



# CONSTITUTION OF RATHCOOLE COMMUNITY COUNCIL LIMITED BY GUARANTEE

## **Schedule 10 Section 1176**

### **Companies Act 2014**

#### **A. Articles of Association of The Company**

1. The company to be named Rathcoole Community Council CLG.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which The Company is established are the promotion of the general social, recreational, economic and environmental interests of the people of Rathcoole, and promotion and encouragement of a community spirit among them, and the doing of all such other things as are incidental or conducive to the attainment of the above object.
4. The liability of the members is limited.
5. Every member of The Company undertakes to contribute to the assets of The Company. If the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-
  - a. The payment of the debts and liabilities of The Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - b. The adjustments of the rights of contributories among themselves,
  - c. Such amount as may be required, not exceeding €1.
6. The Company shall not be affiliated with any political party or religious body and shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of The Company, would make it a trade union.
7. The Company will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.
8. The income and property of The Company shall be applied solely towards the promotion of the objects of The Company as set forth in this memorandum and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of The Company.
9. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of The Company, or to any member of The Company in return for any services rendered to The Company on provision of invoices or expenses claims.
10. If on winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other company or corporate body having objects similar to the objects of the Company in accordance with company law.

## B. Community Objectives

1. To involve all the people of the area in promoting the social, educational, cultural, and economic welfare of the community. To promote wherever possible the well-being of the youth, the disadvantaged, the elderly, and the disabled people of the community, and to provide any and such services for the full development of all these groups.
2. To develop and improve the town of Rathcoole and its environs for the benefit of the community, campaign for new facilities and infrastructure.
3. To protect and preserve any natural view, park, woodland, historic monument, landmark or ruin in Rathcoole or its vicinity.
4. Support the development of community groups and local residents' associations.
5. To act as the representative body of the Community of Rathcoole at South Dublin Co. Council level and community engagement forums such as the Public Participation Network.
6. Maintain and operate Community owned and leased buildings for the benefit of the community providing community employment and training opportunities through participation in Tus, C.E. and Pobal.
7. To actively seek financial assistance in addition to our rental income for the maintenance and running of the facilities by means of fundraising, seeking donations and applying to the relevant authorities for grants.

## C. Membership

Membership is open to all residents of Rathcoole electoral area. They can attend the Annual General Meeting or Special General Meetings. Membership commences once they appear on the electoral register.

A list of all members will be kept by the membership secretary.

### **Ceasing to be a member**

Members may resign at any time in writing to the secretary. Membership will also cease when they leave the electoral area. Any offensive behaviour, including racist, sexist or inflammatory remarks, will not be permitted. Anyone behaving in an offensive way or breaking the equal opportunities policy may be asked not to attend further meetings or to resign from the group if an apology is not given or the behaviour is repeated. The individual concerned shall have the right to be heard by the management committee, accompanied by a friend, before a final decision is made.

## D.Officers and Council Members

### D.1 - General Business

1. The business of the group will be carried out by a Council elected at the Annual General Meeting. The Council should meet at least 12 times in a year. The Council will comprise both Company Board Directors and Board Council Members. Maximum of 13 people (Minimum of 9) allowed on the Council Board.
2. The Council shall have the power to co-opt between *AGMS* onto the main committee any person whom they feel can bring additional talents to the Council, including those living outside of Rathcoole
3. The outgoing Chairman and Company Secretary shall be de jure members of the incoming Board, together with the positions of other directors and sub committees
4. On provision of invoices or expenses claims the company will reimburse Officers or servants for expenses incurred on behalf of the Company.

### D.2 – Officer’s Roles

The officers’ roles are as follows:

1. Chairperson - who shall chair both general and committee meetings.
2. Assistant Chairperson - to stand in for Chairperson in their absence.
3. Company Secretary, who shall be responsible dealing with all corporate issues. They are responsible for ensuring the taking of meeting minutes and the distribution of all papers and general communication.
4. Public Relations Officer for external publicity and communications plus communications for members.
5. Treasurer who shall be responsible for maintaining accounts in line with Current Companies Act regulations for CLGs and funding body requirements.
6. The above positions can only be held by people who are also Directors of the Company (Rathcoole Community Council CLG) and have been director for at last one year.
7. Compliance Officer – to ensure that the Company complies with all statutory regulations.

In the event of an officer standing down during the year or being unable to fulfil their duties a replacement will be selected at the next RCC Board/ Council Meeting.

