

# **GUERNSEY FRIENDS OF ROTARY CONSTITUTION**

Adopted on the ...29<sup>th</sup> June 2023.....

## **1. NAME**

The Club's name is Guernsey Friends of Rotary.

## **2. DEFINITION OF TERMS**

In this Constitution:

- Guernsey Friends of Rotary shall be referred to as 'GFR'.
- The Purpose and Mission of GFR (its 'Objects') are set out below.
- GFR shall be managed by a committee of members called the Council which shall be referred to as 'the Council'.
- Members of the Council shall be referred to as 'Council Members'.
- Members of GFR shall be referred to as 'members'.
- The Bailiwick of Guernsey shall be referred to as 'the Bailiwick'.
- The Annual General Meeting shall be referred to as 'the AGM'.
- A 'General Meeting' means either the AGM or an Extraordinary General Meeting (EGM).

## **3. THE OBJECTS OF GFR ARE:**

To give members the opportunity to:-

- Continue their adherence to the fundamental principles and Objects of Rotary;
- Encourage and foster friendship and fellowship within GFR as well as with members of other charities and clubs sharing similar Objects;
- Serve the community, particularly through charities acting locally, income received being used for charitable purposes.
- In carrying out its objects GFR shall avoid expressing any opinion on Politics, religion or any controversial public measure and shall not endorse nor recommend any candidate for public office.

## **4. LEGAL STATUS**

GFR is an unincorporated association. It is registered as a charity under The Charities and Non Profit Organisations (Registration) (Guernsey) Law 2008 with registration number CH9.

GFR is an independent charity. It is neither part of Rotary International (Rotary) nor any of Rotary's member clubs.

## **5. COUNCIL**

- (1) The Council is appointed at the AGM of GFR to manage the affairs of GFR as further detailed below.
- (2) There shall be a minimum of five and a maximum of ten Council Members.
- (3) Council Members, other than the immediate Past President, shall be elected by members at each AGM to serve for a one-year term. Those elected shall take office on the first day of the Club Year (see 8.1). They will retire at each AGM and may stand for re-election.
- (4) Between AGMs, the Council shall have the authority to co-opt members to serve on the Council for specific purposes. Co-opted members will stand down at the next AGM but may be co-opted by the Council for further period(s).
- (5) A majority of Council Members must be resident in Guernsey.
- (6) The minimum five Council Members are the President, Vice President, Immediate Past President, the Treasurer and the Secretary.
- (7) The Treasurer, the Chair and the Secretary must be unconnected.
- (8) Council Members must be people of integrity and probity who have suitable and appropriate skills and experience.

## **6. CARRYING OUT THE OBJECTS**

In order to carry out GFR's Objects, the Council has the power to:

- (1) raise funds and receive donations usually by way of members' subscriptions and raffles;
- (2) apply funds to carry out the work of GFR, principally comprising donations to charities registered in the Bailiwick;
- (3) co-operate with and support other charities, including the Rotary Club of Guernsey, and particularly those sharing similar Objects;
- (4) do anything which is lawful and necessary to achieve the Objects.

## **7. MEMBERSHIP**

- (1) GFR shall have a membership. Classes of membership and voting rights at General Meetings are set out below.
- (2) There shall be a minimum of ten members.
- (3) Membership is open to individuals by invitation only.
- (4) A prospective ordinary member shall be introduced by a proposer and a seconder who must both be existing members of GFR. The proposer is responsible for submitting the completed application in the designated form to the Council, via the Secretary, for its consideration.
- (5) Membership lasts for one year and is renewed annually.

