

## **Constitution of**

### **Kilfeacle Community Association**

**As revised and adopted on 4/4/2022**

*This constitution supersedes all previous constitutions*

1. The name of the Association is Kilfeacle Community Association.
2. Kilfeacle Community Association (“the Association”) is a community-based organisation which operates a number of community facilities and activities in Kilfeacle, Co. Tipperary.
3. The main objectives for which the Association is established are the following –
  - a) To establish, operate and manage community facilities in the district of Kilfeacle to the benefit of the local community in general
  - b) To establish a Sub-Committee to operate and manage Kilfeacle Community Tennis Club.
  - c) To develop, promote and seek to have implemented programmes, policies and strategies which enhance Kilfeacle Community in general and the Association in particular
4. The Association shall have the following powers which it shall use solely in the pursuit of its objectives as outlined at 3 above.
  - a) To employ or otherwise appoint one or more persons to manage and execute the Association’s business in accordance with its objects.
  - b) To purchase, take on lease or in exchange, hire, let or otherwise acquire any real or personal property and any rights or privileges which Association may consider necessary or convenient for the promotion of its main objects, and to construct, maintain, furnish, improve and alter any building necessary or convenient for the conduct of the affairs or the promotion of the objects of the Association.
  - c) To engage with any government or local authority to further enhance our facilities.
  - d) To borrow or raise money for any purposes the Association may think fit subject to the prior written approval of the Trustees
  - e) To accept subscriptions and donations of any kind.
  - f) To invest any monies the Association does not immediately require in investments, securities or property as may be considered fit.
  - g) To establish or permit the establishment of sub-committees for the purposes of facilitating the better promotion of the Association
  - h) To insure against all risks and claims to which the Association or its assets may be or become liable with reputable insurance companies.
  - i) To hold exhibitions, meetings, lectures, classes, seminars and courses, either alone or with others.
  - j) To permit its facilities to be used for any purpose which it considers to be appropriate and within the terms of its objectives

5. The income and property of the Association shall be used solely for the achievement of the objectives of the Association.
6. No Committee or Sub-Committee member appointed to any office of the Association shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
  - a) reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association
  - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by the Committee members or other members of the Association to the Association
  - c) reasonable and proper rent for premises demised and let by any member of the Association to the Association
  - d) reasonable and proper out of pocket expenses incurred by any committee member in connection with attendance to any matter affecting the Association
7. (a) No addition, alteration or amendment shall be made to this Constitution without the approval of the members.  
(b) Such approval may only be given at a general meeting of members at which two-thirds of those present and entitled to vote, vote in favour of such addition, alteration or amendment.
8. No transaction, including any transaction to amend an existing instrument such as a lease or licence regarding the property of the association whether involving purchase or disposal by licence, lease or otherwise shall take place without the prior written approval of both the Committee and the Trustees.
9. Annual accounts shall be kept and made available to the members .

## **MEMBERSHIP**

10. Any person aged 18 years and over who commits themselves to the achievement of the objectives of the Association shall be eligible to be a member.
11. Applicants shall be admitted to and removed from membership in accordance with such procedures as may be adopted by the Committee from time to time.
12. Membership may be subject to the payment of such membership fee (if any) and to membership renewal at such intervals and in accordance with such procedures as may be adopted by the Committee from time to time.
13. Every member shall use his or her best endeavours to promote the objects and interests of the Association.
14. A Register shall be kept by the Association containing the names and contacts details of all the members.

## **THE COMMITTEE**

15. The affairs of the Association shall be managed by a Committee which shall not exceed 12 persons in number
- a) Members of the Committee shall be elected by those present and entitled to vote at the Annual General Meeting of the Association in accordance with procedures to be adopted by the Committee from time to time.
  - b) The Committee may also, from time to time, co-opt such additional members as it deems necessary.
  - c) The Term of office of Committee members shall be three years from the first AGM following their appointment and retiring Committee members may offer themselves for re-election.
  - d) Notwithstanding 14(a) above, the Chairperson of each Sub-Committees or their nominee shall be an ex-officio member of the Committee
  - e) The officers of the Committee shall include a Chairperson, Secretary and Treasurer and such other officers as may be deemed necessary from time to time.
  - f) The term of office of the Chairperson or other officers of the Committee shall be 3 years. Officers whose term of office has expired may offer themselves for re-election
  - g) One third of the Committee shall resign from office at each of the three AGMs following the adoption of this Constitution. Those to retire shall be those longest in office and, if there is equality between members, shall be determined by agreement or by lot. Those who retire may offer themselves for re-election.
  - h) The Chairperson of the Committee shall preside at all meetings of the Committee and shall see that orders and resolutions of the Committee are carried into effect.
  - i) At its first meeting following each AGM, the Committee shall elect officers to fill any vacancy which may have arisen.

