

EDENDERRY COMMUNITY DEVELOPMENT ASSOCIATION

CONSTITUTION

1. **NAME**
The name of the organisation shall be the Edenderry Community Development Association
(hereinafter called "the Association")
2. **OBJECTIVES**
The Association has been established to:
 - 2.1 Promote the benefit of the inhabitants of the greater Edenderry area and its environs (hereinafter described as "the area of benefit") without distinction of age, sex, race, political, religious or other opinion. It will so do by associating the statutory authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interests of the social welfare, education, recreation or other leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
 - 2.2 In particular the Association will
 - a) Advance through education the skills and knowledge of the inhabitants of the area of benefit
 - b) Facilitate the greater involvement of marginalised sections of the wider community, all genders, age groups, the disabled and ethnic minorities in the life of the community.
 - c) Promote awareness of the history, folklore and cultural heritage of the area
 - d) Encourage acceptance, understanding and appreciation of the cultural diversity of the area of benefit
 - e) Promote, by education and encounter, good community relations with other groups and cultural traditions and to interact with same in a spirit of peace and Community reconciliation.
 - 2.3 In furtherance of the above objective, but not further or otherwise, the Association may:
 - 2.3.1 Provide or secure the provision of social services, educational and recreational facilities and practical assistance for residents within the area of benefit.
 - 2.3.2 Provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objectives of the Association.

- 2.3.3 Promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- 2.3.4 Organise or assist in organising meetings, lectures, classes and exhibitions and publish or assist in publishing reports, periodicals, recordings, books or other documents or information.
- 2.3.5 Obtain collect and receive money by way of grants, donations, bequests, legacies or other lawful method, provided that the Association may not engage in any form of permanent trading,
- 2.3.6. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges necessary for the promotion of the above objectives and construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objectives;
- 2.3.7 Make any regulations for any property, which may be so acquired.
- 2.3.8 Subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association with a view to the furtherance of its objectives.
- 2.3.9 Receive money on deposit or loan and borrow or raise money in such a manner as the Association shall think fit, subject to such consents as may be required by law;
- 2.3.10 Invest the Monies of the Association not immediately required for the furtherance of the said objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- 2.3.11 Recruit and train volunteers with relevant skills to carry out the objectives of the Society.
- 2.3.12 Employ and pay any person or persons, not being a member of the Management Committee referred to below ("the Committee") to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of remuneration to any employees.
- 2.3.13 Promote and organise co-operation in the achievement of the above objectives and to that end to work in co-operation with local authorities and other voluntary organisations engaged in the furtherance of the above objectives in the area of benefit;
- 2.3.14 Do all such other lawful things as may be necessary for the attainment of the above objectives or any of them.

3 MEMBERSHIP

- 3.1 Membership of the Association shall be open to the following, irrespective of their sex or sexual orientation race, political affiliation, nationality or religious persuasion who share the objects of the Association and make an annual membership subscription to it.
 - 3.1.1 Membership is open to all persons aged sixteen years or over, who subscribe to the objects of the Association and who live within the area of benefit and whose applications for membership the Committee accepts. Such persons shall be called Individual Members and shall be entitled to vote at meetings of the Association.
 - 3.1.2 Organisations operating within the area of benefit, whether voluntary or statutory, may upon application to and with the approval of the Committee, be admitted as Affiliated members and such approval shall not be unreasonably withheld. Each of the Affiliated organisation shall be entitled to one single vote at meetings of the Association.
 - 3.1.3 Well-wishers from other than the area of benefit, or other persons who, in the opinion of the Committee have special knowledge or experience to offer to the Association may be admitted at the discretion of the Committee as Associated Members. An Associated Member shall be entitled to attend at meetings of the Association but shall not be entitled to vote at any such meeting.
 - 3.1.4 The Committee may with the approval of the General Meeting award an Honorary Membership to such persons who have given distinguished service to the Association or have particular affiliation to the Association.
 - 3.1.5 A membership subscription, as determined from time to time by the Committee and approved at the annual general meeting, will be payable annually by each member, excepting Honorary Members. Any failure to pay such subscription by the end of the Association's financial year will revoke the membership and deny the right of the member to vote at the AGM or to be nominated for membership of the Committee of the Association.
 - 3.1.6 The Association reserves the right to withdraw membership, at the ultimate discretion of the Committee, from any member whose actions or conduct causes the Association to be brought into disrepute or who demonstrates that they do not share the objects of the Association.

4. MANAGEMENT

- 4.1 Except as provided otherwise in this constitution the policy and general management of the affairs of the Association shall be directed by the Committee which shall meet not less than 4 times a year and shall consist of not less than 9 members of the Association who are entitled to vote, elected at an Annual General Meeting

- 4.2 Nominations from full members of the Association for membership of the Committee must be in writing and must be in the hands of the Honorary Secretary of the Association at least 7 days before the Annual General Meeting hereinafter mentioned.
- 4.3 Should the number of nominations exceed the number of vacancies, election shall be by secret ballot of the members of the Association present and voting at an Annual General Meeting.
- 4.4 Should the number of nominations be less than the number of vacancies, further oral nominations may, with the approval of the Annual General Meeting, be invited from members present and voted for at the said Annual General Meeting.
- 4.5 The Committee elected at an Annual General Meeting shall have the power to co-opt further members, who shall be Individual Members, Associate Members or representatives of Affiliated Members and who shall serve until the conclusion of the next following AGM provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee. Co-opted members shall have the right to vote at meetings of the Committee.
- 4.6 The Chairperson, Vice-Chairperson Honorary Secretary and Honorary Treasurer, who shall be the Honorary Officers of the Association, shall be full Individual Members or representatives of Affiliated Members of the Association and shall be elected annually by and from the members of the committee at their first meeting following the Annual General Meeting. The office of Chairperson shall not be held by anyone person for more than 3 consecutive years.
- 4.7 Any member of the Committee who fails to attend 3 consecutive Committee meetings without reasonable excuse shall lose her/his place on the Committee. The resultant vacancy may be filled by co-option in accordance with Clause 4.5 above.
- 4.8 The Trustees (if appointed) must be notified of and shall be entitled to attend all meetings of the Committee but without the power to vote.

