

## CONSTITUTION OF THE JERSEY CHAMBER OF COMMERCE

1. (i) The name of this organisation shall be The Jersey Chamber of Commerce (“Chamber”)
- (ii) Chamber was founded in 1768 and incorporated by Act of the States dated the 22<sup>nd</sup> February 1900. The Act of States was confirmed by Order in Council of Her Majesty dated the 15<sup>th</sup> May 1900.

2. Unless the context otherwise clearly requires, the words used in the Constitution shall have the following meanings:

**Bylaws:** the Bylaws of Chamber duly made by Council from time to time

**Constitution:** this constitution as amended from time to time in accordance with paragraph 9

**Council:** the Officers and other Members elected as members of Council in accordance with the terms of the Bylaws

**Honorary Member:** a Member elected to honorary membership in accordance with the Bylaws

**Majority Resolution:** a resolution of Council passed by a majority of two-thirds of the members of Council entitled to vote on the resolution either present at a meeting or by electronic mail

**Member:** a member, other than an Honorary Member, of Chamber

**Officers:** the President, the Vice-President, the Secretary, the Honorary Treasurer, the Chief Executive (if there is one) or any employee as may be nominated by Council from time to time.

Words importing the singular meaning where the context so admits include the plural meaning and vice versa.

Words of the masculine gender include the feminine and neuter genders and words denoting natural persons include corporations and firms and all such words shall be construed interchangeably in that manner.

3. The objects for which Chamber is established are:-
  - (i) the promotion of commerce, industry, transport, the marine industry, science and education in the Island of Jersey (“the Island”) and anything incidental to or conducive to any of those objects;
  - (ii) to disseminate statistical and other information calculated to further the trade, commerce and general welfare of the Island;
  - (iii) to promote, support or oppose (if necessary), legislative or other measures affecting the aforesaid interests;
  - (iv) to ascertain, represent and express on questions bearing directly or indirectly on commerce, the opinions of the members of the community;
  - (v) to assist members by issuing Certificates of Origin;

- (vi) to promote commerce industry trade and transport and in that connection to foster advance and protect commercial industrial trade and professional enterprises and without limitation other activity and business undertakings of all kinds in the Island;
  - (vii) to provide and develop business services to members and others;
  - (viii) to collect analyse and disseminate information (including statistics and other economic and business information) on all subjects of interest to members and others;
  - (ix) to provide educational seminars;
  - (x) to represent in the Island and elsewhere, and to promote and protect the collective interest views and opinions of the members and stimulate interest in and promote support it oppose any legislation or policies (whether local, national or international) affecting the interests of commerce industry trade or transport;
  - (xi) to promote high standards of business and the recognition and use of national and international standards;
  - (xii) to provide a means of securing business involvement, corporately and individually in the local community, to develop and foster working relationships both within and outside the Island that will achieve the greatest prosperity for the Island and its people and to stimulate public awareness of business interest.
4. In furtherance of the objects but not otherwise Chamber shall have the following express powers:-
- (i) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, rights or privileges (whether for the purposes of occupation investment development or exploitation) and to construct maintain and alter, furnish and equip any buildings or structures necessary or convenient for the work of Chamber or for the objects aforesaid;
  - (ii) to employ officers and employees on terms as contracted from time to time;
  - (iii) to apply for, invite and collect subscriptions, donations, gifts, bequests and other assistance;
  - (iv) to establish and support or aid in the establishment and support of any charitable trusts associations or institutions and to subscribe or guarantee money for charitable purposes;
  - (v) to co-operate with any local or public authority or other body concerned to achieve the objects of Chamber;
  - (vi) to borrow or raise or secure the payment of money in such manner as Chamber shall think fit for the purposes of or in connections with Chamber's business;
  - (vii) to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future for the purposes only of or in connection with the business of Chamber;
  - (viii) to receive money on deposit or loan upon such terms as Chamber may approve;
  - (ix) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
  - (x) to invest and deal with moneys of Chamber not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined;

- (xi) to pay for any property or rights acquired by Chamber, either in cash or by any securities which Chamber has power to issue, or partly in one mode and partly in another, and generally upon such terms as Chamber may determine;
- (xii) to accept payment for any property or rights sold or otherwise disposed of or dealt with by Chamber, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debenture or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as Chamber may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (xiii) to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business or activity which Chamber is authorised to carry on or which possessed of property suitable for the purposes of Chamber, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit Chamber;
- (xiv) to do all such things as are incidental or conducive to the above objects or any of them.

