee for decision. However, if your governing document gives you the power to do so, the Management Committee may delegate aspects of decision-making to a sub-committee. Regardless, any decisions made by such groups remain the responsibility of the whole Management Committee.

Terms of reference and reporting

The terms of reference and reporting back procedures of any sub-committees should be laid down in writing, agreed by the Management Committee, and regularly reviewed. The terms of reference should clearly indicate the responsibilities and authority of the sub-committee.

Ideally there will be a Trustee Member sitting on any TNCMC Sub Committees

It must be clear whether sub-committees can make decisions about particular matters or whether they can only make proposals or recommendations to the Management Committee.

Remember! Even when decisions are delegated to a sub-committee, the Management Committee (Trustees) remains ultimately accountable.

The National Caribbean Management Charity (TNCMC) Fundraising Sub Committee (FSC)

Terms of Reference (ToR)

The Fundraising Sub Committee (FSC) is appointed through delegated powers of the Trustees of The National Caribbean Monument Governing body. The Trustees make all decisions that affect the Governance and Assurance of conduct of the Charity.

Sub-committees will assist in advising and generally making recommendations to the Trustees for decision making. The Trustees may if deemed appropriate delegate aspects of decision-making to a sub-committee, such delegation shall be recorded and duly circulated and reviewed on a regular basis. For the avoidance of doubt no Sub-committee can make decisions on behalf of the Trustees and Charity but offer advice or recommendations to the Trustees and of which Trustees will decide to accept or reject. Regardless, any decisions made by such groups remain the responsibility of the whole Management Committee. Even when decisions are delegated to a sub-committee, the Management Committee remains ultimately accountable.

The FSC was established to carry out strategic fundraising plans on behalf of TNCMC Trustees. This will include researching relevant funding opportunities, organisations/bodies and guidance on preparing and submitting funding applications in order to raise funding for the Charity in order to undertake its aims and objectives.

The FSC will recommend its findings and suggested plans to TNCMC Trustees ~~in order to~~ for its consideration and approval prior to any submission of funding applications.

The following individuals have at this time volunteered to lead on the delivery of FSC on behalf of TNCMC:

Donald Campbell - Chair TNCMC

Martin Levermore – Patron & member of TNCMC (Interim Chair of FSC)

Josh Johnson - Ambassador and member of TNCMC

Dennis Anderson - Member of TNCMC

The FSC will meet minimum once every three months at an agreed location to suite the members. Meetings are to be quorate with minimum of three members in attendance, with an agenda for each meeting.

Details of meetings are recorded by a member of FSC and distributed to TNCMC Trustees.

Members of FSC are encouraged to communicate with each other between meetings.

The FSC will advise Trustees as and when a budget may need to be made available in order to engage relevant funding support.

The FSC will advise Trustees on delivering planned strategic funding outcomes and will report, via the Chair of FSC, at the AGM or any relevant meetings of members on how Trustees are performing against plans.

These ToRs are to be reviewed annually.

Review date:

Approved by

TNCMC Board of Trustees:

Signature(s):

Date

.....

.....

.....

.....

CONFLICTS OF INTEREST POLICY AND PROCEDURE

1 Preliminary Note:

Guidance on the law and practice relating to conflicts of interest for charity trustees can be found in the Charity Commission's guidance document:

2 The principles

2.1 Trustees have both a legal and a moral obligation to act in the best interests of the TNCMC and its beneficiaries (present and future) and in accordance with the relevant Code of Conduct.

2.2 Trustees need therefore to be completely transparent and sensitive to the possibility that their activities outside TNCMC (including holding office or being otherwise employed by or involved in organisations, companies or political parties) could be perceived as having a bearing on – or coming into conflict with – the objects and integrity of TNCMC.

2.3 Conflicts of interest may arise where an individual trustee's personal or family interests and/or loyalties conflict with those of TNCMC. Such conflicts may create problems. They may: inhibit free and frank discussions; result in decisions or actions that are not in the interests of the TNCMC; and risk the impression that TNCMC or the trustee have acted inappropriately. The aim of this policy is to protect both TNCMC and the individuals involved from any appearance of or actual impropriety.

2.4 Trustees have a duty in law to avoid conflicts of interest and must not take part in any discussion or decision in which there is such a conflict or perception of conflict.

2.5 A conflict of interest arises:

2.5.1 where a trustee or person connected with them (see 2.9 below) has a material interest in or stands to gain financially from any decision of TNCMC or,

2.5.2 where the trustee has an interest or position outside TNCMC which is or may be in actual, perceived or potential conflict with their position as a TNCMC trustee even though there is no possibility of financial gain.

2.6 An example of a potential conflict of interest is where an organisation with which the trustee has an interest may be tendering/or considering to tender for, a contract where it known that CEGA is also tendering/or considering to tender for the same contract. In such circumstances, a conflict of interest should be declared and the trustee should follow procedures described in clause 3.

2.7 At the start of each Board of Trustees meeting, members should declare whether any agenda items may raise a potential conflict of interest. This will be recorded and minuted.

