

In the Royal Court of Jersey

Samedi Division

In the year two thousand and fourteen, the eighth day of August.

Before the Judicial Greffier

Whereas on the 5th June, 1970, the Court, by virtue of Article 4 of the “Loi (1862) sur les teneures en fidéicomis et l’incorporation d’associations,” granted an Act of Incorporation to the association known as “The Jersey Arts Council” (hereinafter called “the association”).

And whereas on the 28th May, 1993, the Court, granted an application to change the name of association to the “Jersey Arts Centre Association”.

Now this day, on the application of the association under the said Article 4, the Court, has sanctioned amendments to the constitution of the association; such amendments having been approved at the Annual General Meeting of the association held on the 28th May, 2014.

Whereas the Court directed that a copy of the said constitution, as amended, should be lodged at the Judicial Greffe


Greffier Substitute

B&P (ST) ✓
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LOD (SCKP)

DEMANDE

I, Raymond Denis Banks , the Honorary Chairman of the Association known as The Jersey Arts Centre Association ("The Association") acting by virtue of a resolution passed at a General Meeting of the Association held on the 28th May 2014, **REQUEST** as follows:-

THAT it may please the Court in accordance with Article 4 of the *Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations* (as amended) to approve the modification of the constitution of the Association in accordance with the draft constitution approved at the aforesaid General Meeting of the Association.

AND THAT it may further please the Court to order the registration of the Constitution of the Association in the Public Registry of the Island.



Raymond Denis Banks

Honorary Chairman

Dated this 7th day of August 2014

Witnessed by



Liana Pallot

Advocate of the Royal Court



CONSTITUTION FOR JERSEY ARTS CENTRE ASSOCIATION

1. Preamble

The Jersey Arts Council was incorporated on the 5th June 1970 under the Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations.

By Act of the Royal Court dated the 28th May 1993 the name was changed to the Jersey Arts Centre Association.

The Association with the approval of the Royal Court has agreed to dispense with its previous constitution and has resolved to approve its current constitution the tenor of which is set out below.

2. Interpretation Clause:

IN THIS CONSTITUTION the following expressions shall have the meanings respectively assigned to them:-

Association	The Jersey Arts Centre Association
Authorisation Policy	The policy relating to the management of the Property or any part of the same as approved by the Management Committee from time to time
Code of Conduct	The code of conduct for members of the Management Committee as determined from time to time by the Management Committee
Constitution	The Constitution of the Association (amended from time to time) and as registered with the Royal Court
Court	The Royal Court of Jersey
Corporate Governance Statement	The corporate governance statement issued by the Management Committee from time to time
Day	Means a calendar day excluding the day of notice and the date of the relevant meeting
Director	The Director from time to time of the Jersey Arts Centre. For the avoidance of doubt the Director shall not be a member of the Management Committee but shall be required to attend such meetings of the Management Committee as shall be

	determined by the Management Committee
General Meetings	All of the annual general meetings and any extraordinary general meetings of Members of the Association
Grievance Procedure	The procedure to be followed when any employee of the Association has a grievance which shall be formulated by the Management Committee from time to time and notified in writing to all staff members.
Honorary Life Members	Those persons approved as Honorary Life Members of the Association at any annual general meeting or extraordinary general meeting of the Association. For the avoidance of doubt no subscription shall be required from such Honorary Life Member
Honorary Patrons	Those persons requested by the Management Committee to act as Honorary Patrons of the Association from time to time
Information Folder	The folder containing a copy of:- - the Constitution together with any documents mentioned in that Constitution: - any contracts of purchase of immovable property owned by the Association: - any leases (whether contract or paper) of immovable property occupied by the Association: - a summary of any leases or licences granted by the Association: - the latest set of audited accounts: - a summary of any agreement with a third party granting finance or making grants to the association: - a summary of the Director's contract of employment with the Association: - details of the senior staff employed by the Association and their roles: - the latest budget or draft budget as the case may be; - the Grievance Procedure: - the name of the then child protection officer appointed by the Management Committee together with that person's terms of reference: - the Authorisation Policy: - the current Service Level Agreement with the States of Jersey: - the Code of Conduct: - the Corporate Governance Statement: - together with such other documents/information that the Management Committee shall determine pertinent from time to time

