
STATES OF JERSEY



JERSEY CONSUMER COUNCIL: AMENDMENTS TO THE CONSTITUTION

Presented to the States on 22nd July 2014
by the Minister for Economic Development

STATES GREFFE

REPORT

Background

The Jersey Consumer Council (JCC) was originally established by Act of the States on 25th April 1995. In February 2011, the States adopted P.182/2010, which set out a new mandate for the JCC. It included for the first time a provision that the Chairman would be paid an honorarium and would not need to be a States member. Part of the proposition also required the Minister for Economic Development to take the necessary steps to establish the JCC as an appropriate legal entity. Subsequently in July 2011, the States adopted P.89/2011, which recommended that the JCC be established as an Incorporated Association under Article 4 of the *Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations*. The benefits of achieving this included greater independence, as well as the ability to enter into employment, research and consultancy contracts in its own right.

Following legal work on drafting a formal constitution, the Royal Court granted an Act of Incorporation on 11th November 2011 and directed that a copy of the Constitution be lodged with the Judicial Greffe.

On 31st January 2012 the States approved the appointment of Advocate Rose Colley as the second chairman of the JCC since its inception, and most significantly the first non-States member to undertake the role.

Constitution amendments

The Constitution sets out the legal structure of the JCC, including definitions, functions, responsibilities and membership. Article 8 deals specifically with amendments, and for ease of reference Article 8.1(c) reads as follows –

'no amendment may be made without prior written notice to the Minister of the details of the proposed amendment.'

In early February 2014, the JCC Chairman and Executive Officer met with the Minister to set out initial ideas on reforming the membership Board and the reasons for the proposals. The key amendment was to remove the guaranteed seats available to specific organisations. It was accepted that, provided the JCC Board was in agreement with the changes, in particular from the organisations that would be relinquishing their guaranteed seats, the Minister would support the proposals.

Further to the February meeting and in line with Article 8.1(c), formal written notice of the proposed amendments to the Constitution has now been received by the Minister. Whilst the Constitution does not require the Minister to inform the States Assembly of the changes, it is nevertheless appropriate that the amendments are communicated to States members.

The report provided to the Minister by the JCC, as well as a copy of the amended Constitution, are attached for information.



Jersey Consumer Council Membership

On 11th November 2011 the Royal Court registered the Jersey Consumer Council as an Incorporated Association and directed that a copy of its Constitution be lodged with the Judicial Greffe.

The Constituted membership structure has been 'adopted' following on from individuals in the early days joining forces to consider prices in Jersey; those individuals were from a variety of back grounds including, for example UNITE the Union and the Hospitality Association rather than a specifically created group. Constituted membership has not changed from these early days although, other agencies have developed over time, for example Channel Islands Competition Regulatory Authority and Jersey laws have changed. The membership structure was questioned in both the PACT¹ consulting report of 2008 and Colin Powell's report in 2010².

The Colin Powell report 'Jersey Consumer Council – Its Future Role' prepared at the request of the Economic Development Department identified several recommendations. Colin Powell's report was commissioned following mixed reactions to the original PACT report regarding the future of the Consumer Council.

¹ The PACT Consulting report may be viewed online at www.statesassembly.gov.je (P10/2009 – appendix)

² Colin Powell's Report is available on line at www.statesassembly.gov.je (P182/2010 – Appendix 2)



Mr Powell's recommendation 6.19 states that:

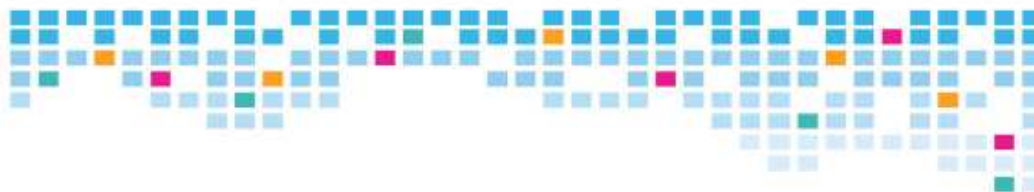
'For a consumer watchdog role to be carried out effectively access to more experience and expertise is required than is presently available to the JCC. In part this can be provided by reviewing membership of the Council but for the JCC to be effective it needs to be able to undertake research. This should be done using as far as possible those within the Island who have experience and expertise in the areas being researched....'

