

Version: 28th November 2011

CONSTITUTION
OF
TERENURE SPORTS CLUB
(Formerly CYM Sports Club)

1. INTERPRETATION AND PRELIMINARY

In this Constitution:

- (a) the following words and expressions shall have the following meanings unless there is something in the subject matter or context inconsistent therewith:-

“AGM” means an annual general meeting of the members of the Club.

“Articles” means the articles of this Constitution as amended from time to time.

“Club” means Terenure Sports Club.

“Child Protection Guidelines” means the Child Protection Guidelines as adopted by the Club and amended from time to time;

“Code of Ethics” means the Code of Ethics and Good Practice for Children’s Sport published by the relevant regulatory authorities in Ireland as amended from time to time;

“Disciplinary Committee” means the committee established by the EC with power to adjudicate on disciplinary matters involving the Club or its Members.

“EGM” means an extraordinary general meeting of the members of the Club.

“Executive Committee Member” means a member of the Executive Committee for the time being.

“EC” means the members of the Executive Committee of the Club for the time being.

“General Meeting” means an AGM or EGM as the case may be.

“Hon. Treasurer” means the honorary treasurer of the Club or any other person appointed to perform the duties of the honorary treasurer of the Club for the time being.

“Hon. Secretary” means the honorary secretary of the Club or any other person appointed to perform the duties of the honorary secretary of the Club for the time being;

“Member” means a person who is admitted to membership of the Club in accordance with the provisions of this Constitution and the Rules.

“Rules” means the uniform rules and regulations governing the operation and management of the Club as drawn up by the EC and as amended from time to time by the EC;

“Sections” means each of the cricket, rugby, tennis, bowls, football and table tennis sections of the Club and any other section of the Club which may be established by the EC in future, each of which are managed by the relevant Section Committee under the aegis of the EC.

“Section Committees” means the committees of each Section of the Club established by the EC and whose committee members are appointed by Members of the relevant Section to assist with the management of each Section.

“Special Majority” means the approval of a resolution at a General Meeting by two-thirds of the Members present and voting on the resolution.

“Subscription Renewal Date” means the date by which membership subscription fees must be paid by Members each year as more particularly set out in the Rules.

- (b) words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter gender and vice versa; and words importing persons shall include corporations;
- (c) any expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any modes of representing or reproducing words in a visible form provided that the expression shall not include writing in electronic form except as provided in this Constitution and/or, where it constitutes writing in electronic form sent to the Club and the Club has agreed to its receipt in such form;
- (d) unless the contrary intention appears, the use of the word “address” in this Constitution in relation to electronic communications includes any number or address used for the purpose of such communications;
- (e) “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture (whether or not having a separate legal personality).

2. NAME AND LOCATION OF THE CLUB

The Club shall be called “Terenure Sports Club” and shall be located at 54 Terenure Road North and/or such other location(s) as may from time to time be decided by Members by Special Majority at a General Meeting of the Club.

3. OBJECTIVE

3.1. The principal objective of the Club shall be to provide, maintain, manage and regulate the use of playing fields, training facilities, club premises and social facilities for Members of the Club and its constituent Sections.

3.2. In pursuance of the above principal object the Club shall have the following subsidiary objects:

- a) strive to ensure that no racial, religious, political or other kind of discrimination be allowed in the Club, and take all practicable measures to stop such discrimination;
- b) decide any dispute that may arise between Members if called upon to do so;
- c) promote, through its rules and regulations, adherence to the Code of Ethics and Good Practice for Children's Sport as published by the relevant regulatory authorities in Ireland and as amended from time to time; and

- d) promote, through its rules and regulations, adherence to the Child Protection 'Guidelines' issued by the relevant regulatory authorities in Ireland and as amended from time to time.

4. POWERS

In furtherance of the above objects, but not otherwise, the Club shall have the following powers which it may exercise at its discretion:

- a) to carry on any business which may be seen by the Club as capable of being conveniently carried on in connection with the above objects;
- b) to determine any matter referred to the Club under the provisions of the Rules.
- c) to acquire, whether on lease or by purchase any estate, interest of tenure, whether in fee-simple, or for a freehold or leasehold or any other tenancy, estates, houses or portion thereof, buildings lands or other hereditaments, or to build, restore, alter, enlarge, repair, decorate, maintain, furnish and endow buildings, and to layout, alter and maintain lands provided that such premises be for use in connection with the main object of the Club.
- d) to improve, work, manage, cultivate, develop, exchange, lend, licence, lend on lease or otherwise, mortgage, charge, sell, alienate, dispose of, turn to account, or grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Club.
- e) to provide or contribute towards the salaries, wages, stipends or any other reward or remuneration properly arising from the employment of any person for the purposes of the Club.
- f) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the purpose of providing pension and similar benefits for employees or ex-employees of the Club or the dependants or families of such persons, and to grant pensions and allowances to and make payments towards insurance of such persons;
- g) to borrow or raise money in such a manner as the Club shall deem fit, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Club's property or assets, whether present or future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Club of any obligation or liability undertaken thereby.
- h) to take into membership or assimilate all persons, both natural and legal, who in the discretion of the EC are suitable and will assist in the promotion of the aims and objects of the Club.
- i) to levy, charge, collect and receive subscriptions, levies, fees and other payments from persons whether Members or not and expend the same in furthering all or any of the objects of the Club or providing for the expenses of the Club.
- j) to invest any monies of the Club that it deems necessary to invest in any manner which may be thought fit and whether trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments.
- k) To operate as a bona fide club within the meaning of the Registration of Clubs (Ireland) Act 1904 as amended and to hold a liquor license and any ancillary entertainment licenses that may be required from time to time.
- l) to do all such things as may to the Club in its absolute discretion be deemed incidental and conducive to the attainment of all the above main objects.