Jersey Arts Centre	The business run under the aegis of the Association in accordance with the Objects together with the personnel engaged upon such business and the immovable property owned, leased or otherwise occupied by the Association in connection with such business.
Junior Members	Those members of the Association under the age of sixteen years at the time of the relevant annual general meeting or extraordinary general meeting as the case may be who have paid their subscription and are entitled to attend but not vote at any such meeting of the Association
Law	"Loi (1862) sur les teneurs en fidéicomis et l'incorporation d'associations" as amended from time to time
Management Committee	The Officers and the Ordinary Members appointed from time to time at any annual general meeting or extraordinary general meeting of the Association and any person co-opted by the Management Committee in accordance with the provisions of Rule 7.12. No Member may be so appointed or co-opted unless they are eighteen years and over
Members	The Senior and Junior Members, Honorary Patrons, Honorary Life Members and such other persons or groups of persons as shall be determined from time to time by the Management Committee
Objects	The objects of the Association as set out in Rule 3 hereof
Officers	The Honorary Chairman, the Honorary Treasurer and the Honorary Secretary
Ordinary Members	The six Members elected or co-opted as ordinary members of the Management Committee
Property	Such immovable property as shall be owned or leased or otherwise occupied by or under the control of the Association from time to time and any movable property from time to time in the ownership or leased or licensed by or under the control of the Association
Scrutineers	Those two persons (not Members) nominated from time to time by the Management Committee to act as scrutineers of votes at any general meeting of the Association
Senior Members	Those members of the Association over the age of sixteen years at the time of the relevant annual general meeting or

	extraordinary general meeting as the case may be who have paid their subscription and are entitled to vote at any such meeting of the Association
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In this Constitution where the context so permits the masculine shall include the feminine and the singular the plural and vice versa.

3. Objects:

- 3.1 To present, or assist in presenting, public concerts, dramatic performances, recitals, art exhibitions, lectures, arts festivals and other artistic events;
- 3.2 To take account of the cultural strategy for the Island as developed from time to time by the Minister for Education, Sport and Culture or such Member or Committee of the States of Jersey who shall have responsibility for the same from time to time;
- 3.3 To ensure that buildings under the management of the Association are made available for the promotion of courses of instruction and classes and to bring to the attention of the people of Jersey the work of creative artists in every field of the arts;
- 3.4 To make provision for the administration of the Property of the Association;
- 3.5 To do all such lawful acts or things as are incidental to the attainment of the objects of the Association and where necessary or desirable to do such acts or things in collaboration with any person, body, institution or otherwise.

4. Powers of the Association

For the purpose of carrying out the above objects, the Association through its Management Committee shall have the following powers:-

- 4.1 To accept by gift, covenant, donation or legacy, purchase, take on lease or exchange, hire or otherwise acquire and hold any immoveable or moveable property and any rights or privileges connected therewith or interests therein which may in any way further the attainment of the objects of the Association;

- 4.2 To develop any immoveable property acquired by the Association and in particular by preparing the same for building purposes, construction, demolition, decorating, maintaining, furnishing, fitting up and improving buildings, or any immoveables acquired by the Association;
- 4.3 To sell, let, mortgage, hypothecate, charge, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient;
- 4.4 To borrow or raise money or enter into any guarantee for the purposes of the Association on such terms and on such security as may be thought fit;
- 4.5 To invest the moneys of the Association not immediately required for its purposes 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;
- 4.6 To establish and support or aid in the establishment and support or become a member of or co-operate with any association or institutions whether incorporated or not and whether in Jersey or elsewhere and to underwrite any activity in any way connected with the purposes of the Association or calculated to further its objects;
- 4.7 To accept donations (whether of immoveable or moveable estate) and manage all immoveable estate and leaseholds so received or donated and not required to be or capable of being occupied for the purposes of the Association;
- 4.8 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 Association in the form of donations, subscriptions or otherwise;
- 4.9 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 Association or any of them;
- 4.10 To employ and pay out of the funds of the Association any agents in any part of the world whether advocates, attorneys, solicitors, accountants, brokers,

trusts, companies, estate agents, property managers or other agents without being responsible for the default of any 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;

- 4.11 To give all such undertakings and enter into such contracts and incur all such obligations relating to the Property of the Association or any part thereof;
- 4.12 To institute and defend proceedings at law and to proceed to the final end and determination thereof or compromise the same;
- 4.13 To purchase, acquire and/or obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works;
- 4.14 To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- 4.15 To employ such persons as may be necessary in the carrying out of the Objects and any of them and general implementation of these rules and in particular but without prejudice to the generality of the foregoing in the management and operation of the Property and/or the Jersey Arts Centre or any part of the same and to provide for, arrange and implement the training of such persons; For the avoidance of doubt no person so employed shall be a member of the Management Committee;
- 4.16 To do all such things as are incidental or necessary to the attainment of the above objects or any of them.

