

CONSTITUTION OF "HELPING WINGS"
being an unincorporated association in Jersey

1. Name:

The name of the Association (hereinafter called the "Charity") is "**Helping Wings**".

2. Objects :

The Objects of the Charity (the "Objects") shall be

"Enabling the disadvantaged and the disabled of all ages to share the exhilaration and fulfilment of flying"

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

3. Powers:

For the purpose of carrying out the Objects, the Committee Members shall have the following powers: -

- 3.1. 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. In so doing the Committee Members must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- 3.2. 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 either by the Charity to be necessary, expedient or desirable for the purpose of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise.
- 3.3. to enter into any one or more service level agreements with any Minister of the States of Jersey or any other body or person providing funding to the Association.
- 3.4. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity.
- 3.5. to invest the moneys of the Charity 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;
- 3.6. to print and publish or procure to be printed and published or to circulate or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets or other documents that may be deemed necessary

or desirable for the promotion of the Objects or any of them.

- 3.7. to create, maintain, improve and amend a website to inform the general public, Members and prospective Members of the Charity's aims, membership, activities, grants and anything else relevant to the Association's Objects.
- 3.8. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- 3.9. 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 Association or calculated to further its Objects;
- 3.10. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- 3.11. to employ such persons as may be necessary in the carrying out and general implementation of this constitution and to provide for, arrange and implement the training of such persons.
- 3.12. to organize training, informative talks, presentations, volunteering fairs, events and any other function, meeting or tuition to further any of the Objects.
- 3.13. to form sub-committees to carry out such functions as the Committee deems appropriate in furtherance of the Objects.
- 3.14. to open and operate such bank accounts and other accounts as the Committee considers necessary.
- 3.15. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; and
- 3.16. to do all such other lawful things as are incidental or necessary to the achievement of any of the Objects.

4. Membership

- 4.1. Membership of the Charity shall consist of those persons whose names have been enrolled as members and have not subsequently been removed from the register of members in accordance with the rules of the Charity.
- 4.2. An application for membership may be refused, or an individual's membership terminated, if the Committee reasonably considers such refusal to be in the best interests of the Charity. The Member has the right to be heard by the Committee before the decision is made and can be accompanied by a friend.
- 4.3. The privileges of membership shall not be transferable and shall cease on death or on receipt of written notice of resignation.

- 4.4. The Committee must keep a register of names and addresses of the Members, which must be made available to any Member upon request.

5. Annual General Meetings

- 5.1. There shall be an Annual General Meeting of the Members of the Charity held within six calendar months after the end of each financial year and no more than 15 months after the preceding Annual General Meeting.
- 5.2. The Annual General Meeting shall be called by at least 21 days' notice in writing (including E-Mail) The notice shall:
 - (a) specify the date, time and location of the meeting.
 - (b) name retiring Committee Members and call for nominations.
 - (c) detail any proposed amendments to this constitution, duly proposed and seconded; and
 - (d) include a copy of the annual report and accounts.
- 5.3. At the Annual General Meeting the Treasurer for the preceding year shall present the annual report and accounts.
- 5.4. Members shall elect new Committee Members for a term of 3 years to replace those who by virtue of clause 9.3 are due to retire at that Annual General Meeting.

6. Extraordinary General Meetings

- 6.1. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 6.2. The Committee may at any time convene an Extraordinary General Meeting by giving at least 14 days' notice in writing (including email) to all Members, such notice detailing the date, time and place of the meeting and the general nature of the business to be discussed.
- 6.3. The Committee must call an Extraordinary General Meeting within four weeks if requested to do so by at least 50% of the Members, such request to be made in writing (including email) to the Chair and detailing the nature of the business that is to be discussed at such meeting.
- 6.4. The Committee Members shall cause minutes to be kept in relation to all meetings of Members.

7. Quorum

- 7.1. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be at least 10 of those persons entitled to attend and vote at such meetings provided that at least one of such persons shall be an

officer of the Charity.

