**The Constitution for**

**Diabetes Guernsey**

**25th November 2020**

1. **NAME** - The name shall be “DIABETES GUERNSEY” (thereinafter referred to as “the Association”, and “Guernsey” to mean Bailiwick of Guernsey)

2. **THE ASSOCIATION** shall be a Charitable Incorporated Non-Profit Organisation (Foundation).

3. **OBJECTS A**

i. To Provide an organisation for the benefit and service of people with diabetes, their families and others interested in diabetes and associated diseases in Guernsey; to promote the study of the causes and treatment thereof and the diffusion of information concerning the same;

ii. To act as an authoritative body to promote the social and economic interests of people with diabetes in Guernsey, to promote activities for the dissemination of information to people with diabetes, those with associated conditions and the public in Guernsey, and to co-operate with any similar association for the furtherance of the objects of the Association;

iii. To assist, as appropriate, with the operation and care offered by the Guernsey Diabetes Care Team (and any other facilities or team members which may be offered in the future by the States of Guernsey Health Authority or equivalent body at the time) for the benefit of people with diabetes and associated conditions;

iv. To fund, if and when appropriate, the education and training of staff;

v. To provide funding, where and when appropriate, for the hire of medical, surgical and other nursing staff and to fund the provision of services from district nurses and dieticians and any other professional staff by arrangement with any other person, corporation or public body or institution;

vi. To provide funding, if and when appropriate, for the purchase of medical and surgical appliances and equipment for the use of people with diabetes or associates conditions;

vii. To promote, when deemed appropriate, competitions and exhibitions and other kindred activities, and make awards in the name of the Association;

viii. To print, publish and circulate (within the confines of the Guernsey Data Protection Regulations, Reformed 25 May 2018) any newspapers, magazines, books or leaflets that the Association may think desirable for the promotion of its objects;

ix. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association, including any gift made by Will;

x. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;

xi. To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;

xii. To sell, let, hypothecate, dispose of to turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects;

xiii. To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conductive to its objects;

xiv. To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit;

xv. To invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities, or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

xvi. To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;

xvii. To do all such other things as are incidental or conducive to the attainment of the above objects;

**OBJECTS B** The income and property of the Association, howsoever derived, shall be applied solely to the promotion of the objects of the Association as set forth in this Constitution in such amount(s) as the Members in General Meeting shall decide 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 the Members of the Association PROVIDED ALWAYS that nothing in this sub-clause 3B contains shall prevent the payment in good faith of reasonable and proper remuneration to any office or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association nor prevent the payment of interest at a rate then current on money lent, or reasonable and proper rent for premises demised or let by any Member of the Association but so that no Member of the Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money’s worth shall be given by the Association to any member of the Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for the premises demised or let to the Association SAVE that the foregoing provision shall not apply to any payment to any gas, electricity, water, cable or telephone company of which such member shall not hold more than a one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

**4. MEMBERSHIP**

4.1 The Association shall consist of such persons who may from time to time be invited by the Committee to become members of the Association, who have accepted such an invitation and whose name has been entered in the register of members of the Association;

4.2 Any member of the Association shall cease to be a member thereof if the Committee by a majority of two-thirds of such of its members as shall be present at a meeting duly convened for the purposes shall be of the opinion that his or her conduct merits removal from the membership of the Association and do resolve the he or she be so removed.

**5. OFFICERS**

(a) The Officers of the Association may include a Chairmen, Treasurer, and Secretary, who shall be elected at the Annual General Meeting on a proposition put to the membership by the Committee and be eligible for re-election.

(b) The Committee must comprise of at least three unconnected people to occupy the roles of Chairperson, Treasurer and Secretary.

(c) The terms of office are as follows:

i. The Chairperson will serve a term of 3 years prior to re-election. The Chairperson is responsible for:

- chairing meetings of the Committee

- acting as a figurehead for the Association (representing it at functions, meetings or in the press)

- leading on the development of the Committee

- ensuring decisions made by the Committee are implemented effectively

- taking urgent action (but not decision making unless authorised) between Committee meetings when it is not possible or practical to hold a meeting

ii. The Treasurer will serve a term of 2 years prior to re-election. The Treasurer is responsible for:

- presenting financial reports to the Committee in a format that helps the Committee understand the Association’s financial position

- advising the Committee on how to carry out its financial responsibilities

- liaising with professional advisors

- overseeing the preparation and scrutiny of annual accounts

- ensuring annual financial statements are available to members of the Committee within a reasonable period following the end of the accounting period

- ensuring annual financial statements have been independently audited or appropriately verified independently of the Association.