From that point onwards, if a matter arises where a trustee has declared an interest, then the procedure under 3 below must be followed.

2.8 Where it is decided at a meeting to enable a trustee to obtain a personal benefit from TNCMC (and thereby put that trustee in a position of a potential conflict of interest), then the procedure under 3.2 below must be followed.

2.9 * a person connected with a trustee is:

2.9.1 a child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner (any relative of the Trustee whether actual by blood ties or in-laws)

2.9.2 a director, business partner, co-owner of a business of which the Trustee is an owner or director

3 Procedure to determine whether or not a conflict of interest exists and if so the course of action to be taken in the event of such a conflict of interest which has been identified.

3.1 Any TNCMC Trustee (or any organisation or company of which the Trustee is a member or employee) may enter into a contract with the TNCMC to supply goods or services in return for a payment or other material benefit but only if:

3.1.1 the goods or services are actually required by TNCMC

3.1.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in paragraph 3.2

3.1.3 no more than one half of the Trustees are subject to such a contract in any financial year.

3.2 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a sub-committee, the Trustee concerned must:

3.2.1 declare an interest at or before discussion begins on the matter

3.2.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

3.2.3 not be counted in the quorum for that part of the meeting

3.2.4 withdraw during the vote and have no vote on the matter.

3.3 If a trustee has any interest in the matter under discussion which creates a real danger of bias: that is, the interest affects the trustee or a member of the trustee's household, more than the generality affected by the decision, the trustee should declare the nature of the interest and withdraw from the room, unless given a dispensation to speak.

3.4 If a trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, the trustee should declare the nature of the interest, but may remain in the room, participate in the discussion, and may vote.

3.5 If in any doubt about the application of these rules he or she should consult with the chair.

3.6 All decisions under a conflict of interest will be recorded in the minutes of the meeting. The report will record: The nature and extent of the conflict; An outline of the discussion; The actions taken to manage the conflict.

TRUSTEE DECLARATION FORM

1. Eligibility to act as a Trustee/Director

I declare that:

I am over age 18.

I am not an undischarged bankrupt.

I have not previously been removed or disqualified, on the grounds of misconduct or mismanagement in the administration of a charity or CIC, from trusteeship of a charity by a Court or the Charity Commission.

I am not under a disqualification order under the Company Directors' Disqualification Act 1986. I have not been convicted of an offence involving deception or dishonesty (unless the conviction is spent).

I am, in the light of the above, not disqualified by section 72 of the Charities Act 1993 as amended by the Charities Act 2006 from acting as a charity trustee.

I give my consent for the TNCMC to carry out relevant checks on me including, if necessary, identity checks, Criminal Records Bureau (CRB) checks and checks against the Charity Commission's lists of removed or disqualified trustees.

If appointed, I undertake to fulfil my responsibilities and duties as a trustee of TNCMC in good faith and in accordance with the law and within TNCMC' objectives/mission.

I do not have any financial interests in conflict with those of TNCMC (either in person or through family or business connections) except those which I have formally notified in a declaration of interest statement.

I will specifically notify any such interest at any meeting where trustees are required to make a decision which affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

I will abide by the Code of Conduct for trustees of TNCMC

In the event of my breaching this Code I am prepared to accept sanction as determined by the Board

I declare that I have not been convicted of any of the following offences:-

(a) Conspiracy within the meaning of section 1 of the Criminal Law Act 1977 where that conspiracy relates to participation in a criminal organisation as defined in Article 2(1) of Council Joint Action 98/733/JHA: or (b) Corruption within the meaning of section 1 of the Public Bodies Corrupt Practices Act 1989 or section 1 of the Prevention of Corruption Act 1906; or (c) The offence of bribery; or (d) Fraud, where the offence relates to fraud affecting

the financial interests of the European Communities as defined by Article 1 of the Convention relating to the protection of the financial interests of the European Union, within the meaning of:-

(i) the offence of cheating the Revenue; or (ii) the offence of conspiracy to defraud; or (iii) fraud or theft within the meaning of the Theft Act 1968 and the Theft Act 1978; or (iv) fraudulent trading within the meaning of section 458 of the Companies Act 1985; or (v) defrauding the Customs within the meaning of the Customs and Excise Management Act 1979 and the Value Added Tax Act 1994; or (vi) an offence in connection with taxation in the European Community within the meaning of section 71 of the Criminal Justice Act 1993; or (vii) destroying defacing or concealing of documents or procuring the extension of a valuable security within the meaning of section 20 of the Theft Act 1968; or (e) Money laundering within the meaning of the Money Laundering Regulations 2003; or (f) Any other offence within the meaning of Article 45(1) of the Public Sector Directive.

