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## CONSTITUTION OF HELPING WINGS

1. **Name:**

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

**Objects:**

(a) The objects of the Charity shall be:-

*To enable disadvantaged children and the disabled of all ages to share the exhilaration and fulfilment of flying.*

**Powers:**

(b) For the purpose of carrying out the above objects, the Charity shall have the following powers:-

- (i) To accept subscriptions and donations;
- (ii) 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 Charity in the form of donations subscriptions or otherwise;
- (iii) To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit;
- (iv) 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 of the Charity or any of them;
- (v) To invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;

- (vi) To establish and support or aid in the establishment and support or become a member of or co-operate with any charitable association or institutions whether incorporated or not and whether in Jersey or elsewhere and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects
- (vii) To employ such persons as may be necessary in the carrying out and general implementation of these rules and to provide for, arrange and implement the training of such persons;
- (viii) To do all such things as are incidental or necessary to the attainment of the above objects or any of them.

**2. Definitions:**

- (a) "The Charity" shall mean the "Helping Wings ";
- (b) "Rules" shall mean the Rules of this Constitution as amended from time to time;
- (c) Words importing the singular number only shall include the plural and vice versa;
- (d) Words importing the masculine gender only shall include the feminine gender;

**3. Membership**

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. The privileges of membership shall not be transferable or transmissible and shall cease on death.

**4. Officers of the Charity:**

There shall be the following Officers of the Charity:-

- A Chairman
- A Vice-Chairman
- A Treasurer
- A Secretary

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

The first Officers of the Charity shall be those persons named in the Schedule hereto. No person who is not a member of the Charity shall be eligible to be an Officer.

**5. Removal of Officer:**

Any Officer of the Charity shall cease to be an Officer:-

- (a) If he shall fail to attend three consecutive meetings of the Committee except by leave of the Chairman or Vice-Chairman, or
- (b) If by notice in writing addressed to the Secretary he resigns his office, or
- (c) 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 an Officer be removed.
- (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 indicative of insolvency or makes any arrangement or composition with his creditors or suffers any distress or execution to be levied on his goods.

**6. Committee**

- (a) The affairs of the Charity shall be managed by an executive body (herein referred to as the Committee) which shall consist of the Officers of the Charity together with two committee members who shall be elected annually at the Annual General Meeting of Members.
- (b) All members of the Committee whether elected, co-opted or holding office by virtue of being an Officer shall be entitled to vote at all proceedings of the Committee.
- (c) A quorum for 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.
- (d) 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.

- (e) 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 or they have replaced.
- (f) 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.

**7. Patron(s):**

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

The positions of the Patron, President and Vice-President shall be of an honorary nature and shall not carry with them the right to vote at any meeting of the Members.

**8. Meetings of the Members of the Charity:**

- (a) 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.
- (b) The Annual General Meeting shall be called by notice in writing of 21 days at least. The notice shall name retiring Committee members and shall call for nominations and any amendments to the Rules, duly proposed and seconded.
- (c) The Committee may at any time convene an Extraordinary General Meeting by giving 14 days notice in writing.
- (d) At all General Meetings a quorum shall consist of ten members

Provided that one fifth of the Members of the Charity may in writing to the Chairman require that an Extraordinary Meeting be convened for the purpose to be stated in the notice within four weeks of the receipt of the said notice.

The Annual General Meeting, Ordinary Meetings and Extraordinary Meetings are herein referred to as 'General Meetings'.

**9. The Chairman:**

The Chairman or failing him the Vice-Chairman, 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 Chairman. The Chairman of the meeting shall have a casting vote in addition to his ordinary vote.

**10. Finance:**

- a. The Charity's financial year shall end on the 31<sup>st</sup> day of July in each year
- b. The Treasurer shall cause proper books of account to be kept with respect to:-
  - i. all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place;
  - ii. all sales and purchases of goods by the Charity; and
  - iii. the assets, credits and liabilities of the Charity.
- c. Proper books shall be kept to give a true and fair view of the affairs of the Charity and to explain the transactions.
- d. All funds of the Charity shall as soon as possible after receipt be paid into the Bank Accounts to be opened and 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 Chairman or Vice-Chairman shall at all times be required.
- e. All payments of money to be made on behalf of the Charity shall be applied towards the object of the Charity 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.
- f. The Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Charity.

**11. Audit:**

- a. The accounts relating to the Charity's affairs shall be audited by such persons as are appointed by the Members of the Charity at the Annual General Meeting. The first auditors shall be Mr Alun Griffiths
- b. The Auditor appointed under sub-clause (a) hereof shall 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 of the Charity in General Meeting during his tenure of office.
- c. The report shall state whether in the Auditor's opinion the Charity'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 Charity's affairs as at the end of its financial year.
  - ii. In the case of the profit and loss account, of the Charity's profit and loss for its financial year.
- d. It shall be the duty of the Auditor, in preparing his report, 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 Charity.
  - ii. Whether the Charity'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 Charity or if the balance sheet and profit and loss account are not in agreement with the books of account and returns, the Auditor shall 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 Charity, and shall be entitled to require from the 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 state that fact in his report.
- h. The Auditor shall be entitled to attend any General Meeting of the Charity and to receive all notices of, and other communications relating to, any General Meeting which any member of the Charity is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.

**12. Members Right of Inspection:**

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

**13. Indemnity:**

The Officers and Committee members of the Charity 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. 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.

**15. Alteration to this Constitution:**

These Rules may be altered by a resolution passed by a simple majority of those present and voting at a 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.

## **SCHEDULE**

Officers: Simon Harman and Brian Heath

Chairman: Eveline Hawkin

Vice-Chairman: Jonathan Gready

Treasurer: Sean Morvan

Secretary: Richard Hawkin