**ASSOCIATION OF JERSEY CHARITIES**

**EXPLANATORY NOTE TO MEMBERS IN ADVANCE OF THE ANNUAL GENERAL MEETING**

**ON 26 SEPTEMBER 2019**

**Introduction**

1. The purpose of this note is to give members an understanding of the proposed changes to be made to the constitution of the Association at the Annual General Meeting on 26 September 2019 (the "**AGM**").
2. The principal reasons for these changes are to ensure the registration of the Association as a charity and to afford the committee and its members continuity of officers over the coming months, dealing with the consequences of the loss of the lottery distribution, and handing over to the new distributor.The Chairman will provide a more detailed explanation in her report.
3. **Please read this note prior to the meeting** as it explains the key changes proposed to the constitution of the Association.

**Why are the amendments to the Constitution proposed?**

1. The amendments are necessary for the Association to be eligible to be registered as a charity under Charities (Jersey) Law 2014 (the **Charities Law**).
2. The Committee has also taken the opportunity to improve the framework and governance arrangements for the Committee and any sub-committees appointed from time to time.

**What are the key changes?**

1. **Rule 2 – Objects**. The objects are to be updated, principally to ensure that the Association is able to register as a charity under the Charities Law. The objects reflect in part the objects of the National Charitable and Voluntary Organisations' constitution; a UK approved charity that carries out a role similar to the one the Association presently performs and will continue to perform as a registered Jersey charity.
2. **Rule 3 – Powers**. The powers of the Association have been updated to ensure that the Association has the necessary powers to carry out its objects.
3. **Rule 5 – Membership**. In order to ensure that the Association can register as a charity under the Charities Law, it is necessary to change the membership criteria so that only charities that are themselves registered under the Charities Law can be members of the Association. We have included a transition period, so that current members who are not themselves registered charities or who have not made an application to become a registered charity prior to 31 December 2018 will cease to be members on the date on which the transitional arrangements end.
4. **Rule 6 – Officers.**
   1. The Committee does not consider it necessary to have a separate publicity office and considers that this role can be undertaken by other members of the Committee. It is therefore proposed to reduce the number of officers to four and remove the publicity officer.
   2. The Committee considers it would be in the interests of the Association and Members for Members to be able to resolve to permit the Chairman and Deputy Chairman to remain in office for a further period of one year at the end of their three year term. This is particularly so at the moment, where the Committee considers that it is important that the Chairman remain in office to see the Association through its registration as a Jersey charity and dealing with the consequences of the loss of distribution of lottery profits.
5. **Rule 11 – Meetings of Members of the Association.** It is proposed to include provision to allow a Members' meeting to be called on short notice of 7 days, with Members retaining the ability to insist on the full 28 day notice period if they are unwilling to agree to a short notice period. This is intended to make the Association and its decision making process more agile.

**Matters to be dealt with at the AGM on 26 September 2019**

1. At the AGM, members will be asked to approve the New Constitution.
2. ***The first resolution approves the New Constitution.***
3. One of the changes made by the New Constitution is to allow Members to approve by resolution the Chairman and Deputy Chairman to remain in office for a further period of one year at the end of their three year term. For the reasons expressed above, the Committee considers it would be in the interests of the Association and the Members for the Chairman to remain in office for a further period of one year.
4. ***The second resolution authorises the Chairman to remain in office for a further period of one year.***

**Discussions with the Commissioner**

1. The Charity Commissioner has not yet reviewed the New Constitution. It is hoped that he will agree to register the Association without requiring any further changes to the New Constitution. However, it is possible that he may require further changes to be made, in which case it will be necessary for members to approve those further amendments at a General Meeting to be held on a future date.

**Conclusion**

1. The Committee is of the view that the proposed amendments to the constitution of the Association are appropriate in the circumstances in order to ensure that the Association is able to be registered as a charity under the Charities Law. The Committee is also of the view that the current Chairman remaining in office for a further period of one year in order to see the Association through the process of registering as a charity under the Charities Law and dealing with the consequences of the loss of the lottery distribution is in the interests of the Association and its members.
2. The Committee therefore recommends that members vote in favour of the resolutions.

**28 August 2019**