

**THE CONSTITUTION
OF THE
JERSEY AERO CLUB**

1. Name

The name of the association (hereinafter called the "**Club**") shall be the Jersey Aero Club.

2. Incorporation

The Club shall be an incorporated association under the *Loi (1862) sur les teneures en fidéicommis et l'incorporation d'associations*, as amended from time to time, (hereinafter called "the 1862 Law"). For the avoidance of doubt, the Club is not an industrial or commercial association.

3. Objects

The Objects of the Club shall be:-

- a. To maintain the Club for the benefit of the Members and visiting pilots, their passengers and members of other aero clubs.
- b. To foster and develop interest in aviation in all its aspects and in so doing to provide and encourage the provision of facilities and all and any necessary infrastructure for such purpose within the objects and as set out in this constitution.
- c. Providing: flying tuition, flight training facilities, aircraft rental, pleasure flights, the management of visiting aircraft and their crews, and the collection of landing and parking fees.

4. Powers

For the purpose of carrying out the above objects, the Club shall act in such a manner as is fit and proper for the objects and will have all powers as may be needed to achieve and follow the objects, including, but not limited to the following powers:

- a. To incorporate subsidiary companies to be owned and used by the Club so as to address the needs, from time to time, and fulfil the objects, of the Club;

- b. To employ, arrange for the employment of or authorize the employment of staff or otherwise pay for services either within the Club or any of its subsidiaries;
- c. To do all matters and things connected with or ancillary to the successful and proper running and existence of an aero club;
- d. To recruit and seek the involvement, advice and counsel of such other agencies as may be necessary to fulfil the objects of the Club;
- e. To purchase, lease, exchange, hire or otherwise acquire any property movable or immovable and any rights or privileges necessary or convenient for the promotion of its objects;
- f. To maintain support of all levels of the activities practiced at the Club by accepting subscriptions, payments, sponsorship, donations (whether of immovables or movables), devices and bequests for all or any of the objects of the Club;
- g. 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 Club by means of donations, subscriptions or otherwise;
- h. To print and publish, or procure to be printed and published, or to circulate or procure to be circulated any newspapers, periodicals, magazines, books, pamphlets, or other documents deemed desirable for the promotion of any of the objects of the Club;
- i. To subscribe to, become a member of, or co-operate with any other organisation, institution, society or body whether formed or established for profit or not and whether incorporated or not and whether in the Bailiwick or elsewhere whose objects are wholly or in part similar to those of the Club;
- j. To borrow and raise money in such manner and on such security (including hypothecs) as may be thought fit;

- k. To invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions and such consents as may for the time being be imposed or required by law;
- l. Provided that the income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Club;
- m. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any Member in return for services actually rendered;
- n. To transfer or make over (gratuitously, or à titre onéreux) any part of the property or assets of the Club not required for the objects as set out in this constitution to anybody having a charitable purpose as its object, provided that such body is not carrying on business for profit or gain or making distribution by way of dividend, bonus or otherwise, amongst its members; and
- o. To do such other lawful things as are incidental or conducive to the attainment of the objects, or any of them, and in support of the due and lawful exercise of any of the powers contained herein.

5. **Membership**

Membership of the Club shall consist of those persons whose names have been enrolled as Members under and in accordance with the Club Rules and have not subsequently been removed from the Register of Members in accordance with the Club Rules. The privileges of membership shall not be transferable or transmissible and shall cease on death and all other membership matters shall be dealt with in accordance with the Club Rules. In this Constitution Members of the Club are referred to as "Members" and individually as a "Member".

6. Officers of the Club:

The first Officers of the Club at the date of registration of this Constitution shall be those persons already elected by the Members and as named in the Schedule hereto. No person who is not a Member of the Club shall be eligible to be an Officer.