5. INCOME OF THE CLUB

The income and property of the Club shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Club's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by the way of profit, to the Members of the Club. No member of the EC shall be paid by salaries or fees, or receive any remuneration or other benefit in money or money's worth from the Club. However, nothing shall prevent any payment in good faith by the Club of:

- a) Reasonable and proper remuneration to any member of the Club (not being an a member of the EC) for any services rendered to the Club;
- b) Interest at a rate not exceeding 5% per annum on money lent by a member of the EC or other members of the Club to the Club;
- c) Reasonable and proper rent for premises demised and let by any member of the Club (including a member of the EC) to the Club;
- d) Reasonable and proper out-of-pocket expenses incurred by any member of the EC in connection with their attendance to any matter affecting the Club, as long as they have been vouched and also approved by the President or the Hon Treasurer;
- e) Fees, remuneration or other benefit in money or money's worth to any company of which a member of the EC may be a member holding not more than one hundredth of the issued capital of such company.

6. MEMBERSHIP - GENERAL

- a) The Members shall be made up of the following sub-categories Ordinary, Aspirant, Honorary, Life, Senior Citizen, Family, Pavilion, Student, Junior and Corporate Associate Members, having the rights, privileges and qualifications as set out in this Constitution and the Rules and such other categories as may be set out in the Rules.
- b) The Club shall not discriminate against persons wishing to become Members on the grounds of age, gender, race, religion, sexual orientation, membership of the traveller community, family status, marital status and disability.
- c) Every Member must comply with the following conditions of membership:
 - i. that he agrees to be bound by the Child Protection Guidelines and by the Code of Ethics;
 - ii. that he agrees to be bound by the Club's complaints and disciplinary procedures including any adjudication or determination made by the Disciplinary Committee;
 - iii. that he agrees to be bound by any other conditions as may be imposed by the EC on his category of membership from time to time; and
 - iv. that he agrees to comply with this Constitution, the Rules, bye-laws and standing orders of the Club from time to time.
- d) Every applicant for membership of the Club shall apply in the manner prescribed in the Rules and all applications shall in all cases be subject to the approval of the EC.
- e) Membership shall be personal to the Member and shall not be transferable or transmissible by the act of the Member or by operation of law.
- f) Membership shall automatically cease on any Member's death, winding up or dissolution as the case may be.

- g) All Members (with the exception of Pavilion Members), may, upon payment of the appropriate Section subscription and subject to the approval of the relevant Section, be simultaneously members of one or more of the Sections of the Club and, in that capacity, are subject to the regulations laid down for the conduct of the games or activities by the respective Sections or to which the Sections are subject.

7. ORDINARY MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Ordinary Members shall be persons who (save for those persons who have been Ordinary Members of the Club prior to the coming into force of this Constitution) have been a member of the Club for the preceding year in any of the following categories: Ordinary; Junior; Student; Aspirant and have paid to the Club the required subscription and any applicable entrance fee or fees and levy or levies ("**Ordinary Members**").
- b) Ordinary Members have a right to notice of, to attend at and vote at general meetings of the Club.
- c) Ordinary Members have the right to stand for election to any office of the Club subject to compliance with the Club's nomination procedures.

8. ASPIRANT MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Aspirant Members shall be persons who aspire to become Ordinary Members but have not completed one full year of membership during the preceding one year period and who have paid to the Club the required subscription and any applicable entrance fee or fees and levy or levies ("**Aspirant Members**").
- b) At the conclusion of the full year's membership as an Aspirant Member such Member shall no longer be entitled to be an Aspirant Member (unless the EC shall decide otherwise) but shall be entitled to apply to become an Ordinary Member subject to all requirements attaching to an Ordinary Member.
- c) Aspirant Members are not eligible to notice of or to attend at, or vote at, an AGM or EGM of the Club.
- d) Aspirant Members may not stand for election to any office of the Club.

9. HONORARY MEMBERS **HONORARY MEMBERS**

a) Honorary Members

Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, the Club may at General Meetings elect Hon. Members ("Honorary Members"). The election shall be by motion duly proposed and seconded. The Secretary shall give to a person elected an Hon. Member written notice of his election and shall send him a copy of this Constitution and Club Rules. Upon intimating his willingness to take up membership he shall become an Hon. Member of the Club. Hon. Members shall pay neither entrance fee nor subscription. He shall be entitled to all the privileges and benefits of membership save that he shall not be entitled to vote at any meeting and shall not be qualified to serve on any Committee.

b) Honorary Life Members

Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, the Club may at General Meetings elect, from the general body of members, Hon. Life Members ("Honorary Life Members"). Hon. Life Members are persons who have been elected by the members as Hon. Life Members at a Club AGM after being nominated by the EC for election on the basis that they have rendered exceptional service to the Club and meet such other criteria as the EC may set out in the Rules for which they may be considered for election as Hon. Life Members. The election shall be by motion duly proposed and seconded. The Secretary shall give, to a person elected an Hon. Life Member, written notice of his election and shall send him a copy of this Constitution and Club Rules. Upon intimating his willingness to take up membership he shall become an Hon. Life Member of the Club. Hon. Life Members shall pay neither entrance fee nor subscription.

