

## DRAFT

# CONSTITUTION OF THE GUERNSEY PRIVATE RESIDENTIAL LANDLORDS ASSOCIATION

To be adopted by the Membership at the next AGM – June 2024

NAME	1	The name of the Association shall be The Guernsey Private Residential Landlords Association
DEFINITION OF TERMS	2	<p>In this document:-</p> <ul style="list-style-type: none"><li>a) The Guernsey Private Residential Landlords Association is referred to as 'GPRLA' or 'The Association'</li><li>b) The Association shall be managed by a council of members called 'The Council'</li><li>c) Members of The Council shall be referred to as 'Council Members'</li><li>d) Members of The Association shall be referred to as 'Members'</li><li>e) The Annual General Meeting shall be referred to as 'The AGM'</li></ul>
LEGAL STATUS	3	The Association is an Unincorporated, Non-Profit Organisation (NPO), privately funded Membership Club registered with the Guernsey Registry under reference NP263. The Association has no relation or affiliation with any other non-profit organisations.
PURPOSE, MISSION AND OBJECTIVES	4	<ul style="list-style-type: none"><li>a) To represent and develop the interests and standing of private residential landlords in Guernsey and to promote the establishment and maintenance of good standards of practice by such landlords.</li><li>b) To procure the writing, printing, publishing, issuing and circulation, whether gratuitously or otherwise, of any reports, periodicals, books, pamphlets, leaflets or other documents, whether in printed, physical form or in an electronic format.</li><li>c) To do all such things as may be necessary or desirable in furthering or attaining any or all of the foregoing objectives.</li></ul>
MEMBERSHIP	5	<ul style="list-style-type: none"><li>a) Membership of the Association is open to private individuals and companies directly involved in the letting and management of Guernsey residential property. Private individuals and companies owning let Guernsey residential property may apply to be ordinary members of the Association. Private individuals and companies involved in the business of managing let Guernsey residential property on behalf of others may apply to be associate members of the Association. Associate members can also include 'friends' of the Association whose business or trade may be associated with and benefit the general membership.</li><li>b) The Annual Subscription shall be reviewed and determined at the AGM.</li><li>c) Membership lasts for one year from the Member's joining date/renewal date.</li><li>d) Membership is not transferable to anyone else.</li></ul>

- e) Membership is terminated if:
  - i. The Member dies
  - ii. The Member resigns by written notice to the Association
  - iii. The Member fails to pay his/her/their subscription
  - iv. The Member is expelled from the Association

CONDUCT OF MEMBERS 6

- a) Members are expected to work to any Code of Practice that has been approved and adopted by the Council.
- b) Members must always behave in the best interests of the Association and not bring it or its members into disrepute.
- c) Any written complaint against a member shall be investigated by the Council.
- d) What is or is not serious is a matter for the discretion of the Council, as is the action to be taken and their decision of any such matter is final and binding.
- e) A Member may resign at any time by giving notice in writing.
- f) Membership of the Association constitutes acceptance of this Constitution.
- g) The Council shall have power at any time, by a majority vote, to expel Members of the Association who fail to provide a good standard of accommodation, or who bring the Association into disrepute by some action or omission. The Council will nominate three Members who will act as an appeals sub-committee, if required, for any disciplinary actions. The three names will take no part and will withdraw from any initial hearing of a disciplinary nature.
- h) A Member expelled by the Council will have the right to appeal in writing to the Council within 14 days of their expulsion detailing the grounds of appeal. The Council will appoint an 'Appeals Sub-Committee' made up of three people, who were not party to the original decision, to hear the appeal. The decision of the Appeals Sub-Committee will be final and binding.

GENERAL MEETINGS 7

- a) The Council must call a General Meeting of Members:
  - i. Annually (the AGM)
  - ii. If The Council considers it necessary to change the Constitution
  - iii. If The Council receives a written request from not less than 10 fully paid up Members of The Association or at the discretion of The Council
  - iv. To wind up The Association
- b) Notice of not less than twenty-one days shall be given to Members of any General Meeting.
- c) Notice of meetings or of any other important business of the Association shall be deemed to have been given if sent to the address or email address last given by the Member to The Association.
- d) The quorum at General Meetings of The Association shall be either 20 paid up Members present in person or 20% of The Association membership, whichever is the lesser.
- e) Every ordinary paid up Member present in person shall be entitled to one vote. Associate Members will not be eligible to vote. Every resolution submitted to a General Meeting shall be determined in the first instance

by a show of hands, but a secret ballot may be demanded by 15 Members present.

