

The John Dillon Branch Irish Democratic League Club

RESOLUTION

to adopt a new constitution

“The members of The John Dillon Branch Irish Democratic League Club resolve that:

- a) the Club’s constitution is replaced by the new constitution, attached and marked ##;
- b) the Club’s Committee is authorised to do whatever they consider necessary to ensure the successful implementation of the new constitution.”

Name

1. The name of the Club is “**The John Dillon Branch Irish Democratic League Club**” (referred to as “the Club”).

Aims and objects

2. The aims and objects of the Club are—
 - (a) to promote constructive communication and interaction within the Irish community;
 - (b) to improve the social and economic position of Irish people;
 - (c) to encourage an interest in Irish literature and music;
 - (d) to encourage and facilitate discussion on questions of special significance to Irish people; and
 - (e) to improve and provide interesting recreation for its members.

Powers

3. In furtherance of the Club's objectives, the Committee has the power to—
 - (a) raise funds, receive grants and donations;
 - (b) take on leases and employ staff;
 - (c) appoint Holding Trustees to hold property;
 - (d) co-operate with and support other clubs and organisations with similar purposes;
 - (e) do anything else within the law which is necessary to achieve the objects.

Foundation Rules

4. The Foundation Rules of the Club are final and cannot under any circumstances be amended, altered or rescinded. These Rules are that the President, Vice-President, Secretaries, Trustees and Committee must be Irish or of Irish descent, and Catholic.

Not-for-profit status

5. All monies raised by the Club shall be used for the operation and maintenance of the Club and its activities and for no other purpose. None of the income or property of the Club may be transferred (directly or indirectly) by way of profit to members of the Club, except that nothing shall prevent any payment in good faith by the Club—
 - (a) as repayment of reasonable out-of-pocket expenses incurred by any Committee member whilst acting on behalf of the Club;
 - (b) of reasonable and proper remuneration to any member or Committee member for services rendered to the Club, on a contract of employment or otherwise, or for goods supplied to the Club, provided that at no time shall one half or more of the Committee members be receiving any payments under this rule.

Members

6. Application for membership of the Club may be made by any respectable person aged 18 years or over who supports the Club's aims and objects.
7. Admission to membership shall be at the discretion of the Committee. Preferential consideration shall be given to applicants who have been proposed or vouched for by an existing member.
8. If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
9. All members shall be required to pay such annual subscription as may be in force.
10. Members shall be issued with membership cards, which they must show at the request of an employee or Committee member of the Club.
11. All members shall be entitled to receive a copy of the Constitution on request.

Register of Members

12. The Committee shall maintain a Register of Members containing the name of every member, a contact address, the date of their admission and the date on which they cease to be a member of the Club.
13. Any member changing their address shall inform the Club in writing within 14 days.

Termination of membership

14. Membership shall be terminated if a member—
 - (a) resigns in writing to the Club;
 - (b) fails to pay any subscription owed to the Club two months after payment became due; or
 - (c) is expelled by the Committee for conduct prejudicial to the Club or its objects, provided that any member whose expulsion is proposed shall be given at least 21 days' notice with the reasons for expulsion, and the member is allowed to make representation to the meeting where the decision is to be taken.
15. Where membership has been terminated as a result of non-payment of subscription, the former member may only apply to resume his or her membership if and when all outstanding subscriptions have been paid up to date.

Half-Yearly General Meetings

16. Two Half-Yearly General Meetings shall be held in each calendar year where the Committee shall present a report and accounts for the past six months.
17. One of these two General Meetings shall be designated the Annual General Meeting ("AGM"). The business of the AGM shall include the election of Committee members and Officers, if necessary, and to vote on any proposals duly submitted by the Committee or by the members. A proposal shall be brought to the AGM for resolution if it is supported by at least five members of the Committee, or by at least 20 ordinary members of the Club.
18. Every General Meeting shall be called by the Committee by giving least 14 days' notice to the members of the Club. The Committee shall decide on the appropriate method of displaying or delivering such notices which shall detail the date, time and venue for the meeting and the general nature of the business to be transacted.

Special General Meetings

19. A special General Meeting shall be convened at the request of at least five members of the Committee, or by at least 20 ordinary members of the Club. Such a request must be in writing, it must state the business or issue to be considered, and it must be signed within the Club premises and displayed on the notice board. Provided that these conditions are met, a special meeting shall be convened by giving the members at least 14 days' notice. The notice must state the nature of the business to be discussed, and no business shall be decided at such a meeting except matters that were mentioned in the notice calling the meeting.