Hon. Life Members have a right to notice of, to attend at and vote at general meetings of the Club.

Hon. Life Members have the right to stand for election to any office of the Club subject to compliance with the Club's nomination procedures.

10. LIFE MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and in the Rules, the Executive Committee, from time to time and with the agreement of members given at a General Meeting, may offer members the opportunity of applying for life membership of the Club subject to whatever terms and limitations it may specify. Persons accepting those terms and limitations shall be classed as Life Members of the Club ("**Life Members**").
- b) Save for persons who are Life Members prior to the date of adoption of this Constitution, Life Members shall be liable for any levies prescribed by the EC and agreed by the General body of members from time to time.
- c) Life Members have a right to notice of, to attend at and vote at general meetings of the Club.
- d) Life Members have the right to stand for election to any office of the Club subject to compliance with the Club's nomination procedures.

11. PAVILION MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Pavilion Members are persons wishing to use the Club for social purposes only and who have no desire to use its sports facilities and shall have paid to the Club the required subscription and any applicable entrance fee and levy or levies ("**Pavilion Members**").
- b) Pavilion Members are not entitled to notice of or to attend at, or vote at, an AGM or EGM of the Club.
- c) Pavilion Members may not stand for election to any office of the Club.

12. CORPORATE ASSOCIATE MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Corporate Associate Members shall be business entities or other bona fide entities which are admitted as Corporate Associate Members in accordance with any criteria set out in the Rules at the sole discretion of the EC which is empowered to determine an appropriate Corporate Associate Membership subscription ("**Corporate Associate Members**").

- b) Such number of persons determined by the EC and nominated by a Corporate Associate Member shall be members under this category of Membership but shall not be required to pay a further individual membership subscription to the Club.
- c) Corporate Associate Members are not entitled to notice of or to attend at, or vote at, an AGM or EGM of the Club.
- d) Corporate Associate Members may not stand for election to any office of the Club.

13. STUDENT MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Student Members are persons who are in full-time education, are able to produce a current student card acceptable to the EC, and are aged between 18 and 25 years of age and have paid to the Club the required subscription appropriate to this category and any applicable entrance fee and levy or levies ("**Student Members**").
- b) Student Members with three years membership of the Club shall have a right to notice of and the right to attend and vote at general meetings of the Club.
- c) Student Members with three years membership of the Club shall have the right to stand for election to any office of the Club.

14. JUNIOR MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Junior Members are persons under the age of 18 who have paid to the Club the required subscription appropriate to this category and any applicable entrance fee and levy or levies ("**Junior Members**").
- b) Junior Members are not entitled to notice of, to attend at or vote at general meetings of the Club.
- c) Junior Members may not stand for election to any office of the Club.
- d) It is a fundamental condition of the membership of every Junior Member that that their parents/guardians must comply with the following conditions of their membership:
 - i. that the parents/guardians agree to be bound by the Child Protection Guidelines and by the Code of Ethics ;
 - ii. that the parents/guardians agree to be bound by the Club's complaints and disciplinary procedures including any adjudication or determination made by the Disciplinary Committee;
 - iii. that the parents/guardians agrees to be bound by any other conditions as may be imposed by the EC on their child's category of membership from time to time; and
 - iv. that the parents/guardians agree to comply with the Constitution, the Rules, bye-laws and standing orders of the Club from time to time.

Any failure by a parent or guardian of a Junior Member to comply with these conditions may result in the child's membership of the Club being revoked

15. SENIOR CITIZEN MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Senior Citizen Members are either:
 - i. persons who have been accepted into membership of the Club as Senior Citizen Members prior to the date of adoption of this Constitution; or

- ii. persons who are over 65 years of age and who have been a Member for a period of no less than 20 years and have paid to the Club the required subscription, appropriate to this category and any applicable entrance fee or fees and any levy or levies

(together the “**Senior Citizen Members**”).

- b) Senior Citizen Members have a right to notice of, to attend at and vote at general meetings of the Club.
- c) Senior Citizen Members have the right to stand for election to any office of the Club subject to compliance with the Club’s nomination procedures.

16. FAMILY MEMBERS

- a) Subject to compliance with the conditions set down for membership in Article 6 above and the Rules, Family Members are all persons from the same nuclear family up to a maximum of 2 Parents/Guardians and 4 children under the age of 18 yrs who have paid to the Club the required subscription, appropriate to this category and any applicable entrance fee or fees and any levy or levies (“**Family Members**”).
- b) Family Membership splits into two sub-categories (1) “Aspirant Family Members” and (2) “Ordinary Family Members”. In respect of a Family Membership the Family Members are obliged to complete 3 consecutive years as “Aspirant Family Members” before applying to become “Ordinary Family Members”.
- c) Each Parent/Guardian within the “Ordinary Family Members” group, as described at 16(b) above shall have a right to notice of, to attend at and vote at general meetings of the Club.
- d) Each Parent/Guardian of “Ordinary Family Members” has the right to stand for election to any office of the Club subject to compliance with the Club’s nomination procedures.
- e) Aspirant Family Members shall not be entitled to notice of, to attend at and vote at general meetings of the Club.
- f) Aspirant Family Members may not stand for election to any office of the Club.

