

RULES OF THE SOCIETE JERSIAISE, 2024
(as adopted by the Annual General Meeting of the Society held on the [] 2024)

NAME

1. The name of the Society shall be Société Jersiaise, (hereinafter “the Society”).

AIMS AND OBJECTS

2. The aims and objects of the Society are the study of the history, the ancient language, the geology, the natural history and the antiquities of Jersey, the dissemination of knowledge about them through education, publication, exhibition and by other means; the preservation of the ancient language, of antiquities and of significant relics and records, and the conservation of the environment. The income and property of the Society shall be applied solely towards these objects.

STATUS AND POWERS

3. The Society shall be a non-political charity but this shall not preclude action deemed necessary by the Board to uphold Rule 2.
4. The Society shall maintain the highest standards of governance, transparency and probity in all of its actions and activities, and in the management of its operations and its finances including bequests, investments, property related projects and day-to-day expenditure. Without prejudice to the generality of the foregoing the Society shall use its best endeavours to satisfy the requirements of the Jersey Charity Commissioner in relation to the conduct of its activities, as set out in guidance published from time to time by the Commissioner
5. For the purpose of carrying out the aims and objects, the Society shall have the following powers:-
 - 5.1 to accept subscriptions, raise funds, invite and accept donations, contributions, grants and legacies from third parties and organisations, whether on an unconditional basis or subject to any conditions imposed by the donor;
 - 5.2 to enter into any one or more service level agreements with any body or person providing funding to the Society;
 - 5.3 to take such lawful steps including but not limited to public appeals, direct approaches to individuals or otherwise as may from time to time be deemed by the Board to be necessary, expedient or desirable for the purpose of procuring contributions to the funds of the Society in the form of donations, subscriptions or otherwise;
 - 5.4 to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
 - 5.5 to receive gifts and legacies of real and personal property and to sell, let, exchange, mortgage or hypothecate real property as shall be expedient in order to raise funds for its purposes;
 - 5.6 to develop any immovable property acquired by the Society and in particular by preparing the same for building purposes, construction, demolition, decorating, maintaining, furnishing, fitting out and improving buildings, or any other immovable property acquired by the Society;

- 5.7 to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- 5.8 to invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may reasonably 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;
- 5.9 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 aims or objects or any of them;
- 5.10 to create, maintain, improve and amend a website to inform the general public, Members and prospective Members of the Society's aims, membership, activities, grants and any thing else relevant to the Society's objects;
- 5.11 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.12 to establish and support or become a Member of or aid in the establishment and support or co-operate with any charitable association or institutions whether incorporated or not and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its aims or objects;
- 5.13 to acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the Society's aims or objects;
- 5.14 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;
- 5.15 to organize training, informative talks, presentations, volunteering fairs, events and any other function, meeting or tuition to further any of the aims or objects;
- 5.16 to form sub-committees to carry out such functions as the Board deems appropriate in furtherance of the aims or objects and to appoint such person or persons to supervise and administer the activities of such sub-committees;
- 5.17 to open and operate such bank accounts and other accounts as the Board considers necessary;
- 5.18 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.19 to do all such other lawful things as are incidental or necessary to the achievement of any of the aims or objects.

COMPOSITION OF THE SOCIETY

6. The Society shall consist of:
 - (a) Patrons (see Rule 7 (a))
 - (b) Membres d'Honneur (see Rule 7 (b))
 - (c) Bienfaiteurs (see Rule 7 (c))
 - (d) Honorary Life Members (see Rule 7 (d))
 - (e) Corresponding Members (see Rule 7 (e))
 - (f) Ordinary Members (see Rule 8 (a))
 - (g) Overseas Members (see Rule 8 (b))
 - (h) Student Members (see Rule 8 (c))
 - (i) Junior Members (see Rule 8 (d))
 - (j) Corporate Members (see Rule 9))

Members of categories (a), (b), (c), (d) and (e) above shall pay no annual subscription. An application for membership may be refused if the Board reasonably considers such a refusal will be in the best interests of the Society.

