

Final Execution Draft: 27/11/2019



AMENDED CONSTITUTION OF THE ASSOCIATION OF JERSEY CHARITIES

1. Name

The name of the Association is the "Association of Jersey Charities". The Association was incorporated on 16th June, 1995 under the "*Loi (1862) sur les teneurs en fidéicommis et l'incorporation d'associations*", (hereinafter called "the Law").

2. Objects

The objects of the Association shall be:-

- 2.1 To encourage and facilitate charitable work in Jersey.
- 2.2 To encourage co-operation and co-ordination of activities between Members and prospective Members, and discussion and exchange of ideas regarding service to the community.
- 2.3 To distribute to Members or any of them of any funds available to the Association.
- 2.4 To develop and administer a programme of training and information to benefit its Members or any of them.
- 2.5 To assist and represent its Members or any of them.

3. Powers

In furtherance of carrying out the above objects but not otherwise, the Association shall have the following powers:-

- 3.1 To charge subscriptions.
- 3.2 To accept donations either on an unconditional or conditional basis (any such conditions to override the provisions of Rule 9 to the extent inconsistent with its terms), provided the same shall be for a Charitable Purpose and shall not prejudice the charitable status or registration of the Association as a charity under the Charities Law.
- 3.3 To enter into any one or more service level agreements with any Minister of the States of Jersey or any other body or person providing funding to the Association.

- 3.4 To take such lawful steps including but not limited to public appeals, direct approaches to individuals or otherwise as may from time to time be deemed by either the Association or the Committee to be necessary, expedient or desirable for the purpose of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise.
- 3.5 To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- 3.6 To print and publish or procure to be printed and published or to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets, articles or other documents as may be deemed by either the Association or the Committee to be necessary, expedient or desirable for the promotion of the Association's Objects or any of them.
- 3.7 To create, maintain, develop and amend a website, social media site or other public media forum to inform the general public, Members, prospective members and interested groups of the Association's aims, membership, activities, grants and other things relevant to the Association's Objects.
- 3.8 To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- 3.9 To establish and support or become a Member of or aid in the establishment and support or co-operate with any charitable association or institutions whether incorporated or not and to subscribe or guarantee money for Charitable Purposes in any way connected with the purposes of the Association or calculated to further its Objects.
- 3.10 To employ such persons as may be necessary in the carrying out and general implementation of the Objects of the Association and to provide for, arrange and implement the training of such persons.
- 3.11 To organise training, informative talks, presentations, volunteering fairs, events and any other function, meeting or tuition to further any of the Objects of the Association.
- 3.12 To form sub-committees to carry out such functions as the Committee deems appropriate in furtherance of the Association's Objects.
- 3.13 To fund a support service for the Association's Members or any of them such as those without any or sufficient internal resources who are, as a result, unable to benefit from the skills of specialist consultants.
- 3.14 To improve the Association's systems to enable it to provide more support to its Members or any of them.
- 3.15 To establish and support different sector interest groups constituted of Members and or other representatives of the charitable sector generally.

- 3.16 To do any such things as are incidental or necessary to the attainment of the Association's Objects or any of them.

4. Definitions and Interpretation

- 4.1 "**Annual General Meeting**" means an annual meeting of Members to be held within 6 months of the financial year end.
- 4.2 "**Association**" shall mean the "Association of Jersey Charities".
- 4.3 "**Charitable Purpose**" means any purpose recognised as charitable under the Charities Law.
- 4.4 "**Charities Law**" means the Charities (Jersey) Law 2014.
- 4.5 "**Committee**" means the Officers of the Association duly elected under Rule 6 together with any person co-opted under that Rule.
- 4.6 "**General Meeting**" means any meeting of Members convened under Rule 10.
- 4.7 "**Member**" means an organisation whose name has been enrolled as a Member under the provisions of Rule 5.
- 4.8 "**Objects**" the objects set out in Rule 2 as may be altered from time to time in accordance with Rule 20.
- 4.9 "**Registered Charity**" means a charity registered under the Charities Law.
- 4.10 "**Rules**" means the rules and regulations of the Association as set out in this Constitution as amended from time to time.
- 4.11 The words "*print*", "*publish*" and "*circulate*" shall include in electronic form.
- 4.12 Words importing the singular number only shall include the plural and vice versa.
- 4.13 Words importing the masculine gender only shall include the feminine gender.
- 4.14 All references to any law, statute, regulation or other legislation shall include any amendment, re-enactment or consolidation of such law, statute, regulation or other legislation.

