

CHOICES LBG

Addendum to the Governing Document (Memorandum and Articles of Incorporation) dated 8th day of October 2020

Adopted by the Board of Directors on 6th June 2023

The Governing Document for the charity is the Memorandum of Incorporation of Choices LBG and Articles of Incorporation of Choices LBG, dated 8th day of October 2020.

This addendum amends the Governing Document to comply with Section 4 of the Charities etc. (Amendments, Exceptions, Governance, and Specified (Guernsey and Alderney) Regulations 2022 and the Schedule thereto.

1. Name of the Organisation

The name of the charity is CHOICES LBG commonly known as Choices.

2. Legal Status

The charity is a non-cellular company, limited by guarantee (LBG) and not having a share capital, registered with the Guernsey Registry reference CH3.

3. Purpose, Mission, and Objectives

Purpose: *Refer to Articles of Incorporation Section 2 (2.1-2.3).*

Mission: To empower all individuals to make positive choices about the reproductive and sexual health.

4. Relationship to other Non-Profit Organisations

Not applicable.

5. Arrangements governing dissolution

Refer to Articles of Incorporation Section 17 (17.1-17.3)

6. Rules governing administration of assets, if any

Refer to Articles of Incorporation Section 4; Section 17; & Section 18

7. Rules governing the amendment of the Governing document

Refer to Articles of Incorporation Section 16.

8. The Nature of Identity of Members

Not applicable as there are no club members, shareholders or subscribed members.

The company shall consist of "Guarantee Members" and "Directors" who are the managing officials of the "Board"

Refer to Articles of Incorporation Section 1(1.1) and Section 3

9. Membership rules such as eligibility, suspension and expulsion

Not applicable as there are no shareholders or membership rules

10. Rules concerning frequency of and proceedings at Members' meetings including provisions for quorum and voting

Not applicable as there are no members meetings

11. The rights of members to elect whether the annual financial statements should be independently audited or examined, as befits the NPO's size, nature and complexity

Not applicable as there are no club members, shareholders or subscribed members.

12. The rights of members to see the annual financial statements of the NPO within a reasonable period following the end of the accounting period.

Not applicable as there are no club members, shareholders or subscribed members.

13. The process by which the members of the governing body are determined including:

- Minimum number of managing officers

Replaces Articles of Incorporation Section 8.1

The Board shall comprise of at least three people to occupy the roles of Chair, Secretary and Treasurer or equivalent ("the specified roles"). The treasurer (or equivalent) and the occupant of at least another specified role must be unconnected to one another.

- Terms of office, where appropriate

- Maximum length of service, where appropriate
- Limits on re-election where appropriate

Refer to Articles of Incorporation section 8.2

- Conflict of interest and provisions for the management of conflicts

Refer to Articles of Incorporation Section 10

- Provisions for retirement, dismissal and replacement of managing officials.

Refer to Articles of Incorporation Section 9

- Remuneration of managing officials

Remuneration is not permitted unless to cover reasonable expenses.

- The majority of the Board must be residents of Guernsey or Alderney

The majority of the Board, with no exception, must be residents of the Bailiwick of Guernsey

14. Duties and powers of the governing body, including

- a. A requirement for managing officials to be persons of integrity and probity who have suitable skills and experience

Refer to Articles of Incorporation Section 3.3

- b. A duty to act in good faith at all times, with general duty of care

Board members must act, in good faith always and acknowledge their general duty of care. according to the provisions of this Constitution.

- c. A duty to act only in accordance with the powers afforded by the Constitution

The Board members may make reasonable additional rules to help run the charity. These rules must not conflict with the Memorandum of Incorporation, Articles of Association, any addendum or the law.

- d. A duty to ensure that there are measures in place to enable the charity/NPO to achieve its purpose and mission effectively, to fulfil

its obligations under its constitution and to discharge any legal obligations to which it is subject

The Board members shall review the activities of the charity annually to ensure that the charity continues to achieve its purpose and mission effectively.

- e. A duty to review the activities of the organisation, as well as its own performance, from time to time to ensure that the charity continues to achieve its purpose and objectives effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject,

The Board Members shall review their own performance annually, ahead of the Annual General Meeting, to ensure that the charity has fulfilled its obligations under the Constitution, and to discharge any legal obligations to which it is subject.

- f. A duty to take all reasonable measures with the objective of ensuring that the financial provision of the charity is satisfactory and prudent for the purposes of the organisation's mission or objectives.

In order to carry out the charitable purposes, the Board members have the power to

- I. Raise funds, receive grants and donations*
- II. Apply funds to carry out the work of the charity*
- III. Co-operate with and support other charities with similar purposes*
- IV. Do anything which is lawful and necessary*

15. Duties and powers of the Chair

Refer to Articles of Incorporation Section 7.1 and 7.2; and Section 12.2

In addition:

The Chair shall also take the lead to ensure the Board members decisions are implemented.

The Chair shall also take urgent action when there is no time to call a Board meeting, such action to be ratified at the next meeting.

16. Duties and powers of the Secretary or equivalent

Refer to Articles of Incorporation Section 14.

17. Duties and powers of the Treasurer or equivalent

The treasurer must be unconnected with at least one of the other statutorily required roles of chair and secretary. Even when the day to day running of the accounts and reporting is managed by a paid employee/company, the stewardship responsibility of the financial management remains with the Treasurer.

The Treasurer will ensure that:

- *Appropriate checks are carried out on the provenance of donations and bona-fides of beneficiaries is undertaken where required by anti-money laundering laws.*
- *The Board members are presented with appropriate financial reports at general meetings.*
- *Appropriate accounting disciplines are undertaken.*
- *Annual accounts are produced, and independently verified as required by the Directors, for production at the Annual General Meeting.*
- *The most recent annual accounts can be seen by anybody, on request.*
- *Money must be held in the charity's bank account and payments authorised by two independent people – either Treasurer/Director or clinic service manager/ deputy manager and paid company responsible for accounting.*

18. Rules concerning frequency of, and proceedings at, meetings of governing body, including provisions for quorum and voting.

Frequency of AGM

Refer to Articles of Incorporation Section 6.2

Frequency of general meetings

Refer to Articles of Incorporation Section 6.4-6.6.

In addition, there will be a minimum of three meetings per year. This does not prevent the Board meeting more often if required.

Proceedings at AGM –

Refer to Articles of Incorporation Section 6.3

Proceedings at general meetings

Refer to Articles of Incorporation Section 7

Quorum at AGM

There must be three unconnected persons present in person.

Quorum at general meetings

There must be three unconnected persons present in person.

Voting - Chair

Refer to Articles of Incorporation Section 5.2

Voting -Board members

Refer to Articles of Incorporation Section 5.2 and 7.4

Notices

Refer to Articles of Incorporation Section 24

In addition, a minimum 14 days' notice will be given for an AGM and any General meeting, informing Board members of the agenda.

Refer to Articles of Incorporation Section 24.4-24.5

In addition, replace fax to read any Board member may notify the company of an email address.

Signed:



Chair



Treasurer