5. Membership of the Association

- 5.1 Subject to any resolution of the Management Committee (which resolution shall be in effect until the next annual general meeting but unless confirmed by the Members at such meeting shall be of no further effect) the Association shall consist of an unlimited number of Members. Once imposed a limit may only be varied or removed by a resolution of the Members at an annual general meeting.
- 5.2 Any person wishing to join the Association shall complete an application form in such format as the Management Committee shall from time to time determine.
- 5.3 The Management Committee shall have the right to refuse any application for membership or postpone its acceptance.
- 5.4 The Management Committee shall have the right to terminate the membership of any Member. In such an event the Management Committee shall notify the Member concerned in writing that they intend to terminate his membership and the reasons for such determination. Such Member may appeal against such decision by giving notice of appeal in writing to the Honorary Secretary such notice to be received by the Honorary Secretary within ten working days of receipt of such written notification. The Honorary Secretary shall notify the Management Committee of receipt of such notice of appeal and shall convene an extraordinary general meeting of the Association within twenty-eight working days of receipt of such notice of appeal. The business of such extraordinary general meeting shall be solely to determine whether the expulsion should be upheld or whether such Member should be re-instated.
- 5.5 A Member shall ipso facto lose his membership:-
- 5.5.1 upon his death;
 - 5.5.2 if he sends his written resignation to the Association;
 - 5.5.3 if he be removed by a resolution of the Management Committee;

- 5.5.4 subject to the discretion of the Management Committee if he fails to pay the subscription by the due date.
- 5.6 All Members shall be entitled to have notice of any annual general meeting and extraordinary general meeting of the Association.
- 5.7 No expenditure shall be incurred on behalf of the Association by any Member of the Association without the prior written authority of the Management Committee and all accounts shall be sanctioned by the Management Committee in accordance with the Authorisation Policy.
- 5.8 Each Member will pay an annual subscription charge to the Association in such amount as the Management Committee shall determine from time to time
- 5.9 The Management Committee may recommend any person or persons as Honorary Life Members of the Association at the annual general meeting. For the avoidance of doubt any person proposed as an Honorary Life Member shall fulfil the following criteria: The proposed Honorary Life Member shall have:-
- 5.9.1 a proven vision and crusading spirit for the arts:
 - 5.9.2 had an active lifelong commitment to the arts either as a participant or audience member:
 - 5.9.3 a proven long term commitment to the Jersey Arts Centre (not just as an audience member).

6 The Management Committee

- 6.1 The Management Committee shall comprise the Officers and the Ordinary Members.
- 6.2 A Vice Chairman shall be appointed from amongst the members of the Management Committee by the Management Committee at the first meeting held after the relevant Annual General Meeting electing the members of the Management Committee. For the avoidance of doubt in the absence of the

Honorary Chairman the Vice Chairman shall have all the authorities and duties of the Honorary Chairman.

6.3 The Honorary Chairman shall:

- 6.3.1 chair all meetings of the Management Committee and (in the case of equality of votes amongst the Management Committee) shall have an additional casting vote;
- 6.3.2 chair all general meetings of the Members;
- 6.3.3 be the sole spokesperson of the Management Committee in all matters pertaining to the public and/or the media;
- 6.3.4 be the spokesperson (together with or aside from the Director as the case may be) of the Association in all matters pertaining to the public and/or the media;
- 6.3.5 liaise with the Director in relation to all matters pertaining to the Jersey Arts Centre and generally with regard to any issues which the Honorary Chairman considers pertinent;
- 6.3.6 have overall responsibility for the good governance of the Management Committee in accordance with the Corporate Governance Statement.

