

The constitution, or other governing document of a registered organisation must include certain matters as prescribed by [The Charities etc. \(Amendments, Exemptions, Governance and Specified Amount\) \(Guernsey and Alderney\) Regulations, 2022](#) (see regulation 4 and the schedule).

Below is an extract of the schedule from the regulations that lists the matters that must be included in the governing document.

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1. The name of the organisation
  2. Its legal status (for example company, unincorporated association, foundation)
  3. Its purpose and mission or objectives
  4. If applicable, its relationship to other non-profit organisations, whether as a member of an affiliation network or otherwise
  5. Arrangements governing its dissolution
  6. Rules governing the administration of its assets, if any
  7. Rules governing the amendment of its constitution or other governing document
  8. The nature or, if applicable the identity, of its members
  9. Membership rules such as eligibility, suspension and expulsion
  10. Rules concerning frequency of and proceedings at members' meetings, including provisions for quorum and voting
  11. Provisions for taking decisions about whether or not the annual financial statements should be independently audited or examined, as befits the organisation's size, nature and complexity
  12. The rights of members to see the annual financial statements of the organisation within a reasonable period following the end of the accounting period. Such statements are not required to be independently audited or appropriately examined independently of the organisation, unless this is required as determined under paragraph 11

13. The process by which the members of the governing body are determined, including-
- (a) minimum number of members of the board in accordance with the following-
    - (i) subject to subparagraph (iii) the board must comprise at least three people to occupy the roles of Chair, Secretary and Treasurer or equivalent ("the specified roles"),
    - (ii) the Treasurer (or equivalent) and the occupant of at least one of the other specified roles must be unconnected to one another, and
    - (iii) in the case of a voluntarily registered organisation, the same person may occupy the role of Chair and Secretary (or equivalent)
  - (b) terms of office, where appropriate
  - (c) maximum length of service where appropriate
  - (d) limits on re-election where appropriate
  - (e) conflict of interest provisions
  - (f) provisions for retirement, dismissal and replacement of board members
  - (g) remuneration of board members (if applicable)
  - (h) a requirement that a majority of the board members must be Guernsey or Alderney residents

14. Duties and powers of the board, including-

- (a) a requirement for board members to be persons of integrity and probity who have suitable and appropriate skills and experience
- (b) a duty to act in good faith at all times, with a general duty of care
- (c) a duty to act only in accordance with the powers afforded by the Constitution

(d) a duty to ensure that there are measures in place to enable the organisation to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject

(e) a duty to review the activities of the organisation, as well as its own performance, from time to time to ensure that the organisation continues to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under its constitution, and to discharge any legal obligations to which it is subject, as required by regulation 11

(f) a duty to take all reasonable measures with the objective of ensuring that the financial position of the organisation is satisfactory and prudent for the purposes of the organisation's mission or objectives

15. Duties and powers of the Chair or equivalent

16. Duties and powers of the Secretary or equivalent

17. Duties and powers of the Treasurer or equivalent

18. Rules concerning frequency of, and proceedings at, meetings of board members, including provisions for quorum and voting).

**This document is not intended to be definitive legal advice and should not be relied upon as such.**

The interpretation of The Charities etc. (Amendments, Exemptions, Governance and Specified Amount) (Guernsey and Alderney) Regulations, 2022 is a matter on which the Guernsey Registry cannot advise and Charities etc. need to form their own view on compliance with the legal requirements. Independent legal advice is advised where there is any uncertainty.