Colin Powell also notes that a future Council 'mandate should also establish a new membership structure to make it more representative of consumer interests than at the present time'

Current Membership

The Constitution tasks the Council with appointing the following representative and members for renewable terms of office. The Council membership currently comprises;

- Chairman
- Representative of the Citizens Advice Bureau
- Representative of the Legal Profession
- Representative of the Jersey Hospitality Association
- Representative of UNITE the Union
- Representative of the Jersey Chamber of Commerce
- And up to 4 Members of the Public

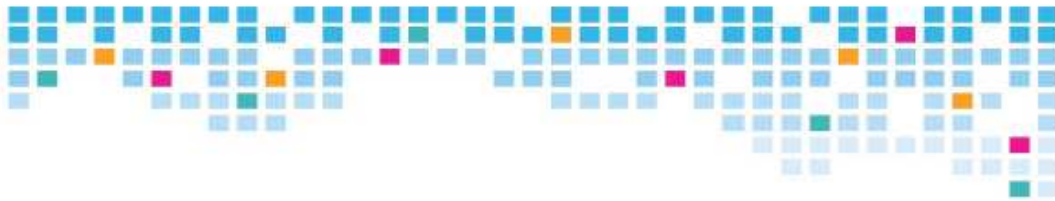


The current membership formation has grown organically from the very early Jersey Watchdog group meetings whereby interested parties came along and over the passage of time the membership structure has been formalised to reflect the early days as opposed to a considered view of the needs of the Council to achieve its objectives and 'to make the consumer voice count'.

Members representing the various organisations were appointed as the previous members terms came to an end; the process does not allow for the objectives of the Council and the role of the members to be considered in a fair and equitable manner.

The JCC has now operated under the new Constitution for over 2 years and the Chairman and existing members considers that the Council would be able to meet its constitutional objectives with greater effectiveness and credibility if the Council Members were drawn more from the consumer side than the supplier/business side of the market place. Therefore the Council concluded that it would represent the consumer voice more objectively by removing the 'guaranteed' seats for the five organisations as currently constituted.

The organisations representatives currently serving on the Consumer Council support the change and welcome the opportunity to serve as advisors as and when required. The role of non-voting advisors is a new addition to the Council's Constitution and Advocate Colley sees this role as adding key strength and professional knowledge on a project and topic basis as and when required.



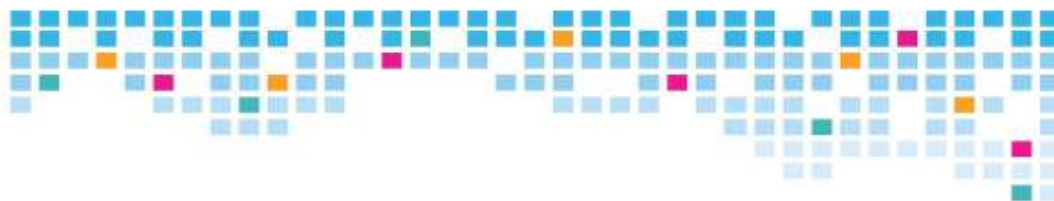
Critics state that the Council would be viewed as even more independent and credible if the members were representing consumers rather than organisations and in particular from the supplier/business side of the market place.

Malcolm Ferey, Chief Executive Citizens Advice Bureau comments that *'The Jersey Citizens Advice Bureau has enjoyed a close working relationship with the Jersey Consumer Council for many years. Our two organisations share the common goals of informing the public and listening to their views in order to help improve products and services in the Island.'*

It is natural evolution, then, that the Council has voted to amend its constitution to encourage wider representation on the Board, with members being selected based upon their skills set, rather than solely upon the group, or organisation, that they represent.

I sincerely hope that the Council continues to flourish in this newly constituted format and we look forward to enhancing our fruitful relationship with both new and existing members'

Chairman Advocate Colley highlights the fact that because of the very useful and important role that certain organisations continue to make to the Council they should become listed as permanent advisors such as Citizens Advice Bureau and Chamber of Commerce.



