

RETIRED STATES EMPLOYEES' ASSOCIATION

Constitution

1. NAME

- 1.1 The Association shall be known as the Retired States Employees' Association ('RSEA' or 'the Association') and shall be registered in accordance with charities legislation.
- 1.2 For the purposes of charities legislation, the RSEA is an unincorporated body.

2. OBJECTIVES

- 2.1 To represent, safeguard and advance the interests and rights of all those who have been awarded a pension, or are entitled to a deferred pension, under the Rules, as amended from time to time, of the States of Guernsey Public Servants' Pension Scheme (PSPS).

3. ORGANISATION

Annual General Meeting of Members

- 3.1 The Association's principal policy-making body shall be the Annual General Meeting of Members (AGM).

Committee Roles and Responsibilities

- 3.2 The Association shall be managed by a Committee, of whom a majority must be Guernsey or Alderney residents, comprising a President, Secretary, Treasurer (designated together as the Executive Officers), plus five Committee Members, all of whom shall be Voting Members [see Clause 4,2] of the RSEA.
- 3.3 In accordance with charities legislation, the Treasurer must be, at the time of election and always during their period of office, unconnected to at least one of the President and the Secretary.
- 3.4 The Committee shall be elected at each AGM and serve until the end of the next AGM, when they will be eligible for re-election.
- 3.5 Only Voting Members of the RSEA may be elected or co-opted to the Committee.
- 3.6 The Committee shall have the power to co-opt additional Committee Members as it deems necessary, to serve until the next AGM.
- 3.7 The Committee has authority to designate one of its members, including a co-opted member, to fill any Executive Officer vacancy that may arise for any reason, to serve until the next AGM and to designate additional roles and responsibilities as they are identified.

- 3.8 The Committee may at its discretion appoint and determine contractual terms with contractors to provide such ancillary services as it deems necessary to discharge the Association's obligations.
- 3.9 Committee Members, who must be persons of integrity and probity with appropriate skills and experience, must always act in good faith with a duty of care to the objectives, assets and activities of the Association and only in accordance with the powers under this Constitution and applicable charities legislation to discharge the Association's obligations, legal or otherwise.
- 3.10 Committee Members should be aware of and declare any potential or actual conflict of interest with the normal business of the Association and the Secretary shall maintain a written record of all such declarations.
- 3.11 Any person elected or co-opted to the Committee shall vacate their position if:
- (a) that person notifies the President and/or Secretary of their wish to vacate the position, such notification to be recorded formally at the next Committee meeting.
 - (b) they are absent without leave of the Committee from six Committee Meetings held within any successive period of twelve months commencing from their first election or co-option to the Committee.
 - (c) in the opinion of a registered medical practitioner treating that person they have become so physically or mentally incapable of acting as a Committee Member and may remain so for a period of more than six months, and if the Committee, at its discretion, concurs with such opinion, or
 - (d) they are disqualified from holding such office by any Court order under applicable legislation.
- 3.12 All Committee positions shall be honorary although the Committee may, at its discretion and subject to reporting any such decisions to the following AGM, grant and determine the level of an honorarium to, or meet the reasonable expenses incurred in the course of RSEA business of, any elected or co-opted Committee Member.
- 3.13 Each Committee Member owes the following duties to the Association:
- (a) to ensure that there are measures in place to enable the Association to achieve its purpose and objectives effectively.
 - (b) to review the activities and performance of the Association, from time to time to ensure that it continues to achieve its purpose and objectives effectively, to fulfil its obligations under its Constitution and to discharge any legal obligations to which it is subject.

- (c) whilst having no requirement to make any financial contribution to the Association beyond that Committee Member's annual subscription as a Voting Member, to take all reasonable measures with the objective of ensuring that the Association's financial position is satisfactory and prudent to meet the purposes of its objectives.

4. MEMBERSHIP

- 4.1 Membership of the RSEA is open to any person who is a Pensioner Member or a Deferred Member or a Partial Retirement Member as defined in The States of Guernsey (Public Servants) (New Pensions and Other Benefits) Rules 2016, as amended, and to any person who, as a Spouse or Qualifying Partner, is entitled to receive a PSPS pension on their late spouse's or partner's contributions.
- 4.2 Members who have agreed to pay the annual subscription will have voting rights and be designated as Voting Members. They will be entitled to receive a Membership Card granting access to such benefits as may be available.
- 4.3 Subscriptions may be paid in cash, by payroll deduction from pension payments or by direct credit to the RSEA's bank account.
- 4.4 Subscriptions paid by payroll deduction will normally relate to each calendar year. Lump sum payments, in whatever form they are paid, will be valid for twelve months from the date of receipt. Any member who has not paid a subscription when due will lose voting rights until such payments resume.
- 4.5 Any variation in the level of annual subscription will require approval at a General Meeting.
- 4.6 Those members who have chosen not to pay a subscription are eligible to attend and speak at AGMs and EGMs, but are not eligible to vote, to be elected or co-opted to the Committee, or to receive such benefits as may be available to Voting Members.
- 4.7 The Committee may at its discretion decide if it is in the best interests of the Association to refuse, suspend or expel from membership of the Association any person who in its opinion is not an appropriate person to be a member and to notify that person of its reasons within 21 clear days after the decision is taken. The person will have the opportunity to appeal against the decision but any subsequent decision that the Committee may make to confirm its original decision shall be final.

