



Constitution (Governing Document) v.4 – As of 5th of June 2023.

The Sure Community Foundation (“the Foundation”) primarily provides financial support to registered charities in the regions in which Sure businesses operate (those businesses collectively referred to as “the Sure Group”). It also provides a facility to support UK based charities, and Sure employees who find themselves in a position of financial hardship. In addition, Sure employees provide voluntary time to assist those in need within the Sure Group regions.

Objectives:

The main objectives of the Foundation are to:

- Coordinate, manage and distribute funds for the benefit of those who meet the following criteria:
 - Registered charities in Sure Group locations, requiring assistance for specific purposes/projects.
 - Any employee of the Sure Group that has successfully completed their probationary period, having found themselves in a position of financial hardship, through no fault of their own, with a need for specific assistance.
 - On an ad hoc basis, UK based charities, in cases where the Foundation wishes to support a local initiative, but for which donations are being directed to a national charity. This can only occur in instances where such a charity does not have a relevant Guernsey registered affiliate.
- Consider requests from locally registered charities or individuals within the local community for voluntary (i.e. time-related) support and coordinate such assistance.
- Plan, coordinate and undertake matters of social responsibility, including:
 - Recycling and business waste minimisation
 - Green travel initiatives
 - Offsetting of carbon emissions (in relation to both the Sure Group’s and employees’ activities)
 - Beach cleaning and other environmental enhancement activities
 - The promotion and representation of minority groups

Guiding Principles:

To:

- Make meaningful and beneficial financial contributions to registered charities to allow them to provide positive outcomes to the beneficiaries of such charities;
- Build better relationships with employees, who should care about the community and the world they live in;

- Encourage employees to feel a sense of pride about the business they work for and the benefits it offers back to the community;
- Encourage employees to take ownership in the charitable support provided, not only with money, but personal time and effort;
- Help internal business units to understand the benefit of the community activities provided and the value that they bring to the business.

Carrying out the purposes & associated compliance:

As a member (no. 372) of the Association of Guernsey Charities (www.charity.org.gg/) the Foundation should take account of its guidelines. The Foundation is also registered as charity CH420 with the Guernsey Registry (www.guernseyregistry.com/article/112909/Charities-Register) and must comply with all of its relevant requirements.

Management and meetings:

The management of the Community Foundation shall be undertaken by a committee (“the Committee”) of up to twelve employees (each acting as a “Trustee” of the Committee) within the Sure Group, who shall be elected at an Annual General Meeting (“AGM”), held no later than the end of June of each year. At least fourteen days’ notice shall be provided to Sure employees, by email, advising them of the time, date, and venue of the AGM, along with an agenda and an invitation to stand for election.

Voting at meetings (Committee, AGM, or EGM¹) may be undertaken in person, via videoconference or by email. Emailed votes will only be deemed valid if sent from the relevant employee’s work email account to the Chairperson or Secretary and must be received prior to the start of the meeting. In the case of consideration of a financial award, the Committee may, by majority of members, choose to vote by email whether to approve or reject such a request. This process may be concluded outside of any meeting, but it must be minuted as part of the next Committee meeting. All current Sure employees have the right to vote at AGMs and shall have one vote each.

All current Sure Group employees are eligible to stand as a member of the Committee (within all seven territories; Guernsey, Jersey, Isle of Man, St Helena, Diego Garcia, Ascension, and Falklands), which shall comprise the following members, who shall be elected in the order shown below:

- A Chairperson
- A Deputy Chairperson
- A Secretary
- A Treasurer
- Between six and eight ordinary Trustees

The Committee can vote to elect up to 5 additional Non-Voting Members to assist with its duties. A Non-Voting Member is a member who is not entitled to cast a vote in any matters requiring a vote under the terms of this Agreement.

For compliance purposes, the majority of Trustees must be Guernsey or Alderney residents and should be unconnected (i.e. not related to each other). All voting trustees need to have completed their probationary period with the Sure Group.

A list of current Trustees will be maintained by the Secretary, including their full name, Trustee role and home address.

¹ See pages 3-4.