James Filleul, President of the Chamber of Commerce has commented that *'Chamber and the JCC both exist to try and make that symbiotic relationship between the consumer and the provider as smooth as possible, by achieving understanding between the two parties.'*

Therefore the Jersey Chamber of Commerce should become a listed, permanent advisor to the Council, to maintain Chambers role, whilst also giving you the scope to recruit more members of the public to represent the 'consumer' position'

The Chairman considers that the Council would be able to meet its constitutional objectives with greater effectiveness and credibility if the Council Members were recruited directly by the Council rather than as representatives of the defined agencies and organisations.

Council members must be able to contribute to the Council in a balanced and consistent manner to further improve credibility, raise public awareness and to champion the consumer. Although the Council is effective its level of community input could easily be significantly improved and developed at no extra cost with positive and determined contributions from the members.

JERSEY CONSUMER COUNCIL CONSTITUTION



TABLE OF CONTENTS

1.	ADOPTION OF THE CONSTITUTION	1
2.	THE NAME	1
3.	DEFINITIONS	1
4.	THE OBJECTS	2
5.	CAPACITY AND POWERS	3
6.	APPLICATION OF THE INCOME AND PROPERTY	4
7.	DISSOLUTION	6
8.	AMENDMENTS	6
9.	LIABILITY AND INDEMNITY OF MEMBERS	7
10.	REPRESENTATION	7
11.	MEMBERSHIP	7
12.	APPOINTMENT OF MEMBERS	8
13.	TERMINATION OF MEMBERSHIP	9
14.	POWERS OF THE COUNCIL	10
15.	PROCEEDINGS OF THE COUNCIL	10
16.	MEETINGS OF THE COUNCIL	10
17.	DELEGATION	11
18.	IRREGULARITIES IN PROCEEDINGS	12
19.	ADVISORS	12
20.	APPOINTMENT OF ADVISORS	13
21.	TERMINATION OF OFFICE OF AN ADVISOR	14
22.	MINUTES	14
23.	ANNUAL REPORT AND RETURN AND ACCOUNTS	14

24.	PROPERTY	15
25.	REPAIR AND INSURANCE	15
26.	NOTICES	15
27.	SEAL	16

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ii

1. **ADOPTION OF THE CONSTITUTION**

- 1.1 The association is an association incorporated pursuant to Article 4 of the *Loi (1862) sur les teneures en fidéicommis et l'incorporation d'associations* as amended from time to time and subject thereto, its property will be administered and managed, in accordance with the provisions of this Constitution.

2. **THE NAME**

- 2.1 The association's name is Jersey Consumer Council.

3. **DEFINITIONS**

- 3.1 In these presents, unless the context otherwise requires:

- (a) "**Advisors**" means the Advisors for the time being of the association;
- (b) "**Bankrupt**" has the meaning ascribed to it in the Interpretation (Jersey) Law, 1954;
- (c) "**Citizens Advice Bureau**" means Jersey Citizens Advice Bureau Limited;
- (d) "**Chairman**" means Chairman of the Council appointed in accordance with clause 12.1 of this Constitution;
- (e) "**CICRA**" means the Channel Islands Competition Regulatory Authority;
- (f) "**Constitution**" means the constitution created by these presents;
- (g) "**Council**" means Jersey Consumer Council;
- (h) "**Court**" means the Royal Court of Jersey;
- (i) "**Data Protection Law**" means the Data Protection (Jersey) Law 2005, as amended from time to time;
- (j) "**EDD**" means the Economic Development Department of the States;
- (k) "**Executive Officer**" means such individual, if any, who is appointed in accordance with clause 5(d) of this Constitution;
- (l) "**JAC**" means the Jersey Appointments Commission;
- (m) "**JAC Recruitment Code**" means the Recruitment Code and/or recruitment guidance published by the JAC from time to time;
- (n) "**Chamber of Commerce**" means the Jersey Chamber of Commerce;

- (o) "JFSC" means the Jersey Financial Services Commission;
- (p) "JHA" means the Jersey Hospitality Association;
- (q) "Law" means the *Loi (1862) sur les teneurs en fidéicommis et l'incorporation d'associations* as amended from time to time;
- (r) "Members" means the Members for the time being of the Council;
- (s) "Membership" means membership of the Council;
- (t) "Minister" means the Minister for Economic Development;
- (u) "Objects" means the objects of the Council as set out in clause 4 below;
- (v) "States" means the States of Jersey; and
- (w) "Trading Standards" means Trading Standards Service of the States.