- 7.2. If such a quorum is not present within 15 minutes from the time appointed for the meeting or if, during a meeting, such a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. Members must receive at least 7 clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 7.3. If at such adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the holding of the meeting, those Members present shall be a quorum for that meeting.

8. Votes

- 8.1. Each Member is entitled to one vote. In the event of an equality of votes the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

9. Committee

- 9.1. The Charity and its property shall be managed and administered by a committee which shall consist of the officers of the Charity together with two other Members elected in accordance with this constitution (the "Committee Members").
- 9.2. A Chairperson, Deputy-Chair, Treasurer, Secretary, and such other Officers as the Members of the Association may from time to time elect (the "Officers") and all such Officers will by virtue of that office hold office also as a Committee Member.
- 9.3. By rotation one third of the elected Committee Members (or the number nearest to one third) shall retire from the Committee each year but will be eligible for re-election if nominated. The Members to retire shall be those who have been Members of the Committee for the longest period since their last election. As between Members with equal length of time on the Committee the decision as to which of them shall retire shall be arrived at by mutual agreement or lot.
- 9.4. No one may be elected as a Committee Member and / or an Officer unless prior to the meeting the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at that meeting;
 - (b) states the member's intention to propose the appointment of a person as a Committee Member and / or as an Officer; and
 - (c) is signed by the person who is being proposed to show his or her willingness to be appointed.
- 9.5. The Committee shall have power to fill casual vacancies among the elected members of the 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/she or they have replaced.

- 9.6. The Committee shall have power to appoint sub-committees for such purposes and on such terms as shall be laid down from time to time by the Members at a general meeting.

10. Removal of Committee Members:

Any Committee Member shall cease to hold that office:

- 10.1. if they cease to be a Member of the Charity;
- 10.2. if they fail to attend three consecutive meetings of the Committee except by leave of the Chair or Deputy-Chair (save that a Committee Member may not grant themselves such leave),
- 10.3. if by notice in writing addressed to the Secretary they resign their office,
- 10.4. If the Committee by a majority of two-thirds of such of the Committee Members as shall be present at a meeting duly convened for the purpose shall resolve that such Committee Member be removed.
- 10.5. if they are guilty of misconduct or otherwise act in a manner deemed to be detrimental to the Objects of the Charity; or
- 10.6. if in the written opinion, given to the Charity, of a registered medical practitioner treating that person, they have become physically or mentally incapable of holding their office and may remain so for more than three months; or
- 10.7. if they suffer their goods to be declared "en désastre" or commits any act of bankruptcy or indicative of insolvency or make any arrangement or composition with his creditors or suffers any distress or execution to be levied on their goods.

11. Proceedings of Committee

- 11.1. The Committee Members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 11.2. Any Committee Member may call a Committee meeting, and such meetings shall take place at least quarterly.
- 11.3. With direction from the Chair or Deputy-Chair the Secretary will produce the Committee 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 Committee Member not less than 14 days before the date of the meeting at which the agenda is to be discussed and considered.
- 11.4. No business shall be transacted at any Committee meeting unless a quorum is present. A quorum for Committee meetings shall be in excess of 50% of all of those persons entitled to attend and vote at such meetings, subject to a minimum of three persons, and provided that at least one of such persons shall be the Chair or Vice-Chair.

- 11.5. The Chair or failing him/her the Deputy-Chair, shall preside if present at the meetings of the Committee and of the Members of the Charity and failing this the meeting shall elect its own chairperson.
- 11.6. The Committee may not commit the Charity to any contract or expense or make decisions on behalf of the Charity without having first been decided by a majority of votes at a committee meeting. In the case of an equality of votes, the Chair shall have a second or casting vote. No such commitment may be made without all expenses, subject to de minimis requirement, having been funded in advance of the relevant contractual liability being incurred.
- 11.7. Questions arising at a meeting of Committee Members shall be decided by a majority of votes.
- 11.8. A resolution in writing signed by all the Committee Members entitled to receive notice of a Committee meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee 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 Committee Members.
- 11.9. The Secretary must keep minutes of all:
 - (a) appointments of Committee Members and Officers; and
 - (b) meetings of the Members and Committee of Charity including the names of the Committee Members present at the meeting, the decisions made at the meeting 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 Committee Members for inspection at any reasonable time.

