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**SUFFOLK WILDLIFE TRUST**

**Guide to Governance**

**Approved November 2019**

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## 1. Introduction

The guide provides an overview of the governance of the charity Suffolk Wildlife Trust Limited for the general public, stakeholders and beneficiaries, and prospective trustees.

## 2. The Group

The Charity has a group structure which is set out in this section of the guide.

### 2.1. The Charity

The Suffolk Wildlife Trust Limited (the “**Charity**”) is a registered charity (charity no. 262777) and subject to the Charities Act 2011.

Details of the Charity and the trustees can be found on the Charity Commission web site [here](#). The Charity was registered on 13 August 1971.

The Charity only operates within the scope of its charitable objects which are set out in the Memorandum & Articles of Association and re-produced below:

1. For the benefit of the public, to advance, promote and further the conservation maintenance and protection of:
  - i. wildlife and its habitats;
  - ii. places of natural beauty
  - iii. places of zoological, botanical, geographical, archaeological or scientific interest;
  - iv. features of landscape with geological, physiographical, or amenity value in particular, but not exclusively, in ways that further biological conservation
2. To advance the education of the public in:
  - i. the principles and practices of sustainable development
  - ii. the principles and practices of biodiversity conservation
3. To promote research in all branches of nature study and to publish the useful results thereof.

Sustainable development is primarily defined as ‘Development that meets the needs of the present without compromising the ability of future generations to meet their own needs’ (Brundtland Commission)

## **2.2. The Company**

The Suffolk Wildlife Trust Limited is also a company limited by guarantee and not having a share capital (company no. 00695346) incorporated on 13 June 1961.

As a company, the Charity also complies with the Companies Act 2006.

The Charity Commission has published guidance for charities with a connection to non-charities including subsidiaries which can be found [here](#). The Charity complies with this guidance.

## **2.3. The Subsidiary**

S.W.T. Trading Limited (company no. 02221844) is a private company limited by shares. The company was incorporated on 16 February 1988. The subsidiary also complies with the Companies Act 2006.

The Charity is the sole shareholder therefore the subsidiary is a wholly owned subsidiary and the Charity is the sole member of the subsidiary.

The subsidiary operates under its own Articles which were adopted on 15 March 2018.

The principal activity of the subsidiary is to carry out trading activities including the sale of goods, wood, timber products and other crops, consultancy and other services and to seek to apply profits therefrom to the protection of wildlife, and other needs as directed by Suffolk Wildlife Trust.

Details of the directors of the subsidiary can be found on the Companies House website [here](#) by searching on the company name or company number.

### 3. Governing Document

The governing document for the Charity and the company is the Memorandum & Articles of Association which can be also found on the Companies House website via the link [here](#).

The governing document sets out the rules according to which the company must be run and administered including the directors' powers and duties.

The trustees ensure that they operate at all times within their powers and duties as set out in the governing document. The governing document is supported by Standing Orders which add additional structure to the operation of the Charity.

The Charity has two standing orders:

1. Governance Standing Orders;
2. Finance Standing Orders.

### 4. Trustees

The trustees are responsible for the general control and management of the administration of the Charity and must comply with charity law (section 177, Charities Act 2011).

#### 4.1. Classes of trustee

The maximum number of trustees is twelve. There are three classes of trustee as follows:

- **Co-opted trustee:** There can be up to two co-opted trustees. A co-opted trustee can only hold office until the next AGM;
- **Ordinary trustee:** There can be six trustees. A trustee is elected at an AGM for a period of three years before they must stand for re-election. A trustee can only serve for two periods of three years before being required to retire as a trustee;
- **Officer:** There can be up to four officers. The trustees must elect officers from amongst the trustees. The officer roles are Chair; Vice-Chair; Honorary Treasurer; and Honorary Secretary. The officers are elected at the first board meeting after the AGM for a period of one-year.

At least one third of the elected trustees, other than the officers, must retire at each AGM.

## 4.2. Who can be a trustee

A person must be at least 18 to be a trustee.

