

## COMMONWEALTH GAMES ASSOCIATION OF JERSEY

### CONSTITUTION

#### 1. NAME

The Association shall be called COMMONWEALTH GAMES ASSOCIATION OF JERSEY, (hereinafter referred to as “the Association”). The Association shall be incorporated under the “Loi (1862) sur les teneures en fidéicommiss et l’incorporation d’associations” as amended (hereinafter referred to as “the Law”).

#### 2. OBJECTS

- 2.1 To maintain the affiliation of the Association to the Commonwealth Games Federation (“hereinafter known as “the Federation”);
- 2.2 To be recognised that the Association is responsible for the Team representing Jersey, (hereinafter known as “Team Jersey”) at both the Commonwealth Youth Games (hereinafter known as “the Youth Games”) and the Commonwealth Games (hereinafter known as “the Games”);
- 2.3 To ensure that the Association is represented at the appropriate meetings and assemblies of the Federation and of all such other bodies as is deemed necessary;
- 2.4 To represent and promote the best interests of Jersey sport at Commonwealth Games level and to work with the governing bodies and others as appropriate to create and maintain the infrastructure which will ensure that Team Jersey, at the Games and the Youth Games, has attained a suitable standard; is as well prepared as possible and to provide the leadership and support which will allow competitors to achieve their maximum potential at the Games and the Youth Games;
- 2.5 To be bound by the Constitution, the Protocols and the Regulations of the Federation and to act at all times in accordance with these;
- 2.6 To encourage the development of sport and sports people in Jersey with a view to their participation in the Games and the Youth Games.

#### 3 POWERS

The Association in furtherance of its Objects may exercise any of the following powers and to do all such things permitted or authorized by law as are necessary or conclusive to the attainment of its Objects;

- 3.1 To raise funds and to accept monies subscribed;
- 3.2 To accept by gift or legacy, purchase, take on lease or exchange, hire or otherwise acquire and hold any movable or immovable property or interest therein and any rights or privileges which appear to the Council necessary, convenient or desirable for the promotion of the objects and to construct, maintain, improve or alter any buildings or erections which, in the opinion of the Council are necessary, convenient or desirable for the work of the Association;

- 3.3 To sell, lease, charge, hypothecate or otherwise dispose of any part of the Association property on such terms and conditions as the Council shall in its absolute discretion, think fit;
- 3.4 To undertake and execute any trusts which may lawfully be undertaken by the Association and the undertaking or execution of which appear to the Council to be conducive to any one or more of the objects;
- 3.5 To borrow or raise money or enter into any guarantee in such manner and on such security as may appear appropriate to the Council in its absolute discretion;
- 3.6 To accept subscriptions and donations (whether movable or immovable property) and devises and bequests for all or any of the objects and to sell and dispose of, lease and manage all immovable property so received and donated and not required to be or capable of being occupied for the purpose of the Association;
- 3.7 To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as the Council may in its absolute discretion think fit, subject nevertheless to such conditions (if any) and to such consents (if any) as may for the time being be imposed or required by law provided always that the income and property of the Association from wherever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Affiliated Body provided that:-
  - 3.7.1 Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration and where deemed appropriate by the Council a pension or pensions to servants and employees of the Association to any Affiliated Body in return for services actually rendered to the Association or prevent the payment of interest at a rate then current on money borrowed or reasonable and proper rent for premises demised or let by any Affiliated Body to the Association;
  - 3.7.2 Nothing herein shall prevent the reimbursement to any Affiliated Body of reasonable and proper expenses incurred by that Affiliated Body in the fulfillment of the objects, such reimbursement to be previously approved by the Council; and
  - 3.7.3 Nothing herein shall prevent the award of an honorarium to an officer of the Association, such honorarium to be previously approved by the Council;
- 3.8 To employ and pay out of the funds of the Association:-
  - 3.8.1 Any agents in any part of the World, whether advocates, attorneys, solicitors, accountants, brokers, bankers, trusts, companies, estate agents, property managers or other agents without being responsible for the default of any such agent if employed in good faith to transact any business or do any act required to be transacted or done in the pursuance of the objects including the receipt and payment of monies and the execution of documents; and/or
  - 3.8.2 A suitable person or persons to discharge such duties as the Council may from time to time prescribe;
- 3.9 To give all such undertakings and enter into such contracts and incur all such obligations relating to the Association's property or any part thereof as the Council in its absolute discretion consider advisable;

- 3.10 To institute and defend proceedings at law and to proceed to the final end and determination thereof or compromise the same as the Council shall in its absolute discretion consider advisable;
- 3.11 To do all such other lawful things as are incidental or conclusive to the attainment of the objects or are otherwise likely to be advantageous in any respect to the Association.

