



# FAIRTRADE GUERNSEY STEERING GROUP CONSTITUTION

This instrument embodies the principles, rules and guidelines of our Group. It sets out how we will conduct ourselves and the rights and duties of members and officers. This constitution was updated in 2024 and adopted at the Annual General Meeting held on 12th November 2024. Subsequent amendments may only be made in accordance with Clause 14.

## 1. Name

The Group shall be known as the Fairtrade Guernsey Steering Group, herein abbreviated to FGSG.

## 2. Legal Status

The group is an unincorporated association. It is registered with the Guernsey Registry as a Not for Profit Organisation No. NP256 and with the Association of Guernsey Charities number 453.

## 3. Purpose

- To promote the concept of Fairtrade
- To raise awareness of the Fairtrade mark among businesses, retailers, employers and the general public in Guernsey
- To increase sales of Fairtrade produce in Guernsey
- To achieve and maintain for Guernsey the status of Fairtrade Island, in accordance with guidelines issued by the Fairtrade Foundation

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## 4. Fairtrade Foundation

The Fairtrade Foundation is a UK Registered charity number 1043886. FGSG works under the guidance of The Fairtrade Foundation in terms of achieving Fairtrade Island Status and maintaining it. Our primary objectives, to promote growth in Fairtrade sales and raise awareness of it, are in common with them. Apart from the Foundation being responsible for bestowing Fairtrade Island Status, however, there is no legal, or contractual relationship between the Foundation and FGSG.

## 5. Members

Membership is open to all supporters of Fairtrade based in the Bailiwick of Guernsey, or having a place of business or work there. The Officers will endeavour to secure representatives on the FGSG from all relevant groups, e.g. churches, schools, retailers, wholesalers, government etc. The membership and contact listing of the FGSG shall be securely maintained in accordance with Guernsey GDPR Rules and will be reviewed periodically, no less frequently than every three years. There are no membership fees. The Group will receive membership requests via the Secretary and may co-opt additional members by majority vote at any of its meetings. Members shall be entitled to receive notice of meetings, to attend, speak and vote at such meetings and to receive copies of the minutes. A member failing to attend any meetings during the course of a 12-month period, may be removed, if requested, by a vote at a quorate committee meeting.

## 6. Proceedings at Meetings

A committee meeting will be properly convened if notice of the meeting is sent out to all members at least 7 days in advance of the meeting. Such meeting will be quorate providing there shall be present no fewer than four members of the FGSG, at least one of which shall be either the Chair, Treasurer, Secretary, or other duly appointed officer. The FGSG will hold 3 to 4 meetings each year, as needed, to arrange the activities for Fairtrade Fortnight and other events and publicity throughout the year. The Secretary will circulate, or cause to be circulated, an agenda at least 7 days prior to a meeting. The Chair will ensure that all members present are heard on any agenda

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item on which they wish to speak. Where a vote is required, all members shall have an equal vote, save that in a tied vote, the Chair may choose to exercise the option of a casting vote.

### 7. Finances

The FGSG will carry out fundraising activities to provide funds for furthering its objectives. Funds may be disbursed for purposes of promoting Fairtrade, increasing sales, raising awareness and education. Subject to committee approval members reasonable expenses may be met in attending events arranged by the Fairtrade Foundation or similar bodies which will improve knowledge, communication or skills related to Fairtrade.

All income and expenditure, and records thereof, will be managed by the Group's Treasurer; the Committee will seek to manage funds and identify funding consistent with its plans. Financial Statements covering the activity for the financial year will be presented by the Treasurer at an AGM within 10 months of the year end, together with all supporting documentation for any member to inspect or audit. A formal independent audit by a suitably qualified third party may be requested by any member entitled to speak and vote at the AGM.

### 8. Officers

The officers (a minimum of 3 at any time) of the FGSG shall consist of the Chair, Treasurer, Secretary and Assistant Secretary. Officers must be resident in Guernsey. Candidates must have a proposer and seconder who are already members prior to the AGM. The successful candidates shall be elected at an AGM for a 3-year term, after which they may offer themselves for re-election. Election shall be by show of hands, with the proviso that any candidate may request a written ballot. Officers will receive no remuneration for their position. A member may bring a vote to remove an officer at any AGM. A simple majority vote of eligible members is required to successfully remove an officer. The Patron may not vote. If an officer retires or fails to complete their term for any reason, a replacement may be co-opted by the remaining officers to stand in until the next AGM, when the new officer may offer themselves for election in accordance with this paragraph.