5. Membership

- 5.1 Membership of the Association shall consist of those organisations whose names have been enrolled as Members and have not subsequently been removed from the register of Members in accordance with the Rules of the Association.
- 5.2 Organisations which were enrolled as Members prior to 26 September 2019 which are not Registered Charities or which have not made an application to register as a charity under the Charities Law prior to 31 December 2018 (pursuant to transitional arrangements under the Charities Law) shall cease to be Members of the Association at the date on which those transitional arrangements conclude.

- 5.3 Membership of the Association shall be open to any Registered Charity.
- 5.4 Applications for membership shall be made in writing to the Association's administrator (if any) or in default of an administrator to the Honorary Secretary of the Association, and all such applications shall be considered at the next or next but one ensuing meeting of the Committee which shall place brief details of such applications on the website of the Association at least 14 days before the date of the meeting of the Committee which is to consider such application.
- 5.5 The form of application for membership and the information to be supplied therewith shall be as decided by the Committee from time to time. The Committee shall verify the status of a prospective member as a Registered Charity against the public register of charities held by the Jersey Charity Commissioner. The Committee may require a prospective member to authorise the Jersey Charity Commissioner to supply such additional information as is in the opinion of the Committee necessary to enable the Committee to properly consider such prospective member's application.
- 5.6 The Committee shall advise each applicant for membership of its decision in writing within ten days of its meeting and if the application is refused shall give written reasons for such refusal.
- 5.7 Each Member shall pay a subscription on its date of admission to membership and on every 1st April thereafter until it ceases to be a Member. The subscription due from each Member shall be £15 (fifteen pounds) or such other sum as may be approved from time to time by an Annual General Meeting.
- 5.8 Any Member being one year or more in arrears with its subscription to the Association shall be reported to an Annual General Meeting, which shall have the power to terminate the membership of such Member.
- 5.9 The membership of any Member may be suspended or discontinued by the Committee if:
- (i) the Member ceases to be a Registered Charity; or
 - (ii) its inclusion in the membership of the Association in any way prejudices the Association's status as a Registered Charity; or
 - (iii) in the opinion of the Committee, the Member's conduct is likely to bring the Association into disrepute,

and such suspension or discontinuance shall be reported to the next following Annual General Meeting (or any prior General Meeting convened under Rule 10) where it shall be confirmed or revoked as the case may be upon the Chairman putting the matter to a vote.

6. Officers

- 6.1 The Committee shall consist of the following Officers of the Association:-

A Chairman
A Deputy Chairman
An Honorary Treasurer

An Honorary Secretary

and such other Officers as the Members of the Association may from time to time elect. The maximum number of Officers shall not exceed nine.

- 6.2 The Committee shall have power to co-opt additional persons, if the Committee considers it desirable for a specific purpose, for such period as the Committee may deem appropriate.
- 6.3 No individual shall hold either the office of Chairman or that of Deputy Chairman for more than three consecutive years unless Members pass a resolution at an Annual General Meeting or a General Meeting to permit such an individual to remain in office for a further period of one year.
- 6.4 The election of all Officers will take place at the Annual General Meeting.
- 6.5 Nominations for any office may be made by the Committee, or by any Member. In the latter case, such nomination must be signed by a proposer and seconder (both of whom must be Members) and reach the Association's administrator (if any) or in default of an administrator the Honorary Secretary at least ten days before the date of the Annual General Meeting.
- 6.6 Where there is more than one nominee for any post, an election shall be held at the Annual General Meeting.

7. Removal of Officer

- 7.1 Any Officer of the Association shall cease to be an Officer if:-
 - (a) he shall fail to attend three consecutive meetings of the Committee except by leave of the Chairman or Deputy Chairman; or
 - (b) by notice in writing addressed to the Honorary Secretary he resigns his office; or
 - (c) all the other Officers resolve that he be removed; or
 - (d) in the opinion of a majority of the Committee he is guilty of misconduct or is incapable by reason of mental or physical disability of performing his duties;
 - (e) he becomes "non sui juris" or has appointed an attorney without whom he may not act in matters real or personal or suffers his goods to be declared "en désastre" or commits any act of bankruptcy or indicative of insolvency or makes any arrangement or composition with his creditors or suffers any distress or execution to be levied on his goods.

