The Guernsey Deanery Board of Finance

Limited by Guarantee

GOVERNING DOCUMENT

Made by the Board,
and came into force, on the
13th December 2022

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NAME and LEGAL STATUS

The Deanery Guernsey Board of Finance LBG is a private company limited by guarantee and incorporated in Guernsey.

It was incorporated on the 7th December 2018.

It is a relevant entity established, administered and controlled in Guernsey in conformity with section 8 of The Charities etc. (Guernsey and Alderney) Ordinance, 2021 ("the 2021 Ordinance").

In carrying out its purpose the Company provides benefit for a section of the public in the Bailiwick of Guernsey in conformity with section 9 of the 2021 Ordinance.

PURPOSE

The primary purposes of the Company are:

- the advancement of religion;
- the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage;
- other purposes that may reasonably be regarded as analogous to the purposes listed above;

in conformity with Schedule 4 to the 2021 Ordinance.

RULES RE CONSTITUTION

This Governing Document is to be read in conjunction with the Memorandum and Articles of Incorporation of the Company registered on the 7th December, 2018 ("the Memorandum and Articles").

This document may be amended, or revoked and replaced, by resolution of the board of the Company.

RELATIONSHIP WITH OTHER ORGANISATIONS

The Diocese of Salisbury

By virtue of the Channel Islands Measure, 2020 and by Order of His Most Excellent Majesty in Council of the 9th November 2022 entitled The Channel Islands (Attachment of the Bailiwick of Guernsey to the Diocese of Salisbury) Order 2022, which Order was registered in the Royal Court of Guernsey on the 15th November 2022, the Bailiwick of Guernsey was attached to the Diocese of Salisbury and the episcopal jurisdiction in the Bailiwick was transferred to the Lord Bishop of Salisbury.

The Company has entered into a Memorandum of Understanding dated the 31st January 2021 ("the Initial Agreement") with the Salisbury Diocesan Board of Finance which sets out the financial and administrative context of the relationship between the Deanery and the Diocese of Salisbury.

The Memorandum of Understanding is subject to review three years from the date of the Initial Agreement.

The States of Guernsey Committee *for* Home Affairs

The Company has entered into a Service Level Agreement with the States of Guernsey Committee *for* Home Affairs dated the 2nd September 2019 with regard to the provision of a Prison Chaplaincy Coordinator. The Agreement is automatically renewed annually on the 1st March, subject to the right of either party to terminate the Agreement by providing not less than two months' notice in writing.

Elizabeth College

The Company has entered into an Agreement with Elizabeth College dated the 17th November 2021 with regard to the provision of a Chaplain for the College. The Agreement may be terminated by either party providing not less than six months' notice in writing.

Ecclesiastical Court of the Bailiwick of Guernsey

By virtue of an Agreement made between the Very Reverend the Dean of Guernsey and the States of Guernsey dated the 6th December 2021, an annual management fee is payable to the Company for the provision by the Dean of services in relation to probate jurisdiction. The fee is subject to triennial review.

DISSOLUTION

Article 18 of the Memorandum and Articles makes provision for the winding up of the Company.

ADMINISTRATION OF ASSETS

The Directors shall administer the assets of the Company.

The Directors shall invest all monies at their discretion and they shall not be responsible for any involuntary loss or depreciation in value. The Directors may seek advice from third parties with regard to the investment of monies held by them.

THE MEMBERS

The Members shall be, ex officio:

- The Very Reverend the Dean of Guernsey
  (appointed by Royal Warrant *****)
- The two Vice-Deans
  (appointed by the Dean *****)
- The Deanery Lay Chair
  (elected triennially by the House of Laity of the Guernsey Deanery Synod)
- The Deanery Finance Officer
  (elected triennially by the Guernsey Deanery Synod)
- The Deanery Treasurer
  (elected triennially by the Guernsey Deanery Synod)
- The Deanery Secretary
  (elected triennially by the Guernsey Deanery Synod)

***** The tenure of office of the clergy is subject to the Ecclesiastical Offices (Age Limit) Measure 1975 as applied by the Ecclesiastical Offices (Age Limit) (Channel Islands) Order 2000.

THE BOARD OF DIRECTORS ("the Board")

The Directors of the Company are appointed by the members and together comprise the Board of Directors.