- taking on day to day financial duties, such as book-keeping and budgeting.

iii. The Secretary will serve a term of 1 year prior to re-election. The Secretary is responsible for:

- taking minutes of Committee meetings

- circulating, as appropriate, minutes of Committee meetings

- executing legal documents for the Association that have been authorised by the Committee.

(d) Officers must be persons of integrity and probity who have suitable and appropriate skills and experience

(e) Officers have a duty to act in good faith at all times, with a general duty of care, and a duty to act only in accordance within the powers afforded by this Constitution.

(f) The Committee may appoint such other Officers as may from time to time be deemed necessary who shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.

**6. PATRONS**

A Patron or Patrons, and the President, may be appointed by the Committee at any time and from time to time. Any person or persons so appointed may resign his or her position at any time hereinafter or be removed upon the resolution of a majority of two-thirds of the members of the Committee.

**THE COMMITTEE**

7.(a) The Members shall appoint (subject to 7 (d) below) annually at the Annual General Meeting a Committee to be constituted of a minimum of the Officers of the Association as set out in 5 (a) hereof together with such a number of ordinary members of the Association as the Members of the General Meeting deem appropriate.

(b) The Committee shall have full power to fill any casual vacancies and/or to co-opt members to the Committee as it shall deem necessary.

(c) Any member of the Committee shall cease to be a member thereof:-

i. If he or she shall fail to attend three consecutive meetings of the Committee except by leave of the Committee, or

ii. if by notice in writing addressed to the Chairperson or Secretary, he or she resigns his or her office, or

iii. If the Committee by a majority of two-thirds of such of its members as shall be present at a meeting duly convened for the purpose shall resolve that he be removed from the Committee.

(d) The Committee shall appoint such sub-Committees, whether standing or special sub-committees, as its members shall consider necessary or desirable from time to time.

(e) Members of the Committee hold the following duties:

i. to ensure they are a Guernsey resident for the duration of their length of service to the Association.

ii. to ensure that the financial position of the Association is satisfactory and prudent for the purposes of the Association’s objects (3).

iii. to ensure there are measures in place to enable the Association to achieve its objects effectively and discharge any legal obligations to which it is subject.

iv. to review the activities of the Association, as well as their own performance, from time to time to ensure the Association continues to achieve its objects effectively, and to fulfil their obligations under the Constitution.

v. to ensure the Association is transparent and accountable generally, unless there is a good reason not to be, such reason to be approved by both the Committee and the members.

8. (a) The quorum (the minimum number of members that must be present at any of its meetings to make the proceedings of that meeting valid, including voting) of the Committee shall not be less than three Members of the Committee, and of those three, two of them shall be any of the Chairperson, the Treasurer and the Secretary.

(b) The Committee shall hold meetings as often as it may deem it necessary for the despatch of its business but not more than six months shall elapse between the date of one meeting and that of the next.

(c) Sub-Committees shall meet as often as each sub-Committee shall determine and each sub-Committee shall determine its own quorum which in any event may not be less than two.

(d) In addition to the power conferred by 7(b) hereof the Committee or sub-Committees may co-opt additional members to attend their meetings for special purposes, but such additional members shall not have the right to vote thereat.

(e) Every sub-Committee shall in the exercise of the power delegated to it conform to the Constitution and Rules and to any Regulation which may from time to time be imposed upon it by the Committee, and no act, order or resolution of any sub-Committee shall bind the Association unless it is done under the direction and authority of the Committee or is ratified by the Committee.

**MEETINGS**

9.1 There shall be one Annual General Meeting of the Association on one occasion during each calendar year at such date, time and place as the Committee shall appoint and such other General Meetings as the Committee may determine PROVIDED ALWAYS that a period of not more than fifteen months shall be allowed to elapse between each Annual General Meeting.

9.2 Notice of the Annual General Meeting must be sent to members, either in the post or electronically, at least fifteen days before such meeting specifying the place, the day and the hour of the meeting.

