

THE ASSOCIATION OF GUERNSEY CHARITIES

CONSTITUTION

1. TITLE

The name of the Society will be “THE ASSOCIATION OF GUERNSEY CHARITIES” (hereinafter called the “Association”), and its nature will be an unincorporated association of members.

2. OBJECTS

The objects of the Association are:

(1) to encourage charitable and community work in the Bailiwick of Guernsey through the co-operation and co-ordination of activities between charitable organisations and the discussion and exchange of ideas regarding voluntary service to the community;

(2) to encourage cooperation between the members of the Association (the “**Members**”);

(3) to receive charitable donations (the “**Donations**”) from whatever source, including the Channel Islands Lottery and other such similar source, at the Council’s discretion;

(4) to administer and distribute and distribute the Donations for the benefit of the Members;

(5) to do all such things as are incidental or may be thought conducive to the attainment of all or any of the above objects.

3. MEMBERSHIP OF THE ASSOCIATION

(1) Any organisation, service club or other body or group of persons in the Bailiwick of Guernsey engaged in providing service to the community or in fund-raising activities for charitable objects, which is currently registered as a Charity or a Non-Profit Organisation with the Guernsey Registry, shall be eligible to apply for membership of the Association.

(2) Application for membership of the Association shall be made to the Membership Secretary in such form as the Council may approve from time to time and publish on its website.

(3) A subscription fee of such amount as fixed by the Council from time to time (the “**Subscription Fee**”), shall be payable on admission to membership. An annual membership fee may also be set by agreement at the AGM.

(4) If the Council has had no contact with a representative of a Member for two consecutive years, the Council may declare the membership of that Member inactive. The Member can re-activate their membership at any time subject to the Council's approval. An inactive member shall not be eligible for any allocation of Donations received from the Channel Island Lottery, shall not receive any routine communications from Council, and their membership details, including details shown online, will show them as currently inactive, but their other rights are not affected.

(5) The Council shall have the power to refuse membership to, or refuse to reactivate the membership of, any applicant if it considers such membership to be inconsistent with the well-being or the objects of the Association.

4. GENERAL MEETINGS

(1) The annual general meeting (the “**AGM**”) of the Association shall be held in each year within six months of the year-end of the Association to transact the following business:

(a) to receive the report of the chairperson of the Association (the “**Chairperson**”);

(b) to receive the report of the independent accountant elected at the previous AGM (the “**Accountant**”) and the accounts of the Association (the “**Accounts**”) for the past financial year;

(c) to elect individuals to the vacant posts on the council of the Association (the “**Council**”);

(d) to elect the Accountant for the following year;

(e) to transact other business of which due notice has been given to the Honorary Secretary.

(2) Not less than twenty-one days' notice in writing of the AGM shall be given to the Members.

(3) Nominations for the individuals, who need not be members of the Members, to be elected to the Council must be received by the Honorary Secretary not later than seven days before the AGM and must be signed in each case by the person proposing the nominee and the person seconding the nomination (both of whom must be either a Member, Officer or member of the Council).

(4) Notice of any other business to be transacted must be received by the Honorary Secretary not later than ten days before the date set for the AGM giving details of the proposed resolution and the name of the person proposing the nomination and the seconding the nomination (both of whom must either be a Member, Officer or member of the Council).

(5) The Council may call an extraordinary general meeting ("**EGM**") at any time by giving not less than fifteen days' notice in writing to the Members or shall convene such EGM on the written requisition of not less than 25% of Members of the Association. The objects of the EGM shall be specified in the notice.

(6) Any number of representatives from Members can attend an AGM or EGM but only one representative from each Member, who is over eighteen, is entitled to vote (the "**Member Representative**").

5. VOTES AT MEETINGS

No business shall be transacted at an AGM or EGM unless a quorum is present at the time when the AGM or EGM proceeds to business. A meeting of Members is quorate when at least 5% of the membership, or representatives of 10 individual members are present in person.

At any AGM or EGM at which a vote is called for on a resolution, each Member Representative shall be entitled to one vote. Voting shall be by a show of hands. In the event of equality of voting, the Chairperson shall have an additional casting vote.