SPECIAL MEMBERS

7.
 - (a) PATRONS shall be distinguished persons, who may be invited at any time by the Board to accept the position of Patron.
 - (b) MEMBRES D'HONNEUR shall be persons who have rendered special services to the Society, or those who have achieved special distinction in matters that are among the objects of the Society and who, on the recommendation of the Board, may be elected by members at an Annual General Meeting.
 - (c) BIENFAITEURS shall be persons nominated by the Board from among those who have made substantial contributions to the affairs of the Society, in money or in kind, above a minimum value set by the Board from time to time.
 - (d) HONORARY LIFE MEMBERS shall be nominated by the Board from among those Ordinary Members or other persons who have rendered long and distinguished service to the Society.
 - (e) CORRESPONDING MEMBERS shall be eminent persons, resident outside Jersey, nominated by the Board for their ability to provide valuable links with research overseas. They shall be appointed for up to ten years, after which they may be renominated and shall enjoy the benefits and privileges of ordinary membership but shall not have the right to vote on, or otherwise take part in, the management of the Society.

GENERAL MEMBERS

8.
 - (a) ORDINARY MEMBERS shall be ordinarily resident in Jersey, and shall become entitled to the privileges of membership on submission of a completed Application Form, together with the appropriate subscription to the office of the Society and acceptance by the Board of the application for membership.
 - (b) OVERSEAS MEMBERS shall be Ordinary Members resident outside Jersey.

(c) STUDENT MEMBERS shall be Ordinary or Overseas Members aged eighteen years or more and in receipt of full-time education, shall pay a subscription less than that paid by Ordinary Members, but shall not have the vote on, or otherwise take part in, the management of the Society.

(d) JUNIOR MEMBERS shall be Ordinary Members between the ages of eight and eighteen years, shall pay a subscription less than that paid by Ordinary Members but shall not have the vote on, or take part in, the management of the Society.

CORPORATE MEMBERS

9. (a) CORPORATE MEMBERS shall be bodies or organisations wishing to support the Society which shall be entitled to certain privileges of membership determined for each Corporate Member by the Board.

(b) Each Corporate Member shall have the right to nominate one mandataire with the right to exercise one vote at General Meetings of the Society.

SUBSCRIPTION AND ENTRANCE FEE

10. (a) The amount of the annual subscription to be paid by Ordinary, Overseas, Student and Junior Members, and their entitlement to the Annual Bulletin of the Society shall be fixed from time to time by the Board.

(b) The subscription to be paid by each Corporate Member shall be determined by the Board.

(c) Subscriptions for each Member shall fall due on the anniversary of the date when the membership was taken out.

(d) The privileges of membership shall not be transferable and shall cease upon the death of the member or on receipt of written notice of resignation or upon non-payment of subscription pursuant to Rule 11 (b)

UNPAID SUBSCRIPTIONS

11. (a) A member whose subscription is unpaid shall not have the right to make a proposition or vote at any meeting of the Society.

(b) A member whose subscription remains unpaid for a period of three months shall be deemed to have resigned.

EXPULSION OF MEMBERS

12. The Board shall issue and maintain protocols setting out the standards of conduct expected of members, and the process by which concerns about a member's conduct will be inquired into. The expulsion of a member shall be effected only at an Annual General Meeting or at an Extraordinary General Meeting and, to become effective, shall require the approval of at least two-thirds of members voting. The Member whose expulsion is proposed shall have the right to be heard at the relevant Annual General Meeting or Extraordinary General Meeting.

RESIGNATION OF MEMBERS

13. A member wishing to resign shall submit his/her intention to the President and Chief Executive Officer at the office of the Society, in writing, acceptance of which shall not absolve that member from the payment of all dues payable at the date of resignation.