9.3 A Special General Meeting of the Association may be called by the Committee on seven days’ notice and shall also be called if so requested in writing by not less than twenty-five percent of members who shall send a written request to the Secretary to convene such a meeting. The notice of requisition shall include the business to be discussed at the special meeting and no other business shall be discussed.

9.4 Where however in the judgement of the Officers an emergency has arisen demanding an immediate meeting the notice period shall be such as they shall in the circumstances deem to be sufficient. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed of proceedings held at the meeting.

9.5 The quorum for any General Meeting of the Association shall not be less than three Members of the Committee, and of those three, two of them shall be any of the Chairperson, the Treasurer and the Secretary. If within half an hour from the time appointment for the holding of a Special General Meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same time and place or at such other place as the Committee may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

9.6 The Chairperson shall be entitled to take the Chair at every General Meeting but if there be no such Chairperson or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such a meeting or unwilling to preside, the members present shall choose one of their number to take the Chair.

9.7 Every member present at a General Meeting shall be entitled to one vote upon every motion. In case of an equality of votes the Chairperson shall have a casting vote. The Committee may make regulations enabling members unable to be present to vote by proxy or in writing.

10. The matters to be dealt with at the Annual General Meeting include:

(a) The appointment of the Officers and the members of the Committee

(b) The appointment if so required of Auditor(s) of the Association

(c) The receipt of the Committee’s and Treasurer’s reports on the previous year’s work

(d) The receipt and passing of the income and expenditure account for the last financial year

(e) To transact such other business as may be brought before it and which shall have been stated in the notice convening the meeting.

**ADMINISTRATION**

11. The Committee shall control and provide for the administration of the affairs of the Association and in particular:-

(a) Formulate and give effect to the general policy of the Association

(b) Give general guidance to the Sub-Committees and receive and consider reports from them.

(c) Issue invitations for membership of the Association and to appoint members who have accepted such invitations.

(d) Appoint, remove and fix remuneration and terms of employment of the servants and employees of the Association and all matters (including the accommodation of the servants and employees where such is deemed necessary and expedient for the promotion of the objects of the Association or any of them ancillary thereto.)

(e) Generally act in the name and on behalf of the Association.

12. (a) The Association’s financial year shall end on the thirty-first day of December in each year or upon such other date as the Committee shall from time to time determine.

(b) The Treasurer shall cause proper books of account to be kept with respect to:-

i. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

ii. all sales and purchases of goods by the Association;

(c) The Members of the Association have the right to decide whether the annual financial statements should be independently audited or verified. If Members decide the financial statements require independent auditing or verification, the accounts of the Association shall be examined annually by professional accountants appointed by the Committee. The Committee shall prepare financial statements to the end of the financial year and issue a limited assurance report in accordance with professional accountancy standards as prevail from time to time. The Committee may, from time to time, determine that the amounts shall be audited by the accountants or such other firm or accountants as shall be determined. The accountants shall have the power to act as auditors should they be requested by the Committee to carry out an audit pursuant to the above provisions of this rule.

(d) All payments of money to be made on behalf of the Association shall be provided by the Committee except when it is not practicable to obtain the Committee’s prior approval payment may be made on the authority of two of the Officers, one of whom will be either the Chairperson or Treasurer, and the payment so made shall be submitted for approval at the next meeting of the Committee.

(e) The Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Association.

13. The Association acting through the Committee may raise money for the purposes of its objects by means of donations, sponsorships, legacies and grant-in-aid from public authorities. All monies so received shall be applied in furthering all or any of the objects of the Association.

14. The Constitution shall only be amended at the Annual General Meeting of the Association or at a Special General Meeting called for that purpose. Any alterations to the Constitution must receive the assent of not less than two-thirds of the members voting in person or by proxy at the Meeting. PROVIDED ALWAYS that no alteration shall be made which may result in the Association ceasing to be established for exclusively charitable purposes as defined by Guernsey Law and the Charities Act (2011).

15. If upon the winding up or dissolution of the Association there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, subject to the approval of the Royal Court in accordance with the law, be paid to the States of Guernsey to be used for the benefit of people with Diabetes in Guernsey in such a manner as the States of Guernsey may from time to time decide.

16. EITHER the Chairperson or the Secretary as defined by 5(a) hereof shall represent the Association in the Royal Court of Guernsey and other tribunals for the purpose of any transaction in real estate in accordance with the provisions of the Laws.