12. Conflicts of interests and conflicts of loyalties

- 12.1. A Committee Member must:
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
 - (b) absent himself or herself from any discussions of the Committee Members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 12.2. Any Committee Member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee Members on the matter.

13. Finance:

- 13.1. The Charity's financial year shall end on the 31st day of July in each year.
- 13.2. The Treasurer shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place.
 - (b) all sales and purchases of goods by the Charity; and
 - (c) the assets, credits and liabilities of the Charity.
- 13.3. Accounting records shall be kept that give a true and fair view of the affairs of the Charity and explain the transactions.
- 13.4. All funds of the Charity shall as soon as possible after receipt be paid into the bank accounts maintained in its name. Such accounts shall be under the control of the Committee, which shall from time to time provide for their method of operation but so that the signature of at least two Officers one of whom shall be either the Treasurer or the Chair or Deputy-Chair shall always be required.
- 13.5. All payments of money to be made on behalf of the Charity shall be applied towards the Objects as set out in its Constitution and shall be approved by the Committee except that when it is not practicable to obtain the Committees prior approval payment may be made on the written authority of two of the Officers and the payment so made shall be submitted for approval at the next meeting of the Committee.
- 13.6. The Charity shall, periodically but at least annually. appoint an external Finance professional to examine the Association's accounts and report as to whether they are fair and reasonable.
- 13.7. The Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Charity.
- 13.8. The books of account shall always be open to inspection by the Committee Members.

14. Indemnity:

- 14.1. The Committee Members shall be indemnified by the Charity for any liabilities incurred by them in good faith as a result of acting as the representatives of the Charity.
- 14.2. The Committee Members may authorise from the general funds of the Association the purchase or maintenance by the Association for any Committee Member or former Committee Member of any such insurance as is permitted by law in respect of any liability which would otherwise attach to such Committee Member or former Committee Member.

15. Dissolution:

If the Charity resolves by a simple majority of those present and voting that the Charity shall be dissolved any assets remaining after the satisfaction of all proper debts and liabilities shall be given to such other charity or charities preferably having objects similar to those of the Charity as the Charity may decide or transferred to The Association of Jersey Charities for its general charitable purposes provided that no resolution to dissolve the Charity shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Charity not less than eight weeks before the date of the meeting at which it is to be considered.

16. Rulesⁱⁱ

16.1. The Committee may from time to time make rules or byelaws for the conduct of their business.

16.2. The byelaws may regulate the following matters but are not restricted to them:

(a) the admission of Members of the Charity and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members.

(b) the conduct of Members of the Charity in relation to one another and to the Charity's employees and volunteers.

(c) the procedure at general meetings and Committee meetings in so far as such procedure is not regulated by this constitution.

(d) the keeping and authenticating of records; and

(e) generally, all such matters as are commonly the subject matter of this constitution of an unincorporated association.

16.3. The Charity in general meeting has the power to alter, add or to repeal this constitution or byelaws.

16.4. The Committee must adopt such means as they think sufficient to bring this constitution and byelaws to the notice of the Members.

16.5. This constitution or byelaws shall be binding in all Members of the Charity.

16.6. No rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in this constitution.

17. Alteration to this Constitution:

This constitution may be altered by a resolution passed by a simple majority of those present and voting at an Extraordinary General Meeting of the Members of the Charity provided that no such resolution shall be considered unless notice in writing setting out

the terms of the resolution shall have been sent to every Member of the Charity not less than four weeks before the date of the meeting at which it is to be considered.