5. **FUNCTIONS OF THE COMMITTEE**

- 5.1 The Committee may make such regulations, as is considered appropriate for the efficient conduct of the business of the committee and the society Association.
- 5.2 The Committee may appoint such staff, as they consider necessary on such terms and conditions as they may determine.

- 5.3 The Committee may appoint such sub-committees, advisory groups or working parties from their own members and other persons as they may from time to time decide necessary for carrying out their work. The Committee may determine their terms of reference, duration and composition. All such sub- committees shall make regular reports on their work to the committee.
- 5.4 Any failure to elect or any defect in the election, appointment, co-options or qualifications of any member shall not invalidate the proceedings of the Committee.

6. **CHAIRING MEETINGS**

All meetings of the Association or of the Committee or of any of its subcommittees shall be presided over by its Chairperson or failing whom the Vice-Chairperson, if one has been appointed. If neither the Chairperson or Vice Chairperson are present, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

7. **FINANCE**

- 7.1 The Association shall be non-profit making. All monies raised by or on behalf of the Association shall be applied to further the objectives of the Association and for no other purpose, provided that nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Association engaged upon the approved business of the Association.
- 7.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- 7.3 The financial year of the Association shall run from 1st April to 31st March
- 7.4 An auditor or auditors who shall be appointed at the Annual General Meeting shall audit the accounts at least once a year.
- 7.5 An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 7.6 A bank account shall be opened in the name of the Association with Alliance Leicester Commercial Bank or with such other bank, as the Committee shall from time to time decide. The committee shall authorize in writing the Honorary Treasurer and 2 other members to sign cheques on behalf of the Association. All cheques must be signed by not less than 2 of the 3 authorised signatories.

8. **TRUST PROPERTY**

The Association may appoint and may terminate the appointment of not less than 3 people to act as Trustees for the purpose of holding any Monies or property belonging to the Association. The title to all or any such real and/or personal property, which may be required by or for the purposes of the Association, shall be vested in the Trustees who shall hold such property in trust for the Association. The Trustees shall act under the instructions of the Committee who shall, subject to the approval and consent of the Association as determined by a General Meeting, have power to fill vacancies among the Trustees.

9. **ANNUAL GENERAL MEETING**

9.1 The first Annual General Meeting of the Association shall be held not later than the 31st April 2005 and in each subsequent year not later than 30th April. An Annual General Meeting of the Association shall be held at such place and time (not being more than 15 months after the holding of the preceding Annual General Meeting), as the Committee shall determine.

9.2 At such Annual General Meeting the business shall include the following:

9.2.1 The election of members to serve on the Committee;

9.2.2 The appointment of an auditor or auditors;

9.2.3 The consideration of an Annual Report of the work done by or under the auspices of the Committee;

9.2.4 The consideration of the audited accounts;

9.2.5 The transaction of such other matters as may from time to time be considered necessary.

10. **SPECIAL GENERAL MEETINGS**

The Committee may at any time at its discretion and shall upon a requisition signed by not less than **25** members having the power to vote and giving reasons for the request, call a Special General Meeting, of the Association for the purpose of altering the constitution in accordance with Clause 12 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose.

11. **RULES OF PROCEDURE AT ALL MEETINGS**

Voting

- 11.1 Subject to the provisions of Clause 12 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. In case of an equality of votes the Chairperson shall have a second or casting vote.

Minutes.

- 11.2 The Committee and all other sub-committees shall keep minutes of all meetings, in a format acceptable to the Committee. The appropriate Secretary shall enter therein a record of all proceedings and resolutions and ensure that the minute of any meeting is agreed at the next or subsequent meeting as being a true and accurate record of all business transacted.

Quorum

- 11.3 The quorum at General Meetings of the Association shall be 12 members entitled to vote and at meetings of the Committee or subcommittees shall be 4 members or such other greater number as the Committee may from time to time determine.

Standing Orders

- 11.4 The Committee shall have the power to adopt and issue Standing Orders and/or Rules for the Society. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the Association in "General Meeting and shall not be inconsistent with this constitution.

12. **ALTERATIONS TO THE CONSTITUTION**

- 12.1 Any alterations to this Constitution shall receive the assent of not less than two thirds of the members .of the Association present and voting at the Annual General Meeting or a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 7 clear days before the meeting at which the alteration is to be brought forward.
- 12.2 At least 7 clear days notice in writing of the meeting, setting forth the terms of the alteration to be proposed, shall be published by the Honorary Secretary in a manner which is accessible to each member of the Association, provided further that no alteration shall be made which would cause the Association to cease to be a charity at law

13. **DISSOLUTION**

- 13.1 If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association they shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 14 days notice (stating the terms of the Resolution to be proposed thereat) shall be given.
- 13.2 If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or in the name of the Association.
- 13.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may decide.

INDEMNITY

14.

The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising there from) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall not extend to liabilities arising from willful and individual fraud, wrong doing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this indemnity.

Adopted by the Management Committee of **Edenderry Community Development Association** on

Signed.