All Trustees have a duty to:

1. Act with integrity and in good faith at all times, with a general duty of care, with particular notice given to the authenticity and appropriateness of funds received or distributed. This includes undertaking meaningful due diligence in relation to funding applications to ensure that each beneficiary (charity or individual) is bona fide;
2. Act only in accordance with the powers afforded by this Constitution;
3. Ensure that there are measures in place to enable the Foundation to achieve its purpose and objectives effectively and to review such measures from time to time; to fulfil its other obligations under the Constitution, and to discharge any legal obligations to which it is subject, as required by Regulation 11.
4. Ensure that all reasonable measures are taken with the objective of ensuring the financial position of the charity is satisfactory and prudent for the purposes of its purpose and objectives;
5. Make themselves aware of, understand and comply with all relevant legislation and guidance issued by a recognised authority. For details, please see [Appendix (or Annex) A].

Additional Responsibilities of Key Trustees:

Chairperson: In addition to their main duties of being a Trustee, the Chair is responsible for chairing meetings, accountable for governance of the Charity including financial, ensure Trustees act responsibly, deal with any conflict, have the casting vote, ensure that the brand of the Charity is protected including raising awareness, be the link between Sure Group and the Charity, oversee activities ensuring that they are in line with the Constitution (Governing Document).

Deputy Chairperson: The Deputy Chairperson will cover the duties of the Chairperson when they are unavailable and will act as the chair in any meetings where the Chairperson is absent.

Secretary: The Secretary in addition to their main duties as a Trustee is responsible for keeping records of any applications for assistance, ensuring that all Trustees complete relevant membership documentation, completing and keeping up to date the Guernsey Registry. In addition, they are responsible for creating meeting agendas, booking meetings for the Committee, managing the charity insurance is in place, collating minutes from all meetings.

Treasurer: The Treasurer is responsible for keeping a record of all receipts and payments and shall use such records to create a set of annual accounts; the most recent set of which must be presented for approval by the Trustees prior to the annual deadline set by Guernsey Registry. A copy of the approved accounts must be submitted to Guernsey Registry and a summary of the latest Audited accounts will also be made available to the public, upon request. The Treasurer will also ensure that all payments are made in line with the Anti-Financial Crime Policy.

Changes of Trustees, aims, purposes or the use of funds must be notified to the Guernsey Registry within 21 days. It is important to note that failure to provide this information in a timely manner is an offence.

The Committee shall meet (in person or by video-conference) on a regular basis (no less than once every two months). At least three days' notice (by email) must be provided to each Trustee of the time, date, and venue for the meeting. Minutes must be taken, covering the key aspects of each meeting (including whether each application considered during that meeting has been successful or unsuccessful and the reason(s) for reaching that decision). In the absence of the Secretary being available to take the minutes at any meeting it shall become the responsibility of the Deputy Chairperson to do so, unless the Deputy Chairperson is required to chair the meeting, in which case the Treasurer shall take the minutes. At the commencement of each meeting the minutes from the previous meeting shall be discussed and amended if necessary and then ratified by those present. The quorum for each meeting shall be five Trustees, of which one must be a named position on the Committee, and the Committee must act by majority. Should any vote be tied then the status quo will apply.

Their term of office shall expire at the next AGM, or at their resignation, or at their removal (whichever is sooner). In the case of the resignation or removal of the Chairperson, Deputy Chairperson, Secretary or Treasurer, an Extraordinary General Meeting (“EGM”) shall be held within two months to elect a replacement. In the case of the resignation or removal of an ordinary Trustee, the remaining Trustees shall decide whether to hold an EGM to elect a replacement member, or whether to leave the position unfilled until the next AGM, unless more than four ordinary Trustees have resigned during their term, in which case an EGM must be called to replace at least three of those members. All current Sure employees have the right to vote at AGMs and EGMs and shall have one vote each.

Any Trustee may be removed from office if a resolution to remove that member is proposed at an EGM called for that purpose and the resolution is passed by a two-thirds majority of the total votes cast in person at, and by email prior to, the meeting. Such a resolution shall not take effect unless the individual concerned has been given at least 14 days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity to make oral and/or written representations to the wider members (Trustees). Trustees may be suspended for a certain time if a resolution is sought to remove them from the committee due to a criminal offence which is considered to negatively impact their suitability as a Trustee. Trustees will be suspended if they are suspended from their position within Sure. During a suspension period, the Trustee may not attend any committee meetings, nor take part in any decision-making processes.