I also confirm that none of the following apply to me:

(a) Being an individual, he/she is not bankrupt, had a receiving order, administration order or bankruptcy restrictions order made against him/her. Not made any composition or arrangement with, or for the benefit of his/her creditors or has not made any conveyance or assignment for the benefit of his/her creditors or does not appear able to pay or to have no reasonable prospect of being able to pay, a debt within the meaning of section 268 of the Insolvency Act 1986, or article 242 of the Insolvency (Northern Ireland) Order 1989, or in Scotland. And has not granted a trust deed for creditors or become otherwise apparently insolvent, or is not the subject of a petition presented for sequestration of his/her estate, or is not the subject of any other similar procedure under the law of any other state; or (b) Being a partnership constituted under Scots Law it has not granted a trust deed or become otherwise apparently insolvent, or is not the subject of its estate; or (c) Being a Director of a company or any other entity within the meaning of section 255 of the Enterprise Act 2002 has not passed a resolution or is not the subject of an order by the court for the company's winding up otherwise than for the purpose of bona fide reconstruction or amalgamation, or has not had a receiver, manager or administrator on behalf of a creditor appointed in respect of the company's business or any part thereof or is not the subject of the above procedures under the law of any other state; or (d) has not been convicted of a criminal offence relating to the conduct of his/her business or profession; or (e) has not committed an act of grave misconduct in the course of his/her business or profession; or (f) has fulfilled obligations relating to the payment of social security contributions under the law of any part of the United Kingdom or of the relevant State in which the organisation is established; or

(g) has fulfilled obligations relating to the payment of taxes under the law of any part of the United Kingdom or of the relevant State in which the economic operator is established; or
(h) is not guilty of serious misrepresentation in providing any information required of him/her under this regulation

2. Declaration of other interests

a) Other current paid positions including Self Employment and any private company directorships

b) Current trusteeship of voluntary & community organisations

c) Other current public sector appointments

d) Please give details of all periods of employment with any other Charity

e) Any other interests which might give rise to a conflict of interest

NAME -----

SIGNATURE-----

DATE-----

Trustees' Annual Report for the period			
From	Period start date	To	Period end date



	Day	Month	Year		Day	Month	Year

Section A Reference and administration details

Charity name

Other names charity is known by

Registered charity number (if any)

Charity's principal address

Postcode

Names of the charity trustees who manage the charity

	Trustee name	Office (if any)	Dates acted if not for whole year	Name of person (or body) entitled to appoint trustee (if any)
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				

16			
17			
18			
19			
20			

Names of the trustees for the charity, if any, (for example, any custodian trustees)

Name	Dates acted if not for whole year

Names and addresses of advisers (Optional information)

Type of adviser	Name	Address

Name of chief executive or names of senior staff members (Optional information)

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Section B Structure, governance and management

Description of the charity's trusts

Type of governing document (eg. trust deed, constitution)	
How the charity is constituted (eg. trust, association, company)	
Trustee selection methods (eg. appointed by, elected by)	

Additional governance issues (Optional information)

You **may choose** to include additional information, where relevant, about:

- policies and procedures adopted for the induction and training of trustees;
- the charity's organisational structure and any wider network with which the charity works;
- relationship with any related parties;
- trustees' consideration of major risks and the system and procedures to manage them.

Section C Objectives and activities

Summary of the objects of the charity set out in its governing document

Summary of the main activities undertaken for the public benefit in relation to these objects (include within this section the statutory declaration that trustees have had regard to the guidance issued by the Charity Commission on public benefit)

Additional details of objectives and activities (Optional information)

You **may choose** to include further statements, where relevant, about:

- policy on grant making;
- policy programme related investment;
- contribution made by volunteers.

Section D **Achievements and performance**

Summary of the main achievements of the charity during the year

Section E **Financial review**

Brief statement of the charity's policy on reserves

Details of any funds materially in deficit

Further financial review details (Optional information)

You **may choose** to include additional information, where relevant about:

- the charity's principal sources of funds (including any fundraising);
- how expenditure has supported the key objectives of the charity;
- investment policy and objectives including any ethical investment policy adopted.

Section F Other optional information

Section G Declaration

The trustees declare that they have approved the trustees' report above.

Signed on behalf of the charity's trustees

Signature(s)		
Full name(s)		
Position (eg Secretary, Chair, etc)		
Date		

DIVERSITY QUESTIONNAIRE

1. Based on your overall experience with TNCMC diversity how likely are you to recommend this organisation to your family/friends?

Very Unlikely Very Likely

2. Please choose the most appropriate answer response

	Strongly disagree	Disagree	Neutral	Agree	Strongly agree
Leadership in this organisation talks about firm diversity values	<input type="radio"/>				
Volunteers from different ethnicity work in this organisation	<input type="radio"/>				
The organisation is committed to diversity and inclusion	<input type="radio"/>				
I am comfortable talking about my background and cultural experiences	<input type="radio"/>				
Volunteers from different backgrounds interact freely with each other	<input type="radio"/>				
Racial, sexist and/or ethnic jokes are not tolerated in the organisation	<input type="radio"/>				
The organisation demonstrates a commitment to diversity	<input type="radio"/>				

3. Please select your ethnicity

- Black
- Caucasian
- Asian

- Mix
- Others
- Prefer not to say

4. Please specify your gender

- Male
- Female
- Others
- Prefer not to say