- (6) Fees for membership shall be determined by the Council for the following financial year which commences on 1<sup>st</sup> April and ends on 31<sup>st</sup> March.
- (7) Subscriptions shall be due by 31<sup>st</sup> May each year or, in the case of new members, on the date of joining, and are payable preferably by standing order.
- (8) New members joining during the year shall pay a full year's subscription.
- (9) Members are not entitled to participate in the activities of GFR until their subscriptions are paid.
- (10) Any member neglecting to pay their renewal subscription for a period of one calendar month from 31<sup>st</sup> May shall be deemed to have resigned from GFR.
- (11) Membership is not transferable to anyone else.
- (12) Classes of membership are:
  - Ordinary membership: ordinary members shall be entitled to one vote.
  - Life Ordinary membership: by invitation at the discretion of the Council and to be ratified by members at a General Meeting; a Life Ordinary member shall be entitled to one vote.
  - Current membership of a Rotary Club does not preclude membership of GFR.
- (13) Membership is terminated if:
  - The member dies;
  - The member resigns by written notice to GFR (addressed to the Secretary), unless, after the resignation, there would be fewer than ten members;
  - The member is removed from membership by a resolution of the Council that it is in the best interests of GFR that the membership is terminated. A resolution to remove a member from membership may only be passed if:
    - a) 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.
    - b) the member or, at the option of the member, the member's representative (who need not be a member of GFR) has been allowed to make representations to the meeting.
- (14) The Council may at its discretion invite a distinguished or other suitable person to become an honorary member of GFR subject to the prior approval of members at a General Meeting.

## **8. MEETINGS**

- (1) The GFR Club Year, which normally begins with the installation of a newly elected Council, runs from 1<sup>st</sup> July to 30<sup>th</sup> June. During that time meetings should be held once each month; additional meetings may be held should the Council so decide.

- (2) The Council must call a General Meeting of members:
  - annually (the AGM), the requirements for which are set out below;
  - if the Council considers it is necessary to change the Constitution;
  - if the Council receives a written request from five or more members; or
  - to wind up GFR.
- (3) The Council may also itself call a General Meeting to consult the membership on any matter of importance including matters specifically provided for elsewhere in this Constitution.
- (4) All voting members must be given fourteen days' notice of any General Meeting, stating the time and place of the meeting and including an agenda for the meeting. A proxy form approved by the Council shall accompany each such notice.
- (5) Any voting member may, by notice given in writing to the Secretary on such proxy form and received prior to the meeting, appoint either the Chair of that meeting or another voting member to act as their proxy for that meeting. Any member so represented shall be deemed to form part of the quorum for that meeting.
- (6) All decisions, other than to wind up GFR (see section 14), require a two thirds majority of those present and voting at the meeting.
- (7) No business shall be transacted at any General Meeting unless a quorum is present. A quorum is a quarter of the membership entitled to vote upon the business to be conducted at the meeting.

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 Council shall determine.
- (8) Voting rights are as set out above. In the event of a tied vote, the Chair of the meeting shall have a casting vote.
- (9) Members in General Meeting may vote to dismiss a Council Member for any reason before the Council Member's term of office expires.
- (10) Changes to the Constitution may only be made at a General Meeting.

## **9. ANNUAL GENERAL MEETING**

- (1) The AGM must be held once in each calendar year, preferably by 31<sup>st</sup> May, with 14 days' notice being given to all members, including an agenda for the meeting.
- (2) Not more than fifteen months may elapse between successive AGMs.
- (3) The Council shall present an independently verified annual report and accounts of GFR at the AGM.

- (4) Any member who has been nominated by a member and seconded by another member may stand for election at the AGM as a Council Member (other than for the post of Immediate Past President).
- (5) Nominations for election must be received by the Secretary at least thirty days before the AGM.
- (6) Notice of any business to be transacted at the AGM (or at a General Meeting) shall be given to the Secretary not later than 30 days prior to such meeting and shall be circulated to all members either by email or post, at least 14 days prior to the meeting.