6. THE COUNCIL

(1) The Council shall consist of the Chairperson, Vice-Chairperson, Secretary, the Treasurer and Membership Secretary and a maximum of five other members. At least three members of Council must be Guernsey resident.

(2) The Officers of the Council shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Membership Secretary.

(3) Council members must be persons of integrity and probity who have suitable skills and experience

(4) Each member of Council shall each be elected every five years at an AGM. At the end of five years, the Chairperson cannot stand for re-election for the same office.

(5) Officers of the Council must be aware of and declare any conflict of interest with the normal business of the Association. For the avoidance of doubt an association with a Member charity may sometimes give rise to a conflict of interest, such as when Grants are being considered, and the Council Member must both declare that conflict, and excuse him or herself from any discussion or decision about such a Grant.

(6) At meetings of the Council, all the members of the Council including the Chairperson shall be entitled to one vote. In the event of equality of voting the Chairperson, or in his absence the Vice-Chairperson, shall have an additional casting vote. Four members of the Council shall constitute a quorum at a meeting of the Council.

(7) The Council shall have powers to establish sub-Councils and to co-opt Members and non-members to such sub-Councils on such terms as it sees fit.

(8) The Council may appoint an individual to fill any casual vacancy on the Council until the next AGM.

(9) If any member of the Council

(i) shall be declared insolvent

(ii) shall become incapable of fulfilling their duties

(iii) shall commit any action that would bring the Association into disrepute

that member can be removed from their office by a simple majority of the remaining members of the Council members present at the meeting at their absolute discretion.

7. DUTIES OF THE COUNCIL

(1) The Chairperson shall preside over all meetings of the Association and of the Council, and to perform such other duties as ordinarily pertain to the office.

(2) The Vice-Chairperson shall preside over all meetings of the Association and of the Council in the absence of the Chairperson and perform other such duties as ordinarily pertain to the office. In the absence of both the Chairperson and the Vice-Chairperson, the persons entitled to vote shall elect a Chairperson for that meeting.

(3) The Secretary shall:

- (i) keep the records and minutes of all meetings of the Association and the Council;
- (ii) issue all notices of meetings of the Association and Council;
- (iii) perform such other duties as ordinarily pertain to the office.

(4) The Treasurer shall:

- (i) maintain bank accounts holding all of the funds received by the Association;
- (ii) collect monies due to the Association and pay them without deduction into the Association bank account;
- (iii) arrange for the payment of any accounts due to be paid to the Association and ensure that payments are made in accordance with the Bank Mandate;
- (iv) keep appropriate books of account of financial record;
- (v) report upon the state of the funds to each meeting of the Association;
- (vi) prepare Financial Statements at the end of the Association financial year or presentation to the Accountant;
- (vi) perform such other duties as ordinarily pertain to the office.

(5) The Membership Secretary shall:

- (i) keep proper records of the membership of the Association;
- (ii) administer applications from prospective members;

(iii) report to each meeting of the Association the record of membership and changes;

(6) the Officers of the Association shall undertake to hand over all books and records and other property of the Association to their successor at the end of their term of office.

(7) Council members must act in good faith at all times with a duty of care to the assets and activities of the Association, and must at all times keep confidential the information shared and discussed at Council meetings.

(8) Council members may act only in accordance with the powers afforded by this Constitution.

(9) Council members will ensure that they fulfil the mission and purpose of the Association effectively, and discharge its obligations, legal or otherwise, effectively.

(10) Council will from time to time review the activities of the Association to ensure that it is effective, and in accordance with this Constitution.

(11) Council will review the financial position of the Association at each meeting to ensure that its financial position is both satisfactory and prudent, and in particular that all disbursements are subject to dual control by unconnected people.

8. MEETINGS OF THE COUNCIL

(1) Meetings of the Council shall take place as often as necessary to properly conduct the affairs of the Association.

(2) The quorum for a meeting will be four members of Council

(3) At least one meeting shall take place prior to an Annual or General Meeting of the Association's Members, to discuss the Agenda and procedure at the meeting.