5. FINANCE AND AUDIT

- 5.1 A Treasurer, with responsibility to maintain financial records, including a record of any physical or non-tangible assets, to produce annual financial statements for each calendar year and to manage the RSEA investments and banking arrangements on a day-to-day basis, shall be elected by Voting Members at an AGM.
- 5.2 RSEA funds shall be banked and invested in a manner to be agreed by the Committee.

- 5.3 The Treasurer shall, at least quarterly, present to the Committee a report on the financial position of the RSEA.
- 5.4 The signatures of two Executive Officers, neither of whom shall be the payee, shall be necessary in respect of the withdrawal of funds.
- 5.5 Where, in accordance with charities legislation, the Committee has decided that the Association's annual financial statements should be independently audited or examined, as befits the organisation's size, nature and complexity, the Treasurer shall arrange for the annual audit of the financial statements and present the audited statements and the auditors' report thereon to the next AGM.
- 5.6 Subject to Clause 5.5, two auditors, who need not be RSEA members, but whose nominations must each be proposed and seconded by RSEA Voting Members, shall be elected at each AGM, by those Voting Members present and voting, to audit the financial statements for the current year.
- 5.7 If only one nomination is received, the election may proceed in accordance with Clause 5.6. The vacant position, or positions, if no nomination is received for either position, will be subject to Clause 5.8.
- 5.8 If it is not possible to elect a person to any vacant position under Clause 5.6, the AGM shall delegate authority to the Committee to seek, and to appoint, as soon as possible, but by no later than 31st December in the current financial year, an appropriate person to fill each such position, subject to the appointment(s), when made, being notified to RSEA members by a notice appearing on the Association's website and being reported formally to the next AGM. Such appointment shall apply only for the audit of the financial statements for that current year and shall lapse when the audited financial statements have been approved.
- 5.9 For the avoidance of doubt, if, in accordance with charities legislation, the Committee has decided that the Association's annual financial statements need not be independently audited or examined, the Treasurer shall arrange for the financial statements to be presented to the next AGM.

6. ANNUAL (AGM) AND EXTRAORDINARY (EGM) GENERAL MEETINGS

- 6.1 An AGM shall take place each year, normally during the month of April, at a venue to be determined by the Committee. A provisional date for the next AGM will be set at each AGM.
- 6.2 At least four weeks' prior written notice of the date, time and venue for each AGM shall be given to Members individually, where possible, and by public advertisement.
- 6.3 An AGM will be quorate if at least twenty Voting Members, including the Committee, are present at the time when the Meeting is due to commence.

- 6.4 No formal business shall be transacted unless a quorum is so present.
- 6.5 If Clause 6.4 applies, the President shall declare the meeting inquorate and the Committee will determine an alternative date to reconvene the General Meeting in accordance with Clause 6.2.
- 6.6 If an AGM becomes inquorate during the meeting, proceedings should be adjourned but any decisions made whilst quorate will stand.
- 6.7 Nominations for election as an Executive Officer or Committee Member should, where possible, be delivered to the Secretary at least one week before the AGM. Nominations must be in writing, must be proposed and seconded by Voting Members, and must confirm the nominee's agreement. Nominations may also be made by those present and eligible to vote on the day of the AGM, subject to the same criteria.
- 6.8 An Extraordinary General Meeting (EGM) may be convened on receipt by the Secretary of a request identifying the purpose of the EGM and signed by at least six Voting Members. The EGM must be called as soon as reasonably practicable, subject to Clause 8.2 regarding any proposal for an amendment to this Constitution. At least two weeks' prior written notice of the date, time, venue and agenda for an EGM shall be given to Members individually, where possible, and by public advertisement, except that where the EGM is convened to consider proposals to amend this Constitution four weeks' notice will be given.
- 6.9 No other business will be considered at the EGM unless more than one request in accordance with Clause 6.8 has been made at the same time.
- 6.10 An EGM will be quorate if at least twenty Voting Members, including Committee Members, are present and the quorum is maintained throughout the meeting.
- 6.11 It shall be the responsibility of the President to chair all General Meetings. In their absence, the other members present and eligible to vote may choose an alternate President for that meeting.
- 6.12 A proposition that is formally proposed and seconded, including for the election of Executive Officers, Committee Members and auditors, shall be passed by a majority of the members who are present and eligible to vote at a General Meeting, and in the case of an equality of votes, the President will declare the proposition lost.
- 6.13 The Secretary shall arrange for a written record to be made of proceedings at each General Meeting and for such record to be made available to relevant parties.
- 6.14 The person who presides at a General Meeting shall not have a casting vote. If Voting Members are equally divided on any issue, the person presiding shall declare the proposition lost.
- 6.15 If, in the opinion of the Committee, exceptional circumstances, such as or akin to the imposition of measures under The Civil Contingencies (Bailiwick of Guernsey) Law, 2012,

as amended, render it impracticable to convene an AGM in any year, written notice shall be given to Members individually, where possible, and by public advertisement, of the decision to defer, the reasons for the deferral and proposals to hold such AGM as soon as it is practicable.