17. ELECTION OF MEMBERS

- a) Candidates for election as Members of the Club must be proposed and seconded by Members who have full voting rights.
- b) Applications, together with the appropriate subscription and/or any relevant levy and/or any entrance fee, shall be submitted to the Hon. Secretary. The names and addresses of persons proposed and seconded as Members of the Club will be displayed on the Club notice board for at least two weeks at the end of which the EC will determine their election to membership and will so advise the applicants. Where a written objection to a candidate is received by the Hon. Secretary from a member with full voting rights, the election of that candidate shall be placed on the agenda of the next EC meeting and shall be determined by simple majority of the votes cast by those Executive Committee Members in attendance.
- c) The Hon. Secretary shall maintain a list of Members on display on the Club premises.

18. SUBSCRIPTIONS AND LEVIES

- a) The levels of subscription fees, the imposition of levies and the amount of such levies, shall be determined by the members of the Club at a General Meeting
- b) All Members shall pay the subscription fee applicable to their category of membership and any levy or levies to the Club on or before the Subscription Renewal Date.
- c) At any time after the Subscription Renewal Date the EC may, at its absolute discretion, terminate the membership of any person whose subscription is not in the hands of the Hon. Treasurer, by the Subscription Renewal Date.

19. OFFICERS

- a) The Officers of the Club shall be:
 - i. The President;
 - ii. The Vice President (President Elect) or Immediate Past President (as the case may be);
 - iii. The Hon. Secretary; and
 - iv. The Hon. Treasurer

(together the "**Officers**" and each an "**Officer**").

20. PRESIDENT

- a) The President shall be responsible for the day to day running of the Club between meetings of the EC including the taking of emergency decisions and shall report to the EC accordingly at its meetings.
- b) The President shall in the day to day running of the Club act in accordance with the decisions of the EC.

21. HON. SECRETARY

The Hon. Secretary must act at all times in accordance with the provisions of this Constitution, the Rules and the decisions of the EC, and shall be responsible for the following matters:

- b) keeping the register of Members up to date;
- c) issuing notices and agenda of all meetings of the EC and of the Club within the appropriate time limits;
- d) recording minutes of all meetings of the EC and of the Club;
- e) keeping all records of the Club;
- f) supervising the election of Members;
- g) dealing with all correspondence arising in connection with the business of the Club;
- h) holding on behalf of the Club an appropriate license(s) for the Club's bar facilities; and
- i) applying for appropriate license(s) for the bar facilities of the Club and ensuring all necessary criteria for holding and applying for such license(s) is satisfied.

22. HON. TREASURER

The Hon. Treasurer must act at all times in accordance with the provisions of this Constitution, the Rules and the decisions of the EC and, is responsible for the following matters

- a) receipt and disbursement of the funds of the Club;
- b) compilation of budgets;
- c) ensuring that correct accounts and books are maintained;
- d) the lodgement of all monies received into a bank approved by the EC on account of and for the use of the Club;
- e) regular reporting to the EC on the state of the Club's finances; and

- f) presenting the Auditor's report to the AGM.

23. TERMS OF OFFICE AND TRANSITIONAL PROVISIONS

For the purposes of the election of Executive Committee Members at the 2011 AGM the following terms of office will apply to Executive Committee Members elected:

- a) The Hon. Treasurer shall be elected at the 2011 AGM for a term of one (1) year and shall hold office from the conclusion of the 2011 AGM until the conclusion of the 2012 AGM at which a new Hon. Treasurer will be elected for a term of two (2) years pursuant to Article 24(b) which will apply to all appointments of the Hon. Treasurer thereafter.
- b) The President shall be elected at the 2011 AGM for a term of one (1) year and shall hold office from the conclusion of the 2011 AGM until the conclusion of the 2012 AGM at which a new President will be elected for a term of two (2) years pursuant to Article 24(b) which will apply to all appointments of the President thereafter.
- c) The President Elect shall be appointed at the 2011 AGM for a period of one year. Thereafter every second year the office of President Elect shall be voted on at the AGM.
- d) The Hon. Secretary shall be elected at the 2011 AGM for a term of two (2) year and shall hold office from the conclusion of the 2011 AGM until the conclusion of the 2013 AGM at which a new Hon. Secretary will be elected for a term of two (2) years pursuant to Article 24(b) which will apply to all appointments of the Hon. Secretary thereafter.
- e) The two Ordinary Committee Members who shall act as the Chair of House Committee and Chair of the Grounds Committee shall be elected at the 2011 AGM for a term of two (2) years from the conclusion of the 2011 AGM until the conclusion of the 2013 AGM and two (2) new Ordinary Committee Members who shall act as the Chair of House Committee and Chair of the Grounds Committee will be elected at the 2013 AGM for a term of two (2) years from the conclusion of the 2013 AGM pursuant to Article 24(b) which will apply to all appointments of such Ordinary Committee Members thereafter.
- f) The two Ordinary Committee Members who shall act as the Chair of Bar Committee and Chair of the Facility Marketing / Membership Recruitment Committee shall be elected at the 2011 AGM for a term of one (1) year from the conclusion of the 2011 AGM until the conclusion of the 2012 AGM and two (2) new Ordinary Committee Members who shall act as the Chair of Bar Committee and Chair of the Facility Marketing / Membership Recruitment Committee will be elected at the 2012 AGM for a term of two (2) years from the conclusion of the 2012 AGM pursuant to Article 23(b) which will apply to all appointments of such Ordinary Committee Members thereafter.

