

DRAFT RULES

-of-

Boherlahan Community Association

1. Name

The name of the Body is Boherlahan Community Association.

2. Aims

2.1 To provide an Association in which all residents of the community of Boherlahan, in co-operation with existing local voluntary, sporting and cultural organisations, can meet, make plans, develop policies, and provide facilities for the benefit of all sectors of the community.

2.2 To represent the community of Boherlahan and advocate for its needs to the Local Authority, State agencies and other statutory bodies in the exercise of their functions in the locality.

2.3 To promote Boherlahan, its environment, history, folklore, sporting activities, commercial endeavour, and cultural heritage.

2.4 To promote social inclusion and advance the wellbeing, cultural and physical welfare of the community.

2.5 To sustain and continue the traditions of community spirit, good neighbourliness, voluntary effort and self-reliance.

2.6 To preserve the identity and enhance the reputation of Boherlahan Dualla by supporting the endeavours of, and working in partnership with, Dualla Community Association and other organisations representing the Dualla area.

2.7 To carry out the business of the Body in a manner which is open, transparent, and accountable to all residents of the community and for the common good.

3. Main Object

The main object for which Boherlahan Community Association is established (the “Main Object”) is:

3.1 To oversee the redevelopment and maintenance of Boherlahan Parish Hall.

3.2 To implement a Community Development plan, in co-operation with existing local voluntary, sporting and cultural organisations.

3.3 To monitor and maintain projects carried out as part of the Community Development Plan.

3.4 To review the Community Development Plan on an ongoing basis.

3.5 To raise funds, obtain grants, make borrowings, and acquire property for the execution of projects outlined in the Community Development Plan as approved by a General Meeting of the Association. Any assets acquired will be vested in the Association for the benefit of all the community.

4. Powers

The Body shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

4.1 The Body shall support and govern a company limited by guarantee named Boherlahan Community Association C.L.G. (the CLG). The Body shall vest in the CLG powers as laid out in a company constitution adopted by a General Meeting of the Body and appended to these rules (Appendix 1)

4.2 To insure any or all the Executive Members against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).

4.3 To do all such other lawful things as the Body may think incidental and conducive to the foregoing Main Object.

5. Income and Property

5.1 The income and property of the Body shall be applied solely towards the promotion of Main Object(s) as set forth in these Rules. No portion of the Body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Body.

5.2 No Executive Member shall be appointed to any office of the Body paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Body. However, nothing shall prevent any payment in good faith by the Body of:

- (a) reasonable and proper remuneration to any member or servant of the Body (not being an Executive Member) for any services rendered to the Body.
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Executive Members or other members of the Body to the Body.
- (c) reasonable and proper rent for premises demised and let by any member of the Body (including any Executive Member) to the Body.
- (d) reasonable and proper out-of-pocket expenses incurred by any Executive Member in connection with their attendance to any matter affecting the Body.
- (e) fees, remuneration or other benefit in money or money's worth to any company of which an Executive Member may be a member holding not more than one hundredth part of the issued capital of such company.

(f) Nothing shall prevent any payment by the Body to a person pursuant to an agreement entered in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended, or replaced).

6. Additions, alterations, or amendments

The Body must ensure that the Charities Regulator has a copy of the CLG's most recent constitution. If it is proposed to make an amendment to the Rules of the Body or the CLG which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

7. Winding Up

If upon the winding up or dissolution of the Body there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Body under or by virtue of Clause 5 hereof. Members of the Body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Members

Membership of the Body 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 Body and make an annual membership subscription if applicable to it.

8.1. All persons aged eighteen years or over, who are resident in Boherlahan Dualla and surrounding hinterlands (area of benefit). Such persons shall be called Individual Members and shall be entitled to vote at General Meetings of the Body.

8.2. Organisations operating within the area of benefit, whether voluntary or statutory, may upon application to and with the approval of the Executive, 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 Body.

8.3. Well-wishers from other than the area of benefit, or other persons who, in the opinion of the Executive have special knowledge or experience to offer to the Association may be admitted at the discretion of the Executive 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.

8.4. The Executive may with the approval of the General Meeting award an Honorary Membership to such persons who have given distinguished service to Boherlahan Community

or have affiliation to Boherlahan. An Honorary Member shall be entitled to attend at meetings of the Body but shall not be entitled to vote at any such meeting.

8.5. A membership subscription, as determined from time to time by the Executive 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 date of the AGM will revoke the membership and deny the right of the member to vote at the AGM or to be nominated for membership of the Executive of the Body.

8.6. The Body reserves the right to withdraw membership, at the ultimate discretion of a General Meeting, from any member whose actions or conduct causes the Body to be brought into disrepute or who demonstrates that they do not share the objects of the Body.

9. Rights of Members

Membership of the Body is not transferable and shall cease: -

- (a) on the member's death or bankruptcy.
- (b) if the member resigns by serving notice in writing to the Executive at the Body's principal place of business
- (c) membership is withdrawn under rule 8.6. above.

10. General Meetings

10.1 The Body shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive and shall specify the meeting as such in the notices calling it provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting. The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Executive Members.

10.2 All general meetings other than Annual General Meetings shall be known as extraordinary general meetings.

10.3 The Executive may convene an Extraordinary General Meeting. If, at any time, there are not sufficient Executive Members capable of acting to form a quorum of Executive Members, any Executive Member may convene an Extraordinary General Meeting.

10.4 The quorum for general meetings shall be equivalent to 25% of the number of Executive Members +1 person.

10.5 The chairperson of the Executive shall preside as chairperson at every general meeting of the Body, or if there is no such chairperson, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Executive Members present shall elect one of their number to be chairperson of the meeting.

