

CONSTITUTION OF LIBERATE

1. Name

The name of the Association (hereinafter called the "**Charity**") is "Liberate".

2. Definitions

- (a) "Rules" shall mean the Rules of this Constitution as amended from time to time;
- (b) "Auditor" means –
 - (i) in the case of an individual, an individual who is a member of a recognized professional body and is permitted by that body to engage in public practice;
 - (ii) in the case of a partnership, a partnership that is a qualified partnership and where each of the persons who is responsible to it for examining or reporting on the accounts of a charity is an individual who is a member of a recognized professional body and is permitted by that body to engage in public practice;
 - (iii) in the case of a body corporate, a body corporate that is controlled by auditors and where each of the persons who is responsible to it for examining or reporting on the accounts of a charity is an individual who is a member of a recognized professional body and is permitted by that body to engage in public practice;
- (c) Words importing the singular number only shall include the plural and vice versa;
- (d) Words importing the masculine gender only shall include all genders.

3. Objects

- (a) The objects of the Charity shall be:
 - (i) to support those who identify as part of a minority or visible minority group ("Minorities"), their families and friends living in the Bailiwicks of Jersey and Guernsey ("the Channel Islands") by:
 - providing safe and inclusive spaces for people to meet across the Channel Islands;

- educating and informing residents, organisations and governments of the Channel Islands on a range of minority issues;
 - campaigning to reform policies and laws to ensure that Minorities can enjoy the same freedoms and rights as everyone else across the Channel Islands;
 - questioning social attitudes and behaviours which discriminate against Minorities in the Channel Islands;
 - working with government and other providers to ensure equal access to and equal quality of services, such as healthcare, housing and education, for Minorities across the Channel Islands;
 - offering advice and help to residents and law enforcement agencies of the Channel Islands in tackling racism, homophobia, biphobia, transphobia and other hate crimes;
 - ensuring equality, diversity and inclusion in all that the Charity does and all those who the Charity's work benefits;
- (ii) to support the fight against HIV/AIDS and other sexually transmitted infections by:
- providing medical and psychological care to those suffering from sexually transmitted infections, and providing their families with support, counselling and psychological care;
 - supporting professional medical, scientific and charitable bodies which undertake research and treatment in relation to sexually transmitted infections;
 - promoting responsible sexual practices.

4. Powers

- (a) For the purpose of carrying out the above objects, the Charity shall have the following powers:
- (i) to accept subscriptions and donations;

- (ii) to apply funds in any manner deemed necessary;
- (iii) to bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;
- (iv) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (v) to collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in Jersey or elsewhere;
- (vi) to take such lawful steps by 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 Charity in the form of donations subscriptions or otherwise;
- (vii) to borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit;
- (viii) to print and publish or procure to be printed and published or to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets or other documents that may be deemed necessary or desirable for the promotion of the objects of the Charity or any of them;
- (ix) to invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (x) to establish and support or aid in the establishment and support or become a member of or co-operate with any charitable association or institutions whether incorporated or not and whether in Jersey or elsewhere and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;
- (xi) to employ such persons as may be necessary in the carrying out and general implementation of these rules and to provide for, arrange and implement the training of such persons;

(xii) to do all such things as are incidental or necessary to the attainment of the above objects or any of them.

5. Membership

- (a) Membership of the Charity shall consist of those persons whose names have been enrolled as members and have not subsequently been removed from the Register of Members in accordance with the Rules of the Charity. The membership of the Charity shall form “the Committee”. The privileges of membership shall not be transferable or transmissible and shall cease on death.
- (b) The Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, their conduct is prejudicial to the interests and objects of the Charity, provided that the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.
- (c) All Members shall pay such subscriptions as the Committee may from time to time determine.
- (d) The membership of the Charity will be limited to a maximum of twelve Members.

6. Officers of the Charity

- (a) There shall be the following Officers of the Charity:

A Chair

A Vice-Chair

A Treasurer

A Secretary

and such other Officers as the Members of the Charity may from time to time elect.

- (b) The first Officers of the Charity shall be those persons named in the Schedule hereto.
- (c) No person who is not a member of the Charity shall be eligible to be an Officer.

7. Removal of Member

- (a) Any Member of the Charity shall cease to be a Member:

- (i) if he shall fail to attend three consecutive meetings of the Committee except by leave of the Chair or Vice-Chair; or
- (ii) if by notice in writing addressed to the Secretary he resigns his membership; or
- (iii) if the Committee by a majority of two-thirds of such of the Committee members as shall be present at a Meeting duly convened for the purpose shall resolve that a Member be removed; or
- (iv) if he is guilty of misconduct or is incapable by reason of mental or physical disability of performing his duties or becomes "non sui juris" or has appointed an attorney without whom he may not act in matters real or personal or suffers his goods to be declared "en désastre" or commits any act of bankruptcy or indicative of insolvency or makes any arrangement or composition with his creditors or suffers any distress or execution to be levied on his goods.

