

THE CONSTITUTION **OF THE JERSEY ROWING CLUB**

NAME

1. The name of the Association shall be THE JERSEY ROWING CLUB (hereinafter called "the Association").

INCORPORATION

2. The Association shall be incorporated under the Loi (1862) sur les teneures en fid^[X]i-commis et l'incorporation d'associations, as amended (hereinafter called "the Law").

OBJECTS

3. The objects of the Association shall be to encourage and provide facilities for rowing and to foster good sportsmanship for that purpose:-

- (a) to build acquire lease or establish and maintain a centre for the training of rowers and to co-operate with other persons or organisations in order to share such facilities for those who share the aims of the Association;
- (b) to give financial and other assistance and support to any individuals associations and institutions or charitable bodies in any way connected with the purposes of the Association or calculated to further its objects;
- (c) to collect print publish and disseminate data, information and knowledge relating to the objects of the Association;
- (d) to employ persons professional or otherwise wheresoever to perform such services as may be conducive to the objects of the Association;
- (e) to act as trustees and undertake and execute any lawful trusts which may be conducive to the objects of the Association;
- (f) to purchase take on lease exchange hire or otherwise acquire any movable or immovable property and any rights or privileges and to construct, maintain and alter any building or erections necessary or convenient for the work of the Association;
- (g) to accept any gifts, subscriptions (whether or not under Deed of Covenant), donations, bequests or devises of land, monies, securities or other immovable or movable property;
- (h) to take such lawful steps by appeals, public meetings, concerts, shows, events or otherwise as may be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise or for the purpose of disseminating information or for the purpose of generally furthering the aims and objects of the Association;
- (i) to pay for all expenses costs charges fees and other outgoings incurred in connection with the furtherance of the aims and objects of the Association and to indemnify the Members of the Committee in respect of all duly authorised acts;
- (j) to subscribe to become a member of or co-operate with any other organisation, institution, society or body not formed or established for the purpose of profit (whether incorporated or not and whether in the Channel Islands or elsewhere) whose objects are wholly or in part similar to those of this Association;
- (k) to sell, manage, lease or mortgage, dispose of or otherwise turn to account or deal with all or any part of the movable or immovable property or assets of the Association;
- (l) to borrow and raise money in such manner for such purposes and on such security whether of land or otherwise as the Association may think fit;

- (m) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities movable or immovable property and to place the same in such current or deposit bank accounts in the name of the Association as may be deemed fit; and
 - (n) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The overall management of any property whether immovable or movable under the control of the association shall be the responsibility of the Committee of the Association which shall have power to delegate the same to a sub-committee formed for that purpose. The Committee or such sub-committee as the case may be shall have power to compile such rules and regulations as are necessary for the efficient management of immovable or movable property and the safety of its occupants (if applicable) and shall have the power to appoint managing or other agents.

MEMBERSHIP

5. (a) The Committee as constituted at the time of incorporation shall be the first members of the Association. Membership of the Association shall be open to persons duly proposed and seconded and approved by the Committee who support the aims and objects of the Association subject to payment of such annual subscription (if any) which may be fixed and varied at the Annual General Meeting of the Association.
- (b) There shall be seven classes of members:
- (i) Full Members
Full members shall be individuals who are entitled to the use of rowing facilities and with the right to vote at meetings of the Association.
 - (ii) Social Members
Social Members shall be individuals with the right to attend all events (sporting or social) with which the Club is associated but no right to use rowing facilities nor to vote at meetings of the Association.
 - (iii) Overseas Members
Overseas Members shall be individuals ordinarily resident outside of the island who have the right to the full use of rowing facilities during visits of no more than four weeks in any twelve month period but have no right to vote in meetings of the Association.
 - (iv) Spouse of Member
Spouses of Full, Social or Overseas Members may take advantage of a concessionary rate subscription carries which carries no right to the use of rowing facilities and no vote at meetings of the Association.
 - (v) Cadet Member
Cadet members shall be individuals over the age of fourteen but under the age of seventeen on the first of January each year who have the right to the full use of the rowing facilities but have no right to vote in meetings of the Association.
 - (vi) Student Member
Student Members shall be persons in full-time education and shall have the full use of rowing facilities and the right to vote at meetings.
 - (vii) Honorary Members
Honorary Members shall be any person whom the Committee considers deserves to be honoured for services to the aims and objects of the Association. Honorary Members shall have the rights of a Full Member but shall not pay a subscription.

