

# STATES OF JERSEY



## **DRAFT LOI SUR L'ASSOCIATION DITE "THE JERSEY FOOTBALL ASSOCIATION" (REPEAL) (JERSEY) LAW 201-**

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**Lodged au Greffe on 29th February 2012  
by the Minister for Education, Sport and Culture**

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**STATES GREFFE**





Jersey

**DRAFT LOI SUR L'ASSOCIATION DITE "THE  
JERSEY FOOTBALL ASSOCIATION" (REPEAL)  
(JERSEY) LAW 201-**

**European Convention on Human Rights**

In accordance with the provisions of Article 16 of the Human Rights (Jersey) Law 2000 the Minister for Education, Sport and Culture has made the following statement –

In the view of the Minister for Education, Sport and Culture the provisions of the Draft Loi sur l'Association dite "The Jersey Football Association" (Repeal) (Jersey) Law 201- are compatible with the Convention Rights.

(Signed) **Deputy P.J.D. Ryan of St. John**

## REPORT

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At present the Jersey Football Association (“Association”) is an association incorporated by Act of the Royal Court dated 29th April 1952.

Given the current status of the Association, it is not possible to make constitutional and/or other noteworthy changes in respect of the Association without the passing of a further Law. The inflexible nature of this arrangement is a significant encumbrance upon the Association, which should simply be able to evolve and administer itself pursuant to the ongoing wishes of its Board, Council or members. The current arrangement is considered unduly restrictive and anachronistic.

It is believed that the Association should become a private company limited by guarantee, which would enable it to benefit from the freedom that Jersey companies enjoy and, with it, the benefits of limited liability (which is not something that it currently has). It would also place the Association on a clearer footing, falling within the comprehensive framework of the Companies (Jersey) Law 1991 (“the Companies Law”).

### **The 2 stage process**

There are, essentially, 2 main elements to this process. The first is the actual incorporation of a new company (“Newco”). The second is the transferring over of all of the assets and liabilities of the Association to Newco. Once this has taken place, the Association will cease to exist.

### **Stage 1 – Incorporation**

The Newco will have 3 key constitutional documents –

1. The Memorandum of Association. The Memorandum will primarily detail the main objects of Newco and, in doing so, explain that Newco is a private company limited by guarantee. A copy of the draft Memorandum provides, for example, that Newco exists “to promote, foster, develop and support the game of association football” in Jersey (paragraph 3(2)).
2. The Articles of Association. The Articles detail the relationship between the Council, the board of directors and the members. The Articles will deal with, among other things, the procedure of holding annual and extraordinary general meetings, the conduct of Board meetings and Council meetings, and the process of election to the Board and Council. The first 9 or so Rules of the existing JFA Rules (“Existing Rules”) have been largely subsumed into the draft Articles document, given that they purported to govern the internal procedures of the Association.
3. The Rules. The Rules deal with the running of football in Jersey. The draft Rules do not differ greatly from Rules 10 and onwards of the Existing Rules.

The name of the Newco will be “Jersey Football Association Limited” with the business name “Jersey Football Association”. The name “Jersey Football Association Limited” has been reserved with the Jersey Financial Services Commission.

The members of Newco will be the clubs and, whilst all clubs will be voting members, the number of votes that each club gets will depend upon criteria similar to that which is the case at present with the Association.

The present Executive Committee members will form the Board of Directors of Newco and continue, therefore, to be responsible for the day-to-day management of the organisation. The current role of Council will also continue to operate in a similar vein to that at present.

Being a private company limited by guarantee, the liability of the members of Newco will be limited to the amount that each member has guaranteed to the Newco. The draft Memorandum provides that the amount of potential liability of each member is limited to the sum of £10. The officers will also enjoy the benefits of limited liability unless they act fraudulently or are otherwise in breach of certain provisions contained within the Companies Law.

### **Stage 2 – The Transfer**

Once Newco has been incorporated, it will be no more than a shell with neither assets nor liabilities to its name. It will be necessary, therefore, for the existing assets and liabilities of the Association to be transferred to Newco.

This will be achieved by passing a new Law before the States which will both permit the transfer of the assets and liabilities of the Association to Newco, and also act as the means by which this is effected.

It is proposed that all the assets and liabilities will be transferred across including, for example –

1. The IJB playing fields currently owned by the Association;
2. Office equipment, stationery and the like;
3. The employees of the Association;
4. All and any existing contracts with third parties, whether it be the lease in respect of Springfield Stadium or arrangements with the utility companies;
5. Any legacies left under wills.

The proposed modernisation of the Association will help bring it into line with a majority of the County Football Associations across the United Kingdom, and with other sporting clubs and associations in Jersey.

### **Financial and manpower implications**

There are no financial or manpower implications for the States arising from the adoption of this Draft Law.

### **European Convention on Human Rights**

Article 16 of the Human Rights (Jersey) Law 2000 requires the Minister in charge of a Projet de Loi to make a statement about the compatibility of the provisions of the Projet with the Convention rights (as defined by Article 1 of the Law). On 27th February 2012 the Minister for Education, Sport and Culture made the following statement before Second Reading of this Projet in the States Assembly –

In the view of the Minister for Education, Sport and Culture the provisions of the Draft Loi sur l'Association dite "The Jersey Football Association" (Repeal) (Jersey) Law 201- are compatible with the Convention Rights.

