

GUERNSEY REVIVAL CONSTITUTION

This document details the Constitution of Guernsey Revival (the “Charity”), a charity registered in Guernsey reference CH616, as at 21st February 2023.

The Charity is an unincorporated association. The Charity and its property will be administered and managed in accordance with the provisions of this Constitution.

Clauses 1 to 25 were adopted by the Members in General Meeting on 8th April 2019, the Addendum was adopted by the Members in General Meeting on 21st February 2023 to comply with the 2022 Charity Law.

1. Mission and Objectives

- 1.1. The Charity has been set up to support local charities within the Bailiwick of Guernsey through the organisation of events supporting their efforts and direct donations from the Charity itself.
- 1.2. Monies raised by the Charity will be used to cover the costs of any events held and distribute to local causes as deemed appropriate by the Members.

2. Membership

- 2.1. Membership is open to individuals over eighteen or organisations who are approved by the Committee.
- 2.2. The Committee may only refuse an application for membership if they consider it to be in the best interest of the Charity to refuse the application. The Committee must inform the applicant in writing of the reasons for refusal. The Committee must consider any written representations the applicant may make about the decision. The Committee decision following any written representations must be notified to the application and shall be final.
- 2.3. Membership is not transferable to anyone else.
- 2.4. Junior membership is available to those under 18, however Junior Members will not have administrative and voting rights and duties as per full membership, save that a Junior Member may hold a position on the Committee

to represent the interests of Junior Members but is not eligible to vote on Committee matters.

2.5. The Committee must keep a register of names and addresses of the Members.

3. Termination of Membership

Membership is terminated if:

3.1. The Member dies or, if it is an organisation, ceases to exist;

3.2. The Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;

3.3. The Member is removed from membership by a resolution of the Committee that it is in the best interests of the Charity that the membership is terminated. A resolution to remove a Member from membership may only be passed if:

3.3.1. the Member has been given at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed;

3.3.2. the Member, or at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

4. Officers and Committee

4.1. The Charity and its property shall be managed and administered by a committee (the "Committee") comprising the officers and other member selected in accordance with this Constitution.

4.2. The Charity shall have the following officers:

(a) a chairman

(b) a secretary

(c) a treasurer

4.3. An officer must be a Member of the Charity or the nominated representative of an organisation that is a Member of the Charity.

- 4.4. The number of officers shall be not less than two but shall not be subject to any maximum.
- 4.5. An officer may not appoint anyone to act on their behalf at the general meetings.
- 4.6. The first officers shall be those persons elected as officers at the meeting at which this Constitution is adopted.
- 4.7. Roles on the Committee should be voted on by the Members at each Annual General Meeting (“AGM”).

5. Appointment of Officers

- 5.1. The Charity in general meeting (members meeting) shall elect the officers.
- 5.2. The officers may appoint any person who is willing to act as an officer. The officers may also appoint Members to act as officers provided that no Member has already been elected or appointed to that office and has not vacated the office.
- 5.3. Each of the officers shall serve for a term of no longer than 3 years. They shall retire with effect from the conclusion of the AGM 3 years after their appointment but shall be eligible for re-election at that AGM.
- 5.4. Jeff Fox and Dennis Le Prevost shall be designated as Founder Members.
- 5.5. Founder Members can only be removed as Members of the Charity through a unanimous vote from the other Members or their own resignation.

6. Removal of Officers

- 6.1. An officer shall cease to hold office if they:
 - (d) Cease to be a Member of the Charity;
 - (e) Resign as an officer by notice to the Charity (but only if at least two officers will remain in office when the notice of resignation is to take effect);
 - (f) Is absent without the permission of the officers from all their meetings held within a period of six consecutive months and the officers resolve that the office has be vacated; or
 - (g) Die.

7. Duties of the Committee

7.1. Powers and duties of the Committee, include

- 7.1.1. a requirement for Committee members to be persons of integrity and probity who have suitable and appropriate skills and experience;
- 7.1.2. a duty to act in good faith at all times, with a general duty of care;
- 7.1.3. a duty to act only in accordance within the powers afforded by the Constitution;
- 7.1.4. a duty to ensure that there are measures in place to enable the Charity to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject;
- 7.1.5. a duty to review the activities of the Charity, as well as its own performance, from time to time to ensure that the Charity continues to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution, and to discharge any legal obligations to which it is subject; and
- 7.1.6. a duty to ensure that the financial position of the Charity is satisfactory and prudent for the purposes of the organisation's mission or objectives, in particular that disbursements are subject to dual control by unconnected people.
- 7.1.7. to raise funds;
- 7.1.8. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 7.1.9. to obtain and pay for such goods and services as are necessary for carrying out the objects of the Charity;
- 7.1.10. to open and operate such bank account and other accounts as the Committee consider necessary in order to achieve the objects of the Charity;

7.2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.

7.3. Any meeting of the Committee, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the Committee.

8. Conflicts of Interest

8.1. A charity trustee 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 trustees 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).

Any charity trustee 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 trustees on the matter.