8. Committee Meetings

- 8.1 The affairs of the Association shall be managed by the Committee. Subject to these Rules, the Officers may regulate the proceedings of the Committee as they think fit. The Chairman may, and the Honorary Secretary at the request of any Officer shall, call a meeting of the Committee. Questions arising at a meeting of the Committee shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

- 8.2 All members of the Committee or a sub-committee whether elected or co-opted shall be entitled to vote at all proceedings of the Committee or such sub-committee. All acts done by the Committee or a sub-committee shall notwithstanding that it may be afterwards discovered that there was a defect in the appointment of any Officer or member of such sub-committee or that any of them were disqualified from holding the office or have vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer or member of a sub-committee and had been entitled to vote.
- 8.3 A quorum for Committee meetings shall be three.
- 8.4 The Committee shall have power to fill casual vacancies among the elected members of the Committee, provided that the person or person co-opted shall hold office until the expiration of the term of office of the person or persons who he or they have replaced.
- 8.5 The Committee shall have power to appoint sub-committees for such purposes and on such terms as the Committee may decide from time to time (including for the purpose of consideration of grants under section 9, a Grants sub-committee) and to co-opt such persons to serve on such sub-committees as the Committee sees fit.
- (a) A person co-opted only to serve on a sub-committee shall not be regarded as Officer of the Association.
 - (b) The Committee shall decide each year whether to re-confirm the appointment of any person appointed to a sub-committee in the preceding 12 months.
 - (c) A quorum for sub-committee meetings shall be three members of that sub-committee save in respect of a Grants sub-committee where the quorum for its meetings shall be three the majority of whom must be Officers.
- 8.6 The Officers may participate in meetings of the Committee or any sub-committee by means of a communication device (including video conferencing facilities, telephone or similar communications equipment) which allows all of the Officers present at such meeting to hear at all times all other Officers and in such instance each Officer shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.
- 8.7 A resolution in writing signed by all Officers entitled to receive notice of a meeting of the Committee or a sub-committee shall be valid and effectual as if it had been passed at a meeting of the Committee or sub-committee duly convened and held and may consist of several documents in the like form each signed by one or more Officers.
- 8.8 An Officer shall not vote at a meeting of the Committee or a sub-committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts with the interests of the matter under consideration. An Officer shall not be counted in the quorum present at a meeting of the Committee or a sub-

committee in relation to a resolution on which he is not entitled to vote. The same restriction shall apply to any person co-opted to serve on a sub-committee.

- 8.9 If a question arises at a meeting of the Committee or a sub-committee as to the right of an Officer to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Officer other than himself shall be final and conclusive.
- 8.10 The Committee or a sub-committee shall cause minutes to be made of all meetings of the Committee or such sub-committee and kept in the record books of the Association.
- 8.11 All Members have the right at all times to examine the accounting records of the Association save for any document in the accounting records that may reveal the identity of an anonymous donor who made a donation on the condition of remaining anonymous or as may be restricted by law.

9. Grants

- 9.1 The Committee or a sub-committee shall decide upon applications for grants to be made to Members from any funds available to the Association. No application for a grant from general revenues (excluding those that may be paid from conditional donations which may specify other criteria) may be approved by the Committee or a sub-committee unless the Committee or such sub-committee is satisfied, in its discretion, that:-
- (a) the applicant has been a Member of the Association for a minimum period of six consecutive months prior to the date of such application save in exceptional circumstances of urgent and manifest need; and
 - (b) the grant is to be applied directly or indirectly for the benefit of residents of Jersey or their family; and
 - (c) the grant is to be applied for a Charitable Purpose; and
 - (d) the applicant has displayed sufficient need for such grant.

The Committee or a sub-committee in its discretion can establish other criteria in respect of grants in addition to the above. Notwithstanding that a grant application fulfils all relevant criteria the Committee or a sub-committee has discretion not to approve, in whole or in part, any application.

- 9.2 The Committee shall publish the criteria for grant applications both on the Association's website and together with information circulated with grant application forms.
- 9.3 Applications for Grants shall be made in writing to the Association's administrator (if any) or in default of an administrator to the Honorary Secretary of the Association, and all such applications shall be considered at the next or next but one ensuing meeting of the Committee, or a sub-committee, who shall place brief details of such applications on the

website of the Association at least 14 days before the date of the meeting of the Committee or sub-committee to consider such application. Any Member can provide any written comments on the application to the Committee or sub-committee in advance of the Meeting and the Committee or the sub-committee may (but shall not be obliged to) take into account any comments made by any Member in considering any prospective application for grants.