24. EXECUTIVE COMMITTEE

- a) The number of Executive Committee Members shall be not more than eight (8) persons and shall never be less than five. The Executive Committee shall be composed of the following:
 - i. the President,
 - ii. the Vice-President (President Elect) or Immediate Past President,
 - iii. the Hon. Secretary,
 - iv. the Hon. Treasurer,
 - v. four (4) other Members who shall serve as non-officer Executive Committee Members ("**Ordinary Committee Members**"),
- b) The election of the Officers and the four Ordinary Members shall take place at the AGM and will last for a term of 2 years, and shall hold office from the conclusion of the AGM at which

they are elected until the conclusion of the AGM at which their term of office expires following which individuals must be re-elected at an AGM.

- c) In addition, the President shall serve one year as Vice-President prior to taking office as President and one year as Immediate Past President immediately after his term as President.
- d) Each of the four Ordinary Members shall be responsible for one of the following positions as:
 - i. Chair of House Committee
 - ii. Chair of Grounds Committee
 - iii. Chair of Bar Committee
 - iv. Chair of Facility Marketing / Membership Recruitment Committee.

Such chairpersons shall have specific responsibilities as may be specified from time to time by the Executive Committee including recommending appointments to membership of their sub committees to the EC for approval.

- e) Nominations for all elective positions on the EC must be received by the Hon. Secretary on or before the 15th February previous to the AGM in each year. All nominations must be proposed and seconded in writing by Members entitled to vote at the AGM.

25. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- a) Subject to the provisions of this Constitution, the EC may regulate its proceedings as it thinks fit. An Executive Committee Member may, and the Hon. Secretary shall, at the request of an Executive Committee Member, call a meeting of the Executive Committee.
- b) The EC shall meet at least once every month and may meet more often when the EC deems it necessary for the efficient management of the business of the Club. At such meetings, the President (or in his absence the Vice-President) shall preside and in both of their absence a Member of the EC shall be elected by those present to preside. The person presiding shall have a casting vote in addition to his or her own vote.
- c) A quorum of five will be required for meetings of the EC.
- d) Questions arising at an Executive Committee meeting shall be decided by a majority of votes of the Executive Committee Members present and entitled to vote in accordance with this Constitution. In the case of an equality of votes the chairperson of the meeting shall have a casting vote in addition to any other vote he may have.
- e) All Club contracts which the Executive Committee considers are material shall be signed for and on behalf of the Club by two Officers.
- f) All acts done by a meeting of the Executive Committee or a committee or sub-committee of the Executive Committee, or by a person acting as an Executive Committee Member or as a member of a committee or sub-committee, as the case may be, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or election of any Executive Committee Member or any other member as aforesaid, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed or elected and was qualified and had continued to be an Executive Committee Member or other member as aforesaid and had been entitled to vote.
- g) A resolution in writing signed by all the Executive Committee Members entitled to receive notice of a meeting of the Executive Committee or of a committee or sub-committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) sub-committee of the Executive Committee

duly convened and held and may consist of several documents in the like form each signed by one or more Executive Committee Members.

- h) Any Executive Committee Member may participate in a meeting of the Executive Committee by means of conference telephone or other telecommunications equipment whereby all persons participating in the meeting can hear each other speak. Participation in a meeting in this manner shall be deemed to constitute persons in person at such meeting. Any Executive Committee Member may be situated in any part of the world for any such meeting.
- i) The Members of the EC shall be indemnified by the Members of the Club against all actions, claims, costs or damages arising out of their activities as EC Members so long as such activities are carried on in good faith.
- j) All cheques on account of the Club must be signed by at least two members of the Executive Committee duly authorised by resolution of the Committee to do so.

26. POWERS OF THE EXECUTIVE COMMITTEE

- a) Subject to the provisions of this Constitution and to any directions given by Special Majority of the Members, the business of the Club shall be managed by the Executive Committee who may exercise all the powers of the Club as are not by this Constitution required to be exercised by the Club in general meeting.
- b) Without prejudice to the generality of Article 26(a), the powers and responsibilities of the Executive Committee Members shall include but not be limited to:
 - i. be responsible for the discharge of the business of the Club in accordance with the Articles of this Constitution.
 - ii. be responsible for taking out appropriate insurance policies on behalf of the Club, its Officers, the EC and the Trustees of the Club.
 - iii. the power to fill by co-option the position of any Officer which may become vacant between AGMs, any casual vacancies that occur in the EC or are unfilled at an AGM. Co-options to the EC, other than Officers, need not necessarily be Members. Extensions of such co-options must be confirmed at the following AGM.
 - iv. power to make arrangements to seek to ensure that the Code of Ethics and Good Practice for Children's Sport in Ireland is observed throughout the Club, especially in those Sections having Junior Members. The EC shall appoint a suitably qualified person to coordinate the discharge of the Club's responsibilities in that regard and to liaise with the Section coordinators.
 - v. to be responsible for the management of the affairs of the Club.
 - vi. to review reports on the income and expenditure of all committees of the Club (including Section Committees).
 - vii. to approve, reject or amend any recommendation from all committees;
 - viii. to appoint and arrange supervision of the staff of the Club.
 - ix. to appoint any committees or sub-committees considered necessary;
 - x. to suspend or terminate the operations of a Section in accordance with the procedures set down in the Rules.
 - xi. to establish appropriate terms of reference for all committees and sub-committees of the Executive Committee and roles for committee members.
 - xii. to draw up the Rules, bye-laws or other procedures for the operation of the Club and the attainment of its objectives, and amend them from time to time.
 - xiii. to draw up standing orders for general meetings of the Club and amend them from time to time and circulate same to the Members.
 - xiv. control over the use of any part of the Club premises and grounds and may, in the interests of the Club, close the Club premises or any part thereof for any occasion. This control may be delegated to a nominated person or paid employee, approved by the EC.
 - xv. be responsible for ensuring that correct accounts and books showing the financial affairs and receipts and disbursements of the Club are maintained. The Members in

