

Channel Islands Occupation Society
Rules February 2024

1) Name

- i) The name of the Society is “The Channel Islands Occupation Society” and is registered with the Guernsey Registry as NP32.

2) Administration

- i) Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee as detailed in clause 6.

3) The main objectives of the Society:

- i) To study and investigate the German Occupation of the Channel Islands,
- ii) To further interest in the Occupation by recording, safe-guarding and preserving relics and monuments of the period,
- iii) To extend the fullest co-operation to the Jersey Branch.

4) Powers

- i) In furtherance of the objectives but not otherwise the Executive Committee may exercise the following powers;
 - (1) power to raise funds and to invite and to receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (2) power to buy, take on lease or in exchange any property necessary for the achievement of the objectives and to maintain and equip it for use;
 - (3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
 - (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
 - (5) power to co-operate with other Societies, voluntary bodies and statutory authorities engaged in furtherance of the objectives and to exchange information and advice with them;
 - (6) power to support any charitable trusts, associations or institutions formed for all or any of the objectives;
 - (7) power to do all such lawful things as are necessary for the achievement of the objectives.

5) Membership

- i) Membership of the Society shall be open to individuals who are interested in furthering the Objectives of the Society and who have paid the annual subscription as fixed from time to time by the Members present at the AGM (“AGM”), or any extraordinary meeting (“EGM”) called specifically for that purpose.
- ii) Applicants will become members upon receipt of acceptance by the Secretary who will need to receive a completed Membership Form and annual subscription payment.
- iii) The Executive Committee may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend or representative, before the final decision is made.
- iv) Each single or joint member receives one copy of the Channel Islands Occupation Review (“Review”) and Channel Islands Occupation Newsletter (“Newsletter”), when published.
- v) Subscriptions are payable at the beginning of each year. A member who fails to pay their subscription is not entitled to attend meetings or to receive the current Review or Newsletter and is deemed to have resigned at the end of the year if the subscription remains unpaid.
- vi) Honorary Life Membership may be conferred at the discretion of the Executive Committee, subject to ratification at the AGM.

6) Executive Committee

- i) The ruling body of the Society (“Executive Committee”) consists of the following, those noted as “Controlling Officers” are members of the “Executive Committee” registered as such with the Guernsey Registry under current legislation:
 - (1) President (Controlling Officer)
 - (2) Vice President
 - (3) Treasurer (Controlling Officer)
 - (4) Secretary (Controlling Officer)
 - (5) Assistant Secretary
 - (6) Archivist
 - (7) Newsletter & Review Editor
 - (8) Up to four ordinary Committee members

7) Election of the Executive Committee

- i) Executive Committee members will be elected annually at the AGM, all officers will retire each year but will be eligible for re-appointment.
- ii) A member may nominate another member for a position on the Executive Committee during the appropriate part of the AGM, any nomination will need to be seconded by another member.
- iii) Any member unable to attend the AGM may make nominations by post for the election of Executive Committee members, and any such nomination counts as a vote. Any such nomination must reach the Secretary by 8.00p.m. on the 5th clear day before the date of the Meeting; (for a meeting on a Thursday, that is 8.00 p.m. the preceding Friday).
- iv) Votes will be by a show of hands with each member having one vote for each Executive Committee position.
- v) If a position is contested, each nominee shall have 2 minutes to explain why their nomination should be supported.
- vi) The Executive Committee has the power to co-opt a maximum of four members.

8) Proceedings of the Executive Committee

- i) Meetings are held when convened by the Secretary, with the aim of holding monthly meetings but at least two meetings must be held each year.
- ii) The President shall chair meetings of the Executive Committee. If the President is absent from the meeting, the Vice President shall chair the meeting. If both the President and Vice President are absent from the meeting, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.
- iii) A quorum of the Executive Committee consists of five members, otherwise emergency powers are activated utilising a less number to conduct urgent business of the Society on behalf of the Members. The actions will then be ratified by the required number of Committee Members.
- iv) The Executive Committee may appoint one or more advisory or sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Executive Committee.
- v) The Executive Committee, and any sub-committees, shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee or sub-committee.
- vi) Each member of the Executive Committee shall have one vote, the President does not have a casting vote. Unless specified elsewhere in these rules all decisions of the Executive Committee shall be made by a simple majority. In the case of a tied vote the proposition is deemed to have failed.
- vii) The Executive Committee is responsible for the oversight of Risk Mitigation and Anti-Financial Crime Policy.

9) Income and Expenditure

- i) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Treasurer on behalf of the Executive Committee in the name of the Society at such bank or building society as the Executive Committee shall from time to time decide. The Society may operate more than one such account.
- ii) All cheques drawn on the Society's bank account must be signed by two members of the Executive Committee.
- iii) The Treasurer's accounts are examined by an Auditor, who is elected at the AGM.

