The Constitution of

The Jersey Cycling Association

1. Name

The Association shall be called “The Jersey Cycling Association” *(hereafter referred to as the “Association”).* The Association shall be incorporated under Article 4 of the “Loi (1862) sur les teneures en fidéicommis et l’incorpopration d’associations” as amended (hereinafter referred to as “the Law”).

2. Objects

The objects of the Association shall be:

2.1 To promote the sport of cycling;

2.2 To regulate all forms of cycle racing in Jersey;

2.3 To select when necessary teams to represent the Island of Jersey;

2.4 To act as the representative body for the protection of the cycling interests of its member organisations;

2.5 To ensure that the Association is represented at the appropriate meetings and assemblies of such bodies as deemed necessary;

2.6 To affiliate as deemed necessary to such bodies that enable cyclists to represent Jersey in cycle sport and compete at national and international level;

2.7 To set up, promote and establish a fund, or funds, for the furtherance of its activities.

3. Powers

In furtherance of the objects of the Association:

3.1 To select competitors and officials to represent Jersey or nominate such individuals for this purpose to other bodies;

3.2 To regulate the sport of cycle racing undertaken by its members in Jersey as determined by such rules and the imposition of such conditions and policies as are considered necessary to ensure fair and safe competition;

3.3 To raise funds and to accept monies subscribed;

3.4 To accept by gift or legacy, purchase, take on lease or exchange, hire or otherwise acquire and hold any movable or immovable property or interest therein and any rights or privileges which appear to the Committee necessary, convenient or desirable for the promotion of the objects and to construct, maintain, improve or alter any buildings or erections which, in the opinion of the Committee are necessary, convenient or desirable for the work of the

Association;

3.5 To sell, lease, charge, hypothecate or otherwise dispose of any part of the Association property on such terms and conditions as the Committee shall in its absolute discretion, think fit;

3.6 To undertake and execute any trusts which may lawfully be undertaken by the Association and the undertaking or execution of which appear to the Committee to be conducive to any one or more of the objects;

3.7 To borrow or raise money or enter into any guarantee in such manner and on such security as may appear appropriate to the Committee in its absolute discretion;

3.8 To accept subscriptions and donations (whether movable or immovable property) and devises and bequests for all or any of the objects and to sell and dispose of, lease and manage all immovable property so received and donated and not required to be or capable of being occupied for the purpose of the Association;

3.9 To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as the Committee may in its absolute discretion think fit, subject nevertheless to such conditions (if any) and to such consents (if any) as may for the time being be imposed or required by law provided always that the income and property of the Association from wherever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Affiliated Body provided that:

3.9.1 Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration and where deemed appropriate by the Committee a pension or pensions to servants and employees of the Association to any Affiliated Body in return for services actually rendered to the Association or prevent the payment of interest at a rate then current on money borrowed or reasonable and proper rent for premises demised or let by any Affiliated Body to the Association; and

3.9.2 Nothing herein shall prevent the reimbursement to any Affiliated Body of reasonable and proper expenses incurred by that Affiliated Body in the fulfilment of the objects, such reimbursement to be previously approved by the Committee;

3.10 To employ and pay out of the funds of the Association:

3.10.1 Any agents in any part of the World, whether advocates, attorneys, solicitors, accountants, brokers, bankers, trusts, companies, estate agents, property managers or other agents without being responsible for the default of any such agent if employed in good faith to transact any business or do any act required to be transacted or done in the pursuance of the objects including the receipt and payment of monies and the

execution of documents; and/or

3.10.2 A suitable person or persons to discharge such duties as the Committee may from time to time prescribe;

3.11 To give all such undertakings and enter into such contracts and incur all such obligations relating to the Association's property or any part thereof as the Committee in its absolute discretion consider advisable;

3.12 To institute and defend proceedings at law and to proceed to the final end and determination thereof or compromise the same as the Committee shall in its absolute discretion consider advisable;

3.13 To do all such other lawful things as are incidental or conclusive to the attainment of the objects or are otherwise likely to be advantageous in any respect to the Association.

4. Membership

Membership shall be open to those cycling organisations which are interested in furthering the objects of the Association and meet the criteria of the Association set at a Committee meeting.