Procedure at General Meetings

20. The President of the Committee shall chair all General Meetings but, if he or she is not present, the Vice-President shall take the chair. In the event of both being absent or unwilling to act, the Committee members present shall choose one of their number to chair the meeting.
21. No decisions shall be made at a General Meeting unless a quorum is present. A quorum shall be 15 members of the Club.

Votes of members

22. A member may only cast a vote at a General Meeting if he or she—
 - (a) has paid their membership subscription and any other money due to the Club; and
 - (b) has been a member for at least 12 months.
23. One vote may be cast by each member on any decision to be made at a General Meeting. A resolution put to a General Meeting requires the support of two-thirds of those present and voting in order to be passed.
24. Questions shall be decided by a show of hands unless a secret ballot is demanded by the person chairing the meeting or by a majority of the members present and entitled to vote.

The Committee

25. The affairs of the Club shall be managed by the Committee comprising—
 - (a) the President, Vice-President, Club Secretary and Treasurer (“the Officers”); and
 - (b) up to 10 other members of the Club .

Appointment of Committee members

26. Procedures for nominating and appointing or electing Officers and Committee members shall be decided and may be varied from time to time by the Committee, provided that—
 - (a) no-one may be appointed to the Committee unless they have been a member for at least one year;
 - (b) subject to the following clause, the appointment of the Officers requires an election conducted amongst the members of the Club.
27. The Committee may appoint one of their number to fill a casual vacancy in any Officer post until such time as an election can be conducted amongst the membership.
28. Officers shall serve for 24 months from the date of their appointment or election. Other Committee members shall serve for 12 months from the date of their appointment or election.
29. A retiring Officer or Committee member is eligible to be re-appointed or re-elected.

Resignation and removal of Committee members

30. A Committee member may resign at any time provided at least five Committee members shall remain. If a Committee member resigns before his or her term of office is complete, the Committee may stipulate a minimum period of time that must elapse before he or she is eligible to be elected or appointed to the Committee again.
31. A Committee member can be removed by majority vote at a General Meeting if his or her actions are considered prejudicial to the best interests of the Club. Any Committee member whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken.
32. If a member wishes to propose the removal of a Committee member under the above clause, he or she shall present the case for removal to the Committee at least 28 days before the date of the General Meeting where the matter is to be decided. If the Committee decide, by majority vote, that the proposal is malicious or vexatious and without merit, they may reject the proposal and advise the member accordingly. If a majority of the Committee consider that the proposal is reasonable under the circumstances, then it shall be taken to a General Meeting and voted on.

Committee meetings

33. The Committee shall meet weekly, with all Committee members receiving reasonable notice of such meetings.
34. No decisions shall be made at a Committee meeting unless a quorum is present. A quorum shall be two members of the Committee, or one-third of the Committee members, whichever is the greater number.
35. The President shall chair all Committee meetings but, if he or she is not present, the Vice-President shall take the chair. In the event of both being absent or unwilling to act, the Committee members present shall choose one of their number to chair the meeting.
36. All matters for decision will be decided by a simple majority of those present and voting. In the event of a tied vote the chair of the meeting shall have a second or casting vote.
37. The Committee may make reasonable additional rules for the proper conduct and management of the Club. These rules must not conflict with this Constitution or the law.
38. The Committee may establish sub-committees and working groups from time to time, establishing their terms of reference and any delegated responsibilities as appropriate.
39. The Committee shall ensure that proper minutes are kept of the proceedings at all General Meetings and meetings of the Committee and of any sub-committees.

Sub-committees

40. The Committee may delegate any of their powers or functions to one or more sub-committees, and may subsequently revoke or alter a delegation. The Committee may impose conditions when delegating, and will always include the conditions that—
 - (a) a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a Committee member;
 - (b) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - (c) no expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed with the Committee;
 - (d) the sub-committee shall report regularly to the Committee.

President

41. The President shall keep order at meetings at which he or she shall preside and shall put every proposition which has been moved and seconded to the vote. He or she shall ensure that proper minutes are kept of all proceedings at General and Committee meetings, and shall sign them as a true record.

Secretary

42. The Club Secretary shall be responsible for maintaining the Register of Members, as described in clause 12, and a record of all subscriptions or other payments made by members. The Secretary shall attend all meetings of the Committee and of any sub-committees, if so directed, and take minutes of the proceedings at such meetings. The Secretary shall also be responsible for preparing accounts and balance sheets and submitting these to the Auditor.