3.2 Except where the context otherwise requires, words denoting the singular include the plural and vice versa, words denoting a gender include every gender and references to persons include bodies corporate and unincorporate.

3.3 References to clauses are, unless the context otherwise requires, references to clauses hereof and references to sub-clauses are unless otherwise stated, references to the sub-clause of the clause in which the reference appears.

4. THE OBJECTS

4.1 The Objects are:

- (a) to seek information, investigate, highlight and publicise anomalies and irregularities in consumer affairs and to encourage good trading practices by local business;
- (b) to provide a consumer response to consultations, to advise on consumer priorities and concerns and identify anti-competitive practices in support of the statutory roles and responsibilities of the JFSC, the EDD, the CICRA, Trading Standards and other relevant departments or organisations including any financial services ombudsman that is appointed in the future; and
- (c) to provide consumers with adequate, accurate and timely information so that they are able to make informed decisions and to know their rights in doing so, where this is not already adequately provided for by the activities of relevant statutory agencies of the EDD, to include the Jersey Competition Regulatory Authority, the JFSC and any future financial services ombudsman.

5. **CAPACITY AND POWERS**

5.1 The Council shall have the capacity and power to do all such things permitted or authorised by law as are necessary, incidental or conclusive to the attainment of the Objects and without prejudice to the generality of foregoing shall have the power to:-

- (a) accept by gift, donation or legacy or otherwise acquire and hold any movable or immovable property whether situate in Jersey or elsewhere;
- (b) enter into any lease, rental agreement, tenancy or licence agreement in respect of any immovable property situate in Jersey;
- (c) give all such undertakings and enter into such contracts and incur all such obligations relating to the Objects as the Members shall in their absolute discretion think fit;
- (d) employ such personnel as the Council shall think fit including without prejudice to the generality of the foregoing an Executive Officer;
- (e) use such volunteers as the Council shall think fit;
- (f) employ and pay out of the funds of the Council any agents in any part of the world whether advocates, attorneys, solicitors, accountants, brokers, bankers, trustees, 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 pursuance of the Objects including the receipt and payment of monies and the execution of documents;
- (g) raise funds - in doing so, the Council must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (h) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (i) sell, lease or otherwise dispose of all or any part of the property belonging to the Council;
- (j) subject to the Data Protection Law, co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (k) set aside income as a reserve against future expenditure but only in accordance with any directions by the States;
- (l) obtain and pay for such goods and services as are necessary for carrying out the work of the Council;

(m) open and operate such bank and other accounts as the Council considers necessary and to invest funds and to delegate the management of funds; and

(n) obtain professional indemnity insurance in respect of personal liability claims.

6. APPLICATION OF THE INCOME AND PROPERTY

6.1 The income and property of the Council shall be applied solely towards the promotion of the Objects.

6.2 The Chairman shall be paid an annual honorarium by the Council out of the annual grant made to the Council by the EDD, the amount of such honorarium to be determined from time to time by the Minister;

6.3 The Executive Officer, if any, shall be paid a salary by the Council, the amount of such salary and other terms of employment to be determined from time to time by the Council;

6.4 A Member and/or an Advisor shall be reimbursed from the property of the Council reasonable expenses properly incurred by him or her when acting on behalf of the Council.

6.5 None of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member or Advisor. This does not prevent:

(a) a Member/Advisor from receiving reasonable and proper remuneration for any goods or services supplied to the Council;

(b) a Member/Advisor from buying goods or services from the Council upon the same terms as other members of the public;

(c) the purchase of indemnity insurance for the Council or the Members against any liability that by virtue of any rule of law would otherwise attach to a Member in respect of any negligence, default or breach of duty of which he or she may be guilty in relation to the Council but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Member;

(iii) liabilities to the Council that result from conduct that the Member knew or ought to have known was not in the best interest of the Council or in respect of which the person concerned did not care whether that conduct was in the best interests of the Council or not.