An EGM may also be called by the Committee, for any purpose, on the request of at least five Trustees. At least fourteen days’ notice (by email) shall be provided to Sure employees, advising them of the time, date, and venue of the EGM, along with details of the specific purpose(s) of the meeting.

Financials:

With the ongoing permission of the Sure Group, the Foundation’s financial functions (banking, distribution of funds, etc.) can be provided by Sure employees. The Foundation is not required to hold separate bank accounts, specific to its own financial functions, but all transactions are separately identifiable. Any release of funds on behalf of the Foundation shall require the written authorised approval of two Trustees, with payments being made by two authorised Sure officials (as approved by Sure for general banking purposes). In the case of funds provided to Sure employees, these officials (and any others required to be involved in the transaction) should undertake their duties as confidentially as possible, so as not to unnecessarily reveal to others who the beneficiary of such funds is.

Accounts should be audited on an annual basis by an independent qualified accountant. The accounts may be audited by either an external or internal qualified person. the undertaking of which may or may not be carried out by an employee of Sure, but in the case of an employee, they must not be a Trustee.

Audited accounts are to be made available to any Sure employee, or member of the public upon request. Any sensitive information that is classed as PII will not be shared with Sure Employees or the public at any time. Based on the current objectives and activities of the Committee and depending on the value of the donations made by the Foundation during the financial period it may also be necessary to submit a copy of the accounts to the Guernsey Registry. The financial records of the Foundation should be kept for seven years.

The standard maximum award (or financial benefit) made available to any recipient (charity, or Sure employee in financial hardship) in each twelve-month period shall be £5,000. In exceptional circumstances², where a larger value benefit is requested to support the requirements of a specific project, the trustees may vote to increase the maximum donation to £7,500 as a one-off donation within a twelve-month period, or £15,000 as a one-off donation within a twenty-four--month period for a single charity. The reasons for the donation being considered as an exceptional circumstance must be clearly documented.

² Exceptional Applications Form is referred to as [Annex B]. A copy can be obtained from the Foundation’s Secretary.

Trustees shall receive no financial benefit from the Foundation during their term of office. Trustees must declare any conflicts of interest, and should any matters discussed at a general meeting relate to a conflict of interest, the affected trustee must leave the meeting while that matter is being discussed or decided.

Any employee within the Sure Group, having found themselves in a position of financial hardship, may apply for a donation or a loan from the Foundation. Employees must make clear in their application why they believe that their financial predicament has been created through no fault of their own. A confidential written application must be made to the Foundation's Chairperson, setting out details of their predicament and the specific financial assistance that they would like the Foundation to provide. The Chairperson shall share the details of the claimant's situation with the Committee prior to or at the next Committee meeting but shall not reveal the name of the employee concerned (to protect their anonymity). As per the Financials section, if an award of financial assistance is approved by the Committee the funds shall be provided on as confidential a basis as is reasonably possible.

All employees making an application should have completed their probation with the Sure Group. On occasion, the Trustees may use their discretion to provide assistance to employees still within their probationary period if their circumstances are considered exceptional. Requests for assistance during the employee's probationary period will be managed through the "Exceptional Applications - Justification Form" process (refer to Annex B).

Any loan to a Sure employee shall be provided on an interest-free basis, with repayment required in full in either a twenty-four-month period, or before the employee's last day of employment – whichever is sooner. The specific terms of any loan must be agreed between the Committee and the employee prior to the release of any funds. Large overdue balances remaining on the last day of employment may be reviewed by the committee on a case-by-case basis. By agreement with the Sure Group, repayment of the loan shall be made via monthly payroll deductions, undertaken on behalf of the Foundation. The received funds will be credited back to the Foundation by the Sure Group.

Voluntary time:

If approved for support by the majority of the Committee and additionally approved by Sure's HR Director, a defined quantity of work time hours may be allocated by Sure employees to assist a registered charity or an individual in need within the regions of the Sure Group.