8. Senior Management Team

- (a) The affairs of the Charity shall be managed by an executive body (herein referred to as "the Senior Management Team") which shall consist of a Chief Executive Officer, who shall be a Member of the Charity and appointed at any General Meeting of Members, and any such other Chief Officers as the Chief Executive Officer may from time to time appoint.
- (b) The terms and conditions of the Chief Executive Officer's employment by the Charity and that of any other Chief Officer whether in a voluntary or paid capacity shall be governed by a contract of employment.
- (b) The Senior Management Team shall have power to enter into contracts for the purposes of the Charity on behalf of all members and may exercise on behalf of the Charity any or all of the powers enumerated in Clause 4 hereof.
- (c) All members of the Senior Management Team by virtue of being a Chief Officer shall be entitled to vote at all proceedings of the Senior Management Team.
- (d) A quorum for Senior Management Team meetings shall consist of that number of persons attending in person which shall exceed fifty per cent of all of those persons entitled to attend and vote at such meetings provided that at least one of such persons shall be the Chief Executive Officer or their alternate appointed by them in writing.

- (e) The Senior Management Team shall have power to appoint sub-committees for such purposes and on such terms as required to fulfil the work of the Charity and as agreed at a Senior Management Team meeting.
- (f) The Chief Executive Officer's membership of the Charity will cease on the termination of their employment by the Charity unless otherwise agreed at a General Meeting of Members and in accordance with Clause 5.
- (g) Any other Chief Officer shall be removed from the Senior Management Team on the termination of their employment by the Charity.

9. Patron(s)

- (a) A Patron, President and Vice-President(s) may be elected or removed from that office by the Members of the Charity at any General Meeting.
- (b) The positions of the Patron, President and Vice-President shall be of an honorary nature and shall not carry with them the right to attend or vote at any meeting of the Members.

10. Meetings of the Members of the Charity

- (a) The Annual General Meeting, Ordinary Meetings and Extraordinary Meetings are herein referred to as "General Meetings".
- (b) All Members of the Charity whether elected, co-opted or holding office by virtue of being an Officer shall be entitled to vote at General Meetings of the Committee.
- (c) A quorum for General Meetings shall consist of that number of persons attending in person which shall exceed fifty per cent of all of those persons entitled to attend and vote at such meetings provided that at least one of such persons shall be an Officer.
- (d) By rotation a minimum of three of the Members of the Charity shall retire from the Committee every three years but will be eligible for re-election if nominated. The members to retire shall be those who have been members of the Committee for the longest period since their last election. Where more than three elected Committee members have served for an equal length of time on the Committee all members those with equal length of service shall retire but will be eligible for re-election if nominated.

- (e) The Committee shall have power to fill casual vacancies among the elected members of the Committee, provided that the person or persons co-opted shall hold office until the expiration of the term of office of the person or persons who they have replaced.
- (f) The Committee shall have power to appoint sub-committees for such purposes and on such terms as shall be laid down from time to time by the Members at a General Meeting.
- (g) There shall be at least one General Meeting per financial year for the purposes of reviewing the performance of the Chief Executive Officer to which the Chief Executive Officer is not invited to attend. This shall not constitute a non-attendance as described in Clause 7(a)(i).
- (h) There shall be an Annual General Meeting of the Members of the Charity held within six calendar months after the end of each financial year.
- (i) The Annual General Meeting shall be called by notice in writing of 21 days at least. The notice shall name retiring Committee members and shall call for nominations and any amendments to the Rules, duly proposed and seconded.
- (j) The Committee may at any time convene an Extraordinary General Meeting by giving 14 days notice in writing.
- (k) A minimum of one quarter of the Members of the Charity may in writing to the Chair require that an Extraordinary Meeting be convened for the purpose to be stated in the notice within four weeks of the receipt of the said notice.
- (l) The business of each Annual General Meeting shall be:
 - (i) to receive the Annual Report of the Chief Executive Officer, which shall incorporate the accounts of the Charity referred to below, and give an account of the work of the Charity and its activities during the preceding year;
 - (ii) to receive the accounts of the Charity for the preceding financial year;
 - (iii) to elect the Officers of the Charity in accordance with Clause 6 hereof;
 - (iv) to elect a maximum of eight other members to serve on the Committee, in accordance with Clause 6 hereof;
 - (v) to consider and vote on any proposals requiring an audit of the accounts;

- (vi) to appoint one or more qualified auditors to audit or examine the accounts of the Charity, should a resolution be passed under Clause 10(1)(v) hereof;
- (vii) to consider and vote on any proposals to alter this constitution in accordance with Clause 17 hereof;
- (viii) to consider any other business of which due notice has to be given.