- f) Requirements of the AGM are:
- i. The AGM shall be held in Guernsey each year, at such time, not being more than fifteen months after the holding of the preceding AGM, and place as the Chairperson shall determine
  - ii. The Chairperson's Report and the Financial Statement made up to 31<sup>st</sup> May shall be presented to the AGM
  - iii. An independent reviewer to verify the Financial Statements who shall not necessarily be a Member of The Association (but who must not be currently serving on or be connected to those on the Council) shall be appointed at the AGM
  - iv. Honorary Officers and Council Members shall be elected at the AGM
  - v. Any other ordinary business of which not less than seven clear days' notice in writing shall have been given to the Secretary by the Member raising same

THE COUNCIL 8

- a) The Members of Council shall consist of the following Honorary Officers:
- i. Chairperson
  - ii. Vice-Chairperson
- and such other ordinary Members proposed by the Chairperson or properly nominated and also duly elected provided that all such Members of the Council shall be fully paid up Members of The Association.
- b) Immediately following the AGM the Council shall appoint a Treasurer, a Secretary and any other Officer who may be ex-officio Members of the Council, and hold office until the close of the next AGM. The Council shall also have the power to fill any casual vacancy for either of these two posts.
- c) There is no restriction on the length of service an Officer or Member may stand on Council but they must be subject to re-election annually.
- d) Any Member may stand for election as a Council Member.
- e) Council Members and Officers shall not receive any remuneration or property from the Association except to refund reasonable out of pocket expenses. However, Council Members who are co-opted for a specific occupation or task can be remunerated if the Council so resolves.
- f) If a Council Member has a conflict of interest on a matter being discussed they must declare it and leave the meeting whilst the matter is being discussed or decided.
- g) The Council may make reasonable additional rules to help run the Association. These rules must not conflict with this Constitution or the Law. In particular the Council may appoint sub-committees on such terms as it thinks fit to deal with specific matters. Such sub-committees must report to the Council.
- h) The Council shall have the power to co-opt additional Members to the Council or any sub-committee and such additional members need not be Members of the Association.
- i) Casual vacancies may be filled by the Council until the next AGM.
- j) The proceedings of any committee or any sub-committee shall not be invalidated by any failure to appoint or any defect in the appointment,

election or qualification of any Member.

- k) Members in General Meeting may vote to dismiss a Council Member for any reason before the Council Member's term of office expires.
- l) The majority of The Council must be residents in the Bailiwick.
- m) The quorum at meetings of the Council or any sub-committee shall be not less than half the number of elected or invited members of the Council or sub-committee or such other number as The Association may from time to time determine. For the avoidance of doubt, the elected and invited members of the Council includes the Honorary Officers, being the Chairperson and Vice Chairperson, the ordinary members elected at the AGM only, and includes the Treasurer, Secretary, co-opted members to the Council or sub-committee and ex-officio members of the Council.
- n) In the case of an equality of votes at any deliberation of the Council or any sub-committee the Chairperson for the time being shall have a second or casting vote.

