

RULES AND ORDERS

OF THE

JERSEY RACE CLUB

1. **NAME**

The name of the Club shall be "The Jersey Race Club" (the "Club").

2. The Club has been incorporated under the Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations as amended from time to time ("1982 Law")

3. **OBJECTS**

The objects of the Club shall be:-

- (a) To organise and administer the sport of horse racing in Jersey, under the rules of the Channel Islands Horseracing Authority;
- (b) To promote the sport of horse racing as an attractive spectator sport and as an important worthwhile feature of Island life;
- (c) To maintain the Club for the benefit of its members.

4. **POWERS**

For the purpose of carrying out the above 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 restricted to the following powers:

- (a) To employ, arrange for the employment of or authorize the employment of staff or otherwise within the Club;
- (b) To do all matters and things connected with or ancillary to the successful and proper running and existence of the Club;
- (c) To recruit and seek the involvement, advice and counsel of such other agencies as may be necessary to fulfil the objects of the Club;

- (d) 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;
- (e) To maintain support of the Club by accepting subscriptions, payments, sponsorship, donations (whether of immovables or movables), devices and bequests for all or any of the objects of the Club;
- (f) To take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club by means of sponsorships, subscriptions or otherwise;
- (g) To print and publish, or procure to be printed and published, or to circulate or procure to be circulated any newspapers, periodicals, magazines, books, pamphlets, or other documents deemed desirable for the promotion of any of the objects of the Club;
- (h) To subscribe to, become a member of, or co-operate with any other organisation, institution, society or body whether formed or established for profit or not and whether incorporated or not and whether in the Jersey or elsewhere whose objects are wholly or in part similar to those of the Club;
- (i) To borrow and raise money in such manner and on such security (including hypothecs) as may be thought fit;
- (j) 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;

Provided that the income and property of the Club shall be applied solely towards the promotion of the objects of the Club 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 members of the Club; and

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club in return for services actually rendered;

- (k) 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. **OFFICIALS**

The Officials of the Club, who may hold office for three years, and may be eligible for further terms of office, shall be:

- (a) The President, elected by the Annual General Meeting;
- (b) The Clerk of the Course, appointed by the Committee;
- (c) The Secretary, appointed by the Committee;
- (d) any person who is appointed by the committee to the office of Vice-President, [Assistant Clerk of the Course] or Assistant Secretary.

6. **COMMITTEE**

- (a) All powers of management shall be vested in the Committee, which shall comprise:-
 - i. The President;
 - ii. The Vice-President or Vice-Presidents, if any, as may be appointed by the Committee from time to time;
 - iii. the Clerk of the Course;
 - iv. the Secretary;
 - v. the Assistant Clerk of the Course and Assistant Secretary, if appointed; and
 - vi. nine additional members – three to be elected by the Annual General Meeting each year to serve for three years after which they shall be eligible for re-election.
- (b) The Committee shall have the power to appoint and remove from office:-
 - i. any Vice-President;
 - ii. Clerk of the Course;

- iii. Assistant Clerk of the Course;
 - iv. Secretary; or
 - v. Assistant Secretary.
- (c) The Committee shall be empowered to fill any casual vacancy in its number until the next ensuing Annual General Meeting. The Committee shall be empowered to co-opt members of the Club to form part of such Sub Committees as Committee deems necessary.
- (d) Committee may delegate any of its powers to sub-committees consisting of such members of the Club as it thinks fit. Any such sub-committees so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on them by the Committee.
- (e) No business shall be transacted at any Committee Meeting unless there is present a quorum of five Committee members, or such greater number as the Committee may itself fix from time to time.
- (f) Subject to regulation (e) above, the Committee may regulate their proceedings as they think fit. Questions arising at a Committee meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- (g) The Committee shall be empowered to:
- i. fix and receive subscriptions, fees, loans, donations, endowments, grants, race meeting admission fees and any other charges or levies necessary or ancillary to the Objects of the Club;
 - ii. subject to these Rules, to invest, spend or otherwise deal with the same as the Committee, in its absolute discretion, may decide.

7. **REMOVAL OF OFFICER**

Any Officer of the Club shall cease to be an Officer:-

- (a) If the Officer shall fail to attend three consecutive meetings of the Executive Committee except by leave of the Chairman or Vice-Chairman; or
- (b) If by notice in writing addressed to the Secretary the Officer resigns his office; or

- (c) If the Committee by a majority of two-thirds of such of the Executive Committee members as shall be present at a Meeting duly convened for the purpose shall resolve that an Officer be removed; or
- (d) If the Officer is guilty of misconduct or is incapable by reason of mental or physical disability of performing his duties or becomes "non sui juris" or has appointed an attorney without whom he may not act in matters real or personal or suffers his goods to be declared "en desastre" or commits any act of bankruptcy or an act indicative of insolvency or makes any arrangement or composition with his creditors or suffers any distress or execution to be levied on his goods.