General Meeting shall appoint a qualified Auditor, not a Member of the EC, to audit the accounts of the Club for presentation with the Hon. Treasurer's report to the AGM. The EC shall have access to the minute books and financial accounts of Sections.

- xvi. power to borrow money on such terms as they may be able to negotiate including the power to require the Trustees to charge or mortgage any or all of the Club's property or assets as security for loans negotiated. However, apart from short-term loans obtained from the Club's bank, such powers shall not be exercised without the prior approval of the members of the Club, given at an AGM or EGM.
- xvii. engage staff to manage some or all aspects of the business of the Club and may determine the remuneration and conditions of service of these employees who will be accountable only to the EC for the discharge of their responsibilities.
- xviii. delegate any of its powers to a committee or a sub-committee established by the EC. The EC shall define their powers and functions, provided that such powers and functions do not exceed those of the EC. The EC may, at any time, change or dissolve such sub-committees or change their membership. The terms of reference and detailed rules of procedure for all committees or sub-committees shall be set by the EC as amended from time to time.

27. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

A person shall cease to be a member of the EC and will not be entitled to subsequently stand for election to the EC until the EC determines otherwise in its absolute discretion if s/he;

- a) Is adjudged bankrupt or makes any arrangements or composition with his creditors generally.
- b) Resigns his position by notice in writing to the Hon. Secretary
- c) Is convicted of an indictable offence (unless the EC otherwise determines);
- d) Is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest to the EC.

28. RESERVED POWERS

The Executive Committee may not exercise any of the following powers without first receiving the Special Majority approval of the Members at a General Meeting:

- i. any change to this Constitution;
- ii. proposing or effecting any change of the status of the Club from a club to a private limited company;
- iii. the sale, transfer, lease, licence or other disposal of a significant part of the Club's assets or undertaking; or the acquisition or leasing by the Club of any significant asset;
- iv. any change of the Club's name;
- v. enter into any scheme or arrangement with creditors;

29. ANNUAL GENERAL MEETINGS

- a) All general meetings other than annual general meetings ("AGMs") shall be called extraordinary general meetings ("EGMs"). The Club shall in each year hold an AGM in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it. All General Meetings shall be held in Ireland.
- b) The AGM will be held on or before the 15th of March of each year. All those entitled to vote at the AGM shall be served with at least 14 days notice in writing of the date of the AGM, the Notice will be accompanied by an Agenda together with a copy of the Club Accounts for the year under review .

- c) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- d) No business shall be transacted at any General Meeting unless a quorum is present. Save as otherwise provided in this Constitution, fifty (50) Members entitled to attend and cast votes at a General Meeting of the Club and who are present in person shall constitute a quorum.
- e) If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the EC may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- f) The President (or in his absence the Vice-President) shall preside at all General Meetings. In the absence of the President and the Vice-President, another Member of the EC, as designated by the EC, shall preside. In the absence of all of the foregoing a Chairperson shall be elected from among those present at the time for commencement of the General Meeting.
- g) The order of business at every General Meeting shall be determined by the Executive Committee.
- h) Voting by proxy shall not be permitted at General Meetings.
- i) A resolution put to the vote of a General Meeting shall be decided on a ballot or a show of hands as determined by the EC.
- j) Unless a Special Majority is specifically required by this Constitution, any resolution put to the vote of a General Meeting shall be decided by a majority of votes of the Members present and entitled to vote in accordance with this Constitution. In the case of an equality of votes the chairperson of the General Meeting shall have a casting vote in addition to any other vote he may have.
- k) The following matters will be on the agenda at each AGM
 - i. The minutes of the previous AGM and of any EGM subsequently held shall be read, confirmed and signed.
 - ii. Written communications received shall be read.
 - iii. The Honorary Secretary's Report shall be read.
 - iv. The Honorary Treasurer's, Auditor's and Trustees Reports shall be read.
 - v. The President, Vice-President, Honorary Secretary, Honorary Treasurer and four Ordinary Members shall be elected to Membership of the EC.
 - vi. Notices of Motion received by the Honorary Secretary in writing by not later than the 15th of February immediately prior to the AGM and of which notice has been given on the Agenda shall be dealt with.
 - vii. Any suggestions or recommendations may be brought forward for discussion and, if the meeting so decides, referred to the EC for consideration. No motion shall be brought forward at these meetings unless notice shall have been given as provided in this Constitution.