#### **10. DUTIES OF THE COUNCIL**

- (1) Council Members must act according to the powers afforded by this Constitution, in good faith, at all times, and acknowledge their general duty of care.
- (2) The Council normally meets monthly but must meet not less than once every two months.
- (3) Council Members are expected to make reasonable efforts to attend all Council meetings, if practicable.
- (4) At the discretion of the Chair, Council meetings may be virtual. Any Council Member attending virtually shall have the same rights to participate in the meeting and vote as if attending in person.
- (5) Council Members may act by majority decision with a casting vote by the Chair in the event of a tied vote.
- (6) Five members of the Council constitute a quorum.
- (7) If any Council Member has a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.
- (8) A Council Member may resign his/her position at any time by notice to the Secretary. The Council may fill any such casual vacancies at its discretion to serve until the next AGM.
- (9) Minutes shall be kept for every meeting of the Council.
- (10) The Council must ensure that accounts showing the financial position of GFR are maintained. The most recent annual report and accounts must be made available for inspection by members within two months of the end of the financial year to which they relate and not less than 14 days preceding the date of the AGM. They shall be presented at the AGM and remain available for inspection by members thereafter on written request.
- (11) The Council has a duty to ensure that the financial position of GFR is satisfactory and prudent.
- (12) Council Members may not receive any money or property from GFR, except to refund reasonable out of pocket expenses.

- (13) The Council may make reasonable additional rules to help run GFR. These rules must not conflict with this Constitution or the law.
- (14) Obligations undertaken by the Council on behalf of GFR shall be obligations of GFR and of its members to the extent permitted by the law.
- (15) The Council shall review its own performance annually, ahead of the AGM, to ensure that GFR has fulfilled its obligations under the Constitution, and to discharge any legal obligations to which it is subject.
- (16) The Council shall review the activities of GFR every three years, to ensure that GFR continues to achieve its Objects effectively.

## **11. DUTIES OF THE PRESIDENT**

The President:

- (1) shall chair the meetings of the Council and any General Meetings including the AGM;
- (2) shall act as the figurehead for GFR, representing it at functions and meetings, and in communication with the media;
- (3) shall also take the lead to ensure that Council decisions are implemented; and
- (4) shall also take urgent action when there is no time to call a Council Meeting, such action to be ratified at the next Council Meeting.

In the absence of the President, the Vice-President or in his or her absence the Past President, Treasurer or Secretary may deputise for the President.

## **12. DUTIES OF THE TREASURER**

The Treasurer:

- (1) shall be primarily responsible for stewardship of GFR's finances;
- (2) shall keep the books of account with respect to all the transactions, financial assets and financial liabilities of GFR;
- (3) shall advise the Council Members about financial matters including their financial responsibilities; and
- (4) shall ensure that:
  - money belonging to GFR is held as far as practicable in one or more bank accounts, approved by the Council, in the name of GFR.
  - subject to periodic review by the Council of the applicable limits of authority in force, any proposed charitable donations exceeding £100 are approved by a simple majority vote of members present at a monthly meeting, on the recommendation of the Council; those not exceeding £100 are approved by the Council.
  - appropriate checks on the provenance of donations and the bona-fides of beneficiaries are undertaken where required by the law.

- the Council is presented with appropriate financial reports at Council meetings.
- appropriate accounting disciplines are undertaken, e.g. regular reconciliation of the bank account(s).
- The annual report and accounts are produced, and independently verified, in a timely manner for presentation to the AGM.

### **13. DUTIES OF THE SECRETARY**

The Secretary (or the Minute

Secretary, if applicable):

- (1) shall deal with any correspondence;
- (2) shall maintain records of the names and contact details of all members;
- (3) shall organise and minute proceedings at General Meetings of members, which minutes shall include the names of those appointed as Council Members and the outcome of any votes taken at the meeting;
- (4) shall circulate these minutes to members, once agreed by the Council; and
- (5) shall organise and minute meetings of the Council; and
- (6) shall file or cause to be filed all necessary annual and other returns ensuring in so doing that GFR is compliant and remains in good standing with the Guernsey Charities Registry and the Office of the Data Protection Authority.
- (7) shall maintain the records of GFR held at the Association of Guernsey Charities.

### **14. DISSOLUTION OF GFR**

If, at General Meeting, three quarters of members, voting in person, by proxy, or in writing addressed to the Secretary, determine to wind up GFR, any money or property remaining after payment of debts must be given to a charity or charities in the Bailiwick as prescribed by a majority of the members present.

### **15. INTERPRETATION**

If any dispute arises as to the interpretation of this Constitution, the matter shall be referred to the Council, whose decision shall be final and binding on all parties.