

# **Constitution of the Channel Islands Racing and Hunt Club**

## **1. Name**

The name of the association (hereinafter called the "**Club**") shall be the Channel Islands Racing and Hunt Club.

## **2. Incorporation**

- (i) The Club shall be an incorporated association under Article 4 of the *Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations*, as amended from time to time (hereinafter called "**the 1862 Law**").
- (ii) The assets of the unincorporated association known as the Channel Islands Racing and Hunt Club shall become the assets of the Club upon incorporation under the 1862 Law.

## **3. Objects**

The Objects of the Club shall be:

- (i) to be the governing, administrative and regulatory authority for the sport and industry of horseracing in the Channel Islands and to govern, regulate and administer horseracing in the Channel Islands in every way in which the Club shall think necessary or desirable;
- (ii) to consider and consult with others in the Channel Islands and elsewhere on all questions affecting horseracing and any aspects thereof and to advise and communicate views and recommendations to others and in particular to any domestic or international statutory, regulatory or representative bodies having responsibility or jurisdiction for matters affecting horseracing in the Channel Islands or elsewhere;
- (iii) to be responsible for the regulatory matters in relation to the sport and industry of horseracing in the Channel Islands including taking all such steps regarding such regulatory matters as may be necessary or advisable:
  - (A) to seek to enhance public confidence in the integrity of the sport;
  - (B) to encourage policies and to take steps which improve the safety and welfare of participants;

- (C) to encourage policies and to take steps to improve the safety and welfare of horses; and
- (D) to encourage the improvement of industry standards;
- (iv) to make provisions for the regulation of horse racing matters known as "**The Rules of Racing**" as applicable from time to time and any instructions, regulations, standing orders, decisions, ruling or findings, penalties or orders of any nature made pursuant to them;
- (v) to make, print, publish, adopt and alter the Rules of Racing and other rules, regulations, advices, instructions (whether general or otherwise) and directions for the proper conduct and regulation of practice and procedure of horseracing, race meetings and racehorse training and to take all necessary steps for the communication and enforcement thereof;
- (vi) to be responsible for the licensing of racecourses in the Channel Islands;
- (vii) to be responsible for the licensing and/or registration of any persons including but not limited to racehorse owners, agents, trainers, and riders;
- (viii) to be responsible for disciplinary matters in relation to the governance, regulation and organisation of the sport and industry of horseracing in the Channel Islands including taking all such steps as may be deemed to be necessary or advisable for preventing infringement of the Rules of Racing or other rules, regulations, advices and directions as the Club may make from time to time or other improper methods or practices in the sport and industry of horseracing in the Channel Islands, and for protecting horseracing from abuse;
- (ix) to be responsible for the regulation of horseraces and race meetings in the Channel Islands;
- (x) to make regulations and/or orders regarding:
  - (A) medical arrangements for riders and other persons present at a racecourse in the Channel Islands; and

- (B) veterinary arrangements for racehorses on a race day in the Channel Islands;

which are to be implemented by the relevant racecourse;

- (xi) to make regulations and/or orders relating to medical or veterinary matters generally regarding the sport or industry of horseracing in the Channel Islands.
- (xii) to co-operate and communicate with persons in other parts of the world engaged in any aspect of horseracing and in particular its governance, regulation and organisation;
- (xiii) to promote improvements in the law and in any local rules, regulations, ordinances or practice affecting directly or indirectly horse racing in the Channel Islands;
- (xiv) to maintain a general stud book for equine thoroughbreds born or registered in the Channel Islands; and
- (xv) to maintain the Club for the benefit of its Members.

#### **4. Powers**

The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club. For the purpose of carrying out the Objects, the Club shall act in such a manner as is fit and proper for the Objects and will have all powers as may be needed to achieve and follow the Objects, including, but not limited to the following powers:

- (i) to incorporate subsidiary companies or other undertakings to be owned and used by the Club so as to address the needs, from time to time, and fulfil the Objects, of the Club;
- (ii) to employ, arrange for the employment of or authorise the employment of staff or otherwise pay for services within the Club or any of its subsidiaries;
- (iii) to provide sponsorship and support to any race club licensed by the Club;
- (iv) to recruit and seek the involvement, advice and counsel of such other agencies as may be necessary to fulfil the Objects;

- (v) to purchase, lease, exchange, hire or otherwise acquire any property movable or immovable and any rights or privileges necessary or convenient for the promotion of its Objects;
- (vi) to solicit, receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of any interest in money, rents and other property whatsoever movable or immovable subject or not to any specific trusts or conditions;
- (vii) to borrow and raise money in such manner and on such security (including hypothecs) as may be thought fit;
- (viii) to invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions and such consents as may for the time being be imposed or required by law;
- (ix) to transfer or make over (gratuitously, or à titre onéreux) any part of the property or assets of the Club not required for the Objects as set out in this Constitution to anybody having a charitable purpose as its object; and
- (x) to do such other lawful things as are incidental or conducive to the attainment of the Objects, or any of them, and in support of the due and lawful exercise of any of the powers contained herein.