11. The Chair

The Chair or failing him the Vice-Chair, shall preside if present at the General Meetings of the Members of the Charity and failing this the meeting shall elect its own Chair. The Chair of the meeting shall have a casting vote in addition to his ordinary vote.

12. Finance

- (a) The Charity's financial year shall end on the 31st day of July in each year.
- (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 Charity and the matters in respect of which such receipts and expenditure take place;
 - (ii) all sales and purchases of goods by the Charity; and
 - (iii) the assets, credits and liabilities of the Charity.
- (c) Proper books shall be kept to give a true and fair view of the affairs of the Charity and to explain the transactions.
- (d) All funds of the Charity shall as soon as possible after receipt be paid into the Bank Account(s) to be opened and maintained in its name. Such Account(s) shall be under the control of the Senior Management Team and the Committee jointly, which shall from time to time provide for their method of operation but so that the signature of at least one Officer one of whom shall be either the Treasurer or the Chair or Vice-Chair and the signature of at least one Chief Officer one of whom shall be either the Chief Executive Officer or the Chief Finance Officer shall at all times be required.
- (e) All payments of money to be made on behalf of the Charity shall be applied towards the object of the Charity as set out in its Constitution and shall be approved by the Senior Management Team except that when it is not practicable to obtain the Senior

Management Team's prior approval payment may be made on the written or electronically signed authority of and in accordance with the signatories to the bank account(s) and the payment so made shall be submitted for approval at the next meeting of the Senior Management Team.

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

13. Audit

The accounts relating to the Charity's affairs shall be audited if the Members at an Annual General Meeting pass a resolution requiring an audit. In such event the auditor shall be such firm or persons as are appointed by the Members of the Charity at the Annual General Meeting and the following provisions shall apply:

- (a) The accounts relating to the Charity's affairs shall be audited by such persons as are appointed by the Members of the Charity at the Annual General Meeting.
- (c) The Auditor appointed under clause 13(a) hereof shall make a report to the Members of the accounts examined by him, and on every balance sheet and profit and loss account laid before the Members of the Charity in General Meeting during his tenure of office.
- (d) The report shall state whether in the Auditor's opinion the Charity's balance sheet and profit and loss account have been properly prepared and whether in his opinion a true and fair view is given:
 - (i) in the case of the balance sheet, of the state of the Charity's affairs as at the end of its financial year;
 - (ii) in the case of the profit and loss account, of the Charity's profit and loss for its financial year.
- (e) It shall be the duty of the Auditor, in preparing his report, to carry out such investigations as will enable him to form an opinion as to the following matters:
 - (i) whether proper books of account have been kept by the Charity;
 - (ii) whether the Charity's balance sheet and profit and loss account are in agreement with the books of account and returns.

- (e) If the Auditor is of the opinion that proper books of account have not been kept by the Charity or if the balance sheet and profit and loss account are not in agreement with the books of account and returns, the Auditor shall state that fact in his report.
- (f) The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Charity, and shall be entitled to require from the Committee such information and explanations as he thinks necessary for the performance of the duties of the Auditor.
- (g) If the Auditor fails to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.
- (h) The Auditor shall be entitled to attend any General Meeting of the Charity and to receive all notices of, and other communications relating to, any General Meeting which any member of the Charity is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.

14. Members Right of Inspection

The Members of the Charity shall have the right at all times to examine all books, documents and accounts of the Charity provided that this right is exercised by at least two Members.

15. Indemnity

The Officers and Members of the Charity shall be indemnified by the Charity for any liabilities incurred by them in good faith as a result of acting as the representatives of the Charity.

16. Dissolution

If the Charity resolves by a simple majority of those present and voting that the Charity shall be dissolved any assets remaining after the satisfaction of all proper debts and liabilities shall be given to such other charity or charities preferably having objects similar to those of the Charity as the Charity may decide or transferred to The Association of Jersey Charities for its general Charitable purposes provided that no resolution to dissolve the Charity shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Charity not less than eight weeks before the date of the meeting at which it is to be considered.

17. Alteration to this Constitution

These Rules may be altered by a resolution passed by a simple majority of those present and voting at a meeting of the Members of the Charity provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Charity not less than four weeks before the date of the meeting at which it is to be considered.

18. Representation

The Chair or Vice-Chair duly authorised by a Resolution of the Members of the Charity shall represent the Charity before the Royal Court of Jersey and before all tribunals whatsoever.

19. Address

The address of the Charity shall be P O Box 567, St Helier, Jersey, JE4 5WN, or such other address in Jersey as may from time to time be determined by a simple resolution of the Members.

SCHEDULE

Officers:

Chair:	Christian May
Vice-Chair:	Stacey Yates
Treasurer:	Victor Toole (a.k.a Vic Tanner Davy)
Secretary:	Prudence Munro