CRIMINAL OFFENCES
AND OTHER DISQUALIFYING CIRCUMSTANCES

1. A person who:
   - has been convicted of offences involving deception, dishonesty, bribery, money-laundering or terrorism;

   or who
   - is bankrupt or en désastre;

   or who
   - has been disqualified by a court or lawful authority, whether in Guernsey or elsewhere, from being a company director or charity director or trustee

   is disqualified from being a member or holding the office of Director of the Company.

2. A person who, after becoming a member or being appointed as a Director, is convicted of an offence, or disqualified, as set out in paragraph 1, shall upon conviction or disqualification, as the case may be, cease to be a Member or hold office as a Director of the Company.

3. A person who is convicted of any offence not specified in paragraph 1 but which is considered by the Board to be incompatible with membership or the office of director, shall upon conviction, cease to be a member or hold office as a Director of the Company.

4. Where a person is eligible to be a director of a charity because he or she is the subject of a disapplication order granted under Section 15 (3) or 15 (4) of The Charities, etc. (Guernsey and Alderney) Ordinance, 2021, the Board may, at its discretion, permit that person to be a member and/or director.

[Explanatory Note. A disapplication order permits someone who has a criminal conviction or is disqualified as described above to be a member of the board of, or a manager in, a charity.]

ACCOUNTS AND FINANCIAL STATEMENTS

The Deanery Treasurer shall

- be responsible for keeping all accounts, receiving monies, and accounting for expenditure;
- maintain a record of investments made;
- present the accounts to the directors of the Company;
- shall be responsible for ensuring that the Directors meet their obligations regarding the receipt, handling and expenditure of money as required by Guernsey legislation relating to the registration and regulation of charities in Guernsey.

The accounts of the Company shall be subject to independent examination annually by qualified accountants appointed for the purpose by the Board. The said independently examined accounts shall be submitted to the Annual Business Meeting of the Guernsey Deanery Synod for information.

RULES RELATING TO MEETINGS OF THE BOARD

1. The Board shall meet at least once in each calendar year.

2. Meetings shall normally be held in person, save that in times of civil emergency, meetings may be held by means of video conferencing. A Director who would otherwise be prevented from attending in person by reason of illness or absence from the Island may participate, and if appropriate vote, by video conferencing.

3. The Deanery Finance Officer, or in that officer's absence, the Lay Chair shall preside at Board meetings; in the absence of both the Deanery Finance Officer and Lay Chair the members shall elect a person to chair the meeting.
4. The quorum required at each meeting shall be four persons.
5. The person chairing the meeting has an original vote but no casting vote. In the event of a tied vote the proposition shall be deemed to be lost.
6. Minutes shall be taken at each meeting. The said minutes shall be circulated prior to the subsequent meeting at which they shall be approved and signed by the person chairing the meeting.
7. The Company Secretary is appointed by the Board and will normally be the Assistant Deanery Secretary.
8. The Assistant Deanery Secretary and the Assistant Deanery Treasurer shall be entitled to attend meetings of the Board. These persons shall have a voice but no vote.
9. The Board, the Assistant Deanery Secretary and the Assistant Deanery Treasurer shall observe the Code of Conduct set out in the Schedule to this Document.

COMMENCEMENT, ETC.

This Governing Document of The Guernsey Deanery Board of Finance LBG was made by the Board, and came into force, on the 13th December 2022.

CODE OF CONDUCT

For the purposes of this Code, 'Board' and 'Directors' includes the Assistant Deanery Secretary and the Assistant Deanery Treasurer.

1. The person presiding at meetings of the Board shall determine the order in which items are discussed and may bring discussion to a close when the matter has been sufficiently considered. Directors shall respect the authority of the person presiding.

2. Directors shall not behave in a disorderly manner. The person presiding shall bring members to order.

3. Any document stated to be confidential or discussion declared as confidential by the person presiding shall not be shown to, or discussed with, any person who is not one of the Directors.

4. Directors have a responsibility to ensure that the resources of the Company are used prudently. Further, they must ensure that the policies and procedures relating to the care and management of resources, including money, and the control of data, are observed.

5. Directors have a responsibility to maintain the reputation of the Company for probity, reasonableness and accuracy of statement of facts.

6. Directors must act honestly in the discharge of their responsibilities and must declare any relevant conflict of interest in a matter under discussion. A relevant conflict includes family interests.