9. Delegation

9.1. The officers may delegate any of their powers or functions to a committee of two or more officers but the terms of any such delegation must be recorded in the minute book.

9.2. The officers may impose conditions when delegating, including the conditions that:

9.2.1. the relevant powers are to be exercised exclusively by the Committee to whom they delegate;

9.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the officers.

9.3. The officers may revoke or alter a delegation.

9.4. All acts and proceedings must be fully and promptly reported to the officers.

10. Irregularities in Proceedings

10.1. Subject to clause 10.2, all acts done by a meeting of the officers, or a committee of the officers, shall be valid notwithstanding the participation in any vote of a trustee:

- (a) who was no longer holding office;
- (b) was not entitled to vote on the matter, whether by reasons of a conflict of interests or otherwise; if, without:
 - (a) the vote of the officer; and
 - (b) that officer being counted in the quorum,

the decision has been made by a majority of the officer at a quorate meeting.

10.2. Clause 10.1 does not permit an officer to keep any benefit that may be conferred upon them by a resolution of the officers or of a committee of officers if the resolution would otherwise be void.

10.3. No resolution or act of

- (a) the officers
- (b) any committee of the officers
- (c) the charity in general meeting (members meeting)

shall be invalidated by reason of the failure to give notice to any officer or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or effect has materially prejudiced a Member or the beneficiaries of the Charity.

11. Meetings

- 11.1. Meetings of the Committee should be minuted by the Secretary with such minutes circulated to the other Members within two weeks of the meeting taking place.
- 11.2. The Chairman will sign the minutes following approval from the fellow Members.
- 11.3. An Annual General Meeting (AGM) must be held within 12 months of the adoption of this Constitution.
- 11.4. An AGM must be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.
- 11.5. All general meetings other than AGMs shall be called special general meetings.
- 11.6. The Members may call a special general meeting at any time.

12. Voting

- 12.1. A quorum is required for the Committee to vote at any meeting. This should include at least two unconnected members present. If a casting vote is required, this will be the Chairman's.

13. Accounts, Annual Renewal and Registered Particulars

- 13.1. The officers must comply with their obligations under The Charities and Not for Profit Organisations (Registration) (Guernsey) Law, 2008 with regard to:
 - (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) 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.

13.2. Accounts will be prepared by the Treasurer and tabled at the AGM for the approval of the Committee. These will be available to all Members on request.

13.3. The Committee can elect to ask an independent party to review or inspect the annual financial statements and report to the Committee on its findings.

14. Application of Income and Property

14.1. The income and property of the Charity shall be applied solely towards the promotion of the purpose and objects. A Member 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.

14.2. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a Member from receiving:

- (a) benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

15. Meetings

15.1. The minimum period of notice required to hold any general meeting (Members meeting of the charity is 14 clear days from the date on which the notice is deemed to have been given.

15.2. A general meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.

15.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.

15.4. The notice must be given to all Members and to the Committee.

16. Quorum

16.1. No business shall be transacted at any general meeting unless a quorum is present.

16.2. A quorum is:

- (a) At least three Members entitled to vote upon the business to be conducted at the meeting; or
- (b) One Member and one Founder Member.

16.3. The authorised representative of a member organisation shall be counted in the quorum.

16.4. If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine.

16.5. The Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

16.6. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.

17. Chair

17.1. General meetings shall be chaired by the person who has been elected as chair.

17.2. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting another Member nominated by the Members present shall chair the meeting.

18. Voting

18.1. Each Member shall have one vote which shall be treated equally. If a casting vote is required, this will be the Chairman's.

19. Representatives of other bodies

19.1. Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

19.2. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

19.3. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

20. Benefits and payments to Members and connected persons

20.1. General provisions

No Member or connected person may:

20.1.1. buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;

20.1.2. sell goods, services or any interest in land to the Charity, save for any contracts for the provision of goods or services as permitted by sub-clause 20.2 of this clause;

20.1.3. be employed by, or receive any remuneration from, the Charity; or

20.1.4. receive any other financial benefit from the Charity, ('financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value).

20.2. Scope and powers permitting Members' or connected persons' benefits:

20.2.1. a Member or connected person may receive a benefit from the Charity as a beneficiary provided that it is available generally to the beneficiaries of the Charity.

20.2.2. a Member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted by the majority of the management committee of the charity following a recorded vote. The interested Member should be excluded from the vote.

20.2.3. a Member or connected person may take part in the normal fundraising activities of the Charity on the same terms as members of the public.

21. Dissolution

21.1. If the Members resolve to dissolve the charity the Committee will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

21.2. The Committee must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the charity.

21.3. The Committee must apply any remaining property or money:

(a) directly for the objects;

(b) by transfer to any charity or charities for purposes that same as or similar to the Charity.

21.4. The Members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Committee is to apply the remaining property or assets of the Charity and the Committee must comply with the resolution if it is consistent with sub-clause 21.3 above.

21.5. In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity).

21.6. The Committee must notify the Registrar of Charities and NPO's promptly that the Charity has been dissolved. If the Committee is obliged to send the Charity's accounts to the Registrar for the accounting period which ended before its dissolution, it must send the Charity's final accounts.

