**The association of jersey charities**

(a members' association incorporated on 16 June 1995 under the provisions of the Loi (1862) sur les teneures en fidéicommis et l'incorporation d'associations)

(the "**Association**")

Minutes of a General Meeting of the Association held at Pomme d'Or Hotel, Liberation Square, St Helier, Jersey, JE1 3UF on 7 November 2018 at 6pm (the "**Meeting**")

A register was taken of 87 attendees representing 74 Members of the Association.

1. Chairperson OF THE MEETING

Liz Le Poidevin, the Chairperson of the Association, acted as Chairperson of the Meeting in accordance with the Constitution of the Association (the "**Constitution**").

1. NOTICE
   1. A copy of the following documents were produced to the Meeting:
      1. notice to Members of the Meeting dated 9 October 2018 (the "**Notice of Meeting**"), to which were attached various documents, including an explanatory note to Members setting out the reasons for and proposed steps to effect the restructuring of the Association ("**Members'** **Explanatory** **Note**");
      2. amended draft resolutions dated 2 November 2018 (the "**Amended** **Draft** **Resolutions**");
      3. further explanatory note to Members sent to Members with the Amended Draft Resolutions (the "**Further** **Explanatory** **Note**"), attached to which is a draft trust instrument by which a trust to be known as "The AJC Trust" is to be established (the "**Trust** **Instrument**"),

together the "**Documents**".

1. QUORUM

It was noted that a quorum was present at the Meeting as at least ten Members were present in person.

1. business of meeting
   1. The Chairperson explained that the purpose of the Meeting was as set out in the Notice of Meeting, namely for Members to consider approving the restructuring of the functions and activities of the Association and certain related matters, the details of which are set out in the Members' Explanatory Note and the Further Explanatory Note.
   2. The Chairperson noted that Members had received a presentation in connection with the matters to be dealt with at the Meeting from Advocate Siobhan Riley of Carey Olsen, the Association's legal advisers, prior to commencement of the Meeting and that Members had been given the opportunity to ask questions of Advocate Riley and the Committee of the Association in connection with such matters.
   3. The Chairperson informed Members that resolution 6 in the Amended Draft Resolutions, namely that "*[t]he Association shall nominate an individual from the membership body of the Association to act as the first enforcer of the AJC Trust*", had been withdrawn.
2. RESOLUTIONS
   1. It was resolved on a show of voting cards to pass the following resolutions as resolutions of the Association (all but one of the Members present voting in favour of the first resolution and the remaining resolutions all being passed as unanimous resolutions):
      1. The Restructuring (as defined in the Notice of Meeting) be approved in principle;
      2. The Association shall establish a trust to be known as "The AJC Trust" and transfer to it initial funds of £100;
      3. Liz Le Poidevin, Marie du Feu, Ivo Le Maistre-Smith and Simon Larbalestier, currently officers of the Committee of the Association, shall act as the first trustees of The AJC Trust and be authorised to enter into the Trust Instrument establishing The AJC Trust and execute the same, with such variations or amendment (if any) as any two officers of the Committee of the Association (each an "**Officer**") acting jointly in their absolute discretion shall approve, and where variations or amendments are made the approval of any Officer shall in each case be conclusively evidenced by his/her signing the Trust Instrument containing such variations or amendments;
      4. The Association shall be appointed as the first appointor in respect of The AJC Trust and accordingly shall carry out the rights and duties imposed on it under the Trust Instrument;
      5. The Association's role as appointor of the AJC Trust shall be conducted by a committee of members of the Association, such committee to be established following the amendment of the constitution of the Association pursuant to the Second Stage of the Restructuring (as defined in the Notice of Meeting);
      6. Any two Officers shall be authorised acting jointly to execute and deliver on behalf of the Association any other documents or instruments ("**Ancillary Documents**") which he/she/they consider in his/her/their sole and absolute discretion to be necessary or desirable in connection with the First Stage of the Restructuring (as defined in the Notice of Meeting), and to take such actions and steps and give such notices or instructions on behalf of the Association which he/she/they consider in his/her/their sole and absolute discretion to be necessary or desirable in connection with the Ancillary Documents or the First Stage of the Restructuring (together the "**Actions**") the fact that such Officer considers the same to be so necessary or desirable in each case being conclusively evidenced by his/her as the case may be signing the relevant Ancillary Documents, or taking the relevant Actions.
3. close of meeting

There being no further business the Meeting was closed.

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**Chairperson**