## **SUB-COMMITTEES**

16. The Committee may appoint such Sub-Committees as it deems necessary for the effective running of the Association and in accordance with written Term of reference which may be amended by the Committee from time to time.
17. (a) Each Sub Committee shall appoint a Chairperson and Secretary and such other officers as it deems fit.
- (b) Each Sub-Committee shall produce an Annual Report including the financial situation of the Sub-Committee and shall submit a summary in writing to the Committee of the Association.
18. Despite the general powers provided by 16 above,
- a) The Committee shall establish and maintain in place a Sub-Committee to manage the tennis activities of the Association. This Sub-Committee shall be designated as the Kilfeacle Community Tennis Club (KCTC) and shall have the obligation to adopt and amend from time to time a constitution of its own appropriate to its being a sports club but subject to the approval of the Committee of the Association. Such Constitution shall be deemed to be the Terms of Reference of the said Sub-Committee

- b) The Sub-Committee shall have the right to seek and admit to membership of the club those who wish to participate in the sporting activities of the KCTC, to regulate the playing activities of such members and to require such members to pay fees in respect of their membership of the KCTC. Such membership shall not confer membership of the Association which may, however, be applied for separately.
  - c) The Sub-Committee shall enter into a formal arrangement with the Association with regard to its access to and use of the tennis and other facilities on site.
19. Despite the general powers provided by 16 above, the Committee shall establish and maintain in place a Sub-Committee to manage and maintain Kilfeacle Graveyard. This Sub-Committee shall be designated as the Graveyard Committee.
20. The Committee may call, and any Sub-Committee may seek at any time a joint meeting of the Committee and a Sub-Committee. Such joint meetings shall be chaired by the Chair of the Committee of the Association and shall have the authority to make recommendations but not to make decisions.

## **TRUSTEES**

21. The property and other material assets of the Association shall be vested in not less than two and not more than four Trustees and held by them for the use and benefit of the Association. The Trustees shall deal with the Association's property as directed by decisions of the Committee and entry in the minute book shall be conclusive evidence of a relevant decision having been made by the Committee.
22. The Trustees shall be appointed by the Association at an Annual General Meeting (AGM) or at an Extraordinary General Meeting (EGM) and shall hold office until death or resignation, the expiration of their term as stated in Clause 23 below or unless removed by a resolution passed at an AGM or EGM. On a vacancy occurring an EGM shall be called as soon as may be to appoint a new Trustee.
23. On their removal or resignation, a Trustee shall execute a conveyance in such form as may be required by the Committee in respect of a newly elected Trustee.
24. No acquisition or disposal of land or buildings in any way shall take place without the prior approval of the members of the Association given by way of resolution at an AGM or EGM, called for that purpose. Such approval shall require a that not less than two-thirds of those present and entitled to vote. vote in favour.
25. Funds shall not be borrowed by the Association or any Sub-Committee of the Association without the consent in writing of the Trustees which shall only be given following the written approval of the Committee.
26. As per The Deed of Trust dated 6<sup>th</sup> July 2001, the trustees remain in place for a 35years term. At the time of the adoption of this Constitution, the Trustees are Margaret O'Connell, Ballinlina, Golden, Matthew Fogarty Cahervillahow, Golden, Fiona Ryan, Churchquarter, Kilfeacle & Noreen Ryan, Ballymacady, Bansha.

## **PROCEEDINGS OF THE COMMITTEE**

27. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their members as they think fit.

28. The Committee shall seek to achieve consensus regarding questions arising at any meeting and it shall be the duty of the Chairperson and all members to work to that end. In the event that consensus is not achieved that matter, unless it is declared by the Chairperson to be a matter of urgency, shall stand adjourned to the next meeting of the Committee.
29. In the period between the Committee meetings the Chairperson shall seek a consensus on the matter. At the Committee meeting following that at which the question was adjourned, the question shall be decided by a majority of votes and in case of equality of votes, the Chairperson shall have a further or casting vote.
30. The Committee shall meet as often as it considers necessary
31. No business shall be transacted at any Committee Meeting unless a quorum of 4 members is present.
32. Two Committee members may request a meeting of the Committee, and the Secretary, on the requisition of two such members, shall summon such meeting.
33. The Committee shall record Minutes to be made in books provided for the purpose or electronically:
  - a) of all appointments of members of the Committee and of officers of the Association made by the Committee.
  - b) of the names of the Committee members present at each meeting of the Committee or any Sub-Committee.
  - c) of all resolutions and proceedings at all meetings of the Association and of the Committee and Sub-Committees.
34. A meeting of the Committee or of a Sub-Committee may consist of a conference call between some or all of the Committee or, as the case may be, members of the Sub-Committee who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others . A member of a Committee or Sub-Committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
35. An Annual General Meeting (A.G.M) of the members of the Association shall be held once in every calendar year.
36. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting.
37. 7 days' notice shall be given of any general meeting of the Association.
38. Notice of a Committee, Sub-Committee or general meeting shall be deemed to have been given at the time of transmission of a message on WhatsApp or such other digital platform as may be agreed by the Committee from time to time provided it specifies the place, date and time and business of the meeting. Accidental failure to give notice of a meeting to any individual shall not invalidate that meeting or decisions made at it.
39. No business shall be transacted at any General Meeting unless a quorum (4) is present.

40. The Chairperson of the Committee shall preside as Chairperson of the meeting.
41. If the Chairperson of the Committee is not present at any Meeting, the members present shall choose one of their members to chair the meeting.
42. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands

#### **FINANCE**

43. a) The Committee shall ensure adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they explain the Association's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Association.  
  
(b) The accounting records shall be kept at such place as the Committee shall think fit and shall at all reasonable times be open to the inspection of the officers of the Association.  
  
(c) The treasurer shall prepare and present a statement of the financial affairs of the Association at the A.G.M.

#### **INDEMNITY**

44. Every Member, Committee Member and Officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto; and officer of the Association shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his/her office or in relation thereto where that Committee Member or Officer has acted in good faith in carrying out their fiduciary duty as a Committee Member or Officer of the Association.
45. The Association shall take out and maintain in force at all times appropriate Insurance.