There shall be the following Officers of the Club who shall each be elected by the Members:-

- A Chairman
- A Vice Chairman
- An Honorary Treasurer
- An Honorary Secretary

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

7. Removal of Officer or member of the Executive Committee

Any Officer or member of the Executive Committee shall cease to hold such office:-

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

8. Executive Committee

- a. The affairs of the Club shall be managed by an executive body (herein referred to as the "**Executive Committee**") which shall consist of the Officers of the Club together with such other Members elected to the Executive Committee at the Annual General Meeting of Members or as otherwise may be appointed to the Executive Committee in accordance with this Constitution;
- b. In the discharge of its duties, the Executive Committee may do so only in accordance with the terms of this Constitution and/or in accordance with the Club Rules;
- c. All members of the Executive Committee whether elected, co-opted or holding office by virtue of being an Officer shall be entitled to vote at all proceedings of the Executive Committee;
- d. A quorum for Executive Committee meetings shall consist of that number of persons attending in person which shall exceed fifty per cent of all of those persons entitled to attend and vote at such meetings provided that at least one of such persons shall be an Officer and the Chairman or failing him the Vice-Chairman, shall preside if present at the meetings of the Executive Committee and failing this, the meeting shall elect its own Chairman;
- e. the Executive Committee shall meet on at least one occasion in each month, with a minimum of 1 days' notice having been provided to its members, together with whenever otherwise convened by the Chairman and the proceedings shall be recorded in the form of minutes by the Honorary Secretary or in his absence by a committee member attending the meeting. These minutes (with the exception of matters which should not be published for data protections reasons) shall be published within four days of their approval by the Executive Committee, by display on the Club Notice Board.
- f. The Executive Committee shall have power to fill casual vacancies among the elected members of the Executive Committee, provided that the person or person co-opted shall hold office until the expiration of the term of office of the person or persons who he or they have replaced and always provided that the Executive Committee shall be

empowered to continue with the management of the Club pending the filling of any such vacancy;

- g. The Executive Committee shall have power to nominate such person as the Executive Committee deems appropriate for the purpose of holding any Liquor, or other, license granted to the Club including under the Licensing (Jersey) Law, 1974 as the same may be amended and/or replaced from time to time;
- h. The Executive Committee shall have power to co-opt Club Members to assist in the running of the business of the Club. No Member thus co-opted shall be entitled to attend meetings of the Executive Committee unless invited so to do;
- i. The Executive Committee shall have power to appoint sub-committees and to appoint directors (or equivalent) to any subsidiary company or undertaking for such purposes and on such terms as shall be laid down from time to time by the Members at a General Meeting; and
- j. It shall be the duty of the Honorary Secretary to keep or cause to be kept true and accurate minutes of all proceedings at any Executive Committee meetings, to be duly signed by the Chairman of the next meeting after being passed and approved.

9. Patron(s):

A Patron, President and Vice-President(s) may be elected or removed from that office by the Members at any General Meeting.

The positions of the Patron, President and Vice-President shall be of any honorary nature and shall not carry with them the right to vote at any meeting of the Members unless the individual holding such a position is a Member in his/her own right. The Patron(s) of the Club as at the date of the registration of this Constitution are as set out in the Schedule.

10. Notices and Meetings

- a. Where any notice is required to be provided pursuant to this Constitution and/or the Club Rules then it shall be sufficient to show that such notice has been delivered either by conventional means (to include letter and publication of a notice on a conventional notice

board) or that such notice has been provided by electronic means (to include by email, electronic messaging service/platform or by way of publication of a notice on the Club Notice Board or similar electronic platform) and that the intended recipient of such notice has confirmed they are able to and accept service of notice by such means;

- b. For the avoidance of doubt, any requirement arising pursuant to this Constitution, including pursuant to any Rules passed pursuant to this Constitution, to publish anything for the purpose of bringing any matter to the attention of Members or for making information available to Members "on the Club Notice Board" will be satisfied if such notice, matter and/or information is posted at least on the Club website (or equivalent); and
- c. In order for a meeting to occur as provided for in this Constitution, to include but not be limited to a General Meeting (as defined below), it shall be sufficient to show that attendees were in contemporaneous communication at the requisite time whether by way of being in each other's physical presence and/or otherwise in communication by electronic means to include by way of telephone, video conferencing or such other electronic medium as satisfies the requirements of this section.

11. Annual General Meeting ("AGM")

The AGM of the Club, of which the Hon. Secretary shall give 21 days' notice to be posted on the Club Notice Board, shall be held at least once every calendar year in accordance with the Club Rules when various reports detailing the affairs of the Club shall be presented.