6.4 The Honorary Secretary shall be responsible for ensuring:-

- 6.4.1 That convening notices (of a minimum of three days) are issued to those concerned of the time and place of all Management Committee Meetings and shall ensure that convening notices are issued of any general meetings of the Members in accordance with the terms of this Constitution. For the avoidance of doubt such convening notices for any general meetings shall be signed by the Honorary Secretary on behalf of the Management Committee;

- 6.4.2 full and proper minutes of such meetings are maintained in appropriate minute books;
- 6.4.3 that all correspondence on behalf of the Association at the instance of the Management Committee is fully and properly attended to;
- 6.4.4 he is fully cognisant of the Constitution and shall advise both the Management Committee and/or the Members at any General Meetings of any irregularities concerning the same that may require amendment by either or both of the Management Committee and/or the Members in General Meeting and further shall advise the Members in General Meetings of any matters that should or should not be discussed under the agenda of such meetings;
- 6.4.5 bring to the notice of the Management Committee the names of such person or persons who could be requested to act as an Honorary Patron of the Association;
- 6.4.6 Cause a register of Officers and Ordinary Members to be maintained showing inter alia the mandatory retirement dates of the same;
- 6.4.7 maintain and ensure that each member of the Management Committee has access to the Information Folder.

6.5 The Honorary Treasurer shall:-

- 6.5.1 ensure in consultation with the Management Committee the good husbandry of the financial resources of the Association;
- 6.5.2 ensure that accurate records of financial transactions of the Association are maintained;

- 6.5.3 ensure the preparation of an annual balance sheet and statement of income and expenditure and that the same are independently audited;
- 6.5.4 ensure that timely monthly management accounts of the financial status of the Association are presented to the Management Committee;
- 6.5.5 draft for the approval of the Management Committee a three year annual rolling budget of projected income and expenditure of the Association.

For the avoidance of doubt the Honorary Treasurer shall have no discretion outside of the agreed budgets on spending and all proposals for further expenditure must be brought to the Management Committee for its prior approval.

- 6.6 Persons offering themselves for election at the Annual General Meeting must be and remain Members and be proposed and seconded in writing by others who are then Members subject to the provisions of Rule 8.6.
- 6.7 Subject to the provisions of Rules 6.8, 6.9 and 6.10 all members of the Management Committee may offer themselves for re-election on an annual basis.
- 6.8 No Honorary Officer may serve for more than four consecutive one year terms and no Ordinary Member may serve for more than three consecutive one year terms.
- 6.9 No member of the Management Committee may serve more than four consecutive one year terms as a member of the Management Committee irrespective of whether he sits as an Honorary Officer or an Ordinary Member or in any combination of these capacities.

6.10 Any Ordinary Member or Honorary Officer who has served their maximum term on the Management Committee may stand for election to the Management Committee after the elapse of one year from the end of their term.

6.11 Any Honorary Officer who resigns his office between annual general meetings of the Association may continue as an Ordinary Member until the next annual general meeting with his honorary position being filled by way of election within the members of the Management Committee until the next annual general meeting of the Association.

6.12 Each member of the Management Committee shall:

6.12.1 be elected annually at the annual general meeting of the Association or appointed in accordance with Rule 8.6;

6.12.2 remain in office for one year subject to Rule 6.8 and/or 6.9 and/or 6.10;

6.12.3 support the Objects throughout the community in Jersey and elsewhere.

6.13 Each member of the Management Committee shall ipso facto cease to hold office and shall also cease to be a member of the Management Committee if he:-

6.13.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or

6.13.2 is absent from 4 consecutive meetings and the Management Committee resolves that his office be vacated; or

6.13.3 notifies the Management Committee of his wish to resign; or

6.13.4 upon his death; or

6.13.5 subject to the discretion of the Management Committee if he fails to pay the subscription by the due date; or

6.13.6 commits an act indicative of bankruptcy under the laws of Jersey.

6.13.7 fails to substantively comply with the Code of Conduct.

6.14 The Management Committee may be removed by a simple majority of those Members voting either in person or by post at an extraordinary general meeting of the Association called in accordance with these Rules. Any or all members of the Management Committee shall be entitled to address such meeting before the motion for their removal is put to the vote.

7. Duties and Powers of the Management Committee

7.1 The management and general administration of the Association, of the personnel employed by the Association and of the Property of the Association shall be vested in the Management Committee. The management of the personnel and the day to day running and administration of the Jersey Arts Centre may be delegated by the Management Committee to the Director who shall account to the Management Committee as and when required by the Management Committee.

7.2 The Management Committee shall review the terms of the Constitution at least in every fifth year and shall advise the Members in General Meeting of any findings.