A person cannot act as a trustee if they are disqualified under the Charities Act, unless the disqualification has been waived by the Charity Commission.

Reasons for disqualification include:

- being disqualified as a company director;
- having an unspent conviction for an offence involving dishonesty or deception (such as fraud), bribery, money laundering or disobeying a direction from the Charity Commission;
- having an undischarged bankruptcy (or subject to sequestration in Scotland), or having a current composition or arrangement including an individual voluntary arrangement (IVA) with creditors;
- having been removed as a trustee of any charity by the Charity Commission (or the court) because of misconduct or mismanagement; and
- being on the sex offenders' register.

## 4.3. Serving as a trustee

The trustees adhere to the Charity Commission guidance entitled '*The essential trustee: what you need to know, what you need to do*' which can be found [here](#). This includes:

1. complying with the Charity's governing document and the law and acting in the best interests of the Charity;
2. working with the other trustees, to make balanced and adequately informed decisions, thinking about the long term as well as the short term;
3. avoiding conflicts of interest and ensuring the Charity's assets are only used to support or carry out its purposes;
4. avoiding exposing the Charity's assets, beneficiaries or reputation to undue risk including compliance with any restrictions on spending funds or selling land;
5. giving sufficient time, thought and energy to the role, for example by preparing for, attending and actively participating in all trustees' meetings;
6. complying with statutory accounting and reporting requirements;
7. demonstrating that the Charity is complying with the law, well run and effective; and
8. ensuring accountability within the Charity, particularly where responsibility for particular tasks or decisions are delegated to staff or volunteers.

## 5. Directors

For the purpose of the Companies Act 2006 the trustees are also directors of the company limited by guarantee. The duties of directors comply are as follows:

1. acting within their powers under the Company's constitution and only exercising those powers for the purpose for which they were conferred under s171 of the Companies Act;
2. acting in good faith to promote the success of the Company for the benefit of its members as a whole. This duty applies to all directors' actions, not just those exercised at board meetings. When making decisions, directors ensure they have regard to the likely consequences of the decision over the long term, which means they take account of the:
  - interests of employees and volunteers;
  - impact on the community and environment;
  - need to foster business relationships with suppliers, customers and others; and
  - the need to maintain a reputation for high standards of business and conduct.
3. exercising independent judgement, reasonable care, skill and diligence, and avoiding conflicts of interest.

## 6. The Board

The board meets six times per year including a strategy day. The board develops and promotes a collective vision of the Charity's purpose, its culture, its values and the behaviours to ensure the organisation can successfully meet the charitable objects.

The board provides direction for management, demonstrates ethical leadership, and exhibits behaviours consistent with the culture and values it has defined for the organisation.

The board seeks to make well-informed and high-quality decisions based on a clear line of sight into the business.

## 7. Committees

The Charity is able to set up committees to help discharge its duties. There are two main committees each with terms of reference:

The **Nomination Committee** oversees succession planning and recruitment of trustees alongside the Charity election process set out in the Governing Document.

The **Finance & Resources Committee** supports the operation of the organisation and makes recommendations to the board of trustees.

## **8. Local wildlife groups**

The Charity has a number of local wildlife groups in Suffolk which support the Charity.

The purpose of local wildlife groups is to:

- Inspire people of all ages to engage in the work of the Suffolk Wildlife Trust;
- Raise funds for the Trust;
- Act as local ambassadors for the Trust.

The Charity supports local wildlife groups in Suffolk to stay vibrant by:

- Encouraging each group to play to the strengths and skills of their team;
- Exploring ideas to develop existing group activity whilst welcoming and fostering new ideas to fulfil a need identified by the group/Trust;
- Providing mechanisms to introduce fresh ideas, leadership, networking and roles for the group and its activities, including innovations from the Trust and best practice from other groups; and
- Supporting group volunteers to identify the aspirations of those attending their activities and direct them towards appropriate opportunities provided by the Trust.

Each local wildlife group is required to operate under the terms set out in the governing documents of the Charity.