10) Property

- i) Subject to the provisions of sub-clause 10.8 the Executive Committee shall cause title to all Personalty to be vested in the names of three individuals who shall act as Property Holding Trustees ("the Trustees") who shall consist of:
 - (1) The Archivist, as appointed from time to time,
 - (2) Two Trustees who shall be appointed by the Executive Committee in writing issued on their behalf by the Secretary. The Trustees, other than the Archivist, shall acknowledge their appointment in writing and deliver that acknowledgement to the Secretary.
- ii) The Executive Committee shall deliver to the Trustees a list of the Personalty on appointment of the first Trustees and thereafter it shall be the duty of the Trustees to maintain an up to date list of the Personalty held by them and they shall deliver a copy of the up to date list to the Secretary when requested from time to time.
- iii) A Trustee may retire by giving notice in writing delivered to the Secretary and copied to his fellow Trustees.
- iv) Should a Trustee be lawfully removed, die, or otherwise become unable to act, then no other Trustee may give notice of retirement within 30 days thereafter.
- v) In the event that a Trustee shall cease to act as a Trustee then the Executive Committee shall by notice in writing issued by the Secretary appoint a replacement Trustee who shall acknowledge his appointment in writing to the Secretary.
- vi) The Executive Committee acting in their absolute discretion, and without giving reasons, may issue through the Secretary a notice in writing to a Trustee or Trustees removing him or them from office.
- vii) The Trustees shall act in accordance with lawful directions given to them by the Executive Committee issued on their behalf by the Secretary. Any Trustees acting in accordance with any such lawful directions shall not be liable for any lawful acts which they may commit.
- viii) Should the Executive Committee by a majority conclude that it is appropriate to appoint a corporate trustee then they shall table their recommendation, together with any proposed amendments to this constitution, as a Resolution at an AGM or EGM. Should the members present and voting at that meeting approve an appropriate resolution by a two-thirds majority the Executive Committee shall act upon it, produce a revised constitution and appoint a corporate trustee on such terms and conditions as may be appropriate.

11) Meetings

a) Annual General Meeting

- i) Every AGM shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the AGM in writing to all the members of the Society. All members of the Society shall be entitled to attend and vote at the meeting.
- ii) The President of the Society then in office shall chair each AGM but if he and the Vice President is not present, before any other business is transacted, the persons present shall appoint a suitable chair of the meeting from the Executive Committee.
- iii) The Executive Committee shall present to each AGM the report and accounts of the Society for the preceding financial year ending 31st December.
- iv) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every AGM of the Society.

b) Extraordinary General Meetings

- i) The Executive Committee may convene EGM when it deems it appropriate. Such meeting will be convened in the same way as an AGM.
- ii) The Executive Committee shall call an EGM of the Society if at least 20 members of the Society membership request such a meeting in writing stating the business to be considered. The Secretary shall call such a meeting for which at least 21 days notice must be given. The notice calling the meeting must state the business to be discussed.

c) Proceedings at AGM & EGM Meetings

- i) There shall be a quorum when at least 20 members of the Society are present at any general meeting.
- ii) If after 15 minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall be adjourned to another time and place. The adjourned meeting shall take place within 62 days of the date of the original meeting, or as soon after as is practicable.
- iii) If at the adjourned meeting there are insufficient members present to form a quorum, the meeting will proceed after a delay of 15 minutes unless sufficient members are present before that time to form a quorum.
- iv) Every member shall have one vote on any resolution on which he is entitled to vote. Every resolution shall be decided by a majority of votes by those present and entitled to vote on the question but in the case of a tied vote the proposition is deemed to have failed.
- v) The constitution may be altered by a resolution supported by not less than a simple majority of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

12) Dissolution

- i) Given the significance of this action, there shall be a 2-stage approval process:
 - (1) If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 28 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal to dissolve the Society is supported by three-quarters of those present and voting the matter will continue to stage 2;
 - (2) After a proposition to dissolve the Society has been approved by a threequarters majority at a meeting of members, the Executive Committee will then organise a postal ballot of all members within 14 days of the aforementioned meeting with votes needing to be returned within a further 21 days. The motion will explain the rational for the proposal as well as confirming the numbers voting for or against at the aforesaid meeting. If the proposal to dissolve the Society is supported by three-quarters of those members voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having Objectives similar to the Objectives of the Society or to Society members, as the members of the Society may determine.

13) Miscellaneous

- i) No member of the Society may make use of the Society's name, or make any public statement in the name of the Society, without the prior permission of the Executive Committee.
- ii) Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on such member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her last known address, and any letter so sent shall be deemed to have been received within 10 days of posting.