## 9. Conflicts of Interest

The following circumstances shall be deemed to create Conflicts of Interest:

- i. A material Agreement or Transaction between FGSG and an officer or member or Family Member.
- ii. A material Agreement or Transaction between FGSG and an entity in which an officer or member or Family Member has a Material Financial Interest or of which such person is a director, officer or other legal representative.
- iii. An officer or member or Family Member accepting gifts, entertainment, or other favours from any individual or entity that does or is seeking to do business with FGSG'

This does not preclude acceptance of items or entertainment of nominal or insignificant value that are not related to any particular transaction or activity. Material for the purposes of this should be considered to be £250.

### *Procedures where a conflict has arisen*

Before committee discussion on any Agreement or Transaction involving a Conflict of Interest, an officer or committee member having a Conflict of Interest shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. The officer or committee member having a Conflict of Interest shall not vote on, nor attempt to influence the vote. Each new Officer shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

## 10. Requirements of Members

Members shall be persons of integrity and probity who have suitable and appropriate skills and experience, have a duty to act in good faith, in accordance within the powers afforded by the Constitution, and shall periodically review the performance of FGSG to ensure that it is fulfilling its objectives. In addition, members will ensure that the financial position of FGSG is satisfactory and prudent for the purposes of the objectives and that payments are subject to dual control by unconnected people.

## 11. Duties of the Officers

### *Duties of the Chair*

The Chair shall chair the meetings of the Group. The Chair shall act as the figurehead, representing FGSG at functions and meetings, and in communication with the Media. The Chair shall also take the lead to ensure that committee decisions are implemented. The Chair shall also take urgent action when there is no time to call a committee meeting, such action to be ratified at the next meeting.

### *Duties of the Treasurer*

The Treasurer shall be primarily responsible for stewardship of FGSG's finances. The Treasurer's role is to keep the books of account and to advise the committee about financial matters and, in particular, on their financial responsibilities. The Treasurer will ensure that:

- funds are only disbursed when approved by two unconnected Officers
- 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 committee is presented with appropriate financial reports at committee meetings
- appropriate accounting disciplines are undertaken, e.g. reconciliation of bank accounts and recording of transactions
- annual accounts are produced, and independently verified as required by the Members in general meeting, for production to the Annual General Meeting.

### *Duties of the Secretary*

The Secretary's primary roles are:

- to keep the register of Members up to date
- to organise and minute meetings of Members and Trustees
- to deal with any correspondence

## 12. Annual General Meeting

An Annual General Meeting (AGM) will be held to report on the activities of the year, approve the Financial Statements and to hold elections for the posts of any Officers whose term of office have expired or who have indicated a wish to be replaced. There should be no more than 18 months between successive AGMs unless there are exceptional circumstances.

## 13. Dissolution

If the Members in a General Meeting resolve that FGSG is to be dissolved, the Officers or such other person or persons as selected by the members will be responsible for winding up the affairs of the FGSG in accordance with this clause. After settlement of all of FTSG's liabilities, the assets must be collected and applied as follows:

- (a) by transfer to the Fairtrade Foundation;
- (b) or failing them, any charity(ies) for purposes that are the same as or similar to FGSG

The Committee must notify the Registrar of Charities and NPOs promptly that the NPO has been dissolved.

## 14. Amendment of Constitution

FGSG may amend any provision contained in this Constitution provided that:

- No amendment may be made that would have the effect of making the NPO cease to be an NPO under The Charities and Non Profit Organisations (Guernsey) Law, 2008;
- No amendment may be made to alter the objects if the change would undermine or work against the previous objects;
- Any provision contained in this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the Members present and voting at a general meeting.
- A copy of the updated Constitution will be sent to the Registrar of Charities and NPOs.

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Approved by Fairtrade Guernsey Steering Group at the Annual General Meeting on 12<sup>th</sup>  
November 2024.

As witnessed by

A handwritten signature in blue ink that reads "Judith E Moore". The signature is written in a cursive style and is underlined with a single horizontal line.

Judith Moore, Chair

A handwritten signature in blue ink that appears to read "Hannah Davis". The signature is written in a cursive style and is underlined with a single horizontal line.

Hannah Davis, Secretary