- 6.16 If, in the opinion of the Committee, an AGM or EGM may proceed in whole or in part as a remote meeting, whereby some or all participants are in constant collective communication with all other participants through electronic means, such General Meeting may proceed as if all participants were physically present together, subject to measures being available and adopted to determine if a quorum is present and to validate each participant's right to attend the meeting and to vote.
- 6.17 If a General Meeting is to be held as a remote meeting, appropriate guidance for participants will be given in the written notice of the meeting.
- 6.18 A General Meeting may, by a majority of those Voting Members present and voting, decide temporarily to suspend the requirements of this Constitution to the extent necessary to permit a proposition that would otherwise not be permitted to be considered, subject to the Secretary making a record of such suspension.

7. COMMITTEE MEETINGS

- 7.1 The Committee shall meet at least quarterly each year.
- 7.2 All Committee Members will be given at least ten days' notice of when a meeting is due to take place, unless at least two of the Executive Officers deem it to be urgent.
- 7.3 A Committee meeting shall be quorate if at least five Committee Members are present, including at least one Executive Officer. Any decisions taken at an inquorate meeting must be notified as soon as possible to those not in attendance and ratified at the next quorate meeting.
- 7.4 It shall be the responsibility of the President to chair all Committee meetings. In their absence, the other members present may choose an alternate President for that meeting.
- 7.5 A proposition that is formally proposed and seconded shall be passed by a majority of the Voting Members who are present and voting at a meeting of the Committee, and in the case of an equality of votes, the person presiding at the meeting shall declare the proposition lost.
- 7.6 The Secretary shall arrange for a written record to be made of proceedings at each meeting and for such record to be made available to relevant parties.
- 7.7 The Committee may meet by means of a remote meeting, in whole or in part, subject to measures being available and adopted to determine if a quorum is present and for voting.
- 7.8 In exceptional circumstances the Committee has the power to make an urgent decision on a matter within its remit without meeting formally provided that a majority of Committee

Members has confirmed agreement by email or printed form. Such decision should be ratified in the minutes of the next formal meeting.

8. AMENDMENT TO THE CONSTITUTION

- 8.1 Any amendment to this Constitution must be agreed by a two-thirds majority of Voting Members present and voting at an AGM or EGM and will take effect from the conclusion of that AGM or EGM.
- 8.2 Any proposal to amend this Constitution must be conveyed to the Secretary in writing. The Secretary, in consultation with the other Executive Officers, shall then decide on the date of the General Meeting at which the proposal shall be considered, giving members at least four weeks' written notice.

9. RSEA REPRESENTATION

- 9.1 The Committee is authorised to appoint one or more Committee Member, including a co-opted member, to represent the RSEA in the Pensions Consultative Committee, the Association of States' Employees' Organisations, in accordance with their constitutions, and any other such bodies or activities where the Committee considers RSEA representation is appropriate.

10. DISSOLUTION

- 10.1 If the Committee considers that circumstances are such that it is necessary or advisable to dissolve the Association, it shall call an EGM in accordance with Clause 6.5. The proposition calling for dissolution will succeed if there is a majority of at least three-quarters of those Voting Members present and voting, including Committee Members.
- 10.2 The proposition will include instructions to the Committee to dispose of assets held by or in the name of the Association, provided that any residual assets after all debts and liabilities have been satisfied shall be given, at the discretion of the Committee, to one or more bodies with similar objectives to those of the Association, as set out in Clause 2.1.
- 10.3 The Committee will notify all statutory or regulatory bodies that the Association has been dissolved and all banking and investment arrangements will be terminated. No payment or distribution shall be made to any member of the Association or any other individual.

Explanatory Notes

A. References in this Constitution to “charities legislation” mean:

- The Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008,
- The Charities etc. (Guernsey and Alderney) Ordinance, 2021,
- The Charities etc (Amendments, Exemptions, Governance and Specified Amount) (Guernsey and Alderney) Regulations, 2022,

and subsequent amendments to such legislation.

B. For the purposes of this Constitution, two persons A and B are connected if:

- A is B’s spouse or civil partner, or
- A is B’s relative, (where a relative is a brother, sister, ancestor or lineal descendant)
or
- A is the spouse or civil partner of a relative of B, or
- A is a relative of B’s spouse or civil partner, or
- A is the spouse or civil partner of a relative of B’s spouse or civil partner, or
- A and B are economically dependent upon each other (i.e., they both derive their principal economic benefit from the same source.

‘Unconnected’ shall be interpreted accordingly.

C. References in this Constitution to ‘writing’, ‘written’ or ‘notification’ include the use of printed papers, e-mail, communications on websites, social media and documents in electronic format.

D. References in this Constitution to being ‘present’ at meetings includes attendance during part or all the proceedings in a remote meeting.

E. This Constitution was adopted at the AGM held on 24th April 2024 at Les Cotils, Guernsey.