22. Amendment of Constitution

22.1. The Charity may amend any provision contained in this Constitution provided that:

22.2. no amendment may be made that would have the effect of making the charity cease to be a charity or NPO under The Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008;

22.3. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;

22.4. 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.

22.5. A copy of the updated Constitution will be sent to the Registrar of Charities and NPOs.

23. Notices

23.1. Any notice required by this Constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications, this includes the use of social media and web pages.

23.2. The Charity may give any notice to a Member either:

- (a) personally; or
- (b) by sending it by post (or hand delivered) addressed to the Member at their address; or
- (c) by putting up a notice at any premises from where the Charity operates, provided said notice is clearly displayed in a manner where it will be seen by members or has been drawn to Members attention; or
- (d) by giving it using electronic communications to the Members address.

23.3. A Member who does not provide an address to the Charity shall not be entitled to receive any notice from the Charity.

23.4. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

23.5. Notice shall be deemed to have been given 48 hours after posting, or in the case of electronic communication, 48 hours after it was sent.

24. Rules

24.1. The officers may from time to time make rules or internal procedures for the conduct of their business.

24.2. The rules may regulate the following matters but are not restricted to them:

- (a) the admission of Members to the charity, (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of Members of the Charity in relation to one another and to the Charity officers and Members;
- (c) the procedure at general meetings (members meetings) and Committee meetings in so far as such procedure is not regulated by this Constitution;
- (d) the keeping of records, whether in paper or electronic form, taking into account requirements under data protection legislation where applicable.

24.3. The Charity in general meeting (members meetings) has the power to alter, add to or repeal any rules.

24.4. The officers must adopt such means as they think sufficient to bring the rules to the notice of Members of the Charity.

24.5. The rules shall be binding on all Members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

25. Interpretation

25.1. In this constitution "connected person" means:

25.1.1. a child, parent, grandchild, brother or sister of the trustee;

25.1.2. the spouse or civil partner of the trustee or any personal falling within clause 25.1.1 above;

25.1.3. a person carrying on business in partnership with the trustee or with any person falling within clause 25.1.1 or 25.1.2 above;

25.1.4. an institution which is controlled -

(a) by the trustee or any connected person falling within clause 25.1.1 or 25.1.3
; or

(b) by two or more persons falling within clause 25.1.4(a), when taken together

25.2. a body corporate in which:

(a) the charity trustee or any connected person falling within clauses 25.1.1 to
25.1.3 has a substantial interest; or

(b) two or more persons falling within sub-clause 25.2(a) who, when taken
together, have a substantial interest.

Addendum to the Constitution

Adopted by the Membership on 21 February 2023

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

1 Names of the Organisation

The name of the charity is Guernsey Revival

2 Legal Status

The charity is an Unincorporated Association registered with the Guernsey Registry under reference CH616

3 Purpose, Mission, and Objectives

Refer existing Clause 1

4 Relationship to other Non-Profit Organisations

N/A

5 Arrangements governing dissolution of the Trust

Refer existing clause 21

6 Rules covering administration of assets

N/A

7 Rules governing the amendment of the Constitution

Refer existing clause 22

8 The Nature or Identity of Members

Refer existing clause 2

9 Membership rules such as eligibility, suspension and expulsion

Refer existing clause 3

10 Rules concerning frequency of and proceedings at Members' meetings

Refer existing clauses 15 to 19

11 The rights of members to elect whether the annual financial statements should be independently audited or examined

Refer existing clause 13

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

Refer existing clause 13

13 The process by which the members of the Committee are determined

Refer existing clause 4, amended such that (clause 4.4) the minimum number of officers shall not be less than three unconnected persons

14 Duties and powers of the Committee

Refer existing clause 7

15 Duties and Powers of the Chair or equivalent

The election of the Chair is covered in existing clause 17.

The role of the Chair is to chair the meetings of both the Committee and the Members, and to represent the charity in public, and with the media.

The Chair also has a casting vote at Committee and Members' meeting in the event of a tied vote as set out in existing clause 18

16 Duties and powers of the Secretary or equivalent

The Secretary is a full member of the Committee, appointed by the members at the Annual General Meeting, with the specific roles of keeping the formal records of business conducted at both the Committee and Members' meetings, to give proper

notice of such meetings, and to file documentation with the Guernsey Registry or its successor, as required from time to time

17 Duties and powers of the Treasurer or equivalent

The Treasurer is a full member of the Committee, appointed by the members at the Annual General Meeting, with the specific role of keeping and retaining as required all financial records of the charity, and preparing the annual financial statements.

18 Rules concerning frequency of, and proceedings at meetings of Committee members

Clause 12.1 is amended such that three unconnected members of the Committee should be present for a quorum.

Committee meetings shall be held at least twice a year; all other rules concerning proceedings at Committee meetings are already contained in Clauses 7, 8, 9, 10 and 11.

Approved by the Members in General Meeting on 21st February 2023

Chairman

Treasurer