- (c) Annual subscriptions for the period 1st November to 31st October the following year shall be payable by the 1st April of each year.
- (d) The membership of any member may be terminated by the Committee provided that the said member shall have been given two weeks' notice in writing of such proposal and have had the opportunity to attend and speak at a Committee meeting when the matter is discussed, and that two-thirds of all Committee members whether present or not shall be in favour of such termination.
- (e) Each Member shall be entitled to one vote provided the Member's subscription has been paid up to date.
- (f) The Membership of any member shall also cease:-
 - (i) upon written notice of resignation being received by the Secretary; or
 - (ii) upon failure to pay such annual subscription as may be payable within six months of its falling due.
- (g) For the avoidance of doubt the Membership may comprise the members of the Committee only or members of the Committee and others.

GENERAL MEETING

- 6. (a) Extraordinary General Meetings shall be convened by the Chairman or failing him the Vice-Chairman at the request of the Committee whenever the Committee shall find the same necessary or within four weeks after the Secretary shall at any time have received an application in writing signed by not less than ten Full Members showing clearly the special purpose for which such meeting is to be called.
- (b) Notice of every General Meeting shall be sent by post to every Full Member not less than 20 days before such meeting and shall include the agenda for the meeting.
- (c) The Chairman or in his absence the Vice-Chairman shall preside at a General Meeting and if both are absent the meeting shall elect its own acting chairman.
- (d) The quorum at a General Meeting shall be 10% of the Full Members.
- (e) All decisions taken at an Annual General Meeting shall be on a simple majority of those entitled to vote on a show of hands or on a poll if demanded. The Chairman or acting Chairman shall have a casting vote in the event of an equality of votes.
- (f) Notice of any motion to be made at a General Meeting by a Full Member who is not a Committee Member shall be sent in writing to the Secretary so that the latter shall receive it not less than seven days before such meeting.
- (g) The Annual General Meeting of the Association shall be held once in every calendar year at a date not more than fifteen months after the previous Annual General Meeting.
- (h) The notice for an Annual General Meeting shall contain the names of the Committee Members retiring by rotation and shall state whether they are willing to stand for re-election.

Members shall also be requested to propose candidates for election to the Committee. Such proposals shall be made not less than three clear days before the meeting in writing to the Secretary and shall be countersigned by the candidate, but the Chairman shall have the power at any Annual General Meeting to take proposals from the floor if insufficient candidates have been proposed within such time limit.

- (i) The matters to be dealt with at an Annual General Meeting shall include the:
 - (i) receipt of the Chairman's report;
 - (ii) receipt of the Secretary's report;

- (iii) receipt of the auditor's or auditors' report;
- (iv) appointment of an auditor or auditors and approval of his, her, their or its charges;
- (v) receipt of the Treasurer's Report and the approving of the Balance Sheet and Income and Expenditure for the last financial year; and
- (vi) election of Committee Members to fill vacant positions.

COMMITTEE AND SUB-COMMITTEES

7. (a) (i) The affairs of the Association shall be managed by a Committee of not more than fifteen Full Members elected at the Annual General Meeting.
- (ii) Subject to Rule 7(a)(i) hereof one third or three of the members, whichever is the greater, of the Committee shall retire in rotation every third year at the Annual General Meeting but shall be eligible for re-election.
 - (iii) The Chairman, Vice Chairman, Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an annual or extraordinary general meeting.
 - (iv) Any member of the Committee may be removed by a majority of the members present and entitled to vote at an annual or extraordinary general meeting.
 - (v) In the case of any member of the Committee shall die, resign, be removed, or become unfit or incapable to act, the Committee may at any time appoint a person to fill the vacancy until the next annual general meeting, unless the vacancy is previously filled at an extraordinary general meeting.
 - (vi) The Committee shall have power to appoint sub-committees as they consider desirable or necessary.
- (b) The Committee shall have power to co-opt such additional Committee members over and above the number referred to in Rule 7(a)(i) as it may see fit and such co-opted persons shall retire at the next Annual General Meeting but such co-opted persons may offer themselves for re-election.
- (c) The person elected as Chairman under rule 7 (a) (iii) hereof shall not be eligible for re-election to such office after six consecutive years in such office, save that if no other member of the Committee is willing to stand for election as Chairman, the outgoing Chairman may so stand but he shall not in any event be eligible for re-election to such office after a further period of three years.
- (d) Any reasonable expenses of any Committee Member incurred on behalf of the Association may, at the discretion of the Committee, be paid by the Association.
- (e) Each Committee Member shall have one vote and decisions shall be taken by a simple majority of votes, but in case of a tie in votes the presiding Chairman shall have a casting vote.
- (f) The Committee shall be empowered to determine any matter arising which is not covered by these articles of association.
- (g) The Committee or such sub-committee as the case may be shall have the power to compile such rules and regulations as are necessary for the efficient management of the Association in furtherance of its objects.

