



Carers Guernsey

Constitution

1. Definitions

“The charity” – The name of the charity is Carers Guernsey.

“Carer(s)” – A carer is a family member, a partner or a friend who needs help as a result of their illness, frailty, disability, a mental health problem or an addiction. The care they give is unpaid.

“Connected party” – Anyone who is connected to the charity through employment or voluntary work.

“Board members” – Any director appointed to the charity in accordance with Guernsey company law.

2. Purpose and objects

The aim of the charity is to improve living and working conditions for carers in the Bailiwick of Guernsey, through:

- Provision of emotional support
- Provision of practical support especially in relation to finances
- Campaigning and awareness-raising
- Advocacy

3. Adoption of the Constitution

The charity and its property will be administered and managed in accordance with the provisions of the Memorandum and Articles of Association in tandem with this constitution and in compliance with The Charities etc (Guernsey and Alderney) Ordinance, 2021.

4. Legal status

The charity is registered under number CH570 with the Guernsey Registry and is a Guernsey company Limited by Guarantee under company number 64481.

5. Application of Income and Property

The income and property of the charity shall be applied solely towards the operation and promotion of the purpose and objects. A connected party or director is entitled to be reimbursed from the property of the charity, or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charity.

6. Officers and board members

- I. The charity and its property shall be managed and administered by a board of directors (“the board”) comprising the officers and other members elected in accordance with this

constitution, individually known as “directors”. The officers and other members of the board shall represent the best interests of the charity at all times.

- II. The charity shall have the following officers:
 - (a) a chair
 - (b) a secretary
 - (c) a treasurer
- III. The number of directors shall be not less than three but shall not be subject to any maximum.
- IV. A director may not appoint anyone to act on their behalf at meetings of the board.

7. Quorum

- I. No business shall be transacted at any board meeting unless a quorum is present.
- II. A quorum is 2 officers or 3 members of the board entitled to vote upon the business to be conducted at the meeting;
- III. If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the board shall determine.

8. Appointment of directors

- I. The board by written resolution shall elect the officers and the other directors to the board.
- II. The board may appoint any person who is willing to act as a director. The board may also appoint directors to act as officers provided that no director has already been elected or appointed to that office and has not vacated the office.
- III. Directors must be ordinarily resident in Guernsey or Alderney.
- IV. The Treasurer and the occupant of any officer role must be unrelated and unconnected.
- V. Each of the directors shall serve for a term of no longer than 9 years. They shall retire with effect from the conclusion of the anniversary 9 years after their appointment, but shall be eligible for re-election after a period of 2 years.
- VI. Directors should be persons of good integrity and probity, who have suitable and appropriate skills and experience.

9. Powers and duties of directors.

- I. The directors must manage the business of the charity and have the following powers and duties in order to further the objects (but not for any other purposes):
 - (a) to raise funds;
 - (b) to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (c) to obtain and pay for such goods and services as are necessary for carrying out the objects of the charity;
 - (d) to open and operate such bank account and other accounts as the board consider necessary in order to achieve the objects of the charity;

- (e) to do all such other lawful things as are necessary for the achievement of the objects;
 - (f) the board has a duty to act in good faith at all times, with a general duty of care, and to act only in accordance with the powers afforded by this constitution;
 - (g) the board has a duty to ensure that there are measures in place to enable the charity to achieve its objects, and to review the activities of the charity and the performance of the board, to ensure that it continues to achieve its objects effectively;
 - (h) the board has a duty to ensure that the financial position of the charity is satisfactory and prudent, and that disbursements are subject to dual control and oversight by unconnected persons;
- II. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the board.
 - III. Any meeting of the board, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the board.

10. Removal of directors

A director shall cease to hold office if they:

- I. Commit an offence which renders them ineligible to act as a director under the Companies law, Guernsey 2008
- II. Resign as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- III. Is absent without the permission of the board from all their meetings held within a period of twelve consecutive months and the board resolves that the office has been vacated; or
- IV. Die.

11. Meetings and proceedings of the board

- I. The board may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- II. Any director may call a meeting of the board.
- III. The secretary must call a meeting of the board if requested to do so by a director.
- IV. Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- V. The person elected as the Chair shall chair meetings of the board. If the Chair is unwilling or unable to preside, or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

12. Secretary's duties

- I. The secretary must keep minutes of all:
 - a) appointments of officers and directors made by the board;
 - b) Proceedings at meetings of the charity;
 - c) Meetings of the board and committees of the board including:

- i) the names of the directors present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate the reasons for the decisions.
- II. The secretary must undertake annual statutory filings in accordance with the Guernsey Companies Law 2008 and the Charities etc (Guernsey and Alderney) Ordinance, 2021.
- III. The secretary must notify the Registrar promptly of any changes to any of the matters required in order to maintain the charity's entry on the Register of Charities and NPO's.

13. Accounts, Annual Renewal and Registered particulars

It shall be the duty of the Treasurer to comply with the following obligations:

- a) make, keep and retain records of all financial transactions (with whosoever made) in order to evidence the application or use of the charity's assets, funds and income.
- b) submit the annual renewal of registration at the commencement of each calendar year.
- c) Arrange for an independent review or audit of the annual accounts within the first six months of the calendar year following the last accounting period.

14. Conflicts of interest and conflicts of loyalties

- I. A charity director must:
 - a) Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
 - b) Absent themselves from any discussion of the charity in which it is possible that a conflict will arise between their duty to act solely in the interest of the charity and any personal interest (including but not limited to any personal financial interest).
- II. Any charity director absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity on the matter.

15. Dissolution

- I. If the board members resolve to dissolve the charity the officers will remain in office as the board of directors and be responsible for winding up the affairs of the charity in accordance with this clause.
- II. The board of directors must collect all the assets of the charity and must pay or make provision for all of the liabilities of the charity.
- III. The board of directors must apply any remaining property or money:
 - a) directly for the objects;
 - b) by transfer to any charity or charities for purposes that are the same as or similar to the charity.
- IV. The board of directors may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which they are to apply the remaining property or assets of the charity and the board of directors must comply with the resolution if it is consistent with sub-clause (3) above.
- V. In no circumstances shall the net assets of the charity be paid to or distributed among the directors of the charity (except to a member that is itself a charity).

- VI. The board must notify the Guernsey Registrar promptly that the charity has been dissolved.

16. Delegation

- I. The board may delegate any of their powers or functions to a committee of one or more directors but the terms of any such delegation must be recorded in the minute book.
- II. The board may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed by the board.
- III. The board may revoke or alter a delegation.
- IV. All acts and proceedings must be fully and promptly reported to the board.

17. Amendment of constitution

- I. The charity may amend any provision contained in this constitution provided that:
 - a) no amendment may be made that would have the effect of making the charity cease to be a charity under the Charities etc (Guernsey and Alderney) Ordinance, 2021.
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
- II. Any provision contained in this constitution may be amended, provided that any such amendment is made by resolution passed by a written resolution of the board of directors.
- III. A copy of the updated constitution will be sent to the Registrar of Charities.

Approved by the board on 13th September 2022