6.6 Subject to clauses 6.3 6.4 and 6.5 above no Member/Advisor may be paid or receive any other benefit for being a Member/Advisor.

6.7 A Member and/or an Advisor may:

- (a) sell goods, property or services to the Council;
- (b) receive any other financial benefit from the Council, if:
 - (i) the benefit is permitted by clauses 6.3 or 6.4; or
 - (ii) the benefit is authorised by the Council in accordance with the conditions in clause 6.5.

6.8 If it is proposed that a Member/an Advisor should:

- (a) receive a benefit from the Council that is not already permitted under clauses 6.3 or 6.4, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any Council meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the Council meeting is quorate (if applicable); and
 - (iv) not vote on the proposal (if applicable).
- (b) In cases covered by clause 6.5, those Members/Advisors who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Council to contract with or employ that Member/Advisor rather than with someone who is not a Member/Advisor and they must record the reason for their decision in the minutes. In reaching that decision the Council must balance the advantage of contracting with or employing a Member/Advisor against the disadvantage of doing so (especially the loss of the Member's/Advisor's services as a result of dealing with the Member's/Advisor's conflict of interest).
- (c) The Council may only authorise a transaction falling within sub-clauses 6.5(a) to (c) above inclusive if the Council comprises a majority of Members who have not received any such benefit.
- (d) If the Council fails to follow this procedure, the resolution to confer a benefit upon the Member/Advisor will be void and the Member/Advisor shall be obliged to repay to the Council the value of any benefit received by the Member/Advisor from the Council.

6.9 A Member/an Advisor must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest) and, in the case of a Member, take no part in voting upon the matter.

7. DISSOLUTION

7.1 The provisions of this clause shall be subject to the provisions of Article 10 of the Law.

7.2 If the Members resolve to dissolve the Council the Members will remain in office and be responsible for winding up the affairs of the Council in accordance with this clause.

7.3 The Members must collect in all of the property of the Council and must pay or make provision for all the liabilities of the Council.

7.4 Subject to any order or direction from the Court and to clause 7.5, the Members shall apply any remaining property to the following purposes:

- (a) towards the promotion of the Objects; and/or
- (b) by transfer to the EDD absolutely.

7.5 The Members may pass a resolution before or at the same time as the resolution to dissolve the Council specifying the manner in which the Members are to apply the remaining property or assets of the Council and the Members must comply with the resolution if it is consistent with sub-clauses 7.4(a) and (b) above.

7.6 In no circumstances shall the net property of the Council be paid to or distributed among the Members.

7.7 The Council must notify the Court promptly that the Council has been dissolved.

8. AMENDMENTS

8.1 Any provisions of this Constitution may be amended provided that:

- (a) no amendment may be made without the prior consent of the Court in accordance with the Law;
- (b) any resolution to amend a provision of this Constitution must be passed by not less than two thirds of the Members present and voting at a meeting of the Council; and
- (c) no amendment may be made without prior written notice to the Minister of the details of the proposed amendment.

9. LIABILITY AND INDEMNITY OF MEMBERS

- 9.1 No Member shall be liable to make good any deficit on any property of the Council arising for any reason whatsoever save where there is any fraud or wilful misconduct on the part of the Member whom it is sought to make liable.
- 9.2 In the performance of their functions and duties hereunder no Member shall be liable for any loss to the Council arising:-
- (a) in consequence of the failure, depreciation or loss of any investment or investments made in good faith or by reason of any mistake or omission made in good faith; or
 - (b) by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by the Council although the employment of such agent was not strictly necessary or expedient; or
 - (c) by reason of any mistake or omission made in good faith by any Member or by reason of any other matter or thing.
- 9.3 The Members and their respective heirs, personal representatives and estates at all times shall be fully and effectually (but subject as provided below) indemnified by the Council in respect of all liabilities actions proceedings claims demands costs and expenses whatsoever and wheresoever arising for or in respect of which the Members and their respective heirs personal representatives and estates may be or become liable in connection with the affairs or assets of the Council or their role as a Member provided that the indemnity shall not extend to liabilities, actions, proceedings, claims, demands, costs and expenses arising from any fraud or wilful misconduct on the part of the relevant Member.