8. **MEMBERSHIP**

Membership of the Club shall consist of those persons whose names have been enrolled as members under and in accordance with the Club Rules and have not subsequently been removed from the Register of Members in accordance with the Club Rules. The privileges of membership shall not be transferable or transmissible and shall cease on death and all other membership matters shall be dealt with in accordance with the Club Rules.

- (a) Applications for membership of the Club shall be made annually by a person to the Secretary in writing or by electronic (save for those members of the Club who have been enrolled under exceptional circumstances, such as lifetime members, and such others as the Committee may agree from time to time) means stating name and address and accompanied by such subscriptions and on such terms as shall be determined by the Committee from time to time.
- (b)
 - (i) The Committee may authorise the Secretary to accept a joint application by two, but not more than two, individuals for membership of the Club.
 - (ii) Each such joint membership shall have one vote only at any General Meeting of the Club.
- (c)
 - (i) The Committee may authorise the Secretary to accept applications for membership from any body corporate, partnership, trustees of a trust or other unincorporated association.
 - (ii) Such organisations shall be deemed to be 'a person' for the purposes of these Rules.

- (iii) Each such organisation shall have one vote only at any General Meeting of the Club regardless of the number of annual admission badges subscribed for.
- (d) A person who has been declared a disqualified person by any recognised Turf Authority shall not be eligible for Membership whilst serving a period of disqualification.
- (e) Applicants for membership shall have attained the age of 16 years.
- (f) A member may only vote:
 - (i) at the Annual General Meeting if that persons subscription shall have been paid prior to the preceding first day of May;
 - (ii) at any Extraordinary General Meeting if that persons subscription shall have been paid prior to the date of the notice convening such meeting.
- (g) The Secretary shall keep a list of Members.
- (h) The Committee may authorise other forms of memberships as it may determine from time to times in its own discretion.

9. **FINANCE**

- (a) The Club's financial year shall end on the 30th day of September in each year. Unless varied by a resolution of the members by vote in person, or by proxy at an Annual General Meeting on 30th September each year.
- (b) The Committee shall cause proper books of account to be kept with respect to:-
 - i. all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - ii. all sales and purchases of goods by the Club; and
 - iii. the assets, credits and liabilities of the Club.
- (c) Proper books shall be kept to give a true and fair view of the affairs of the Club and to explain the transactions.

- (d) All payments of money to be made on behalf of the Club shall be applied towards the objects of the Club as set out in its Rules and shall be approved in accordance with the authorities approved by resolution of the Committee.
- (e) The Committee shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Club.
- (f) The accounts of the Club and shall be examined annually by professional accountants appointed by the Committee. They shall prepare financial statements to the end of the financial year and issue a limited assurance report in accordance with professional accountancy standards as prevail from time to time.
- (g) The Committee or the Club (the latter by resolution of Members at a general meeting) may from time to time determine that the accounts of the Club shall be audited by the accountants or such other firm of accountants as shall be determined.
- (h) The accountants shall have the power to act as auditors in the event of sub-paragraph (g) being invoked.

10. **AUDIT**

- (a) The accounts relating to the Club's affairs shall be audited only if the provisions in sub-paragraph 6 (g) above have been invoked. In such event the auditor shall be such firm or persons as are appointed by the Members of the Club at the Annual General Meeting and the following provisions shall apply.
- (b) The accounts relating to the Club shall be audited by such persons as are appointed by the Members of the Club at the Annual General Meeting.
- (c) The Auditor appointed under sub-clause (a) hereof shall make a report to the Members of the accounts examined by him, and on every balance sheet and profit and loss account laid before the Members of the Club in General Meeting during his tenure of office.
- (d) The report shall state whether in the Auditor's opinion the Club's balance sheet and profit and loss account have been properly prepared and whether in his opinion a true and fair view is given:-
 - i. In the case of the balance sheet, of the state of the Club's affairs as at the end of its financial year.

- ii. In the case of the profit and loss account, of the Club's profit and loss for its financial year.
- (e) It shall be the duty of the Auditor, in preparing his report, to carry out such investigations as will enable him to form an opinion as to the following matters:-
 - i. Whether proper books of account have been kept by the Club.
 - ii. Whether the Club's balance sheet and profit and loss account are in agreement with the books of account and returns.
- (f) If the Auditor is of the opinion that proper books of account have not been kept by the Club or if the balance sheet and profit and loss account are not in agreement with the books of account and returns, the Auditor shall state that fact in his report.
- (g) The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Club, and shall be entitled to require from the Executive Committee such information and explanations as he If the Auditor fails to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.
- (h) The Auditor shall be entitled to attend any General Meeting of the Club and to receive all notices of, and other communications relating to, any General Meeting which any member of the Club is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the Meeting which concerns him as Auditor.
- (i) thinks necessary for the performance of the duties of the Auditor.