- a. The Chairman or failing him the Vice-Chairman, shall preside if present at a General Meeting (defined below) of the Members and failing this, the meeting shall elect its own Chairman. The Chairman of the meeting shall have a casting vote in addition to his ordinary vote. At each AGM, all elected members of the Executive Committee shall retire but shall be eligible for re-election.
- b. All Members proposed and seconded for office shall be appointed by either a ballot or show of hands. In the event of electronic attendance at a meeting the chairman of the meeting may, at his sole discretion, approve the method by which a ballot or show of hands may be undertaken, to include such electronic or remote voting methods that are available.

- c. Two scrutineers shall be appointed by the meeting from the Members present to assist the Chairman in collecting, counting or otherwise verifying the votes and to communicate the result to the Chairman, who shall declare the result to the Members present.
- d. A total of 20 Members shall form a quorum.

12. **Extraordinary General Meeting (EGM)**

Other than the AGM as set out above, all other general meetings of the Club shall be EGMs (with the AGM and the EGM each being a "**General Meeting**"). An EGM of the Club of which a like notice shall be given and posted as in the case of the AGM shall be called by the Honorary Secretary upon presentation to that Officer of a requisition to that effect in writing signed by not less than 10 Members or as otherwise provided for in the Club Rules.

13. **Resolutions**

Matters may, and will ordinarily, be addressed at any General Meeting of the Club by the passing of a resolution. An ordinary resolution is a resolution passed by simple majority of those present and voting at a duly called General Meeting of the Club. A Special Resolution is a resolution passed by at least two thirds of those present and voting at a duly called General Meeting of the Club.

14. **Club Rules**

In order to assist in the administration of the Club's affairs, the Club shall, by ordinary resolution passed at a General Meeting of the Club, adopt Club Rules which shall include, but not be limited to matters specifically addressed in the terms of this constitution. The first Club Rules under this Constitution shall be put in place within 4 weeks of this Constitution being registered before the Royal Court, failing which an application will be brought before the Royal Court under the 1862 Law within 4 weeks of the expiry of that time period either to amend this Constitution or otherwise to address the absence of any Club Rules. Any subsequent amendment to the Club Rules shall not have any force or effect unless passed by Ordinary Resolution at a duly called General Meeting of the Club. A copy of the Club Rules shall 1) be available for inspection by a Member within the Club House during Club House opening hours, and 2) be posted on the Club website in a manner accessible by Members. No provision of the Club Rules shall in any way derogate from or be inconsistent with the terms of this Constitution and in the event of any doubt or inconsistency then the terms and interpretation of this Constitution shall at all times prevail.

15. Matters Arising and Alteration To Constitution

In the event of any matter or question arising which is not covered wholly or in part by this Constitution or the Club Rules for the time being in force then, subject to the supervisory jurisdiction of the Royal Court under Article 9 of the 1862 Law, the Executive Committee shall be deemed to have full power to deal with the problem, to include but not be limited to any question which may arise as to the interpretation of this Constitution, as it shall think expedient in the interests of the Club until the next General Meeting, when any necessary alteration or amendment shall be made.

This Constitution may be altered by a Special Resolution provided that no such resolution shall be considered unless notice setting out the terms of the resolution shall have been sent to every Member not less than four weeks before the date of the General Meeting at which it is to be considered with it being noted that no changes to this Constitution may come into force and effect until approval has been obtained from the Royal Court in accordance with Article 4 or Article 10, as the case may be, of the 1862 Law.

The Executive Committee must, no later than 30 days following the passing of any amendment to this Constitution, submit the amendment for such approval.

16. Subscriptions and Membership

All subscriptions and membership matters, to include discipline and conduct matters, shall be dealt with in accordance with the Club Rules.

17. Visitors

Members will be permitted to bring guests to the Club House in accordance with the Club Rules.

18. Use of Club House and Premises

The Club House and premises will be available for use by all Members as defined in the Club Rules, except that no persons under the age of 18 years may use the facilities of any licensed bar on Club premises to buy alcohol, or use these premises to consume any alcoholic drinks. The Club Rules are to set out all other matters required to be addressed in order to ensure compliance with the Licensing (Jersey) Law 1974 as the same may be amended and/or replaced.