DUTIES AND  
POWERS OF  
THE COUNCIL

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- a) The Council shall take every means to secure the observance of The Association's Constitution.
- b) The Council shall administer the affairs of the Association and deal with matters affecting the interests of the Members generally and shall take all steps it may think necessary or desirable for dealing with any circumstances that may arise or for the protection or furtherance of the interests of The Association or its Members.
- c) The Council shall be the sole authority to interpret the Constitution of The Association and shall determine anything that may be necessary whereon the Constitution is silent.
- d) It is a requirement for Council Members to be persons of integrity and probity who have suitable and appropriate skills and experience for the duties they are undertaking in the service of The Association.
- e) Council Members must act in good faith at all times with a general duty of care.
- f) The Council shall take every means to ensure the administration of assets of The Association are carried out lawfully and with the intention of achieving the purposes of The Association.
- g) Council Members have a duty to act only in accordance within the powers afforded by The Constitution.
- h) The Council has a duty to review the activities of The Association as well as its own performance from time to time to ensure that The Association continues to achieve its purpose, mission and objectives (as set out above) effectively, to fulfil its other obligations under its constitution and to discharge any legal obligations to which it is subject.
- i) The Council has a duty to take all reasonable measures with the objective of ensuring that the financial position of the Association is satisfactory and prudent for the purposes of The Association's mission or objectives.
- j) Meetings of the Council shall be held at such times as may, in the opinion of the Chairperson, or the Council or any four of its Members, be deemed necessary.
- k) The minutes of the proceedings at meetings of the Council shall be kept by the Secretary.
- l) The minutes of the previous meeting shall be approved and confirmed by two Council Members.

- m) If the Chairperson and Vice-Chairperson are not in attendance the Council Members present at that meeting shall elect one of their number to take the Chair.
- n) The Council shall have the power to raise and/or accept monies by means of subscriptions, donations or by any other means that the Council shall deem appropriate.
- o) The Council of The Association shall have the power to invest monies so raised in such manner as it shall deem appropriate.
- p) The funds and any other property of the Association howsoever derived shall be applied exclusively towards the promotion of the objects of the Association as set forth in this Constitution and no payments whatsoever shall be made either directly or indirectly by way of dividend, bonus or profit to any Member of the Association provided always that nothing herein shall prevent the payment of reasonable and proper out-of-pocket expenses properly incurred by any Member of the Association or other person in the furtherance of the Objects of the Association.
- q) The Association shall have the power to appoint the Chairperson or any other Officer for the time being in office, as custodian trustees to hold any property real or personal in trust for the Association.

DUTIES OF THE HONORARY CHAIRPERSON 10

- a) The Chairperson shall chair the meetings of the Council.
- b) The Chairperson shall act as the figurehead for The Association, representing it at functions and meetings and in communication with the media.
- c) The Chairperson shall also take the lead to ensure that The Council decisions are implemented.
- d) The Chairperson shall also take urgent action when there is no time to call a Council meeting, such action to be ratified at the next meeting of the Council Members.

DUTIES OF THE HONORARY SECRETARY 11

- a) The Secretary shall keep a correct record of all business done at any meeting and shall present or cause to be presented the minutes of a meeting at the next such meeting.
- b) The Secretary shall be responsible for keeping an up to date register of all Association Members.

DUTIES OF THE HONORARY TREASURER 12

- a) The Treasurer shall be primarily responsible for stewardship of The Association's finances which are held securely and safely and in accordance with appropriate accounting disciplines (e.g. reconciliation of bank accounts).
- b) The Treasurer shall maintain the Association's books of account and advise and regularly update the Council about financial matters and, in particular, on their financial responsibilities.
- c) The Treasurer shall present or cause to be presented an annual Financial Statement made up to 31<sup>st</sup> May prior to the AGM and which shall be independently reviewed.
- d) The Financial Statement shall be available for inspection by any member of the Association who requests to see it within 28 days. The request for inspection must be made in writing to the Treasurer.

ALTERATIONS TO CONSTITUTION	13	Alterations to the Constitution shall require the assent of 55% of the Members present in person at the General Meeting.
ASSOCIATION RULES	14	The Association shall have the power to make such rules governing the rights and privileges of Association Members, the raising of funds, the election of officers, procedures at Meetings and any other matter that the Association may think appropriate.
DISSOLUTION	15	The Association may at any time be dissolved by Resolution passed by a three-quarters majority of those present and voting at an Extraordinary General Meeting of the Association of which at least fourteen clear days' notice shall have been sent to all Members of the Association. Such Resolution may give instructions for the disposal of any assets held by or in the name of or in trust for the Association, provided that if any property remains after the satisfaction of all debts and liabilities, it shall not be paid to or distributed among the Members of the Association but shall be given or transferred to such charities as the Council may determine.