### **D.3 - Directors Duties**

1. All Directors sign a Code of Conduct Declaration in line with current Company Law Legislation and the requirements of Funding Bodies together with a statement of Conflict of Interest in line with the Charity Governance Code This should be signed at the first meeting following the AGM.
2. Review all planning issues and agree strategy re planning.
3. To approve all service contracts in excess of €5000 per annum.
4. To approve all Capital Projects in excess of €5000.
5. To approve all employment contracts for direct employees of Rathcoole Community Council.
6. To produce a strategy to direct both the Council and the Centre including a Business Plan.
7. To ensure all certificates and licences required to run the Company are held.

### **D.4 – Council Member Duties**

1. To sign a Code of Conduct Declaration in line with current Company Law Legislation and the requirements of Funding Bodies together with a statement of Conflict of Interest in line with the Charity Governance Code. This should be signed at the first meeting following the AGM.
2. Review all Rathcoole district planning issues and agree strategy.
3. To ensure all certificates and licences required to run the Company are held and familiarise themselves with the companies aims, policies and operating procedures.

### **D.5 - Membership of the Council Board**

There are two types of Board membership.

1. Full membership with full voting rights. (RCC Board Directors).
2. Newly appointed Council Members to the council .(note this is an interim position pending appointment as Company Director and full member, with no director voting rights for the first 3 consecutive council meetings they attend).

## **E. Meetings**

### **E.1 - Annual General Meeting**

1. The Annual General Meeting shall be held on or before the 31<sup>st</sup> of May. At least three weeks' notice of the Annual General Meeting must be given to the public by means of posters and electronic media.

2. Notice of the AGM shall be exhibited publicly, and prominently, by means of posters and electronic media. Motions for the AGM shall be given in writing to the Company Secretary not less than two weeks before the AGM. Residents are limited to 2 motions per person.
3. Notice of Motions shall be posted by the Council not less than one week before the AGM by means of posters and electronic media.
4. The quorum required is 25 people.
5. Nominations can be made in advance.
6. A person cannot nominate themselves.
7. Any resident can nominate a nominee.
8. A Secunder to a nominee is required and must be a resident present at the AGM or a resident signing a nomination made in advance. Nominees to the Council must be prepared to provide details of their skills, qualification and experience at the AGM. In the event of more applications than positions available a vote will take place, initially by show of hands and, if, inconclusive, by ballot.
9. Every Year the longest serving 33.3% (or the nearest full number) of the Council shall resign but can put themselves up for re-election. In alternate years those that have not resigned in the previous year shall resign.
10. Company Secretary at the time of the meeting to make full record and minutes of events at the meeting.

## **E.2 – Extraordinary General Meeting**

1. An Extraordinary General Meeting of the Council may be called at any time by the Council.
2. A quorum of 25 residents must be in attendance for a meeting to start and to vote on matters the subject of the EGM.
3. Motions for presentation before an EGM shall be given to Company Secretary not less than 2 weeks before the EGM.

## **E.3 – Special General Meeting**

1. A Special General Meeting of the Council may be called at any time by the Council, or by petition in writing by any thirty residents. A petitioned meeting shall be held within fourteen days of receipt of the petition by company secretary.
2. A quorum of 50 residents must be in attendance for a petitioned meeting to start and to vote on matters the subject of the petition.

## **E.4 RCC Board/ Council Meetings**

1. Meetings will normally be held on the first Tuesday of each month with the exception of the first meeting following the AGM which will held one week after the AGM.

2. Failure by an individual to attend 2 continuous Council meetings) without good cause will result in voting rights being restricted (Company Secretary to keep a record of attendance for review by the Governance Committee).
3. In the event of the business of the Council not being completed at a meeting, the Chairperson may request that it be carried over for completion to the following Tuesday.
4. Council members are expected to attend all Council meetings on a regular basis unless there is good cause approved by a majority of the Council. Continuous absence of 3 meetings without approval by the Governance Committee will be considered as resignation.
5. Council Members will be required to attend 8 of the monthly meetings in the year following the AGM.
6. An individual must inform the Company Secretary by letter, phone or E mail if unavailable to attend a Council Meeting.
7. Council members who miss two consecutive meetings must abstain from voting on issues of importance which had been discussed in their absence.
8. A quorum must be a minimum of 50% of the directors. With a minimum of 6 directors.
9. Standing Orders apply to the conduct of meetings- See Appendix C.
10. Meeting Agendas – the following items should be included in all agendas
  - a. Reporting on activities
  - b. Review of Finances
  - c. Conflicts of interests and loyalties