## **5. General Meetings**

- (i) All meetings of the Club shall take place in the Bailiwicks of Jersey or Guernsey.
- (ii) Once in every calendar year there shall be an Annual General Meeting at which general business of the Club may be transacted.
- (iii) General Meetings shall be convened upon written notice sent to all Members by means of electronic communication or by other means no less than twenty one clear days prior to the date of the meeting, specifying the date, time and place of the meeting and attaching the meeting agenda and related materials. A document which is given or sent in such manner shall be deemed to be received by any Member attending the meeting in person.
- (iv) Any Member may call for a General Meeting of the Club upon a request in writing to the President or Secretary duly signed by no fewer than

six Members; such a General Meeting of the Authority to be held within twenty one days of service of the request.

- (v) The quorum for the transaction of business at a General Meeting shall be no fewer than six. In the event a quorum is not present the meeting may be adjourned to a time and place agreed by those present and duly notified to the Members.
- (vi) At every meeting of the Club the President, or in his/her absence another Officer, will take the Chair and in the event of any vote taken at the meeting being tied the Chair may exercise a second, deciding, vote.

## **6. Executive Committee**

- (i) The affairs of the Club shall be managed by an executive body (herein referred to as the "**Executive Committee**") which shall consist of at least three but no more than five Members elected in accordance with the Club Rules.
- (ii) The members of the Executive Committee and the Secretary of the Club shall be designated as Officers of the Club.
- (iii) The first Executive Committee and Secretary of the Club at the date of registration of this Constitution shall be those persons currently elected as Stewards and appointed as the secretary of the unincorporated association known as the Channel Islands Racing and Hunt Club (as named in the Schedule hereto) who shall serve in office until the first annual general meeting of the Club.
- (iv) The Executive Committee shall elect one of its Officers to be the President of the Club (referred to in this Constitution and the Club Rules as the "**President**"). Any Officer elected as President shall also chair the Executive Committee for the duration of his/her term of office as President in accordance with the Club Rules.
- (v) The Members should endeavour, so far as is reasonably practical, that there is at least one Officer who is resident in Jersey and at least one Officer who is resident in Guernsey.
- (vi) The Executive Committee shall appoint a Secretary who will be the Secretary of the Club (referred to in this Constitution and the Club Rules as the "**Secretary**") and who will take and keep an accurate record of all meetings of the Club. The Secretary must be a resident of Jersey.

- (vii) The Executive Committee shall appoint a Treasurer who will keep an accurate record of all financial transactions and shall be responsible for presenting the Club's financial accounts at the Annual General Meeting.
- (viii) The accounts of the Club and its subsidiary companies or undertakings (if any) shall be examined annually by professional accountants appointed by the Executive Committee. They shall prepare financial statements to the end of the financial year (such financial year end date being determined by the Executive Committee from time to time) and issue a limited assurance report in accordance with professional accountancy standards as prevail from time to time.
- (ix) The Executive Committee or the Club (the latter by Ordinary Resolution of Members at a General Meeting) may from time to time determine that the accounts of the Club and/or its subsidiary companies or undertakings shall be audited by the accountants or such other firm of accountants as shall be determined.
- (x) The accountants shall have the power to act as auditors in the event of sub-paragraph (ix) being invoked.
- (xi) The Executive Committee may appoint committees and directors (or equivalent) to any subsidiary company or undertaking to assist in the discharge of its responsibilities and to fulfil the Objects.
- (xii) The quorum for transaction of business by the Executive Committee shall be as set out in the Club Rules.
- (xiii) The President or, failing whom, the Secretary shall represent the Club before the Royal Court of Jersey and elsewhere in all matters both real and personal.

## **7. The Channel Islands Horseracing Authority**

- (i) The Executive Committee shall form a committee or cause the Club to incorporate a body corporate to act as the Channel Islands Horseracing Authority (hereinafter referred to as the "**CIHA**").
- (ii) The CIHA shall carry out Objects (i) to (xiv) inclusive of the Objects of the Club for and on behalf of the Club.

- (iii) The form and constitution of the CIHA shall be at the discretion of the Executive Committee in office from time to time subject to the laws of Jersey (if any) applying to such form or constitution.