DIRECTION AND ADMINISTRATION OF THE SOCIETY

14. (a) The Society shall be directed, managed and administered by a board (hereinafter and hereafter “the Board”) comprised of the following members,
- (i) a President, two Vice-Presidents, a Treasurer and six other members elected by the Society as provided in Rule 15, each of whom shall act in an honorary capacity with voting rights;
 - (ii) a Chief Executive Officer, who shall be an employee of the Society, appointed by the Board.
- (b)
- (i) The President or, in his/her absence, a Vice-President shall chair at all meetings of the Board and all general meetings of members.
 - (ii) Propositions tabled at meetings of the Board shall be carried by a simple majority.
 - (iii) In the case of an equality of votes the Chair shall have a second, or casting vote.
 - (iv) The Board may regulate its proceedings as it thinks fit, subject to the provisions of these Rules.
 - (v) Any Member of the Board may call a Board Meeting (a “Board Meeting”), and such meetings shall take place at least quarterly.
 - (vi) With direction from the Chair or Deputy Chair, the Chief Executive Officer will produce the Board Meeting agenda, stating the general nature of the business to be dealt with at the meeting, the place and time of the meeting and circulate to every Board Member not less than 5 days before the date of the meeting at which the agenda is to be discussed and considered.
 - (vii) No business shall be transacted at any Board Meeting unless a quorum is present. The quorum shall be five members of the Board entitled to attend and vote at such meetings.
 - (viii) All Board Members shall be entitled to vote at all proceedings of the Board. All decisions of the Board will be binding provided they are achieved through a simple majority of those Board Members attending a properly constituted meeting.
 - (ix) A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Board.
 - (x) the Chief Executive Officer shall keep minutes of all:
 - (a) appointments of the members of the Board;
 - (b) meetings of the members and the Board of the Society including the names of the members of the Board present at the meeting, the decisions made at the meetings and where appropriate the reasons for the decisions. Such minutes will be considered and, subject to any amendment being agreed, approved at the meeting immediately following that which they record. Such minutes will be available to the members for inspection at any reasonable time, provided always that such minutes may be redacted in such manner as the Board may consider reasonably necessary for the purposes of retention of commercially sensitive information and/or to ensure compliance with relevant data protection legislation

(c) The Board may delegate any of its powers and duties to such subcommittees as it may constitute from time to time and appoint such person or persons as it shall deem appropriate to supervise and administer the activities of such sub-committees, and it may disband such sub-committees.

(d) The Board may nominate members of the Society who may form Sections, and nominate a Chair of such Sections, who may be one or two persons, with the approval of the Board.

(e) The Board may prescribe, alter, or cancel protocols and codes for the regulation and efficient conduct of its business and of the business of Sub-committees or Sections in such manner that it shall reasonably consider to be in the best interest of the Society, provided always that such changes, additions or removals do not conflict with the Rules of the Society.

(f) Any of the President or a Vice-President and the Chief Executive Officer shall be permitted to represent the Society in all legal matters, or in other matters where conflict has arisen, for which a qualified legal advisor may be engaged.

ELECTION OF OFFICERS

15. (a) The PRESIDENT shall be elected for a period of three years and on retiring shall be eligible for re-election as a Vice President or as an ordinary member of the Board.

(b)

(i) VICE-PRESIDENTS shall be elected for a period of three years but on retiring shall be eligible for re-election for one further consecutive period of three years, always providing that such re-election does not extend beyond twelve years their total period of continuous service as an elected member of the Board, other than by election to the office of President.

(ii) Vice-Presidents retiring after two consecutive three-year terms in that office and not immediately elected to the office of President shall not be eligible for membership of the Board for a period of one year.

(c) The Treasurer shall be elected for three years and on retiring shall be immediately eligible for re-election.

(d)

(i) Board members shall be elected for a period of three years but on retiring shall be eligible for re-election for two further periods of three years, always providing that such re-election does not extend beyond twelve years their total period of continuous service as an elected member of the Board, other than by election to the office of President.

(ii) Board members retiring after three consecutive three-year terms as Board members and not immediately elected to the office of President shall not be eligible for membership of the Executive Committee for a period of one year.

(e) A member holding any position on the Board shall be deemed to have vacated that position if he/she:

(i) submits to the President a letter of resignation;

(ii) becomes bankrupt or compounds with creditors; becomes of unsound mind or, by reason of ill health, or for some other reason is unable properly to fulfil the normal duties of an officer or member of the Board;

(iii) becomes convicted of an indictable offence or undergoes a term of imprisonment;

(iv) is absent from four meetings of the Board in any one calendar year, without consent of the Board and without reasonable cause.

(f) The Board shall have the power to invite runner(s)-up for elections at the immediately previous Annual General Meeting, or to co-opt any member(s), to fill a vacancy or vacancies on the Board, until the following Annual General Meeting.

(g) The Board shall have the power to widen its experience and knowledge by inviting a member or members to attend specific meetings, but not have the right to vote.

NOMINATIONS FOR MEMBERSHIP OF THE BOARD

16. (a) Nominations for candidature, signed by the proposer and seconder, shall be submitted to the office of the Society at least twenty-eight days prior to the Annual General Meeting and must contain an assurance that it is with the knowledge and consent of the candidate that he/she is being nominated and is a Member of the Société.

(b) Nominations shall be placed on the Society's notice board as soon as they are received, where they shall remain until the meeting is held.