## **E.5 - Voting Procedures for RCC Board/ Council Meetings**

1. Once a person has been voted onto the Council at the AGM they are deemed to be an interim member of the Council and can vote on general community Council issues with the exception of all company specific matters , capital expenditure projects, legal and HR Issues and appointment of officers until such time as they become company director.
2. New Council Members appointed at the AGM should satisfy the criteria for qualification as a director as laid out in the Code of Conduct. These are shown in the attached appendix. New Council members will not qualify to be a company director until they have attended rolling 3 meetings out of 4.
3. The positions of Chair, Vice Chair and Company secretary shall be filled from the members at the AGM.
4. Unless otherwise agreed by a majority of the Directors, new or returning members shall not be eligible to hold Officer positions until they have completed their first/current year of membership of the Council.
5. All holders of the positions officers of the Council should resign every 2 years but shall be eligible for re- election The appointment to the position of Officer is only eligible to directors that have been directors for a minimum of 12 months unless approved by the full Board of Directors. The maximum amount of time for a director or officer to hold office is 9 Years.
6. The Council may take advice from any person with a particular expertise who is not a member, but who is prepared to offer advice to the Council. They should be consulted for their opinion on that subject before a vote is taken.

7. Any person wishing to be a member of the Council, but who cannot attend the AGM, can contact the Company Secretary with an expression of interest and request their name to be put forward for election to the Council. This should be in writing and include a CV.
8. All elected members shall provide the Company Secretary with their full contact details including full e-mail addresses at the first meeting of the Council after the AGM.
9. They should accept the requirement to use the Corporate E mail designated by the Community Council Board.

## **E.6 - VOTING by PROXIES**

1. A member of the Community Council Board entitled to attend and vote at a meeting of the Council shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll. Detailed conditions are attached as Appendix "B".

## **F. Sub-Committee's**

1. Council may from time to time set up sub-committee's that are relevant to the smooth running of the Council's business. These sub-committees should come under the minimum headings of: Planning, Centre Management, Governance/, Compliance, Finance, CE Sponsors, Human Resources, Information Technology, Communications, and any other committees that may be deemed necessary from time to time. The duties of those are per Appendix C. The Governance Committee will appoint the chairperson of each committee.
2. To ensure that people with the appropriate experience are allocated to sub committees Council members will be asked to provide a summary of educational and work experience, interests, skills etc. to the RCC Board/ Council. Minimum membership on sub committees is 3 and recommended number is 6 .
3. The chairperson of each sub- committee will be responsible for calling and chairing all meetings for that sub-committee and appointments to the committee. They are also responsible for preparing a report on their progress for presentation to the Council. Written reports from each sub-committee should be sent to the Company Secretary for his/her records. Sub Committees to meet a minimum of once a quarter. Persons with particular expertise living outside of Rathcoole can be invited to join where necessary.
4. Unless time constraints are an issue, no decision on a subject should be decided upon until a full presentation by the said sub-committee can be brought to the Council Board.
5. Affiliated Committees  
Sub Committees that are required to have their own constitution for organizational and funding reasons (e.g. Tidy Towns/Woodlands) will be deemed affiliated committees.

## G. Amendments to the Constitution

Amendments to the constitution may only be made at the Annual General Meeting or a Special General Meeting.

Any proposal to amend the constitution must be given to the Company Secretary in writing 2 weeks in advance of the meeting. The proposal must then be circulated with the notice of meeting.

Any proposal to amend the constitution will require a two thirds majority of those present and entitled to vote.

## H. Finance

The financial year for the Company will commence on 1<sup>st</sup> January and end on the 31<sup>st</sup> December each year.

1. All monies taken by the Council shall be held in designated accounts and shall be administered as directed by the Council.
2. All assets shall be administered as directed by the Council.
3. The Treasurer shall submit a monthly report to the Council of Cash Balances and movements and a quarterly report on trading results including a review of Balance Sheet items.
4. The Council will arrange a Directors and Officers Liability Insurance policy to safeguard themselves against any expenses they might incur in any action taken against them in a personal capacity, even though their organisation is not for profit.
5. The Company will produce a full set of accounts audited in line with latest accounting standards and Company Law requirements. These to be generally available to all stakeholders, to be approved at the AGM.

## I. Compliance with Governance Code

The organisation will comply with the conditions of the Irish Charity Governance Code, introduce a Compliance Record Form and undertake to satisfy the 6 principles of governance, as follows:

1. Advancing its purposes
2. Behaving with integrity
3. Leading people
4. Exercising control
5. Working effectively
6. Being accountable and transparent



## J. Governance Committee

To comprise Chairperson, Vice Chairperson, Company Secretary, and two other directors as elected by the Directors at the first meeting following the AGM. To meet at least every 3 months.

