



**BYELAW NO.1**  
**REGARDING DELEGATION BY THE CHARITY TRUSTEES TO THE**  
**SECRETARY-GENERAL AND OTHERS**

**WHEREAS:**

- A. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- B. Under clause 4(10) of the constitution the charity trustees may employ and remunerate staff
- C. Under clause 19(1) of the constitution the charity trustees may establish a Secretariat to assist with the delivery of the Charity's charitable objective, and, if they do, they must determine by byelaw the terms and conditions on which that Secretariat is established.
- D. Under clause 22(3)(b) of the constitution the charity trustees may determine who shall sign any document to which the seal is affixed.
- E. The charity trustees have determined the following arrangements for delegating authority to the Secretary-General and others and for executing documents.
- F. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

**THIS BYELAW PROVIDES AS FOLLOWS:**

**1) Scope of general authority delegated by the charity's trustees to the Secretary-General**

The Trustees delegate to the Secretary-General authority to make all decisions relating to the day-to-day running of the Charity, with the following exceptions:

**a) Overarching exceptions**

- Any decision which would reasonably be regarded as being high risk
- Decisions delegated by the Trustees under clause 19 of the constitution or otherwise to a decision-making committee of the Trustees

**b) Strategy and planning**

- Approval of the Charity's strategy and organisational plan
- Approval of the Charity's overall approach to risk management and general appetite for risk

**c) Financial**

- Approval of the Charity's Annual Report and Financial Statements
- Approval of the Charity's annual budget

- Approval of expenditure (or the incurring of liability) of £10,000 or more in value in relation to any one item (or series of directly linked items) of expenditure or liability. This exclusion does not apply to the employment of staff, which is dealt with under e) **Appointments**
- Approval of membership subscription fees
- Any item of expenditure which would obviously cause the Charity to exceed its budgeted expenditure for the relevant year

**d) Policy and position statements**

- Approval of policies and statements which would reasonably be regarded as high risk

**e) Appointments**

- Appointments to standing or working committees established by the Trustees
- Appointment to the post of Secretary-General
- The appointment of any member of staff whose annual salary is greater than £10,000, or the review of salary of any member of staff whose salary is greater than £10,000

**f) The Charity's constitution**

- The making, amending or repealing of rules or byelaws
- The appointment of new or replacement interim Trustees
- Decision to call a general meeting of the Charity's Members

**2) Onward delegation by the Secretary-General**

The Trustees give the Secretary-General the authority to determine any appropriate onward delegation of authority invested in hereby the Trustees under clause 1 of this byelaw to other personnel (staff and volunteers). This does not apply to the authority invested in the Secretary-General under clause 3 of this byelaw.

**3) Revocation & restriction of authority and calling in of decisions**

The Trustees reserve the right by written resolution:

- a) at any time to revoke or further restrict the scope of the authority delegated to the Secretary-General under this byelaw, and/or
- b) at any time before the decision is implemented to call in in order to make themselves any individual decision which would otherwise be within the scope of the authority delegated to the Secretary-General under this byelaw.

**4) Sealing, signature or execution of documents on behalf of the Charity**

The Trustees give authority on the following basis concerning the sealing, signature or execution of documents on behalf of INTO

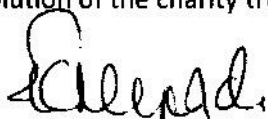
- a) Where INTO executes a document as a deed it does so by either:
  - affixing its seal, in the presence of, and attested by, either the Secretary-General or some other member of the Charity authorised in writing by the Trustees; or
  - by having the document signed by two Trustees;
- b) any contract, consent, approval, appointment, notice or other document which does not need to be executed as a deed may be signed on behalf of the Charity by:
  - The Chairman or Vice Chairman of the Charity, or
  - (subject to any limits of authority set out within clauses 1 and 2 of byelaw 1 and/or that may be from time to time decided by the Trustees) the Secretary-General or any employee of the Charity authorised by the Chairman.