30. EXTRAORDINARY GENERAL MEETINGS

- a) The EC shall convene an EGM:
 - i. upon its own initiative;
 - ii. on receipt of a valid requisition signed by at least three Trustees;
 - iii. on receipt of a valid requisition signed by at least fifty Members qualified to vote at an EGM,

such meetings shall be convened by the EC within twenty-eight (28) days of the receipt of the requisition under this Constitution. EGMs shall be held at a time and venue and on a date as determined by the EC.

- b) A requisition for an EGM must state unambiguously the purpose for which the meeting is desired.
- c) Not less than fourteen days notice of the date of an EGM setting out the purpose for which it is called, shall be served on all Members qualified to vote at an EGM.
- d) The order of business at an EGM will be determined by the EC but include the following items:
 - i. The President (or in his absence the Vice-President or Immediate Past President) shall preside at the Meeting. In the absence of the President, Vice-President or Immediate Past President, another Member of the EC, as designated by the EC, shall preside. In the absence of all of the foregoing a Chairperson shall be elected from among those present at the time for commencement of the Meeting.
 - ii. Communications relevant to the extraordinary business of the Meeting shall be read.
 - iii. The extraordinary business for which the Meeting has been called shall be brought forward, discussed, decided or adjourned.

31. PROPERTY OF THE CLUB AND TRUSTEES

- a) The property of the Club shall be vested in Trustees on behalf of the Members of the Club. The property must at all times be administered for the benefit of the Members of the Club. The Trustees shall hold the property of the Club in trust to be dealt with in accordance with the instruction and directions of the EC communicated to them in writing. No portion of the Club's lands shall be disposed of except in accordance with a decision at a General Meeting, which has Special Majority approval.
- b) The Members in General Meeting shall have the power to appoint by majority decision Trustees of the Club so that at any time not less than three and no more than five Trustees, on the nomination of the EC, hold the property of the Club. Any Trustee so appointed may retire at any time or may be removed by a Special Majority decision at which point such Trustee shall be divested of any interest in the property of the Club. The EC shall consult with existing Trustees before proposing a Trustee candidate to such meetings.
- c) The Trustees shall be indemnified by the Members of the Club against all actions, claims, costs or damages arising out of their activities as Trustees so long as such activities are carried on in good faith.
- d) A Certificate signed by the Honorary Secretary and at least three Trustees of the Club shall be conclusive evidence of any resolution of the EC relating to any dealings with the Club property.
- e) The Trustees shall compile an annual report for members which shall be dispatched with AGM documents and read at the Meeting by a Trustee.
- f) The Executive Committee shall meet with the Trustees quarterly, or at the Trustees request, and furnish a report on Club finances, development plans, management arrangements and any other issue requested by the Trustees.
- g) A Trustee shall not be eligible to serve on the Executive Committee during his/her term as Trustee.

32. CONDUCT OF MEMBERS

- a) The EC at its first meeting after the AGM shall appoint a Disciplinary Committee, of not less than five none of whom may be a member of the EC and whose Chairperson shall be designated by the EC. Notice of the establishment of the Disciplinary Committee and its membership shall be displayed in the Club premises by the Honorary Secretary. A quorum of three shall be required for meetings of the Disciplinary Committee.
- b) The Disciplinary Committee shall designate a chairman for any subsequent disciplinary hearing.
- c) It is open to any member who believes that the conduct of another member or members is prejudicial to the well being of the Club and/or is likely to bring the Club into disrepute to lodge a complaint in writing with the EC.
- d) The EC, on receipt of a complaint about the conduct of a member or members, or acting on its own initiative in response to what it considers to be inappropriate conduct, shall refer the complaint to the Disciplinary Committee.
- e) Unless the Disciplinary Committee, in its absolute discretion deems a complaint to be vexatious or frivolous it shall, within fourteen days from the date on which the complaint was lodged, hold a meeting to consider the complaint that has been made. Persons entitled to be heard at that meeting shall be the Member(s) against whom the complaint was made, and the maker of such complaint and any other Member or person whom the Disciplinary Committee considers it is appropriate should be present or interviewed. All such persons shall be advised of the date of the meeting to consider the complaint. The Disciplinary Committee shall invite all relevant persons to inform the Disciplinary Committee of all circumstances surrounding the making of the complaint. In the event that any person entitled to be present at the meeting of the Disciplinary Committee is not present, the meeting shall be entitled to proceed in the absence of such person. Following the hearing of the complaint the Disciplinary Committee shall determine whether the complaint should be upheld. If it determines that the complaint should be upheld, the Disciplinary Committee shall have the power to take disciplinary action which may include a reprimand, a fine, suspension or expulsion from membership of the Club. The decision of the Disciplinary Committee shall be conveyed in writing to the member(s) within seven days of the meeting of the Committee. The Disciplinary Committee has no power to award costs against any party concerned in a complaint.
- f) Member(s) disciplined by the Disciplinary Committee shall have a right to appeal to the EC against the decision of the Disciplinary Committee. All appeals must be lodged with the Honorary Secretary not more than seven days after receipt of the decision and must (i) state the grounds on which the appeal has been lodged and (ii) be accompanied by the sum of €100 which will be refunded in the event of a successful appeal but which will otherwise be forfeited to the funds of the Club. The EC will meet within one month of the receipt of notice to appeal to adjudicate on it. Seven days clear notice in writing must be given to all members due to attend the meeting. At such meeting of the EC, the Member(s) appealing shall be entitled to be present to state why he or she considers the appeal should be allowed. Also any other Member or person who was entitled to be present at the meeting of the Disciplinary Hearing shall be entitled to be present at the appeal. Such Member(s) and other person(s) shall withdraw while the EC is considering its decision. The EC has no power to award costs against any party concerned in the appeal. All disputes arising out of or in connection with the decision of the EC on appeal shall be referred to Just Sport Ireland for final and binding arbitration in accordance with the Just Sport Ireland Arbitration Rules.
- g) In the event of gross misconduct requiring urgent action, the President, or if the President is unable to act the Honorary Secretary, shall have the power to impose

immediate suspension of membership on the Member(s) he or she considers responsible for such misconduct. Such suspension by the President or Honorary Secretary shall be pending consideration by the Disciplinary Committee of such conduct.