#### **4 AFFILIATION OF THE ASSOCIATION**

- 4.1 Affiliation will only be granted to one sports body representing any one sport listed in the constitution (hereinafter known as “an Affiliated Sport”) of the Federation;
- 4.2 Affiliation to the Association may be granted to any such bona-fide Club, Association or Federation (hereinafter known as “an Affiliated Body”) meeting the criteria set by the Association at a General Meeting.

#### **5 OFFICERS**

- 5.1 The minimum number of officers of the Association shall be 4 consisting of:-
  - 5.1.1 President;
  - 5.1.2 Vice President;
  - 5.1.3 Treasurer;
  - 5.1.4 Secretary General
- 5.2 Additional officers may be appointed by the Association at a General Meeting.

#### **6 COUNCIL**

- 6.1 The Association shall be managed by a Council whose duty it shall be to carry out the general policy of the Association and, subject to any conditions imposed from time to time by the Association in General Meeting, to provide for the administration, management and control of the affairs and property of the Association, including the keeping of proper records of all monies received and expended by the Association and restricting the application of funds to the objects of the Association;
- 6.2 The Council shall be composed of the Officers and two delegates from each Affiliated Body;
- 6.3 Any Council Member may participate in a meeting of Council in person or by means of video conference, telephone or any suitable electronic means agreed by the Officers and by which all those participating in the meeting are able to communicate with all other participants.
- 6.4 If all the Council Members participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place where any of them is. In the absence of any such decision being taken by the Council Members the meeting shall be treated as taking place wherever the Chairman is located.
- 6.5 The quorum for the conduct of business of the Council will be set by Regulation agreed at a General Meeting.

## **7 SUB-COMMITTEES**

- 7.1 The Association in General Meeting and the Council may elect such Sub-Committees as it shall consider necessary from time to time;
- 7.2 Until otherwise decided at a General Meeting the President and Secretary General shall be ex-officio members of all Sub-Committees.

## **8 LIFE MEMBERS AND PATRONAGE**

- 8.3 Life Membership may be bestowed on persons who have rendered valuable service to the Association over an extended period of years;
- 8.4 Life Members may be elected by resolution of the Association at an Annual General Meeting;
- 8.5 Patronage may be offered to individual persons upon the recommendation of the Council of the Association;
- 8.6 Life members and Patrons shall be entitled to attend all general meetings of the Association and speak but shall not have any right to vote thereat and shall not be regarded as an Officer of the Association.

## **9 ANNUAL GENERAL MEETING**

- 9.1 The Annual General Meeting (AGM) shall be held before the end of June each year;
- 9.2 Any attending delegate may participate in a General Meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Officers and by which all those participating in the meeting are able to communicate with all other participants.
- 9.3 If all the delegates participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 9.4 Three months' preliminary notice shall be given to all Council Members and to secretaries of all Affiliated Bodies and shall include the date of the meeting. One month final notice shall be given, confirming the date and shall include the time, venue and agenda;
- 9.5 The President, or in his absence the Vice President, shall chair all meetings or in the absence of such Officers, the meeting shall appoint one of its members to act as Chairperson for the duration of the meeting. In the event of an equality of vote, the Chairperson, in addition to his or her own vote shall have a casting vote;
- 9.6 Voting shall be by those attendees appointed to vote on behalf of their Affiliated Body and the Officers only with each person having one vote subject to Clause 9.5;
- 9.7 A quorum shall be at least 50% of those entitled to vote;
- 9.8 If a quorum is not achieved, the meeting shall be adjourned and a further seven days' notice shall be given. On the second date set, the meeting shall proceed with those in attendance;
- 9.9 The Agenda shall include:-
  - 9.9.1 Apologies;
  - 9.9.2 Minutes of the previous AGM and any SGM;

- 9.9.3 Matters arising from these meetings;
- 9.9.4 Approve the Treasurer's Report and the Annual Financial Statement for the previous financial year.
- 9.9.5 Approve the Secretary General's Report;
- 9.9.6 Election of Officers (only in years required);
- 9.9.7 Election of Life Members (if any);
- 9.9.8 Appointment of the Association's Accountants and/or Auditors (if any)
- 9.9.9 Changes to the Constitution (if any);
- 9.9.10 Determine the annual subscription and any fees;
- 9.9.11 Any other business;
- 9.10 No proposition shall be discussed at an Annual general meeting other than that mentioned in the notice convening the meeting.

## **10 SPECIAL GENERAL MEETING**

- 10.1 A Special General Meeting (SGM) can be called at the request of the Officers or the Council, or at the written request of at least one third of the Affiliated Bodies, stating the purpose of the meeting. On receipt of such a request by the Secretary General a meeting shall be called within 45 days;
- 10.2 At least 28 days' notice of the meeting shall be given in writing giving the date, time, venue and the purpose of the meeting;
- 10.3 Only the business on the agenda may be discussed and voted upon in accordance with clauses 9.5 and 9.6.