7.3 The Management Committee shall take note of the register of the Officers and Ordinary Members and their mandatory retirement dates. In the event that more than half of the members of the Management Committee will be required to retire or have given notice of their intention to retire at the next annual general meeting it is the duty of the Management Committee to

advise the Members of this fact within sixty days of the Management Committee having been so advised. The Management Committee shall call for expressions of interest from Members of eighteen years and over who might wish to be considered at the annual general meeting for election who may be invited to attend the meetings (but shall have no vote at such meetings) of the Management Committee to give them some experience. For the avoidance of doubt, nothing in this Rule shall preclude other Members from being nominated for any position on the Management Committee at each and every annual general meeting.

- 7.4 The Management Committee may exercise all the powers of the Association subject nevertheless to the provisions of this Constitution. This notwithstanding it is stipulated that the Management Committee shall not cause the Association to borrow any sum greater in aggregate than £10,000 or to enter into any lease or tenancy of premises for a term longer than nine years or to purchase or otherwise acquire or to sell or to otherwise dispose of any immovable property without the sanction and approval of the Members in general meeting;
- 7.5 It is the duty of the Management Committee to keep the Grievance Procedure up to date and ensure that all staff members are aware of the same.
- 7.6 No individual member of the Management Committee nor the Management Committee as a whole shall be liable for any loss or damage which may happen to the Property and/or any other assets of the Association at any time and from any cause whatsoever unless such loss or damage shall be caused by his wilful misconduct gross negligence and/or his own actual fraud. In addition the Management Committee and each and every individual member of the same shall be indemnified against all and any liabilities incurred by the Management Committee and/or each and every member

thereof in the execution of the powers hereof and the management and administration of the Property and/or any other assets of the Association.

- 7.7 The Management Committee shall be reasonably entitled to rely on information given to them by the Director.
- 7.8 The Management Committee shall meet at regular intervals (normally once a month) for the dispatch of business and shall have the power to adjourn and otherwise regulate meetings as it shall think fit.
- 7.9 In the event of the absence of the Honorary Chairman and the Vice Chairman from any meeting the Management Committee shall appoint one of its number to act as chairman.
- 7.10 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.11 The Management Committee may appoint one or more sub-committees consisting of such persons as the Management Committee shall reasonably determine for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully reported to the Management Committee on demand. Any sub-committee appointed under this Rule shall contain at least one Member of the Association.
- 7.12 The Management Committee shall have the right to fill any vacancy that may occur in its composition during the course of the year following the annual general meeting at which it was elected. In the event that the number of vacancies throughout the year should mean that there would be less than five of the original members of the Management Committee elected at the

previous annual general meeting then those remaining shall cause the Honorary Secretary to convene an extraordinary general meeting of the Association for the purposes of electing a new Management Committee. For the avoidance of doubt those remaining members of the Management Committee must stand down but may offer themselves for re-election.

7.13 At meetings of the Management Committee five members elected at the previous annual general meeting shall form a quorum.

7.14 Three Members of the Management Committee shall have the power to convene a meeting of the Management Committee at any time.

8 General Meetings

8.1 The Association shall hold at least one general meeting each year called the annual general meeting which shall be held not later than the 31st May in each calendar year. Any other general meeting shall be called an extraordinary general meeting.

8.2 Members shall be given at least twenty-one days written notice of the date, time and place of any general meeting and in the case of an extraordinary general meeting the notice shall specify particulars of the business to be considered.

8.3 The agenda for the annual general meeting shall be as follows:-

8.3.1 Apologies for absence;

8.3.2 the approval of the minutes of the previous annual general meeting and of any extraordinary general meeting held since the last annual general meeting and any matters arising therefrom;

- 8.3.3 The presentation of the annual report of the Chairman of the Management Committee and such other reports as the Management Committee shall decide;
 - 8.3.4 The presentation and if approved the adoption of the annual audited accounts of the Association to the end of the preceding financial year;
 - 8.3.5 The appointment of auditors who must not be members of the Management Committee;
 - 8.3.6 the election of the Honorary Officers and Ordinary members of the Management Committee;
 - 8.3.7 any other business.
- 8.4 Nominations of Members for election as members of the Management Committee shall be in writing, specifying the post for which the nominee is proposed and be signed by the proposer and the seconder of the proposition and the nominee. Nominations must be delivered to the Honorary Secretary within such time period as shall be specified in the convening notice for the annual general meeting. Both the proposer and the seconder of any nomination shall be Senior Members.
- 8.5 Only if no nominations for the role of any Officer or if insufficient nominations for Ordinary Members have been received in accordance with Rule 8.4 may the chairman of the annual general meeting take nominations from the floor. In such an event such nomination shall be proposed and seconded by Senior Members with the nominee present in person to agree to such nomination.
- 8.6 In the event that there is no written nomination under Rule 8.4 or verbal nomination under Rule 8.5 those duly elected members of the Management Committee shall have the right and ability to co-opt Members to serve in those posts to which there is no elected representative.