10.6 If at any meeting no Executive Member is willing to act as chairperson or if no Executive Member is present within 15 minutes after the time appointed for holding the

meeting, the members of the Body present shall choose one of their number to be chairperson of the meeting.

10.7 The chairperson may, with the consent of any meeting at which a quorum is present and shall if so, directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.8 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

11. Matters Reserved to the General Meeting

None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Body: -

- (a) to make any alteration, addition or amendment to these Rules or the constitution of the CLG.
- (b) to wind up the Body.
- (c) to remove a Member.
- (d) to appoint a new trustee of the Body pursuant to Rule 18.
- (e) to change the name of the Body.

12. Notice of General Meetings

12.1 A meeting of the Body, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting, by not less than 14 days' notice.
- (b) in the case of an extraordinary general meeting, by not less than 5 days' notice.

12.2 Where notice of a meeting is given by posting it by email to the registered email address of every member and published in a local newspaper or the Boherlahan Dualla community website, the notice shall be deemed to have been given on the expiration of 24 hours following posting or publication.

12.3 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

12.4 Incorporeal meetings may be held utilising the internet or phone technology where this is approved by a decision of the Executive.

12.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

13. Votes of Members

Where a matter is being decided, every member present in person shall have one vote, but so that no individual member shall have more than one vote.

14. The Executive

14.5 The Executive comprises of Officers and Ordinary Executive Members elected at the AGM. The Officers of the Executive are Chairperson, Vice- Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, P.R.O. and Social Inclusion Officer. Directors of Boherlahan Community Association C.L.G shall automatically be members of the Executive.

14.2 The Executive elected at an Annual General Meeting shall have the power to co-opt further ordinary Executive members 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 Executive. Co-opted Ordinary Executive Members shall have the right to vote at meetings of the Executive.

14.3 The Executive Members shall be the members of the CLG

14.4 No remuneration shall be payable to any of the Executive Members in respect of his/her services as Executive Member or on any Committee of the Executive. The Executive Members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive or any Executive of the Executive or general meetings of the Body or otherwise in connection with the business of the Body.

14.5 The business of the Body shall be managed by the Executive, may exercise all such powers of the Body as are not by these Rules required to be exercised by the Body in general meeting, subject nevertheless to the provisions of these Rules and to such directions as the Body in general meeting may give. No such direction given by the Body in general meeting shall invalidate any prior act of the Executive which would have been valid if that direction had not been given.

14.6 All cheques and other negotiable instruments and all receipts for moneys paid to the Body shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the Executive shall from time to time by resolution determine.

14.7 The Body shall keep minutes: -

(a) of the names of the Executive Members present at each meeting of the Executive and of any Sub-Committee of the Executive.

(b) of all resolutions and proceedings at all meetings of the Body and, of the Executive Members and of Sub-Committees of the Executive.

14.8 The office of Executive Member shall be vacated if an Executive Member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

15. Rotation of Executive Members

15.1 No elected Officer shall serve more than three consecutive terms unless no other person is nominated for that office at the AGM.

15.2 No person other than an Executive Member outgoing shall, unless recommended by the Executive, be eligible for election to the office of Executive Member at any general meeting unless, not less than three days before the date appointed for the meeting a notice is submitted, in a manner outlined in the notice of the AGM, by a member of his/her intention to propose such a person for election at the AGM.

15.3 The Body may remove any Executive Member before the expiry of his/her period of office. This can be done by a resolution of the Executive at a meeting convened specifically for this purpose.

15.4 The Executive may at any time appoint any person to be an Executive Member, either to fill a casual vacancy or as an addition to the existing Executive Members, but so that the total number of Executive Members shall not at any time exceed the number, if any, provided for in these Rules. Any Executive Member so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

16. Proceedings of the Executive

16.3 The Executive may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.

16.4 The quorum for meetings of the Executive may be fixed by the Executive and, unless so fixed, shall be 25% of the membership of the Executive + 1 person.

16.5 If their number is reduced below the necessary quorum, the continuing Executive Member(s) may act for the purpose of increasing the number of Executive Members to that number or of summoning a general meeting of the Body, but for no other purpose.

16.6 If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Executive Members present may choose one of their number to be chairperson of the meeting.

16.7 The Executive may delegate any of its powers to Sub-Committees consisting of such member or members of the Executive and such other persons as they think fit, and any Sub-Committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive.

16.8 The Executive may appoint the chairperson of any Sub-Committee; if no such chairperson is elected, or if at any meeting of a Sub-Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the Sub-Committee present may choose one of their number to be chairperson of the meeting.

16.9 A Sub-Committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members of the

Sub-Committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

17. Notices

A notice may be given by the Body to any member either personally or by sending it by post or email to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Body). Notices may also be issued publicly by publishing them in a local newspaper or on the Boherlahan Dualla Community Website.

18. Trustees for the purpose of holding property of the Body.

The property of the Body shall be vested in and held by the Trustees who are the Directors for the time being of the CLG upon trust for the Body as beneficial owner, to be always dealt with as and only as the Executive may, in accordance with the main objects, direct. The Trustees shall, at the request of the Executive and at the cost of the Body as beneficial owner, transfer or convey the trust property to such persons, at such times and in such manner as the Executive shall direct. The Trustees shall be indemnified out of the assets of the Body against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property. The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the Executive for that purpose. The number of the Trustees shall be not less than three. The Body in general meeting shall have the power of appointing new Trustees.

We, the several persons whose names and addresses are subscribed, wish to form the body or association herein named.

Names, Addresses and Signatures of Founding Members