10. REPRESENTATION

- 10.1 The Chairman or failing him the Executive Officer being duly authorised by a resolution of the Council shall represent the Council in all legal and judicial transactions and before the Court and all courts and tribunals whatsoever.

11. MEMBERSHIP

- 11.1 The Council and its property shall be managed and administered by the Members.
- 11.2 The Council shall have the following Members who shall be appointed in accordance with clause 12:
- (a) a Chairman; and
 - (b) up to nine members of the general public.
- 11.3 The minimum number of Members shall be five.

- 11.4 Where the number of Members is below the minimum number, (a) continuing Member(s) may only act for the purpose of preserving the property of the association and shall notify the Minister accordingly and the Minister shall be obliged to appoint the required number of new Members as soon as reasonably practicable.
- 11.5 No one may be appointed a Member if he or she would be disqualified from acting under the provisions of clause 13.2.
- 11.6 A Member may not transfer his Membership to any other person.
- 11.7 The Council shall keep a register which shall contain the following particulars with respect to each Member:
- (a) the Member's forename(s) and surname;
 - (b) the Member's residential address;
 - (c) the Member's address for electronic communications (e-mail address or similar);
 - (d) the date on which the person became a Member;
 - (e) where appropriate, the date on which the person ceased to be a Member; and
 - (f) the names of any alternate(s) appointed by each Member.
- 11.8 The particulars listed at clause 11.7(a) and (c) with respect to each current Member of the Council shall be published on any website maintained by the Council.
- 12. APPOINTMENT OF MEMBERS**
- 12.1 The Chairman (who may be, but shall not be limited to being, a member of the States) shall be appointed by the Minister in accordance with the JAC Recruitment Code and with the approval of the States.
- 12.2 The Members listed in sub-clause 11.2(b) above shall be appointed by the Minister in accordance with the JAC Recruitment Code.
- 12.3 The Chairman shall hold office for a term of three years and may be appointed to hold office for a further term of three years but shall not hold office as Chairman for more than six consecutive years.
- 12.4 The Members listed in sub-clause 11.2(b) shall hold office for a term of three years and may be appointed to hold office for further terms of three years each but shall not hold office as a Member for more than six consecutive years.

13. TERMINATION OF MEMBERSHIP

13.1 A Member shall cease to be a member if:

- (a) the Member dies;
- (b) his/her term of office expires;
- (c) the Member resigns by four weeks' written notice to the Council;
- (d) the Member is removed from Membership by a simple majority resolution of the full Council (save that the Member who is the subject of the resolution shall neither participate in nor be counted as part of the quorum for that resolution) that:
 - (i) it is in the best interests of the Council that his or her Membership is terminated; and/or
 - (ii) the Member has conducted himself in a way which was unbefitting of a member of the Council. A resolution to remove a Member from Membership may only be passed if:
 - 1. a Member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - 2. the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting at which the resolution to remove him or her is to be considered.

13.2 A Member shall cease to hold office if he or she:

- (a) is disqualified from acting as a Member by virtue of any statutory provision;
- (b) ceases to be a Member;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) is absent without the permission of the Council from all its meetings held within a period of six consecutive months and the Council resolves that his or her office be vacated; or
- (e) becomes Bankrupt or makes any arrangement or composition with his creditors generally.

14. POWERS OF THE COUNCIL

- 14.1 The Council shall manage the business of the Council and subject to clause 14.3 it may exercise all the powers of the Council in order to further the Objects (but not for any other purpose). The Members may seek advice from the Advisors on any matter concerning the association or its Objects from time to time.
- 14.2 No alteration of this Constitution shall have retrospective effect to invalidate any prior act of the Council.
- 14.3 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

15. PROCEEDINGS OF THE COUNCIL

- 15.1 The Council may regulate its proceedings as it thinks fit, subject to the provision of this Constitution.