(4) The Council shall consider as part of the Agenda any item which is notified to the Secretary by a member of the Council or a Member before the meeting or under the Agenda item of Any Other Business.

(5) Voting shall be by a show of hands. In the event of equality of voting, the Chairperson shall have an additional casting vote.

9. FINANCES

(1) The Association financial year shall be from January 1st to December 31st.

(2) The Association shall receive Subscription Fees and Donations with or without conditions.

(3) A bank account shall be maintained for the receipt of Subscriptions Fees and any monies received from both Donations and Sponsorship intended to be used for the Association's expenses.

(4) A separate bank account will be maintained for the receipt of Donations which are intended for distribution to Members.

(5) The Association may hold funds as it shall in its discretion think fit for immediate distribution or to hold the capital on such investment account as it shall consider appropriate and shall distribute the income as above.

(6) Where Donations have been received from the States of Guernsey as a result of the Channel Islands Lottery, the Council shall advise the States body responsible for the running and administration of the Lottery of its proposals for distribution of the Donations and shall comply with any procedure for review imposed by that body.

(7) In the event that any Donations are received with conditions on its use, other than Donations received as a result of the Channel Islands Lottery, if the Council in its absolute discretion shall consider that the original purpose for which the Donations were received has been satisfied or is no longer viable it shall have the power to apply the Donations remaining in its hands cy-pres (as close as possible to the stated intentions of the donor) for the general purposes of the Association.

(8) All payments shall be made by cheque or bank instruction signed by any two of the Officers of the Council.

10. APPLICATIONS FOR DISTRIBUTIONS TO MEMBERS

(1) Applications may be made by Members for a distribution from the Donations received by the Association. Such applications should include information about the Member, its financial status, how it meets the Association's guidelines as issued by the Council from time to time and how it proposes to use the funds.

(2) The Council shall consider the applications from Members for distributions and allocate such funds to Members in its absolute discretion.

(3) The Council shall publish its proposals for the allocation of funds in any manner, in its absolute discretion, it sees fit.

11. DISQUALIFICATION

(1) The Council shall have the power to terminate the membership of any Member of the Association if, in the opinion of the Council, the activities of such Member are likely to damage the reputation of the Association or are inconsistent with the well-being or the objects of the Association.

(2) The Council shall not terminate the membership of a Member unless:

(i) the member has been given twenty-one days' notice of the meeting of Council at which the Council will consider whether to terminate the membership of the Member;

(ii) the Member has been advised that it may present written or verbal representations at the meeting.

(3) The decision to terminate the membership of the Member is by a unanimous vote of the Council.

12. DISSOLUTION OF THE ASSOCIATION

(1) If, in the opinion of the Council, the Association should be dissolved, an EGM shall be called giving not less than twenty-one days' notice.

(2) A resolution to dissolve the Association may be passed by more than 75% of the Members present at the AGM provided that a quorum of 25% of the Members is present (in person or by proxy) at the time the meeting proceeds to business.

(3) Upon the dissolution of the Association

(i) if the Association shall be holding Donations represented by monies, investments, property or other assets which is distributable to Members, such Donations shall be applied cy-pres and either be transferred to an existing trust or to a trust formed for the purpose to hold upon trust for Guernsey registered charitable organisations;

(ii) if the Association shall be holding any Subscriptions Fees or Donations which can be used for the Association's expenses, after satisfaction of the Association's debts and liabilities, shall be applied cy-pres and either be transferred to an existing trust or to a trust formed for the purpose to hold upon trust for Guernsey registered charitable organisations.

12. AMENDMENTS TO THE CONSTITUTION

(1) No additions or alterations to this constitution (the "**Constitution**") shall be made otherwise than by resolution of Members at an AGM.

(2) A resolution to alter or add to the Constitution may be passed by more than 75% of the Members present at the AGM provided that a quorum of 5% of the Members is present (in person or by proxy) at the time the meeting proceeds to business.

This constitution was proposed to the members of the Association of Guernsey Charities and adopted at the Annual General Meeting held on 3rd April 2019