11. **ANNUAL GENERAL MEETING (A.G.M.)**

- (a) The A.G.M. shall be held not later than the 31st day of December. Not less than 21 days (inclusive of the day of posting and the day of the Meeting) prior notice of the Meeting shall be given by post, facsimile or e-mail to all current Members.
- (b) The ordinary business of the A.G.M. shall consist of:-
 - i. approval of the Minutes of the previous General Meeting;
 - ii. approval of the Club's financial statements for the preceding year;

- iii. election of the President; and
 - iv. the election of three members of Committee, subject to the provisions of Rule 6(a).
- (c) All other business shall be deemed to be Special Business and the A.G.M. shall not proceed to deal with any such Special Business unless the Secretary shall have received, not less than 14 days beforehand, notice thereof signed by not less than two Members of the Club.
- (d) Nominations for the position of President and the three members of Committee shall be duly proposed and seconded by members of the Club entitled to vote, and made in writing to the Secretary not less than 14 days prior to the A.G.M.
- (e) No business shall be conducted at an A.G.M. or an Extraordinary General Meeting unless there shall be present at the time that the meeting proceeds to business not less than 10 members of the Club duly entitled to vote. In the event that there is an insufficiency of such members present, the meeting shall stand adjourned to the same day in the next week at the same place or at such other time and place as the President shall determine and if at the adjourned Meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members of the Club then present shall form a quorum.
- (f) The President of the club shall be the Chairman of all General Meetings, or if there be no such President, or if he/she shall not be present within 15 minutes of the time appointed for the holding of the General Meeting, those members of the Committee present shall nominate a Vice-President or in the absence of a Vice-President, one of their number to be the Chairman.
- i. A motion put to the vote of a meeting shall be decided on a show of hands and, save for a resolution under Rule 12 hereof, shall be carried by a majority of the members eligible to vote and whether present in person or by proxy.
 - ii. In the event of any equality of votes, the Chairman shall have a casting vote.
 - iii. Proxies shall be in writing and must be lodged with the Secretary not less than 24 hours prior to the date of the Meeting.

12. **EXTRAORDINARY GENERAL MEETING**

- (a) An E.G.M. shall be called by the Secretary in the following cases:
- i. upon the direction of the Committee; or

- ii. on a written request, signed by not less than 12 members.
- (b) Such E.G.M. shall be held within 28 days of the date of the receipt of the request by the Secretary, all members of the Club having been given not less than 14 days' notice thereof, in writing, by post (inclusive of the day of posting and the day of the E.G.M.) facsimile or e-mail.

13. **REPRESENTATION**

- (a) For the purposes of the second paragraph of Article 5 of Lois (1862) sur les teneures en fidéicommiss et l'incorporation d'associations, as amended the officer who shall represent the Club shall be any one of:
 - i. the President;
 - ii. a Vice-President;
 - iii. the Secretary.
- (b) The officer representing the Club in the Royal Court and any other Tribunal for the purpose of any transaction in immovable property or for the purpose of borrowing monies secured against immovable property shall be authorised to do so by a resolution of the Club in general meeting.
- (c) The officer representing the Club before all Courts of Law and other Tribunals in respect of all legal or judicial or administrative matters and all transactions other than those mentioned in paragraph (b) hereto shall be authorised to do so by the Committee.

14. **INDEMNITY**

Every official, employee, Committee member and sub-committee member of the Club shall be indemnified by the Club out of its funds against all costs, charges, expenses, losses and liabilities incurred by him/her in the conduct of the Club's affairs or in the discharge of his/her duties done in good faith unless the same shall happen through his/her own wilful misconduct or dishonesty.

15. **DISSOLUTION**

Subject to the approval of the Royal Court pursuant to the provisions of Article 10 of the Lois (1862) sur les teneures en fidéicommiss et l'incorporation d'associations as amended:

- (a) A resolution for the dissolution of the Club shall be approved at an E.G.M. of the Club convened in accordance with Rule 9 hereof and shall be decided by a majority of two-thirds of the members of the Club eligible to vote and present in person or by proxy. Proxies shall be in writing and lodged with the Secretary not less than 24 hours prior to the meeting.
- (b) Such resolution before it shall be effective shall be confirmed by a simple majority of the votes cast at a subsequent E.G.M. convened in accordance with Rule 9 hereof and held not less than one month or more than two months after the preceding E.G.M.
- (c) In the event that there are following such a dissolution of the Club, surplus assets, then such assets, unless the members of the Club shall have resolved otherwise at an E.G.M. by a majority of three quarters of the members of the Club eligible to vote and present in person or by proxy, shall be distributed to the Stewards for the time being of the Channel Islands Racing and Hunt Club to deal with as they, in their unfettered discretion, shall think fit.

A copy of these Rules, and of any amendment or alterations, shall be displayed in the Clubhouse and on the Club's website, and a copy made available to any member on application to the Hon. Secretary or Club Manager. The rules shall be binding on every member of the Club and every Membership Card shall be issued and accepted subject to the same.

The Committee shall have the power to reprimand, suspend or expel any Member whose conduct whether within or without the Club premises shall in their opinion render him or her unfit for membership.

Dated: November 2022