Treasurer

43. The Treasurer shall pay all monies received by the Club, without any deduction for any purpose whatsoever, into an account operated by the Committee at such bank as the Committee shall from time to time decide. The Treasurer shall maintain an oversight of the financial affairs of the Club and report to the Committee or to a General Meeting when instructed to do so.

Steward

44. The Committee shall appoint a Steward whose duties will be to keep the Club warm and clean, to serve refreshments to the members, and to keep accurate records of all monies received. All refreshments must be paid for on being ordered and the Steward is prohibited from giving credit to any member. The Steward shall be the guardian of order in the Club. He or she shall report to the Committee any breach of rules or bye-laws that may come to his notice. The Steward shall work such hours and receive such remuneration as the Committee may from time to time agree.

Conduct of members

45. All members are expected to conduct themselves in an appropriate manner in and around the Club; a good standard of behaviour is required from everyone at all times.

Auditor

46. A suitable qualified accountant shall be appointed by a General Meeting of the Club for the purpose of auditing the Club's accounts.
47. A serving Auditor shall be re-appointed for the next financial year unless—
 - (a) a resolution is passed at a General Meeting appointing someone else to the post of Auditor, or providing expressly that the current Auditor shall not be re-appointed; or
 - (b) the Auditor has informed the Club that he or she is unwilling or unable to be re-appointed; or
 - (c) he or she is no longer eligible to act as Auditor.
48. None of the following may be appointed as Auditor for the Club—
 - (a) a Committee member or employee of the Club;
 - (b) a person who is a partner of or is employed by or employs a Committee member.

Finances

49. All funds raised by or on behalf of the Club should be used to further its objects and for no other purpose.
50. Surplus funds may be invested by the Committee in such manner as the Committee may decide, including interest-bearing accounts, securities issued by limited liability companies and societies, and the purchase of land or buildings; provided that nothing shall authorise any investment which is contrary to the law and none of the Club's funds may be loaned to members of the Club.
51. All instruments of expenditure of a value of £200 or more must be authorised by at least two members of the Committee. Any proposed expenditure in excess of £1,000 must be subject to obtaining three competitive quotes.
52. A copy of the annual accounts and balance sheet for the previous financial year, and the report of the Auditor, shall be displayed in a conspicuous position within the Club's premises.
53. Any member or person having an interest in Club funds may request to inspect all books and accounts at the Club's premises and the Committee shall consider and rule on all such reasonable requests.

Property

54. All or any part of the property of the Club may be vested in not less than two Holding Trustees (or in a corporation entitled to act as custodian trustee) appointed by the Committee, and such Holding Trustees shall hold such property and deal with it in a manner which is consistent with the objectives of the Club as the Committee may from time to time direct. The powers, rights and duties of Holding Trustees so appointed shall be embodied in a Trust Deed to be approved by the Committee and to be executed by the Holding Trustees. Provided they act only in accordance with the lawful directions of the Committee, Holding Trustees shall not be liable for the acts and defaults of its members.
55. The Committee may at any time remove or replace any Holding Trustee and may appoint a Holding Trustee in place of any Holding Trustee who has retired, dies, refuses to act or has become incapable of acting.
56. Any property or contracts, including contracts of employment, held in the name of the Club and not vested in named Holding Trustees shall be deemed to be held jointly by the members of the Committee for the time being.

Opening hours

57. Opening hours for the Club shall be decided from time to time by the Committee and displayed prominently in the Club's premises.

Amendments to the Constitution

58. The Constitution may be changed by a two-thirds majority vote of the members present and voting at a quorate General Meeting. Members must be given at least 28 days' and up to six months' notice of any proposal to amend the Constitution. The period of notice shall depend on the significance of the proposed amendment, and the extent to which it may need discussion amongst the membership, as shall be decided by the Committee.

Disputes

59. If a dispute arises between members of the Club about the validity or propriety of anything done by the members of the Club or its Committee under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation.

Dissolution

60. The Club may be wound up by a two-thirds majority vote of the members present and voting at a quorate special General Meeting convened for this purpose. Members must be given at least 28 days' notice of a meeting which is to consider a proposal to wind up.
61. In the event of dissolution of the Club, any assets remaining will be used to repay outstanding debts and any money remaining after that will be gifted to one or more like-minded organisations concerned with the promotion of Irish interests.

Omissions

62. Anything not provided for in this Constitution shall be decided by the Committee whose decision shall be final.