## K. Governance Committee Powers

1. To appoint subcommittee chairpersons to sub committees.
  2. To monitor good governance practises.
  3. To decide on disciplinary measures re council members.
  4. To deal with complaints from the council.
  5. To approve Company policies.
  6. Any member subject to disciplinary charges must absent from the committee.
  7. In the event of a tie vote the chairperson of the meeting shall have the casting vote.
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**Articles of Association Rathcoole Community Council CLG**

The number of directors with which the company proposes to be registered is \_\_\_\_\_

The provisions of the Companies Act 2014 are adopted.

\*See section 117765.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Description of Subscribers

Signature in writing of the above subscribers, attested by witness as provided for below; or Authentication in the manner referred to in section 888.

Dated the day of \_\_\_\_\_ 20\_\_\_\_

Witness to the above signatures:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

# Appendix

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## Appendix A

### Rathcoole Community Council CLG Members Code of Conduct March 2020

#### **A Member shall:**

1. Agree to be bound by the Constitution of Rathcoole Community Council
2. Not have any unspent criminal convictions (other than for traffic offences)
3. Not have been restricted from acting as a company director under s 189 of the Companies Act 2014, nor disqualified (or deemed disqualified) from acting as a company director under s 839, 840 or 841 of the Companies Act 2014 or equivalent legislation in another jurisdiction.
4. Exercise leadership, enterprise, and judgement in directing the company so as to achieve its continuing prosperity and act in the best interests of the company as a whole.
5. A director should always assist his board in ensuring that the board establishes vision, mission, and values for the company, sets strategy, delegates appropriately to management, is accountable to shareholders and holds itself responsible to relevant stakeholders
6. Serve the legitimate interests of the company's Members
7. Exercise responsibilities to employees, customers, suppliers, and other relevant stakeholders, including the wider community
8. Comply with relevant laws, regulations and codes of practice, refrain from anti-competitive practices, and honour obligations and commitments
9. At all times have a duty to respect the truth and act honestly in his business dealings and in the exercise of all his responsibilities as a director
10. Avoid conflict between his personal interests, or the interests of any associated company or person, and his duties to the company
11. Not make improper use of information acquired as a director or disclose, or allow to be disclosed, information confidential to the company
12. Not recklessly or maliciously injure the professional reputation of another member of Rathcoole Community Council CLG and not engage in any practice detrimental to the reputation of Rathcoole Community Council CLG
13. Keep abreast of current good practice
14. Set high personal standards by keeping aware of and adhering to this Code
15. Apply the principles of this Code appropriately when acting as a director of a non-commercial organization.

Signed By \_\_\_\_\_ Date \_\_\_\_\_

## Appendix B

### Appointment of Proxies

The instrument appointing a proxy (the “**Instrument of Proxy**”) shall be in writing –

1. (A) under the hand of the appointer or of his or her attorney duly authorised in writing.
2. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or,
3. in the case of a poll, 48 hours before the time appointed for the taking of the poll.
4. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
5. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

Rathcoole Community Council CLG (he “**Company**”)

[Name of Member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [Name and Address of proxy] or failing him or her [Name and Address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [Date of Meeting] and at any adjournment of the meeting.

The proxy is the vote as follows: -

Voting instructions to proxy  
(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date] .....

## Appendix C

### Rathcoole Community Council Standing orders for Board/ Council Meeting Revised March 2020

Council meetings shall commence at 8.00pm and not later than 8.15pm first Tuesday of each month unless notified prior to the meeting.

A quorum of 6 council members shall be deemed sufficient for meetings to take place.

Council meetings shall end not later than 10pm, unless Standing Orders have been formally suspended for a further fifteen minutes.

Any issue on the agenda which has not been discussed shall be deferred to the next Tuesday, when a special meeting will discuss only this issue.

Any subject agreed by the Council shall be deemed duly ratified and no further discussion shall be entered into at a later meeting.

The Chairman shall have the authority to limit any speaker to a certain time limit.

Every speaker must go through the Chair in order to make their point.

Any offensive behaviour at a meeting including, racist or sexist remarks, the use of profanities, shouting, or been disrespectful in general to another Director or meeting attendee will not be permitted ,and appropriate action will be taken by the Chair as outlined in the membership section ,(section C) of the Constitution.

Matters arising from the minutes of the previous meeting shall be limited to a time limit of ten minutes.

Any member who cannot attend a meeting shall let the Company Secretary know prior to the meeting.