- 9.4 The form of application for grants and the information to be supplied therewith shall be as decided by the Committee from time to time. The Committee or a sub-committee may require a Member to supply such additional information as in the opinion of the Committee or sub-committee is reasonable to enable the Committee or sub-committee to properly consider such application.
- 9.5 Members applying for a grant shall:
- (a) make full disclosure of all information relevant to the application requested by the Committee or sub-committee (including without limitation financial information and other sources of funding granted or applied for); and
 - (b) submit all information at least 21 days before the date of the Committee or sub-committee Meeting to consider such applications. Failure to do this will result in the Committee or sub-committee being able to defer the application to the next Committee or sub-committee Meeting.
 - (c) not be in arrears with its subscription or be in breach of any other membership requirements
- 9.6 The Committee or any sub-committee shall meet with such frequency as shall be determined by the Members by resolution from time to time which dates shall be published on the Association's website at the beginning of each calendar year to consider applications for grants and membership and has the power to convene meetings at any other time and for any purpose on giving at least 7 days' notice, subject to such notice being able to be waived by all Committee or sub-committee members.
- 9.7 The Committee or any sub-committee shall publish on the Association's website brief details of all applications for grants at least 14 days before the meeting of the Committee or sub-committee at which they are to be considered and shall publish the results of such applications on the Association's website within 14 days of the Committee or sub-committee making a decision.
- 9.8 The Committee or sub-committee shall advise each applicant for a grant of their decision in writing within ten days of the making the decision and if the application is refused shall give written reasons for such refusal.
- 9.9 The maximum amount of grant to be disbursed from the general revenues of the Association (excluding any conditional donation that may impose a lower or higher amount) to any one Member in any financial year or years of the Association shall be decided from time to time by the Members in General Meeting (including for the avoidance of doubt at any Annual General Meeting).

10. **Meetings of the Members of the Association:**

- 10.1 The Annual General Meeting shall be held within 6 months of the financial year end as set out in Rule 12.1 and shall subject to Rule 10.3 be called by notice in writing to all current Members of at least 28 days. The notice shall name retiring Committee Members and shall call for nominations duly proposed and seconded.
- 10.2 Subject to Rule 10.3, the Committee may at any time convene a General Meeting by giving 28 days' notice in writing to all current Members.
- 10.3 If the Committee wishes to convene an Annual General Meeting or a General Meeting on less than 28 days' notice, the Committee may at any time convene an Annual General Meeting or a General Meeting by giving 7 days' notice in writing to all current Members provided that if any Member objects to such shorter notice period such Member may require the Committee to provide 28 days' notice of such meeting in accordance with Rule 10.1 or Rule 10.2 as the case may be.
- 10.4 One tenth of the current Members of the Association may in writing to the Chairman require that a General Meeting be convened for a purpose or purposes to be stated in the notice within 35 days of the receipt of the said notice.
- 10.5 At all General Meetings (including the Annual General Meeting) a quorum shall consist of ten Members.
- 10.6 The officers shall cause minutes to be kept in relation to all meetings of Members and published on the Association's website
- 10.7 The notice convening a meeting of Members shall specify the day, time and place of the meeting and the general nature of the business to be transacted thereat and, in the case of an Annual General Meeting, it shall specify the meeting as such.
- 10.8 The accidental omission to give notice of a meeting to or the non receipt of a notice of a meeting by any Member shall not invalidate the proceedings at the meeting.
- 10.9 No business of the Association shall be transacted at any meeting of Members unless a quorum is present. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Chairman may determine.
- 10.10 A resolution put to the vote of a meeting of Members shall be decided on a show of hands by simple majority. A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.11 In the case of an equality of votes the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

10.12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

11. The Chairman

The Chairman, or failing him the Deputy Chairman or Honorary Treasurer, shall preside if present at the meetings of the Committee and at the Annual General Meeting and any General Meeting of the Members of the Association. The chairman of the meeting shall have a casting vote in addition to his ordinary vote (if any).

12. Finance

12.1 The Association's financial year shall end on the 31st day of March in each year.

12.2 The Honorary Treasurer shall cause proper books of account to be kept to give a true and fair view of the affairs of the Association.

12.3 The Honorary Treasurer shall report on the state of the Association's finances at each General Meeting and, in addition, shall present audited accounts at the Annual General Meeting for the year to the previous 31 March.

12.4 There shall be bank accounts under the name of the Association opened and maintained in any branch of any regulated deposit taking institution in Jersey.