At least 50% of the voluntary time allocated (by a suitably sized number of employees for the task in hand) should be provided during normal working hours. Volunteers working outside of these hours must do so on the understanding that they have no claim against the company for anything other than reasonable out-of-pocket expenses. Regardless of the time of day or week, all such activities shall be deemed to have been undertaken in their professional capacity as employees of Sure.

Dissolution:

Should the majority of the Committee decide that the Foundation should cease to exist they may call an EGM to discuss their proposals with Sure employees. Any opinions expressed by Sure employees at the EGM must be taken into account and for the process to move to a winding-up stage at least three quarters of the Committee must be in agreement.

On approval, any monies or property remaining after the payment of debts must be handed to the Guernsey registered charities considered to match the aims of the Foundation most closely. Funds will be distributed by the Trustees following our usual voting process (guiding principles).

Applicable legislation [Annex A]:

Charities etc. (Guernsey and Alderney) Ordinance, 2021 (Consolidated text) https://www.guernseylegalresources.gg/ordinances/guernsey-bailiwick/c/charities/charities-etc-guernsey-and-alderney-ordinance-2021-consolidated-text/
Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008 (Consolidated text) https://www.guernseylegalresources.gg/laws/guernsey-bailiwick/c/charities/charities-and-non-profit-organisations-registration-guernsey-law-2008-consolidated-text/
Charities and Non Profit Organisations (Investigatory Powers) (Bailiwick of Guernsey) Law, 2008 (Consolidated text) https://www.guernseylegalresources.gg/laws/guernsey-bailiwick/c/charities/charities-and-non-profit-organisations-investigatory-powers-bailiwick-of-guernsey-law-2008-consolidated-text/
Charities and Non Profit Organisations (Registration) (Guernsey) (Amendment) Law, 2009 https://www.guernseylegalresources.gg/laws/guernsey-bailiwick/c/charities/charities-and-non-profit-organisations-registration-guernsey-amendment-law-2009/
Charities and Non Profit Organisations (Registration) (Guernsey and Alderney) (Amendment) Law, 2010 https://www.guernseylegalresources.gg/laws/guernsey-bailiwick/c/charities/charities-and-non-profit-organisations-registration-guernsey-and-alderney-amendment-law-2010/
Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008 (Amendment) Ordinance, 2014 https://www.guernseylegalresources.gg/ordinances/guernsey-bailiwick/c/charities/charities-and-non-profit-organisations-registration-guernsey-law-2008-amendment-ordinance-2014/
No. 55 - The Charities and Non Profit Organisations (Exemption) Regulations, 2007 https://www.guernseylegalresources.gg/statutory-instruments/guernsey-bailiwick/2008/no-55-the-charities-and-non-profit-organisations-exemption-regulations-2007/
No. 30 - The Charities etc. (Commencement and Transitional Provisions) (Guernsey and Alderney) Regulations, 2022 https://www.guernseylegalresources.gg/statutory-instruments/guernsey-bailiwick/2022/no-30-the-charities-etc-commencement-and-transitional-provisions-guernsey-and-alderney-regulations-2022/
No. 31 - The Charities etc. (Amendments, Exemptions, Governance and Specified Amount) (Guernsey and Alderney) Regulations, 2022 https://www.guernseylegalresources.gg/statutory-instruments/guernsey-bailiwick/2022/no-31-the-charities-etc-amendments-exemptions-governance-and-specified-amount-guernsey-and-alderney-regulations-2022/

The above should be reviewed on an annual basis, in line with the Constitution and accompanying documents review.

Version History:

V	Editor(s)	Role	Date finalised	Description of Changes
1.0	Karen Jagger	Chairperson	2019	Constitution document created, and version 1 of the document circulated to all Trustees.
2.0	Karen Jagger	Chairperson	21/04/2020	
3.0	Sophie Osborne	Secretary	26/04/2021	Increased number of ordinary committee members allowed at any one time (to a maximum of 8). Staff loans section eligibility updated.
4.0	Sophie Osborne	Secretary	01/12/2022	Added additional responsibilities of key roles section, rules surrounding exceptional payment circumstances, rules surrounding suspension of trustees. Wording of "committee members" amended to "trustees" Added rules surrounding non-voting members (non-trustees).
5.0	Sophie Osborne	Secretary	05/06/2023	Wording amendments made as a result of Committee review on the 13 th of March 2023.