19. Children

1039119/0058/J16791353v1

Children shall be permitted onto the Club's premises in accordance with the Club Rules.

20. Finance

- a. The Club's financial year shall end on the **date set out in the Club Rules** each year.
- b. The Honorary Treasurer shall cause proper books of account to be kept with respect to:-
 - i. all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - ii. all sales and purchases of goods by the Club; and
 - iii. the assets, credits and liabilities of the Club.
- c. Proper books shall be kept to give a true and fair view of the affairs of the Club and to explain the transactions.
- d. All payments of money to be made on behalf of the Club shall be applied towards the objects of the Club as set out in this Constitution which shall be approved by or for the Executive Committee only in accordance with the authorities granted to the Executive Committee pursuant to the Club Rules or as otherwise approved by the Members in General Meeting.
- e. The Executive Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Club and shall open and maintain such bank accounts with a regulated deposit taking institution in the Island of Jersey as are necessary from time to time.
- f. The accounts of the Club and its subsidiaries shall be examined annually by professional accountants appointed by the Executive Committee. They shall prepare financial statements to the end of the financial year and issue a limited assurance report in accordance with professional accountancy standards as prevail from time to time.
- g. The Executive Committee or the Club (the latter by Ordinary Resolution of Members at a General Meeting) may from time to time determine that the accounts of the Club shall be audited by the accountants or such other firm of accountants as shall be determined.

- h. The accountants shall have the power to act as auditors in the event of sub-paragraph (g) being invoked.

21. Audit

- a. The accounts relating to the Club's affairs shall be audited only if the provisions in sub-paragraph 20(g) above have been invoked. In such event the auditor shall be such firm or persons as are appointed by the Executive Committee or the Members at the Annual General Meeting as the case may be and the following provisions shall apply.
- b. The Auditor appointed under sub-clause (a) hereof shall be instructed to make a report to the Members of the accounts examined by him, and on every balance sheet and profit and loss account laid before the Members in General Meeting during his tenure of office.
- c. The report shall state whether in the Auditor's opinion the Club's balance sheet and profit and loss account have been properly prepared and whether in his opinion a true and fair view is given:-
 - i. In the case of the balance sheet, of the state of the Club's affairs as at the end of its financial year.
 - ii. In the case of the profit and loss account, of the Club's profit and loss for its financial year.
- d. The Auditor, in preparing his report, shall be instructed to carry out such investigations as will enable him to form an opinion as to the following matters:-
 - i. Whether proper books of account have been kept by the Club; and
 - ii. Whether the Club's balance sheet and profit and loss account are in agreement with the books of account and returns.
- e. If the Auditor is of the opinion that proper books of account have not been kept by the Club or if the balance sheet and profit and loss account are not in agreement with the books of account and returns, the Auditor shall be required to state that fact in his report.
- f. The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Club, and shall be entitled to require from the Executive Committee such

information and explanations as he thinks necessary for the performance of the duties of the Auditor.

- g. If the Auditor fails to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall be required to state that fact in his report.
- h. The Auditor shall be entitled to attend any General Meeting of the Club and to receive all notices of, and other communications relating to, any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the General Meeting which concerns him as Auditor.

22. Members Right of Inspection:

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

23. Indemnities

Members of the Executive Committee shall be indemnified by the Club for any expenses properly incurred by them as a result of acting, in accordance with this Constitution and the Club Rules, as representatives of the Club.

24. Representation

The Chairman shall represent the Association before the Royal Court of Jersey and before all tribunals whatsoever.

25. Dissolution

The Club may by Special Resolution passed by those present and voting at a duly called General Meeting of the Club resolve that the Club shall be dissolved. Any such dissolution shall be subject to strict compliance with Article 10 of the 1862 Law. In the event of dissolution of the Club, the remaining funds and assets shall be applied according to the decisions of the Executive Committee, subject to the approval of the Royal Court pursuant to an application in accordance with Article 10 of the 1862 Law.

26. Address:

The address of the Club shall be Jersey Aero Club [], St Peter, Jersey or such other address in Jersey as may from time to time be determined by the Officers.

SCHEDULE

OFFICERS OF THE CLUB

Chairman:

Vice Chairman:

Honorary Secretary:

Honorary Treasurer:

PRESIDENT OF THE CLUB