16. MEETINGS OF THE COUNCIL

- 16.1 The Council shall hold a meeting within two months of incorporation and thereafter meetings shall be held at least four times annually
- 16.2 At least seven clear days' notice of meetings of the Council must be given to all Members and all Advisors.
- 16.3 The notice must specify the date, time and place of the meeting.
- 16.4 No business shall be transacted at any meeting unless a quorum is present.
- 16.5 A Member may not appoint anyone to act on his or her behalf at meetings of the Council.
- 16.6 A quorum is five Members entitled to vote upon the business to be conducted at the meeting.
- 16.7 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Council shall determine.
- 16.8 In the event of a meeting being adjourned in accordance with sub-clause 16.7 above, the Council shall reconvene the meeting and shall give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 16.9 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
- 16.10 If the Chairman is not present within fifteen minutes of the time appointed for the meeting a Member nominated by the Members present shall chair the meeting.
- 16.11 The Members present at a meeting may resolve that the meeting shall be adjourned.
- 16.12 A resolution pursuant to sub-clause 16.11 above shall be validly made if it is made by a majority of the Members present at the meeting.
- 16.13 Each Member shall have one vote but if there is an equality of votes the Chairman, failing whom person who is chairing the meeting, shall have a casting vote in addition to any other vote he or she may have.
- 16.14 A resolution in writing signed by each Member (or in the case of a Member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a meeting of the Council shall be effective. A resolution in writing may be signed in counterparts and comprise several copies each signed by or on behalf of one or more Members.
- 16.15 Each Advisor shall be entitled to attend and to speak at any meeting of the Council but not to vote thereat.
- 17. DELEGATION**
- 17.1 The Council may delegate any of their powers or functions to a committee of two or more of the Members but the terms of any such delegation must be recorded in the minute book of the Council.
- 17.2 The Council may outline terms of reference and expect those acting for and on behalf of the Council not to bring the Council into disrepute when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the Members forming the committee to whom they delegate; and
 - (b) no expenditure may be incurred by the committee on behalf of the Council except in accordance with a budget previously agreed with the Council.
- 17.3 The Council may by written notice revoke or alter a delegation.
- 17.4 All acts and proceedings of any committees must be fully and promptly reported to the Council.

18. IRREGULARITIES IN PROCEEDINGS

18.1 Subject to sub-clause 18.2 below, all acts done by a meeting of the Council, or of a committee of the Council, shall be valid notwithstanding the participation in any vote of a Member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without:
 - (i) the vote of that Member; and
 - (ii) that Member being counted in the quorum,

the decision has been made by a majority of the Council at a quorate meeting.

18.2 Sub-clause 18.1 above does not permit a Member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a Council of the Council if the resolution would otherwise have been void.

18.3 No resolution or act of:

- (a) the Council;
- (b) any committee of the Council;

shall be invalidated by reason of the failure to give notice to any Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member.

19. ADVISORS

19.1 The Council shall ensure that at least one member of each of the Citizens Advice Bureau, the Chamber of Commerce and the Law Society of Jersey respectively is appointed to hold office as an Advisor at all times (each such person being a "Permanent Advisor") and may appoint one or more members of the general public to hold office as additional Advisors from time to time, each one of whom shall be appointed in accordance with clause 20.

19.2 The Advisors shall advise the Council on any matter concerning the association or its Objects and shall support the Council in the fulfilment of its Objects.

19.3 The minimum number of Advisors shall be three (being the three Permanent Advisors). The Council may determine the maximum number of Advisors from time to time but, unless so determined, there shall not be a maximum number of Advisors.

- 19.4 No one may be appointed an Advisor if he or she would be disqualified from acting under the provisions of clause 21.2.
- 19.5 An Advisor may not transfer his office to any other person.
- 19.6 The Council shall keep a register which shall contain the following particulars with respect to each Advisor:
- (a) the Advisor's forename(s) and surname;
 - (b) the Advisor's nominated address;
 - (c) the Advisor's address for electronic communications (e-mail address or similar);
 - (d) the date on which the person became an Advisor; and
 - (e) where appropriate, the date on which the person ceased to be an Advisor.