## **11 FINANCE AND FINANCIAL YEAR**

- 11.1 Appropriate bank accounts shall be operated in the name of the Association, or as deemed necessary by the Council;
- 11.2.1 The Treasurer shall keep account of all monies received and paid by him/her on behalf of the Association and shall prepare a Financial Statement annually, as at the Association's year end, which shall be presented to the Council for approval prior to being placed before the Members at the Association's Annual General Meeting for adoption.
- 11.2.2 The Financial Statement shall be examined by an independent firm of professional accountants, appointed at the Annual General Meeting, who will be required to produce a report of their findings in accordance with professional accountancy standards established from time to time for organisations of the nature and size of the Association.
- 11.2.3 The Members at Annual General Meeting or at Special General Meeting requisitioned by four Members in writing to the General Secretary or the Council may determine from time to time that the Financial Statement shall be fully audited by either the accountants mentioned in 11.2.2 or by any other professional accountants appointed as auditors.

- 11.3 The Financial Year shall end on 31<sup>st</sup> December until such time as Council has reason to require a change;
- 11.4 No Officer shall be held liable for bona fide debts incurred on behalf of the Association in execution of his office, or in relation to his duties, unless he/she acts without authority.

## **12 REPRESENTATION**

The President or the Secretary General duly authorized by a resolution of the Council shall represent the Association before the Royal Court of Jersey and before any other tribunal for the purpose of any transaction in moveable or immovable property in accordance with the provisions of the Law and for any other purpose whatsoever.

## **13 ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered by resolution at an Annual or Special General Meeting provided that the resolution is carried by a majority of at least two-thirds of members present and entitled to vote at the General Meeting. Provided that no alteration to the Constitution shall become effective until the same shall have been approved by the Royal Court of Jersey under the provision of Article 4 of the Law.

## **14 ASSOCIATION REGULATIONS**

- 14.1 The Council shall have power to make, vary and revoke the Association's Regulations which shall be consistent with the Constitution for the regulation of the internal affairs of the Association and the rights and privileges of the Association's Affiliated Bodies;
- 14.2 The Regulations of the Association and any changes to those Regulations shall come into effect only with the consent of a majority of those present and voting at the Annual General Meeting or at a Special General Meeting called under the provisions of clause 10.

## **15 DISSOLUTION**

In the event of the dissolution of the Association (which shall be passed at a General Meeting of the Association) then the proceeds of the assets upon realisation, and after settlement of all debts, duties and liabilities, shall be given or transferred to a charity or charities, or some other non-profit making organization having objects similar to those of the Association. Provided always that no donation or transfer of any property or assets shall be made until the same shall have been approved by the Royal Court of Jersey under the provisions of Article 10 of the Law.

## **16 INTERPRETATION AND CONTINGENCIES**

Any matter of the interpretation of the Constitution and Regulations which may arise, or any contingency of any nature not specifically covered by the Regulations, shall be

resolved by majority decision of the Council and its decision shall be final, this without prejudice to the supervisory jurisdiction of the Royal Court under Article 9 of the Law.

## **17 EXONERATION**

- 17.1 No members of the Council nor any person(s) acting in a fiduciary capacity on behalf of the Association and none of its or their directors, officer or employees shall be liable for any default or breach of duty or trust committed by such person or his or its agents, advisers or delegates or for any direct or indirect loss or depreciation in value or loss of profit howsoever caused which may be suffered in respect of the capital or income of the Association unless such default or breach is or such loss or depreciation in value or loss of profit is caused by (a) fraud, wilful misconduct or gross negligence on the part of such person or (b) some act or omission in respect of which such person cannot lawfully be exonerated from personal liability by terms of this Association;
- 17.2 No members of the Council nor any person(s) acting in a fiduciary capacity on behalf of the Association shall be liable for a breach of trust committed by another member or any person acting aforesaid unless:-
- (i) he or she becomes aware or ought to have become aware of the commission of such breach or of the intention of such other person to commit a breach of trust, and
  - (ii) he or she actively conceals such breach or such intention or fails within a reasonable time to take proper steps to protect or restore the property of the Association or prevent such breach.

## **18 INDEMNITY AND RELEASE**

The Association shall release and indemnify, keep indemnified and hold harmless the members of the Council and any person(s) acting in a fiduciary capacity on behalf of the Association and their officers, employees, servants and agents and their respective heirs, personal representatives and estates from and against all or any present or future actions, claims, costs, demands, loss or damage of any kind whatsoever and wheresoever arising directly or indirectly, out of or in connection with the Association whether the same shall be enforceable in law or not EXCEPTING ONLY actions, claims, costs, demands, loss or damage arising from any fraud, willful misconduct or gross negligence on the part of any member of the Council or any person acting in a fiduciary capacity on behalf of the Association and their officers, employees, servants or agents.

Incorporated in the Royal Court on Friday 20<sup>th</sup> August 2010

As amended by a Special General Meeting held on 7 April 2021 and registered with the Royal Court, which was confirmed on 14 April 2021.