



Guernsey Branch

## **The Bailiwick of Guernsey Branch of the Institute of Directors**

### **Branch Constitution and Rules**

#### 1) Name and Constitution

The organisation shall be called the Guernsey Branch of the Institute of Directors, and this document is the constitution of the Branch.

#### 2) Objects of the Branch

The objects are to provide a Local Organisation for Members of the IoD, which shall:

- a) promote for the public benefit high levels of skill, knowledge, professional competence and integrity on the part of directors, and equivalent office holders however described, of companies and other organisations;
- b) promote good governance;
- c) represent the interests of members and of the business community to local government and in all public fora, and to encourage and foster a climate favourable to entrepreneurial activity and wealth creation; and
- d) advance the interests of members of the Institute, and to provide facilities, services and benefits for them.

#### 3) Membership

The Membership shall be limited to Members of the IoD whose place of residence and/or business shall be within the area of the Branch, or who shall request attachment to the Branch.

Any person ceasing to be a Member of the IoD shall cease to be a Member of the Branch.

#### 4) Subscriptions



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Branch Members will be required to pay membership fees at a rate to be determined by the Branch Committee from time to time on joining and in each subsequent year, such fees to be apportioned between the Branch and IoD as agreed between them. Failure to settle subscriptions promptly after due notice has been issued may lead to termination of membership.

A member's first subscription fee will be payable on application for membership, along with an election fee.

#### 5) Management of the Branch

The Management of the Branch shall be vested in a Committee, to be called the Branch Committee, which shall consist (in addition to ex-officio members) of not less than seven members, nor more than sixteen members, of whom five shall constitute a quorum. A Branch Committee Member must be a member of the IoD.

#### 6) Officers

The Branch Committee shall, from among their own number, elect annually the following officers, and shall have power to fill casual vacancies which may arise in such offices, namely a Chairman, a Vice Chairman and a Treasurer.

The Branch Committee may also appoint an Honorary Secretary who should be a Member of the IoD.

The officers thus elected will be known as the 'Branch Officers' and will constitute the authorised signatories for any bank accounts operated on behalf of the Branch.

In addition, the Branch may employ or procure the services of an Executive Officer to provide administrative support to the Branch and may remunerate such Executive Officer.

#### 7) Branch Committee Election and Retirement

A Committee Member's term of office is three years, although a Member may offer him/herself for re-election for a further three-year term at an Annual Members' Meeting. A Member appointed as a



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Branch Officer shall be eligible to serve for a maximum period of twelve years.

Any further term of office beyond those referred to in the previous paragraph is at the discretion of the Chairman.

Nominations for election to the Branch Committee must be lodged with the Branch Officer at least one week before the appropriate monthly Committee meeting. The names of the proposed new Committee members should be circulated with the agenda and ratified by a majority of Committee members in the Committee meeting.

The Branch Committee shall have power to co-opt Members of the Branch Committee provided that the maximum permitted number is not thereby exceeded. Any Member so co-opted shall retire at the next succeeding Annual Members' Meeting but shall be eligible for re-election.

### 8) Conflicts of Interest

Members of the Committee have a duty to act in the best interests of the IoD Guernsey Branch. This means they should not place themselves in a position where they have, or may have, a direct or indirect interest that conflicts with their duties as a Member of the IoD Guernsey Branch.

The 'Conflicts of Interest Policy' sets out how to identify, manage and record any conflicts of interest for all committee members. The 'Conflicts Log' captures the detail of all potential conflicts and sets out how these will be mitigated."

### 9) Ordinary Meetings

Ordinary Meetings of the Branch shall be held at such times and places as the Branch Committee may determine. The Chair shall be taken by the Chairman, or in his absence by the Vice Chairman, or if both be absent, the Members shall elect a Chairman for the occasion.

For any other meeting the Branch Committee may invite one of its number to act as Chairman.



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#### 10) Annual Members' Meeting

The Annual Meeting of the Branch shall be held before the end of May each year, at a date, time and place to be determined by the Branch Committee. The meeting will be chaired by the Branch Chairman or his designated alternate. The quorum will be five Branch Members present in person.

The Branch Secretary will circulate to all Branch Members at least 14 days prior to the date of the meeting:

- An Agenda for the meeting
- A Chairman's Report
- A Secretary's Report, to include any proposals for election to the Branch Committee; and
- An outline financial summary for the period up to the preceding 31 December.

At the Meeting, the Members will receive audited accounts of the Branch to the preceding 31 December.

In circumstances deemed as exceptional, the Committee can postpone the AGM until a future date. This is to be reviewed on a monthly basis by the said Committee and when deemed appropriate an AGM will be called with the statutory notice of 14 days. The AGM can be held physically or virtually.

#### 11) Special Meetings

By resolution of the Branch Committee, or at the request of the Branch Chairman, or upon a requisition of ten or more Members of the Branch, the Secretary shall convene a Special Meeting of the Members of the Branch, stating fully the object for which it is called. Every such meeting shall be held within twenty-one days of the passing of such resolution, or the receipt of such requisition.

#### 12) Minutes

The proceedings of all Branch Meetings shall be recorded by the Secretary in books kept for the purpose. Such books shall be open to inspection of Members at such times as the Branch Committee may permit.



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13) Amendments to the Constitution

This constitution may be altered by a Meeting of the Members of the Branch, in respect of which due notice specifying the intention to propose the alteration has been given, passed by a majority of not less than three quarters of the votes recorded.

14) Governing Law

This constitution is governed by the Laws of Guernsey.