20. **APPOINTMENT OF ADVISORS**

- 20.1 The Council shall appoint a person to hold office as a Permanent Advisor if and whenever a Permanent Advisor ceases to be an advisor (each such replacement shall be drawn from the membership of the Citizens Advice Bureau, the Chamber of Commerce or the Law Society of Jersey as applicable) for such duration as it shall, in its absolute discretion, think fit.
- 20.2 Further and in any event, the Council may appoint one or more persons to hold office as additional Advisors from time to time on such terms, with such remit and for such duration as it shall, in its absolute discretion, think fit. When appointing any person to be an additional Advisor the Council shall give consideration to the following persons and/or applicants representing the following organisations and associations;
- (a) Citizens Advice Bureau;
 - (b) CICRA;
 - (c) Channel Islands Financial Services Ombudsman (if and when that office is constituted);
 - (d) Chamber of Commerce;
 - (e) JFSC;
 - (f) Jersey Trading Standards Service;
 - (g) JHA; and
 - (h) the Law Society of Jersey,

but shall not be obliged to appoint any person as an Advisor from any of those organisations and associations exclusively.

21. TERMINATION OF OFFICE OF AN ADVISOR

21.1 An Advisor shall cease to be an advisor if:

- (a) the Advisor dies;
- (b) his/her term of office (if applicable) expires;
- (c) the Advisor resigns by four weeks' written notice to the Council;
- (d) the Advisor is removed from office by a simple majority resolution of the full Council; or
- (e) in the case of a Permanent Advisor, he/she ceases to be a member of the Citizens Advice Bureau, the Chamber of Commerce or the Law Society of Jersey, as applicable.

22. MINUTES

23.1 The Council must keep minutes of all:

- (a) proceedings at meetings of the Council;
- (b) meetings of the Council and committees of the Council including:
 - (i) the names of the Members and the Advisors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

23. ANNUAL REPORT AND RETURN AND ACCOUNTS

23.1 The Council shall have an obligation:

- (a) to keep accounting records for the Council;
- (b) to prepare annual statements of account for the Council;
- (c) to arrange for the statements of account to be audited annually by a suitably qualified person and the cost, if any, to be paid out of the annual grant made to the Council by the EDD;
- (d) to prepare an annual report;

23.2 The annual statements of account audited pursuant to sub-clause 23.1(c) above shall be forwarded by the Council to the Minister for presentation to the States.

23.3 The annual report prepared pursuant to sub-clause 23.1(d) above shall be forwarded by the Council to the Minister for presentation to the States.

23.4 Accounts must be prepared in accordance with generally accepted accounting principles.

24. **PROPERTY**

24.1 The Council must ensure the title to all land and other property and investments of the Council are held by the Council or where held on behalf of the Council, is vested either in a corporation entitled to act as custodian trustee or in not less than two individuals appointed by the Council as holding trustees.

24.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Council and that if they do so they will not be liable for the acts and defaults of the Council or of the Members.

24.3 The Council may remove the holding trustees at any time.

25. **REPAIR AND INSURANCE**

26.1 The Council must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Council (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

26. **NOTICES**

26.1 Any notice required by this Constitution to be given to or by any person must be:

- (a) in writing, or
- (b) given using electronic communications.

26.2 Notice may be given to a Member or an Advisor either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member/Advisor at his or her nominated address; or
- (c) by leaving it at the residential address of the Member/Advisor; or

- (d) by giving it using electronic communications to the Member's/Advisor's address provided for such purposes.
- 26.3 Each Member and Advisor shall register his/her residential address and an address for electronic communications (e-mail or similar) with the Council for the purposes of sub-clause 26.2 above.
- 26.4 A Member/Advisor present in person at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 26.5 For the purposes of these presents:
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
27. **SEAL**
- 27.1 The Council may adopt a common seal and may authenticate its acts by use of such seal. The common seal shall be affixed to any document in the presence of two Members duly authorised in each and every instance by a resolution of the Council, which two Members shall attest the affixing of the common seal.