It is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of Chamber and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct association.

5. The income of Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.
6.
  - (i) Every Member shall pay an admission fee and annual dues as prescribed in the Bylaws.
  - (ii) The liability of the members is limited.
7. By payment of an admission fee and dues, a Member accepts the principles of Chamber as expressed in its object and submits to and agrees to comply with and be bound by the Constitution and Bylaws and on these conditions alone is entitled to the privileges of Chamber. Each Member shall be subject to the terms of the Constitution and Bylaws regardless of whether a Member has received copies of them.
8. Chamber shall adopt the Bylaws which shall not be inconsistent with the Constitution, embodying additional provisions for the government of Chamber. The Bylaws may be amended from time to time as therein provided.
9. The Constitution may be amended only by a Majority Decision.
10. The President, the Vice-President, the Honorary Treasurer or any other Officer or employee of Chamber, duly authorised by a Majority Resolution, shall represent Chamber in the Royal Court of Jersey and other tribunals for the purpose of any transaction in immoveable property and for any other purpose.

11. In the event of any ambiguity or difference of opinion concerning the purpose or intention of the Constitution, its interpretation shall be a matter for the Royal Court of Jersey.
12. If Council decides that it is necessary or advisable to dissolve Chamber, it shall call a meeting of all Members of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by three quarters of the Members present and voting Council shall realise any assets held by or on behalf of Chamber. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to an appropriate body or bodies approved by the Royal Court of Jersey to be held for the benefit of such charitable body or bodies which the Royal Court deems to have similar objects as Chamber.

## Bylaws of The Jersey Chamber of Commerce

-----

### Interpretation

1. Unless the context otherwise clearly requires, the words used in these Bylaws shall have the following meanings:

**The Bylaws:** the Bylaws of Chamber duly made by Council from time to time

**Chamber:** The Jersey Chamber of Commerce

**Chief Executive:** any person for the time being appointed to perform the duties of Chief Executive of Chamber

**Committee:** any committee, sub-committee, panel, working party or other similar body of Council as the case may be

**Connected with**

**A Member:** an individual who is a partner, director, employee of or a consultant to a Member

**Constitution:** the Constitution adopted by Majority Decision on the 1<sup>st</sup> February 2008 or as amended from time to time

**Council:** the Officers and other members elected as members of Council in accordance with the terms of the Bylaws

**Councillor:** an ordinary member of Council not being an Officer

**Honorary Member:** a Member elected to honorary membership in accordance with paragraph 7 of the Bylaws

**Majority Resolution:** a resolution of Council passed by a majority of two-thirds of the members of Council entitled to vote on the resolution either present at a meeting or by electronic mail

**Member:** a member, other than an Honorary Member, of Chamber

**Officers:** the President, Vice-President, Secretary, Honorary Treasurer, the Chief Executive Officer (if there is one) or any employee as may be nominated by Council from time to time

**The President:** the President of Chamber

**The Secretary:** any person appointed from time to time to perform the duties of the Secretary of Chamber

**Vice-President:** the Vice-President of Chamber

**Year:** a calendar year from the 1<sup>st</sup> March to 28<sup>th</sup> February

Words importing the singular meaning where the context so admits include the plural meaning and vice versa.

Words of the masculine gender include the feminine and neuter genders and words denoting natural persons include corporations and firms and all such words shall be construed interchangeably in that manner.

### **Membership**

2. Chamber shall have two kinds of membership, namely active and honorary.
3. The number of Members shall be unlimited.
4. Membership shall be open to:-
  - (i) individuals who are in business on their own account;
  - (ii) companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and transport;
  - (iii) members of professions who have an interest in commerce, industry, trade and transport;
  - (iv) any individual who has retired from any of the businesses, professions or trades mentioned in (i), (ii) and (iii) above;
  - (v) any other individuals, companies, corporations, firms or other organisations whom Council may in its absolute discretion admit to membership.
5. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution) as Council may in its absolute discretion from time to time prescribe.
6. The election of Members shall be by Majority Resolution. Council may refuse any application without giving reasons. Delivery of the application to Chamber shall be accompanied by the amount of the entrance fee, if any, from time to time determined by Council unless Council determines that this amount may be paid at a later date. Council's decision shall be notified to each applicant by Chamber and, if elected, the Member shall pay to Chamber within twenty-eight days of notification the Member's first subscription.
7. Council may admit to Honorary Membership of Chamber for such period as it may determine:-
  - (i) individuals whom Council considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade or transport;
  - (ii) individuals whom Council considers have rendered special service to Chamber.
8. An individual who has accepted honorary membership, shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of Chamber.
9. A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall be next due. If no such notice is

received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by Chamber.