## Explanatory Note

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This Law repeals the Loi (1952) accordant un Acte d’Incorporation à l’Association dite “The Jersey Football Association” and makes provision for the transfer of the property, rights and liabilities of the Jersey Football Association to the Jersey Football Association Limited, which will be incorporated pursuant to the Companies (Jersey) Law 1991.



Jersey

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**Arrangement**

**Article**

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Jersey

## **DRAFT LOI SUR L'ASSOCIATION DITE "THE JERSEY FOOTBALL ASSOCIATION" (REPEAL) (JERSEY) LAW 201-**

**A LAW** to repeal the Loi accordant un Acte d'Incorporation à l'Association dite "The Jersey Football Association", confirmée par Ordre de Sa Majesté en Conseil en date du 29 avril 1952 and for connected purposes

*Adopted by the States* [date to be inserted]

*Sanctioned by Order of Her Majesty in Council* [date to be inserted]

*Registered by the Royal Court* [date to be inserted]

**THE STATES**, subject to the sanction of Her Most Excellent Majesty in Council, have adopted the following Law –

### **1 Interpretation**

In this Law –

"1952 Law" means the Loi accordant un Acte d'Incorporation à l'Association dite "The Jersey Football Association"<sup>1</sup>, confirmée par Ordre de Sa Majesté en Conseil en date du 29 avril 1952;

"1991 Law" means the Companies (Jersey) Law 1991<sup>2</sup>;

"Association" means the Jersey Football Association incorporated under the 1952 Law;

"incorporation day" means the day the new company is incorporated under the 1991 Law;

"new company" means the Jersey Football Association Limited to be incorporated pursuant to the 1991 Law.

### **2 Repeal**

The 1952 Law<sup>3</sup> shall be repealed on the incorporation day.

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**3 Vesting of property, rights and liabilities**

- (1) On the incorporation day the property, rights and liabilities of the Association shall vest in the new company.
- (2) On and from the incorporation day –
  - (a) any contract, agreement, indemnity, lease, licence, permit or other instrument entered into by or with, or given by or to, the Association shall have full force and effect as if it had been entered into by or with, or given by or to, the new company, and any reference (however worded and whether express or implied) to the officers and employees of the Association shall be construed as if it were a reference to the officers and employees of the new company;
  - (b) any action, arbitration or proceeding before any court or tribunal in Jersey and any cause of action, arbitration or proceeding in Jersey which shall be pending or existing by, against or in favour of the Association shall not abate or be discontinued or be in any way prejudicially affected by the provisions of this Law, but the same may be prosecuted, continued and enforced by, against or in favour of the Association as if this Law had not been passed;
  - (c) any judgment, decree, order or award obtained by or against the Association and not fully satisfied, to the extent to which it is enforceable by or against the Association, shall only be enforceable by or against the new company; and
  - (d) any reference in a will, codicil to a will, settlement or trust to the Association shall be construed and have effect as if it were a reference to the new company.
- (3) The operation of paragraphs (1) and (2) shall not be regarded –
  - (a) as a breach of contract or otherwise as a civil wrong;
  - (b) as a breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of property, rights or liabilities; or
  - (c) as giving rise to any remedy by a party to a contract or other instrument, as an event of default under any contract or other instrument or as causing or permitting the termination of any contract or other instrument, or of any right, liability or relationship.
- (4) For the avoidance of doubt it is hereby declared that the transfer of immovable property or an interest therein under this Law shall not constitute an assignment, transfer, devolution, parting with possession or other disposition of that property or interest for the purposes of any provision relating to assignment, transfer, devolution, parting with possession or other disposition in any instrument concerning that property or interest.
- (5) The production of a copy of this Law signed by the Greffier of the States shall, on and after the incorporation day, be conclusive evidence in all courts and proceedings of the vesting of the property, rights and liabilities in the new company.

**4 Dissolution of Association**

On the day after the incorporation day the Association shall, by virtue of this Law and despite any of the provisions of the 1952 Law, be dissolved *de plein droit*.

**5 Registration of Law in Public Registry**

- (1) The Royal Court shall, when it orders the registration of this Law, also order the registration of a copy of this Law, signed by the Greffier of the States, in the Public Registry.
- (2) The registration of a copy of this Law in the Public Registry shall have like effect as a contract passed before the Royal Court.
- (3) No fees shall be payable under the Stamp Duties and Fees (Jersey) Law 1998<sup>4</sup> in relation to the registration of a copy of this Law as required by paragraph (1).

**6 Citation and commencement**

This Law may be cited as the Loi sur l'Association dite "The Jersey Football Association" (Repeal) (Jersey) Law 201- and shall come into force 7 days after it is registered.

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- <sup>1</sup> *L.13/1952*  
<sup>2</sup> *chapter 13.125*  
<sup>3</sup> *L.13/1952*  
<sup>4</sup> *chapter 24.960*