**5) Monitoring, reporting and review of delegation**

- a) The Secretary-General shall keep an appropriate record of all decisions taken or powers exercised under the authority delegated to them or under any onward delegation, and shall report back to Trustees on such decisions and the exercise of such powers. Those reports back shall be provided in such a form and at such times as the Trustees require.
- b) The Trustees
- shall monitor the exercise by the Secretary-General of the authority delegated under this byelaw, and periodically review the arrangements set out in this byelaw, and
  - Acknowledge the continuing responsibility of the Trustees for actions taken by others under delegated authority.

This byelaw No.1 was approved by resolution of the charity trustees on

the [10] day of [SEPTEMBER] 2017



Signed by the Chair as confirmation of the making of this byelaw



**BYELAW NO.2**  
**REGARDING APPLICATION FOR MEMBERSHIP OF INTO**

**WHEREAS:**

- A. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- B. By clauses 9(2) and 9(3) of the constitution the Charity may adopt byelaws regulating the application for membership and non-voting membership of the Charity.
- C. The charity trustees wish to delegate their authority for the determination of membership applications to a membership committee who are to act on the charity trustees' behalf.
- D. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

**THIS BYELAW PROVIDES AS FOLLOWS:**

- 1) The charity trustees shall establish a membership committee, to be assisted by an Honorary Director of Membership, to process and decide applications for membership of the Charity.
- 2) The membership committee shall:
  - a) follow the admission procedure set out in the constitution and in this byelaw when it determines applications for membership of the Charity;
  - b) require applicants to submit the relevant application form and evidence that they meet the criteria for membership; and
  - c) have absolute discretion in determining the type of membership awarded to each applicant.
- 3) The membership committee may refuse an application for membership if they believe that it is in the best interests of the Charity for it to do so. Should the membership committee refuse an application for membership the applicant may appeal to the charity trustees against the refusal.
- 4) The membership committee shall determine whether the applicant meets the following membership criteria in deciding if the applicant shall be approved as a member. A member of the Charity shall:

- a) Be a corporate body or organisation which is not incorporated which – in either case – has as its principal purpose the conservation of the cultural and/or natural heritage, and which is professionally engaged in programmes and activities designed to further such a purpose;
  - b) Operate substantially independently and autonomously of government. While a member may be established under government authority, receive government funding, or have government representation in its governance structure, it must remain substantially independent from governmental influence with respect to its governance, operations, and policies;
  - c) Be a voluntary organisation governed by directors, trustees, or other individuals who do not receive any remuneration for their services (unless such services are performed as employees), and for which the remuneration of persons who are employed to carry out management or executive functions are not such as to materially prejudice the purposes of the voluntary organisation;
  - d) Be created and established for public benefit and not for profit; that is, the governing charter or statutes of the organisation, and its actual practices, must not permit any part of the income, capital, or property of the organisation to be used to benefit any director, trustee, shareholder, promoter, founder, member, or donor or any other private interest, except for reasonable remuneration for services provided to, or on behalf of, the organisation;
  - e) Be active in developing policies, analyses, or assessments that promote the conservation of heritage in its country of operation, thus having a capability to promote and influence policy;
  - f) Be actively engaged in public education, public advocacy, and raising public awareness about the benefits of conserving the heritage of its country of operation;
  - g) On applying for membership undertake to comply with the Charity's constitution and once admitted as a member strive diligently to continue to comply;
  - h) Have been in operation for at least three years;
  - i) On applying for membership produce the previous two years' Annual Reports and Audited Accounts for the organisation as well as the founding deed or constitution;
  - j) Be a membership organisation, or—if such a structure is not recognised or permitted under the laws of the country in which it operates—to be accountable to an involved and engaged constituency;
  - k) Be actively engaged as heritage practitioners preferably managing heritage properties, sites or nature reserves. Although the organisation may or may not itself own properties with cultural or natural value, it must be engaged in their management or assist in the coordination of management or site stewardship activities, or in the development and promotion of heritage management policies, so as to be able to demonstrate best practices in heritage conservation, i.e. be holistic in their approach to heritage and not merely a narrow issue organisation; and
  - l) Be of national standing and engaged preferably on a national level or at least on a provincial, state or identifiable regional basis within the specific country in which it is organised, and operates. It is expressly recognised that more than one organisation may qualify for membership in any given country.
- 5) The membership committee may grant one of the following types of membership to the applicant:

a) **Full Voting Member**

A full member is an organisation which the membership committee has approved as having met the membership criteria and shall have all the rights and obligations then in effect for members of the Charity.