10. Unless Council shall suspend the operation of this provision from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:-
  - (i) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
  - (ii) if adjudicated bankrupt;
  - (iii) if suspending payment or compounding with creditors;
  - (iv) if being an individual he is or may be suffering from mental disorder;
  - (v) if failing to pay the prescribed subscription within two months of the due date.
11. Council may by Majority Resolution expel any Member at any time provided that:-
  - (i) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - (ii) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of Council called to consider the case and to be heard in defence.

Any Member so expelled shall lose all privileges of membership without prejudice to any claims that Chamber may have, but Council by Majority Resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.
12. The annual subscription to Chamber shall be at such rates as may from time to time be fixed at the Annual General Meeting on the recommendation of Council, and shall become due and payable in advance on such date or dates as Council may from time to time determine. For the purpose of fixing the annual subscriptions Council may by Bylaw or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
13. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
14. Members shall be entitled to vote at meetings of Chamber in accordance with the subsequent provisions of these Bylaws.

### **Officers**

15. The Officers of Chamber shall be the President, the Vice-President, the Secretary, the Honorary Treasurer, the Chief Executive Officer (if there is one) or any employee as may be nominated by Council from time to time.
16. The President shall hold office as President for a period of two years.

17. The Vice-President shall hold office for a period of two years when he shall succeed the President and shall be formally appointed President and shall be invested with the badge of office and shall hold that office until the conclusion of the business dealing with the appointment of his successor and on the appointment of his successor.
18. An individual who has held office as President shall not be eligible for election to Council until at least one year has expired from the date when he ceased to hold office as President.
19. In case of any vacancy occurring in the office of President then the vacancy shall be filled by the Vice-President who shall cease to be Vice-President and shall hold office as President for the remainder of the period for which the person he has succeeded would have continued in office and for the ensuing year.
20. In the case of any vacancy occurring in the office of Vice-President then the vacancy shall be filled by Council appointing a Vice-President from amongst the ordinary members of Council and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as Council may decide. If the vacancy has occurred by reason of the Vice-President taking over the office of President the individual appointed Vice-President shall hold office as Vice-President for the remainder of the period for which the person he has succeeded would have continued in office and for such further period as his predecessor holds office as President. If the vacancy has occurred for any other reason the individual appointed Vice-President shall hold office as such for the remainder of the period the person he has succeeded would have continued in office.
21. The Secretary shall be appointed by Council for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed by Council may be removed by Council.
22. The term of office of the Honorary Treasurer shall be one year after which term he will be eligible for re-election.

### **Duties of Officers**

23. It shall be the duty of the President to preside at meetings of Chamber and of Council and to perform other duties as ordinarily pertain to the office of President.
24. It shall be the duty of the Vice-President to perform such duties as may be prescribed by the President or Council and in particular it shall be the duty of the Vice-President to preside at meetings of Chamber and of Council in the absence of the President and to perform other duties as ordinarily pertain to the office of Vice-President.
25. It shall be the duty of the Secretary to keep minutes of the Annual General Meeting and of any Extraordinary General Meetings
26. The Secretary shall have no duties in relation to the functions of Council in representational matters.
27. It shall be the duty of the Honorary Treasurer to have custody of all funds, accounting for it to Chamber annually and at any other time upon demand by Council, and to perform other duties as pertains to the office of Honorary Treasurer.

28. It shall be the duty of the Officers to ensure that membership records, attendance at meetings, notices sent out of Chamber are kept and preserved.
29. It shall be the duty of the Officers to ensure that meetings of Chamber, Council and of any Committees are duly convened, minutes are taken and circulated and proper records are kept, that the documentation of Chamber is in order, and that Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some member of Council) practical effect is given to decisions of Council.