COMMITTEE MEETINGS

8. (a) The Committee shall meet as and when necessary to conduct the affairs of the Association. Meetings may be convened by the Chairman or the Secretary, and shall be convened on the request of at least three members of the Committee.
- (b) The members shall be given not less than seven clear days' notice of a Committee meeting, save that where in the judgement of not less than two of the Officers of the Association an emergency has

arisen demanding an immediate meeting, the notice shall be such as they in the circumstances deem to be sufficient.

- (c) The Secretary shall endeavour to attend all meetings of the Committee and shall inform the Chairman in advance if unable to attend so that another member may act as Secretary ad hoc. The Secretary or acting secretary shall keep minutes of the proceedings which when proposed, seconded and approved as correct at a subsequent meeting shall be signed by the Chairman or acting Chairman.
- (d) At Committee Meetings a quorum shall consist of four, two of whom must be either the Chairman, the Vice-Chairman, the Secretary or Treasurer.
- (e) In the absence of the Chairman or Vice-Chairman, the Committee shall elect its own chairman of the meeting.
- (f) Questions arising at any Committee or sub-committee meeting shall be decided by a simple majority of votes of those members present and in the case of an equality of votes the Chairman or acting Chairman shall have a second or casting vote.

ACCOUNTS

- 9. (a) The Association's financial year shall end on the 31st day of October in each year Audited accounts shall be produced in respect of each financial year.
- (b) The Treasurer shall cause proper books of accounts to be kept with respect to:
 - (i) All sums of money received and expended by the organisation and the matters in respect of which such expenditure and receipts take place.
 - (ii) The assets and liabilities of the Association.
- (c) Proper books shall, be kept to give a true and fair view of the affairs of the Association and to explain the transactions.
- (d) All funds of the Association shall as soon as possible be paid into the Bank account to be opened and maintained in the name of the Association. The Committee shall provide for the method of operation of the account but the signatures of at least two Committee members who have been duly authorised by the Committee to sign as signatories for or on behalf of the Association shall at all times be required save that the Committee may set a figure under which the Treasurer alone may operate the bank account.
- (e) All payments of money and the other disposition of assets to be made on behalf of the Association shall be approved by the Committee and recorded in the Minute Book of the Committee SAVE THAT the Committee may fix the level of expenditure which the Treasurer shall be empowered to make on behalf of the Association for the day to day running of the affairs of the Association without first obtaining the formal approval of the Committee or a Sub-Committee PROVIDED ALWAYS that the Treasurer will be responsible to report and account to the Committee or the sub-committee as the case may be, in respect of such expenditure at the next meeting of the Committee or sub-committee as the case may be next following such expenditure.
- (f) The Committee shall make adequate arrangements for the security and safe custody of all assets and documents belonging to the Association.

AUDITORS

- 10. (a) The Association shall, at each General Meeting at which the accounts of the Association are considered appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next general meeting at which accounts are laid.
- (b) The Association may pay any auditors appointed in General Meeting such remuneration as indicated in their standard terms and conditions as may be from time to time in force.

INDEMNITIES

11. The members of the Committee and any other representatives of the Association shall
- (a) be indemnified by the Association against all liabilities properly incurred by them or arising as a result of duly authorised acts as a result of acting as representatives of the Association.
 - (b) not be liable for any loss suffered or any claim made by reason of any act or omission made in good faith by them or for any act of any other person in connection with the affairs of the Association or any matter or thing except wilful and individual fraud and wrongdoing on their part.

ALTERATIONS OF CONSTITUTION

12. This constitution may be amended at an Annual or Extraordinary General Meeting of the Association provided that such resolution is set out in the agenda for the meeting, by a resolution passed by at least two-thirds of the members who are present and voting at that meeting PROVIDED that no such amendment shall be effective until the consent of the Royal Court of Jersey is granted thereto.

REPRESENTATION

13. The Chairman and the Secretary shall represent the Association in the Royal Court of Jersey and any other Court or tribunal for the purpose of any transactions in immovable property and for all other purposes in accordance with the provisions of the Law.

DISSOLUTION

14. The Association may be wound up or dissolved at any time by a resolution passed at an Annual or Extraordinary General Meeting of the Association by at least two-thirds of the members who are present and voting at that meeting, provided that such resolution is set out in the agenda for the meeting. Such resolution shall set out the arrangements for the disposal of the assets held by or in the name of the Association provided that if any assets remain after the satisfaction of all debts and liabilities, such assets shall be given or transferred to some other charitable body or bodies or charitable association or associations having objects reasonably similar to the objects of this Association determined by the members and subject to the consent of the Royal Court of Jersey.

SEAL

15. The Association may authenticate its acts by the use of a common seal. The common seal shall be affixed to a document in the presence of two Officers or one Officer and one Committee member duly authorised in each and every instance by a resolution of the Committee, and shall be retained in safe custody as prescribed by the Committee.