5. Management

The Management of the Association shall be vested in a Committee consisting of the Officers of the Association and two representatives from each club in membership of the Association, plus any individual co-opted onto the Committee for the furtherance of the objects of the Association. It will be the duty of the Committee to carry out the general policy of the Association and, subject to any conditions imposed from time to time by the Association in General Meeting, to provide for the administration, management and control of the affairs and property of the Association, including the keeping of proper records of all monies received and expended by the Association and restricting the application of funds to the objects of the Association

Officers of the Association shall be:

5.1 The President, the Vice-president, the Secretary and the Treasurer.

5.2 The Secretary shall issue notices of all meetings, keep minutes thereof and ensure implementation of all decisions made by the Committee or General meeting.

5.3 The Treasurer shall ensure that:

5.3.1 All monies received by the Association are properly accounted for and duly recorded in the Association's Books of Account;

5.3.2 An audited statement of account for the preceding financial year ending 31st October is presented to the Annual General Meeting.

5.4 The Committee shall have the power to:

5.4.1 Co-opt any person or persons it considers desirable for the benefit of the Association. That person or persons shall have the right to speak at Committee meetings but no vote;

5.4.2 Appoint and determine the terms of reference of such sub-committees as it may consider necessary;

5.4.2.1 Until otherwise decided at a General Meeting the President and Vice-president shall be ex-officio members of all Sub-Committees.

5.5 At meetings of the Committee five members, two of whom must be Officers, shall form a quorum. The Committee shall meet at least four times each year at such place and time as the President or Vice-President in consultation with the Secretary shall deem necessary. The Officers of the Association shall have the power to meet between Committee meetings to facilitate the Association's business and be required to report on their activities at the next Committee meeting. Meetings shall be chaired by the President or by the Vice-president should the President be absent. Should both the President and Vice-president be absent the meeting shall elect one of the two remaining Officers to chair the meeting. The Officers with the two representatives from each club in membership shall each have one vote and in the event of equality the chairman shall have a casting vote.

5.6 The Association shall at its Annual General Meeting elect the following Honorary Officers: President, Vice-president, Secretary and Treasurer. The positions of President and Vice-president shall be held for two years before re-election with a maximum term of office of four consecutive years. The positions of President and Vice-president shall rotate between the Association's members. The Annual General Meeting shall also appoint Auditors.

6. Finance and Financial Year

6.1 Appropriate bank accounts shall be operated in the name of the Association, or as deemed necessary by the Committee;

6.2 The Treasurer shall keep account of all monies received and paid by him on behalf of the Association and shall submit their financial statement for circulation to the Committee prior to the Annual General Meeting;

6.3 The Financial Year shall end on 31st October until such time as Committee has reason to require a change;

6.4 No Officer shall be held liable for bona fide debts incurred on behalf of the Association in execution of their office, or in relation to their duties, unless he acts without authority.

7. Representation

The President or the Vice-president duly authorised by a resolution of the Committee shall represent the Association before the Royal Court of Jersey and before any other tribunal for the purpose of any transaction in moveable or immovable property in accordance with the provisions of the Law and for any other purpose whatsoever.

8. Alterations to the Constitution

The Constitution may be altered by resolution at an Annual or Extraordinary General Meeting provided that the resolution is carried by a majority of at least two-thirds of members present and entitled to vote at the General Meeting. Provided that no alteration to the Constitution shall become effective until the same has been approved by the Royal Court of Jersey under the provision of Article 4 of the Law.

9. SEAL

The Association shall have a common seal which shall only be used by the authority of the Association. Any instruments to which the Seal shall be affixed shall be signed by any two of the Officers of the Association.

10. Association Rules and Regulations

10.1 The Committee shall have power to make, vary and revoke the Association's Rules and Regulations not inconsistent with the Constitution for the regulation of the internal affairs of the Association and the rights and privileges of the Association's members;

10.2 The Rules and Regulations of the Association and any changes to those Rules and Regulations shall come into effect only with the consent of a majority of those present and voting at the Annual General Meeting or at an Extraordinary General Meeting called under the provisions of Clause 12.9.

11. Subsidiary Bodies

11.1 The Jersey Cycling Association shall have the power to form subsidiary bodies of the Association, managed by a sub-committee of the Association, accountable to the Association and having such delegated powers as deemed appropriate by the Association.

11.2 Subsidiary bodies of the Association will establish and maintain a constitution that recognises the relationship with the Association, and is not inconsistent with the constitution of the Association.

11.3 Such subsidiary bodies shall maintain a bank account separate from the Association and a statement of that bank account will be audited and presented to the Association's Annual General Meeting.