b) **Candidate Member**

A candidate member is an organisation which the membership committee has approved as having met the necessary criteria to become a Full Member in paragraph 4) other than one or more of subparagraphs-h) to l).

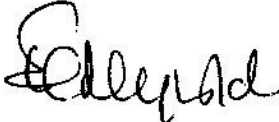
Candidate Members of the Charity, subject to the ongoing payment of their subscription fees to the Charity, shall be non-voting members and shall have such rights and responsibilities as determined by the charity trustees or the Congress. Candidate Members may aspire to become Full Voting Members over time and will be nurtured accordingly by the Charity until such time as that they qualify to become a Full Voting Member.

c) **Associate Member**

An Associate Member is an organisation which the membership committee has approved as having not met the necessary criteria for membership but which is engaged professionally in the heritage conservation sector.

Associate Members of the Charity, subject to the ongoing payment of their subscription fees to the Charity, shall be non-voting members, and shall have such rights and responsibilities as determined by the charity trustees or the Congress.

This Byelaw No.2 was approved by resolution of the charity trustees on

the [10] day of [SEPTEMBER] 2017 

Signed by the Chair as confirmation of the making of this Byelaw

**INTERNATIONAL  
NATIONAL TRUSTS  
ORGANISATION**

**BYELAW NO.3**

**REGARDING PROXY APPOINTMENT AND VOTING FOR MEMBERS OF INTO**

**WHEREAS:**

- A. Under clause 12(1)(b) of the constitution the charity trustees may make, amend and repeal rules or byelaws unless the byelaw would be inconsistent with the constitution.
- B. The charity trustees have determined the following mechanism for voting by proxy in accordance with clause 11(8) of the constitution.
- C. The charity trustees have resolved that it is in the interests of good governance of the Charity and necessary and expedient for the carrying out of the functions and work of the Charity that this byelaw be adopted.

**THIS BYELAW PROVIDES AS FOLLOWS:**

- 1) Any member of the Charity may appoint another person (in place of its authorised representative) as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Charity.
- 2) The appointment of a proxy shall be executed by or on behalf of the representative who appoints them and shall be in the following form (or in a form as near to that as circumstances allow or in any other form which is usual or which the charity trustees may approve) -

"charity name - International National Trusts Organisation

I/We, ....., of ....., being a member/members of the above-named charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20...., and at any adjournment thereof.

Signed on ..... 20.....".

- 3) Where the appointing representative desires to instruct the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near to that as circumstances allow or in any other form which is usual or which the directors may approve) -

"charity name . - International National Trusts Organisation

I/We, ....., of ....., being a member/members of the above-named charity, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on ..... 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:



Resolution No. 1 \*for \*against \*as follows

Resolution No. 2 \*for \*against \*as follows

\*Strike out whichever is not desired.

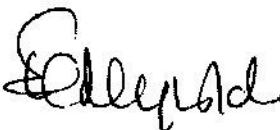
Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this ..... day of ..... 20.....".

- 4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the charity trustees) may be lodged with the charity as follows:
- a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
    - i) in the notice convening the meeting, or
    - ii) in any instrument of proxy sent out by the charity in relation to the meeting, or
    - iii) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - iv) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - v) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting.
- 5) An appointment of proxy which is not deposited, delivered or received in a manner described in clause 4) shall be invalid.

This Byelaw No.3 was approved by resolution of the charity trustees on

the [10] day of [SEPTEMBER] 2017



Signed by the Chair as confirmation of the making of this Byelaw