12.5 All funds of the Association shall as soon as practicable after receipt be paid into the bank accounts to be opened and maintained in its name. Such accounts shall be under the control of the Committee, which shall from time to time provide for their method of operation but so that the signature of at least two Officers, one of whom shall be either the Treasurer or the Chairman or Deputy Chairman, shall at all times be required for all amounts exceeding £100 (or such other figure as agreed by the Members in General Meeting, including the Annual General Meeting) and one signature for all amounts below such figure.

12.6 All payments of money to be made on behalf of the Association shall be applied towards the objects of the Association as set out herein.

12.7 The Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Association.

13. Audit

- 13.1 The financial statements relating to the Association's affairs shall be audited by such persons as are appointed by the Members at the Annual General Meeting. The Committee shall have the power to fill a casual vacancy for the position of auditor provided that the auditor so appointed shall only hold office until the Annual General Meeting next following such appointment but shall be eligible for reappointment at the Annual General Meeting.
- 13.2 The Auditor appointed under Rule 13.1 shall make a report to the Members on the financial statements examined by him laid before the Members at the Annual General Meeting.
- 13.3 The report shall state whether in the Auditor's opinion the Association's financial statements have been properly prepared and whether in his opinion a true and fair view is given:-
- (a) in the case of the balance sheet, of the state of the Association's affairs as at the end of its financial year;
 - (b) in the case of the income and expenditure account, of the Association's income and expenditure for its financial year.
- 13.4 It shall be the duty of the Auditor, in preparing his report, to carry out such investigations as will enable him to form an opinion as to the following matters:-
- (a) whether proper accounting records have been kept by the Association;
 - (b) whether the Association's financial statements are in agreement with the accounting records.
- 13.5 If the Auditor is of the opinion that proper accounting records have not been kept by the Association or if the financial statements are not in agreement with the accounting records, the Auditor shall state that fact in his report.
- 13.6 The Auditor shall have a right of access at all times to the accounting records of the Association, and shall be entitled to require from the Committee such information and explanations as he thinks necessary for the performance of the duties of the Auditor.
- 13.7 If the Auditor fails to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.
- 13.8 The Auditor shall be entitled to attend the Annual General Meeting of the Association and to receive all notices of, and other communications relating to, the Annual General Meeting which any Member of the Association is entitled to receive, and to be heard at the Annual General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.
14. **Members' Right of Inspection**

The Members of the Association shall have the right at all times to examine the accounting records of the Association.

15. Indemnity

- 15.1 The Officers of the Association shall be indemnified by the Association for any liabilities incurred by them in good faith as a result of acting as the representatives of the Association.
- 15.2 The Officers may authorise from the general funds of the Association the purchase or maintenance by the Association for any Officer or former Officer of the Association of any such insurance as is permitted by law in respect of any liability which would otherwise attach to such Officer or former Officer.

16. Representation

The Chairman for the time being of the Association, or failing him the Deputy Chairman or Honorary Treasurer duly authorised by a resolution of the Committee shall represent the Association in the Royal Court of Jersey and other tribunals for the purposes of any transactions in immovable property and for all other purposes in accordance with the provisions of the Law.

17. Patron

- 17.1 A Patron may be appointed or removed from that office by the Members of the Association at any General Meeting.
- 17.2 The position of the Patron shall be of an honorary nature and shall not carry with it the right to vote at any meeting of the Members.

18. Seal

The Association may authenticate its acts by the use of a Common Seal. The Common Seal shall be affixed to any document in the presence of any two Officers duly authorised in each and every instance by a resolution of the Committee.

19. Dissolution

Subject to the provisions of Article 15 of the Charities Law, if the Association resolves by a resolution passed by Members at a General Meeting or an Annual General Meeting that the Association shall be dissolved, any assets remaining after the satisfaction of all proper debts and liabilities, subject to the prior approval of the Royal Court pursuant to an application in accordance with Article 10 of the Law, shall be paid to such entity established for Charitable Purposes with objects that are equivalent or similar to the Objects of the Association as the Committee shall in its absolute discretion determine and in the absence of such determination to Charitable Purposes generally provided that no resolution to dissolve the Association shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Association not less than eight weeks before the date of the meeting at which it is to be considered.

20. Alteration to this Constitution

These Rules may be altered by a resolution passed by Members at any General Meeting of the Members of the Association (including the Annual General Meeting) provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Association not less than 28 days (or 7 days if a meeting is convened on short notice in accordance with Rule 10.3) before the date of the meeting at which it is to be considered, and provided further that no such alteration shall take effect until the same has received the subsequent approval of the Royal Court pursuant to the Law.