## **8. Membership**

- (i) The first members of the Club shall be those persons who are at the present time members of the unincorporated association known as the Channel Islands Racing and Hunt Club.
- (ii) There shall be no maximum number of Members of the Club.
- (iii) Candidates for membership will be expected to have a sound general knowledge of horseracing and, in particular, the Constitution of the Club and the Rules of Racing.
- (iv) Candidates for membership must be proposed by a Member who shall be required to submit a written proposal signed by no fewer than two additional Members.
- (v) Proposals for new Members will only be considered at Annual General Meetings.
- (vi) No proposal for membership may be considered unless there are eight Members or more present. The candidate may not attend. The Member proposing a candidate may speak in favour of his/her election and the proposal may be endorsed by any of the additional signatories. Any person opposing the nomination may also speak.
- (vii) The candidate must obtain the majority required for a Special Resolution to be admitted as a Member.
- (viii) Members may decide in General Meeting that they shall pay an annual subscription, the quantum of which is to be determined from time to time on a recommendation by the Executive Committee and approved by Ordinary Resolution at a General Meeting. Any Member who fails to pay their subscription when due shall have their Membership rights under this Constitution and the Club Rules suspended. If the Member shall still not have paid his/her subscription by the time of the next Annual General Meeting then their membership will automatically cease.
- (ix) Any Member may resign their membership at any time by written notice to the President.

- (x) The Members may set down further rules of procedure for General Meetings in the Club Rules.
- (xi) If the conduct of any Member has been such as to diminish the standing of the Club in the eyes of a reasonable person then he/she may be expelled from the Club by the Members in General Meeting acting by a majority of not less than that required to pass a Special Resolution.

## **9. Dissolution**

- (i) The Club may by Special Resolution passed by those present and voting at a duly convened General Meeting of the Club resolve that the Club shall be dissolved.
- (ii) Any such dissolution shall be subject to strict compliance with Article 10 of the 1862 Law. In the event of dissolution of the Club, the remaining funds and assets shall be applied according to the decisions of the Executive Committee, subject to the approval of the Royal Court pursuant to an application in accordance with Article 10 of the 1862 Law.

## **10. Alteration to the Constitution**

- (i) In the event of any matter or question arising which is not covered wholly or in part by this Constitution or the Club Rules for the time being in force then, subject to the supervisory jurisdiction of the Royal Court under Article 9 of the 1862 Law, the Executive Committee shall be deemed to have full power to deal with the problem as it shall think expedient in the interests of the Club until the next General Meeting, when any necessary alteration or amendment shall be made.
- (ii) This Constitution may be altered by Special Resolution provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every Member of the Club not less than twenty one clear days prior to the date of the meeting at which it is to be considered with it being noted that no changes to this Constitution may come into force and effect until approval has been obtained from the Royal Court in accordance with Article 4 or Article 10, as the case may be, of the 1862 Law.

## **11. Resolutions**

Matters may, and will ordinarily, be addressed at any General Meeting of the Club by the passing of a resolution. An Ordinary Resolution is a



resolution passed by simple majority of those present and voting at a duly called General meeting of the Club. A Special Resolution is a resolution passed by at least two thirds of those present and voting at a duly convened General Meeting of the Club.

## **12. Club Rules**

- (i) In order to assist in the administration of the Club's affairs, the Club shall, by Special Resolution, adopt Club Rules which shall include, but not be limited to matters specifically addressed in the terms of this Constitution.
- (ii) The first Club Rules under this Constitution shall be put in place within 4 weeks of this Constitution being registered before the Royal Court, failing which an application will be brought before the Royal Court under the 1862 Law within 4 weeks of the expiry of that time period either to amend this Constitution or otherwise to address the absence of any Club Rules.
- (iii) Any subsequent amendment to the Club Rules shall not have any force or effect unless passed by Special Resolution at a duly convened General meeting of the Club.
- (iv) A copy of the Club Rules shall be available for inspection by a Member at any time by request to the President. No provision of the Club Rules shall in any way derogate from or be inconsistent with the terms of this Constitution and in the event of any doubt or inconsistency then the terms and interpretation of this Constitution shall at all times prevail.

## **13. Seal**

- (i) The Club may authenticate its acts by the use of a Common Seal. The Common Seal shall only be used by the authority of the Executive Committee.
- (ii) The Executive Committee may determine who shall sign any instrument to which the Common Seal is affixed and unless otherwise so determined it shall be signed by two members of the Executive Committee or by one member of the Executive Committee and the Secretary.

## **Schedule**

### **First Executive Committee of the Club**

Simon Vivian (Jersey)

Peter Edwards (Jersey)

Michael Shenkin (Jersey)

Mark Torode (Guernsey)

### **First Secretary of the Club**

Jonathan Perrée (Jersey)