### **Executive Council**

30. The business of Chamber shall be managed by an Executive Council ("Council") made up of the Officers and not more than twelve Members elected at the Annual General Meeting. The term of office for Councillors shall be for three years but Councillors may be eligible for re-election for a further term of three years. On completion of a second term of three years, a Councillor shall not be eligible for re-election until a period of one year has expired. Five members of Council shall form a quorum at meetings of Council.
31. A member of Council shall cease immediately cease to hold office if:-
  - (i) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (ii) he is, or may be, suffering from mental disorder;
  - (iii) he resigns his office by notice to Chamber, or
  - (iii) he shall for more than six consecutive months have been absent without permission of Council from meetings of Council held during that period and Council resolves that his office be vacated.
32. Any vacancy occurring in accordance with paragraph 31, or through death, may be filled by Council.
33. Council shall meet for the despatch of business, adjourn, and otherwise regulate its meetings as may be necessary. Questions arising at any meeting shall be decided by a Majority Resolution. In case of an equality of votes the President (or in his absence the Vice-President) shall have a second or casting vote.
34. Nominations for vacancies (other than casual vacancies) on Council must be sent to the Secretary, on a proposal form available from Chamber's offices, at least four days before the date of the Annual General Meeting. Such nominations shall contain the name of the proposed candidate and shall be signed by the proposer and seconder who shall be Members. The names of proposed candidates shall be posted on the notice board of Chamber.
35. Only one candidate may be nominated by any proposer and seconder in respect of vacancies to be filled at the Annual General Meeting. Representation on Council shall be confined, as far as possible, to one representative of each Trade or Profession.
36. In the event of there being more candidates than there are vacancies on Council, the names of the candidates shall be submitted in print to each Member attending the Annual General Meeting and the Members shall strike out the names of those for

whom they do not wish to vote.

37. Any three Members of Council may request the President to convene a meeting of Council, which shall be held within one week from the date of such request. The President may call a meeting of the Council at any time.

### **Chief Executive**

38. A Chief Executive may be appointed by Council for such period, at such remuneration and upon such terms as Council may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
39. The Chief Executive shall not also be Secretary.
40. In relation to his duties and obligations as a member of Council, the Chief Executive shall act as Managing Director and exercise such of the powers of Council as Council may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions Council may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
41. In relation to his duties and obligations, the Chief Executive in conjunction with the President and other members of Council shall be responsible for media relations in connection with representational matters.

### **Employees**

42. Council may appoint one or more employees for such period, at such remuneration and upon such terms as Council may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
43. In the event that no Chief Executive has been appointed, Council may delegate to an employee any duty or obligation of the Chief Executive.

### **Committees**

44. Council may, at its discretion, upon the application of Members who desire to associate themselves together in a Committee with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Committee.
45. Council of its own volition and without any application may form a Committee.
46. A Committee shall have a Chairman who shall, whenever possible, be a member of Council, save that should the Chairman of a Committee resign from Council, or have his seat thereon declared vacant by Council, Council may appoint a member of the Committee as Chairman until the next Annual General Meeting.
47. The Chairman or any Member deputed by any Committee shall be entitled to bring any matter relating to the business of his Committee to the special attention of Council.

48. No resolution of any Committee shall have force as binding Chamber until confirmed by Council. In case of emergency the President (or in his absence the Vice-President) may confirm such resolution, reporting it to the next meeting of Council.
49. Council may refer any matter affecting a particular trade or profession to a Committee for its consideration and report, so that the Council may be fully informed before arriving at a final decision.
50. The Chairman of a Committee shall be entitled to call a meeting of the Members of the Committee Minutes of all Committee meetings shall be recorded.
51. A register of the names of members enrolled in Committees shall be kept. Every member so enrolled must be a Member.
52. Not less than three members, and at least one third of the membership of a Committee shall form a quorum at meetings of a Committee.

### **General meetings of members**

53. Chamber shall hold an Annual General Meeting, no later than the thirtieth day of May, on a day to be fixed by Council. Notices of this meeting shall be issued to all Members entitled to attend and vote at the meeting at least seven days prior to the day of meeting. The business to be transacted at the Annual General Meeting shall be:
  - (i) to receive a report from Council and Committees of Chamber on the activities of Chamber for the past year;
  - (ii) to receive and, if deemed expedient, adopt the audited accounts of Chamber;
  - (iii) to elect and install the President and also to elect the Vice-President;
  - (iv) to elect an Honorary Treasurer;
  - (v) to elect an Honorary Auditor;
  - (vi) to elect members to fill vacancies on Council;
  - (vii) to receive the Honorary Treasurer's report and proposed budget and to determine the subscription fee for the ensuing year.
54. Not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
55. All general meetings of Members, other than Annual General Meetings, shall be called Extraordinary General Meetings.
56. Council may by Majority Resolution call Extraordinary General Meetings. Council shall, on the requisition of at least ten Members having the right to attend and vote at such meetings, forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.
57. At least twenty-one clear days' notice shall be given for an Annual General Meeting or

any Extraordinary General Meeting. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members and the auditors.

58. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
59. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of Council and the auditors, the election of members of Council and the appointment of and the fixing of the remuneration of the auditors.
60. No business shall be transacted at any general meeting unless a quorum is present. Fifteen persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporate Member, shall be a quorum.
61. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as Council may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum.
62. The President, or in his absence the Vice-President, or in his absence some other member of Council nominated by Council, shall preside as Chairman of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of Council present shall elect one of their number to be Chairman and if there is only one member of Council present and willing to act he shall be Chairman.
63. If no member of Council is willing to act as Chairman, or if no member of Council is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be Chairman.
64. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted, otherwise it shall not be necessary to give any such notice.
65. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly

demanded. A poll may be demanded:-

- (i) by the Chairman; or
- (ii) by at least five Members having the right to vote at the meeting;

and a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member.

- 66. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 67. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 68. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 69. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 70. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 71. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 72. On a show of hands every Member who (being an individual) is present in person or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.
- 73. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to Chamber in respect of subscriptions have been paid.

74. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
75. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Council may approve. Council may from time to time make Bylaws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the Chairman whose decision shall be final and binding.

### **Bylaws**

76. Council shall have power to make, alter or revoke such Bylaws which are not inconsistent with the Constitution, as it might judge necessary for the efficient and orderly conduct of the business of Chamber and Council. Without prejudice to the generality of the foregoing, Bylaws may be made, altered or revoked in connection with:-
- (i) Membership
  - (ii) Subscriptions
  - (iii) Committees and
  - (iv) Proceedings of Council.

### **Declarations of interest**

77. A member of Council who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with Chamber, or has any other material interest shall declare the nature and extent of his interest to Council. A member of Council having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.
78. For the purposes of paragraph 77:-
- (i) a general notice to Council that a member of Council is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member has an interest in any such transaction of the nature and extent so specified, and
  - (ii) an interest of which a member of Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **Minutes**

79. Council shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of Chamber, of Council and Committees, including the names of Council or Committee members present at each such meeting.
80. All minutes shall be open to inspection by any member of Council. Minutes of meetings of the Council and any Committee shall also be open to inspection by Members.

### **Financial matters**

81. The Bankers of Chamber shall be authorised to honour all drawings on the accounts of Chamber provided they are signed by two individuals from the list of authorised signatories agreed by Council from time to time. The Bank accounts, and all invested monies, shall be in the name of the Jersey Chamber of Commerce.
82. The accounting records and any other book or document shall be open to the inspection of any member of Council. No Member shall (as such) have any right of inspecting any accounting records or other book or document of Chamber except as conferred by statute or authorised by Council or by any ordinary resolution of Chamber.
83. Council shall have the power to dispose of such part of the yearly revenue as may be necessary for the welfare of Chamber and in furtherance of the objects for which it is established. Council shall also have the power to use part of the accumulated revenue reserves or to borrow money for use in furthering the business of Chamber. Such expenditure or borrowing shall in any one financial year not exceed fifty percent of Chamber accumulated revenue reserves and shall require consent of the full Council. Consent of Chamber will be required to dispose of accumulated reserves or to borrow money in excess of the proportions already specified.

### **Honorary Auditor**

84. A thorough review of all financial transactions shall be made once each year by the Honorary Auditor.
85. The Honorary Auditor shall have the right at their discretion to attend any meeting of Council.

### **Notices**

86. Any notice required to be served on any Member or an Honorary Member shall be in writing and shall be served on any Member either personally or by mailing it to such Member at his/her last known address. Throughout the Constitution, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.
87. A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

### **Indemnities**

88. Chamber shall release and indemnify keep indemnified and hold harmless the members of Council and any person(s) acting in a fiduciary capacity on behalf of Chamber and their officers, employees, servants and agents and their respective heirs, personal representatives and estates from and against all or any present or future actions, claims, costs, demands, loss or damage of any kind whatsoever and wheresoever arising directly or indirectly out of or in connection with Chamber whether the same shall be enforceable in law or not and in particular (but without prejudice to the generality of the foregoing) all taxes, duties and fiscal impositions (including all interest, costs, charges and expenses or other sums incurred in connection therewith) by the revenue authorities of any government in any part of the world EXCEPTING ONLY actions, claims, costs, demands, loss or damage arising from any fraud, wilful misconduct or gross negligence on the part of any member of Council or any person acting in a fiduciary capacity and their officers, employees, servants or agents.
  
89. Chamber shall have express power to purchase and maintain for any member of Council or any Officer or any member of staff insurance against any such liability.