ANNUAL GENERAL MEETING

17. The Annual General Meeting of the Society shall be held not later than the thirtieth day of April of each year for the purpose of transacting the following business:

(a) to receive and confirm the Minutes of the last Annual General Meeting and of any Extraordinary General Meeting which may have been held since the preceding Annual General Meeting;

(b) to receive the Report of the Board;

(c) to receive the audited Statement of Accounts;

(d) to elect a President and two Vice-Presidents if necessary, a Treasurer and two members of the Board; and as many further members of the Board as may be required to fill vacancies.

(e) to confirm the names of the Chairs of each Section;

(f) to appoint as Auditors a firm of qualified accountants;

(g) to consider any other business of which twenty-eight days' notice in writing has been received at the office of the Society, the details of which have been expressed in the convening notice.

EXTRAORDINARY GENERAL MEETING

18. An Extraordinary General Meeting of members may be called at any time by the Board or shall be held within twenty-eight days after a written request by not less than forty members has been received by the Chief Executive Officer. The only business to be considered at such a meeting will be any subject and/or proposition or alteration to Rules as expressed in the convening notice.

REPLACEMENT OF THE BOARD

19. (a) A resolution of no confidence in the President and/or Board shall be passed only if supported by at least two-thirds of members voting at an Annual General Meeting or an Extraordinary General Meeting convened to consider such a resolution.

(b) Action shall be taken following a vote of No Confidence in the President and/or the Board only if sanctioned by at least two-thirds of those voting at the meeting.

(c) The routine business of the Society shall be conducted by the Chief Executive Officer until an Extraordinary General Meeting to be held not less than twenty-one days and not more than twenty-eight days later shall elect a President and/or Board as prescribed in Rules 15(a), 15(b)(i), 15(c), 15(d)(i), 16(a) and 16(b).

QUORUM

20. (a) The quorum required for Annual General Meetings and Extraordinary General Meetings shall be thirty members:

(b) In the absence of a quorum, the meeting shall stand adjourned to a future date when the members then present shall constitute a quorum.

(c) Change(s) to the agenda for the original meeting shall be shown in the notice reconvening any adjourned meeting providing twenty-eight days' notice is given.

NOTICE OF MEETINGS AND OTHER NOTICES

21. (a) Notices to members and other notices which concern the Society shall be effected by the Chief Executive Officer only, or by an Acting Chief Executive Officer appointed by the Board.

(b) Twenty-one days' notice shall be given to members of any Annual General Meeting or Extraordinary General meeting and shall include all nominations and details of proposed resolutions or alteration to Rules. No proposition shall be open to amendment at any Annual General Meeting or Extraordinary General Meeting.

ALTERATION TO RULES

22. (a) Alterations to these Rules may be made only at an Annual General Meeting or at an Extraordinary General Meeting convened for that purpose.

(b) Alterations shall be proposed by the Board or on a written proposition of the resolution signed by a proposer and a seconder and at least twenty members.

(c) Requests for an Extraordinary General Meeting shall be made in accordance with Rule 18. Propositions may be submitted at any time and will be considered at the next Annual General Meeting provided due notice to given as in Rule 17.

(d) Members shall be notified of proposed alterations to the Rules as specified in Rule 21(b).

(e) A resolution relating to the alteration of Rules shall be carried only if supported by at least two-thirds of the members voting at the meeting, at which there must be at least forty members present.

(f) Each of a multiple of proposed changes to Rules shall be voted on separately.

DISSOLUTION OF THE SOCIETY

23. (a) The Society may be dissolved only by a resolution at an Extraordinary General Meeting convened for that purpose at which at least two-thirds of the votes cast support the resolution to dissolve the Society.
- (b) A member not attending the meeting may, in this matter only, register his/her vote on a form provided to be received at the office of the Society no later than close of business on the day before the advertised date of the Extraordinary General Meeting.
- (c) Should the Society be dissolved, the gifts made to the Society, its library or the former museum of the Society shall be returned to the donors or to their heirs if such a condition has been imposed and such return can be achieved at reasonable expense.
- (d) If, on the dissolution of the Society, there remains after the settlement of all its debts and liabilities and other contractual commitments, any property whatsoever, this, with the consent of the Jersey Charity Commissioner and any necessary consent or approval of the Royal Court, shall be gifted to another entity registered as a Jersey Charity under the Charities (Jersey) Law 2014 with substantially similar objectives and purposes as the Society or objectives and purposes which the Board considers compatible with those of the Society.

March 2024 update.