- 8.7 Save for the election for the office of Honorary Chairman (when the Vice Chairman shall preside) the election for each post shall be presided over by the Honorary Chairman. The election for each post shall be held separately and in the order in which such posts appear in Rule 6.
- 8.8 The chairman presiding over the election for each post shall read each valid nomination.
- 8.9 All contested elections shall be determined by secret ballot and administered by the Scrutineers. Any proposer or seconder of any nominee shall be entitled to address the meeting on behalf of his candidate prior to an election. For the avoidance of doubt the nominee shall also be entitled to address the meeting on his own behalf.
- 8.10 An extraordinary general meeting shall be convened by the Honorary Secretary:
- 8.10.1 at the request of the majority of the Management Committee.
- 8.10.2 on receipt of a written request, stating the object of the meeting duly signed by not less than twenty Senior Members of the Association.
- Such meeting shall take place within thirty-five days of the receipt of such request and all discussion at such a meeting shall be restricted to the objects for which the meeting has been called.
- 8.11 At any general meeting twenty Senior Members present in person shall form a quorum. In the event that a quorum is not present the Meeting shall be re-convened at a later date subject to the rules for calling a meeting other than that governing the date.
- 8.12 Any Senior Member who is unable to attend a general meeting of the Association may send in a postal vote in accordance with the rules set out in the convening notice for such meeting.

- 8.13 Only those Members whose subscriptions have been paid fourteen days prior to the relevant general meeting shall be entitled to attend or (in the case of Senior Members) to vote at any general meeting of the Association.

9 Financial Year

The Financial Year shall end on the 31st December of each year.

10 Audit

The Management Committee shall ensure that the accounts of the Association are audited annually in time to provide full copies of the audited accounts to the Members at the annual general meeting.

11 Dissolution

- 11.1 The Association may at any time be dissolved at an extraordinary general meeting called for this purpose.
- 11.2 To be valid the resolution to dissolve shall be voted upon by at least twenty per cent of the Senior Members of the Association either present in person at the meeting or having sent in postal votes (“the Voting Members”).
- 11.3 The resolution to dissolve the Association shall be carried if at least seventy-five per cent of the Voting Members vote in favour of dissolution.
- 11.4 Such resolution may give instructions for the disposal of any assets held by or in the name of the Association. Any surplus assets of the Association following payment of all liabilities shall be given or transferred to such other institutions having objects similar to some or all of the Objects as at least

seventy-five per cent of the Voting Members may determine subject always to the approval of the Court pursuant to an application in accordance with the Law.

12. Alteration to the Constitution

No amendment shall be made to this Constitution except at the annual general meeting or at an extraordinary general meeting convened for that purpose in accordance with Rule 8.11. A resolution for the alteration shall be received by the Honorary Secretary not less than twenty-eight days before the relevant general meeting. Notice shall be given to the Members in accordance with Rule 8.2 setting out the resolution or resolutions to be put to the general meeting. Proposed alterations to the Constitution shall require the consent of three quarters of the Members voting in person or by post at the relevant general meeting. No such amendment shall take effect until sanctioned by the Court according to the provisions of the Law.

13. Representation

The Honorary Chairman or the Vice Chairman of the Association for the time being shall represent the Association in the Court and before any other tribunals for the purpose of any transaction in real or personal estate in accordance with the provisions of the Law or for any other purpose whatsoever.

14. Notifications

In so far as possible all notifications to Members shall take place in electronic form and each Member shall be responsible for providing the Honorary Secretary with his current email address or other electronic address from time to time. In the event that any Member does not have an electronic address then he shall be responsible for providing the Honorary Secretary with his current postal address from time to time. No meeting of the Members or of the Management Committee shall be deemed to be invalid purely because any Member has failed to receive notification of the same

provided that such notification has been sent to the relevant electronic or postal address held by the Honorary Secretary.