33. SECTIONS

- a) The EC may approve the formation of a Section Committee for each Section of the Club to cater for the needs of the players and to manage the affairs of the Section. The members of each Section Committee shall be appointed by the Members of the Section at its annual general meeting.
- b) The Section Committees may make any regulations, not repugnant to the Rules of the Club, to assist them in managing their affairs. Any such regulations must be approved by the EC before they come into force.
- c) Section Committees shall ensure that all Sections having Junior Members shall adopt, display and apply the Code of Ethics and Good Practice for Children's Sport in Ireland and shall appoint a junior co-ordinator to that end.
- d) Each Section Committee may levy subscriptions on their members.
- e) Each Section Committee may maintain a separate bank account for the relevant Section provided that the EC shall have a right of access to such bank accounts.
- f) A person shall cease to be a member of a Section Committee and will not be entitled to subsequently stand for election to any Section Committee until the EC determines otherwise in its absolute discretion if s/he;
 - I. Is adjudged bankrupt or makes any arrangements or composition with his creditors generally.
 - II. Resigns his position by notice in writing to the Hon. Secretary
 - III. Is convicted of an indictable offence (unless the EC otherwise determines);
 - IV. Is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest.

34. ALTERATIONS TO THE CONSTITUTION

No alterations shall be made to this Constitution except at a General Meeting and by Special Majority approval, but where in order to comply with any statute or statutory instrument or order of the Oireachtas, it is necessary that the Constitution be amended, the EC shall be entitled so to amend the Constitution for the purpose of conforming with such statute or statutory instrument or order and without recourse to a General Meeting.

35. INTERPRETATION OF THE CONSTITUTION AND RULES

The EC's decision on the interpretation of this Constitution and any Rules is final.

36. NOTICES

- a) Any notice to be given to or by any person pursuant to this Constitution shall be in writing except that notice convening a meeting of the EC need not be in writing.
- b) In the case of Members, a notice or document to be given, served or delivered in pursuance of this Constitution may be given, served on or delivered to any Member:

- i. by handing same to him or to his authorised agent;
 - ii. by leaving same at his registered address;
 - iii. by sending same, by post in pre-paid cover addressed to him at his registered address; or
 - iv. by sending same by means of electronic mail or other means of electronic communication approved by the EC, to the address of the Member notified to the Club by the Member for that purpose (or if not so notified, then the address of the Member last known to the Club).
- c) Where a notice or document is given, served or delivered in accordance with paragraph (i) or (ii) of Article 36(b), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Member or his authorised agent, or left at his registered address at the case may be.
 - d) Where a notice or document or notice is given, served or delivered in accordance with paragraph (iii) of Article 36(b), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four (24) hours after the cover containing it was posted. In proving service or delivery, it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
 - e) Where a notice or document is given, served or delivered in accordance with paragraph (d) of Article 36(b), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twelve (12) hours after despatch.

37. WINDING UP

- a) The Executive Committee may not do or permit to be done any act or thing whereby the Club may be voluntarily wound up by its Members unless the voluntary wind up has first been approved by a 75% majority of votes at a General Meeting of the Members present and entitled to vote in accordance with this Constitution.
- b) If a resolution has been passed in accordance with Article 37 (a) to wind up or dissolve the Club and there remains after satisfaction of all its debts and liabilities any property whatsoever, a General Meeting shall be held and the surplus assets of the Club shall be distributed in accordance with the wishes of the majority of Members present and entitled to vote in accordance with this Constitution.

38. CESSATION OF MEMBERSHIP

A Member shall cease to be a member of the Club if:

- a) S/he submits a notice in writing resigning from membership to the Hon. Secretary.
- b) The Club expels him/her by a resolution passed by Special Majority at any General Meeting and where the Members have been given prior notice in writing thereof
- c) When s/he fails to pay the annual subscription by the Subscription Renewal Date and the EC serves notice to the Member that his/her membership is terminated as a result.
- d) The conduct of the Member is such that in the opinion of the EC his acts or omissions are injurious to the character or interest of the Club or if the Member shall refuse or wilfully neglect to comply with any of this Constitution provided that the decision to terminate his/her membership is in accordance with the complaints and disciplinary procedures set out in Article 32.

Cessation of Membership howsoever occurring shall not entitle the Member to repayment of the whole or any part of any contribution or subscription previously paid by him and shall be without prejudice to the Member's liability to pay any contribution or subscription which has become due and payable before such cessation.

The EC may at its absolute discretion re-admit any person who has ceased to be a Member of the Club as an Ordinary Member or such other category of membership as it determines without requiring such person to first become an Aspirant Member.