18. Patron

18.1. A Patron may be elected or removed from that office by the Members of the Charity at any general meeting.

18.2. The position of the Patron shall be of an honorary nature and shall not carry with it the right to vote at any meeting of the Members.

19. Disputesⁱⁱⁱ

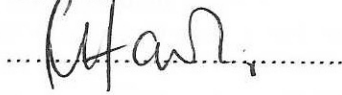
If a dispute arises between a Member of the Charity about the validity or propriety of anything done by a Member of Committee Member under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Revision of the Constitution

This constitution was adopted on 18th July 2021 by the committee members whose signatures appear below.

Signed

Print name and address



Eveline Hawkin.....

LA GEDONNIÈRE, LE MONT DE LA MARE, JES 7FY



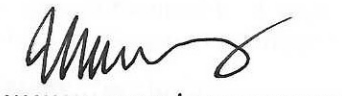
Richard Hawkin.....

LA GEDONNIÈRE, LE MONT DE LA MARE, ST PETER, JES 7FY



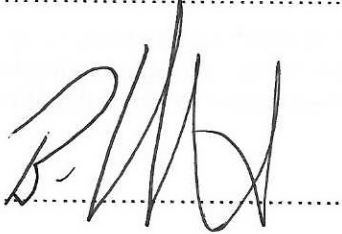
Peter Coe.....

B608 MILLAIS HOUSE, CASTLE QUAY
ST HELIER, JERSEY JE2JEF



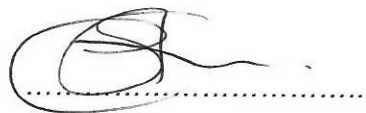
Jonathan Gready... AVON COTTAGE.....

RUE D'ELYSEE ST PETER JES 7DT



Brian Heath... L'ASILE LA RUE DES PLATONS

TRINITY JES 5AA



Carole Stockhill... WHITE HAVEN, LA RUE DE LA

MARE DES CAUCHEZ, ST OVEN JES 2HP

ⁱ Objects:

The Objects must describe and identify the purpose(s) for which your charity has been set up. All of the purposes of the charity must be charitable or purely ancillary or incidental to any of its charitable purposes, and fall within one or more of the 'charitable purposes' set out at Article 6 of Part 3 of the [Charities \(Jersey\) Law 2014](#).

In order for the entity to be regarded as a charity it also needs to benefit the public in general (in Jersey or elsewhere) or a sufficient section of the public, in giving effect to those purposes. It is important to ensure that the personal benefits people receive (having regard to its nature and amount) are no more than a necessary result or by-product of carryout out the purpose. For a membership association consideration will need to be given for example to the membership fees to ensure that where they are more than the poor can afford, the charity is run in a way that makes more than minimal provision for the poor to benefit.

Your charity's purposes and its objects should be the same, the objects accurately expressing all of your charity's purposes. For each separate purpose that your charity has you need to demonstrate that it is for the public benefit and will be carried out for the public benefit.

Your description should include what the outcomes of the work of the Charity will be, how it will achieve these outcomes, who will benefit from the outcomes and the geographical limits of the work of the charity.

For example "For the public benefit, to preserve and protect the health (*outcome*) of those in the island of Jersey (*where*) caring for people with physical, mental or sensory impairment within the family or home (*who*) by offering a respite service through the provision of community based care attendants (*how*)".

ⁱⁱ Rules:

Rules are internal procedures adopted by the Committee for the proper administration of the charity. They cannot be used to change any of the provisions of this constitution, but provide further detail, for example in relation to membership or use and enjoyment of facilities belonging to the organisation.

ⁱⁱⁱ Dispute Resolution:

It is good practice to include provisions for dealing with any disputes that arise between members of the charity. Litigation can be expensive and mediation should be the first forum for resolution in the event that the matter cannot be resolved internally.