11.4 Such subsidiary bodies shall submit a report of their activities to the Association's Annual General Meeting.

12. Subscriptions

The annual subscription shall be decided each year by the Annual General Meeting and it shall be due on 1st December in each year. Any club wishing to resign from The Association shall give written notice to the Secretary prior to the 1st September, failing which, it shall be liable for the following year's subscription.

13. General Meetings

13.1 The Annual General Meeting shall be held on or before 30th November in each year when the Committee shall present its report and Audited Accounts for the financial year to 31st October previous.

13.2 The Agenda of the Annual General Meeting shall be issued to the Members not less than one month prior to the agreed date of the Annual General Meeting.

13.3 The Agenda of the Annual General Meeting shall state the business to be discussed and except with the consent of not less than three-quarters of the voting members present, no other business shall be considered.

13.4 Each club in membership of the Association shall be entitled to send four voting delegates to the Annual General Meeting or to any Extraordinary General Meeting. At each Annual General Meeting these delegates together with the outgoing officers shall elect the appropriate Officers.

13.5 The voting members shall be the voting delegates and the Committee.

13.6 The quorum for the Annual General Meeting or any Extraordinary General Meeting shall be ten voting delegates.

13.7 Notice of the Annual General Meeting is to be issued to the Members not later than ten weeks prior to the agreed date of the Annual General Meeting. Items for the Annual General Meeting Agenda or proposals for alterations to the Constitution must be submitted to the Secretary six weeks prior to the date of the Annual General Meeting.

13.8 Any proposals to amend the Constitution shall be carried only if not less than two-thirds of those entitled to vote are in favour. For any other proposal, a simple majority of those entitled to vote shall suffice and in the event of equality the chairman shall have a casting vote.

13.9 An Extraordinary General Meeting of the members of the Association shall be called on the instance of any of the following:

13.9.1 On the instructions of the Committee;

13.9.2 On the instructions of the Annual General Meeting;

13.9.3 Within twenty-one days of the receipt by the Secretary of a requisition signed by three Committee members from each of the member clubs.

13.10 Fourteen days notice of any Extraordinary General Meeting shall be given by the Secretary.

13.11 The notice convening the Meeting shall state the business to be discussed and no other business shall be considered.

14. Dissolution

On dissolution of the Association (which shall be passed at a General Meeting of the Association) the proceeds of the assets upon realisation, and after settlement of all debts, duties and liabilities, shall be given or transferred to an organisation preferably having objects similar to those of the Association. Provided always that no donation or transfer of any property or assets shall be made until the same shall have been approved by the Royal Court of Jersey under the provisions of Article 10 of the Law.

15. Interpretation and Contingencies

Any matter of interpretation of the Constitution and Rules and Regulations which may arise, or any contingency of any nature not specifically covered by the Rules and Regulations, shall be resolved by majority decision of the Committee and its decision will be final.

16. Exoneration

16.1 No members of the Committee nor any person(s) acting in a fiduciary capacity on behalf of the Association and none of its or their directors, officers or employees shall be liable for any default or breach of duty or trust committed by such person or their or its agents, advisers or delegates or for any direct or indirect loss or depreciation in value or loss of profit howsoever caused which may be suffered in respect of the capital or income of the Association unless such default or breach is or such loss or depreciation in value or loss of profit is caused by (a) fraud, wilful misconduct or gross negligence on the part of such person or (b) some act or omission in respect of which such person cannot lawfully be exonerated from personal liability by terms of this Association;

16.2 No members of the Committee nor any person(s) acting in a fiduciary capacity on behalf of the Association shall be liable for a breach of trust committed by another member or any person acting aforesaid unless:

16.2.1 He or she becomes aware or ought to have become aware of the commission of such breach or of the intention of such other person to commit a breach of trust, and

16.2.2 He or she actively conceals such breach or such intention or fails within a reasonable time to take proper steps to protect or restore the property of the Association or prevent such breach.

17. Indemnity and Release

The Association shall release and indemnify, keep indemnified and hold harmless the members of the Committee and any person(s) acting in a fiduciary capacity on behalf of the Association 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 the Association whether the same shall be enforceable in law or not 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 the Committee or any person acting in a fiduciary capacity on behalf of the Association and their officers, employees, servants or agents.

Constitution Review Dates

Date	Notes	Who	Signed
19/05/2025	Reviewed for Jersey Sport Support in Sport purposes. Changed wording of “his” to “their”	Jay Cracknell	