

CONSTITUTION

Dublin South Arch Club

(Friendship club for people with Special Needs)



RCN: 20205818

www.dublinsoutharchclub.ie

1. NAME

1.1 The club shall be known as the Dublin South Arch Club (the “Club”).

2. Main Objective

2.1 The advancement of personal and community welfare of individuals with special needs by the provision of a friendship club for such individuals from South Dublin and North Wicklow from 7 years of age to adulthood, where they will have the opportunity to participate in recreational and learning activities, interact with each other and develop new skills. This will be achieved by providing organised social activities in a safe and friendly environment.

3. 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:

- 3.1 To solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object.
- 3.2 To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Body shall consider calculated to promote its Main Object.
- 3.3 To make application on behalf of the Body to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 3.4 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of and to develop and deal with all or any part of the property of the Body.
- 3.5 To borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of the Body to mortgage or charge all or any part of the property of the Body, present or future.
- 3.6 To invest any moneys of the Body not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Body intends to accumulate funds over a period in excess of two years for any purposes.
- 3.7 To open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.8 Subject to clause 4, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 3.9 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Body as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by

Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Body and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Body; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Body and to subscribe or guarantee money for charitable objects.

- 3.10 To insure any or all of 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).
- 3.11 To do all such other lawful things as the Body may think incidental and conducive to the foregoing Main Object.

4. Income and Property

- 4.1 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.
- 4.2 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 into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

5. Additions, alterations or amendments

- 5.1 The Body must ensure that the Charities Regulator has a copy of its most recent Rules. If it is proposed to make an amendment to the Rules of the Body 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.

6. **Winding Up**

- 6.1 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 4 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.

7. **MEMBERSHIP AND SUBSCRIPTION**

- 7.1 The number of members shall never be less than three (3)
- 7.2 The club shall be organised into Groups as follows: -
- (a) Group 1
 - (b) Group 2
 - (c) Group 3
 - (d) Group 4
 - (e) Group 5
 - (f) Group 6
 - (g) Group 1 shall be made up of the oldest members while Group 6 shall be made up of the youngest.
 - (h) The members of all six groups listed above are referred to as “participating members” in this document.
 - (i) The parents, guardians, carers and other adult relatives of the members with special needs are deemed to be members of the club and are referred to in this constitution as “managing members”.
- 7.3 Siblings of Participating Members shall be deemed to be Associate Members of the Club and may, at the invitation of the Group leaders (as appropriate), be entitled to participate in Club activities.
- 7.4 Applications for membership of the Club shall be made by contacting the club secretary via our website and are subject to the approval of the committee having regard to the circumstances that pertain in the club at the time of application.

- 7.5 The Committee shall be entitled to operate a waiting list for membership.
- 7.6 All Members with Downs Syndrome are required as a condition of membership to have medical clearance in respect of Atlanto-Axial Instability
- 7.7 There shall be a subscription fee payable annually. The subscription shall be reviewed each year at the AGM. Only one subscription fee shall be payable by Members in the same family.
- 7.8 In situations of conflict or dispute involving members, resolution in a discreet and supportive context will be the norm. The committee reserves the right to intervene for the benefit of all to assist the parties to resolve the issue in dispute and as a last resort to adjudicate on the matter for the best outcome for all.

8. ACTIVITIES AND OUTINGS OF THE CLUB

- 8.1 The aims of the Club shall be primarily achieved by the holding of events and activities in a suitable location or outings.
- 8.2 Events and activities will be organised based on the ages and capabilities of the Participating Members.
- 8.3 All activities and outing that are carried out in the club should have adequate supervision to ensure the safety and well-being of the members.
- 8.4 All Managing Members attending events or activities of the Club shall comply with Children First Act 2015. All steering committee members shall be garda vetted.

9. GROUP CO-ORDINATORS

- 9.1 The activities of the Club are dependent on the co-ordinators who are also members of the committee and their responsibilities are guided by the different policies of the club and governed by the executive.

10. CODE OF BEHAVIOUR

- 10.1 The Executive shall adopt, and keep up to date, a code of behaviour for the operation of the Club.
- 10.2 The code shall be based on the following principals
- (a) Each participating member is expected to behave in club activities and outings in a manner that does not interfere to the detriment of the enjoyment or experience of the other members of the club.
 - (b) The code will seek to support members who are having difficulties in interacting with other members in a social manner.
 - (c) Procedures should be clear and fairly applied for the good of all.
 - (d) There will be openness and transparency in the code.
 - (e) Encouragement will be given to solve issues to the satisfaction of all at an individual level between the member, his/her parents/guardians and the co-ordinator of the Group concerned.

(f) When necessary, the committee shall have authority to adjudicate on situations.

11. ANNUAL GENERAL MEETING/ EXTRAORDINARY GENERAL MEETING

11.1 The club shall hold an AGM each year in the month of January or as soon possible thereafter.

11.2 The business of the AGM shall be as follows:

- a. Approval of minutes of previous AGM
- b. Chairperson's report
- c. Secretary's report
- d. Treasurer's report
- e. Approval of accounts
- f. Designated Liaison Person's report
- g. Reports from all groups of the club.
- h. Election of trustees.
- i. A.O.B.

11.3 At least two weeks' notice of the AGM must be given to all managing members who are entitled to attend and vote at all AGMs and extraordinary general meetings of the club.

11.4 An EGM may be called by giving three weeks' notice to all managing members by the executive or by five managing members of the club.

12. 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;
- (b) to wind up the Body;
- (c) to remove an Executive Member;
- (d) to employ any person.
- (e) to incur capital expenditure, whether on one or more projects in excess of €2,000 in any one calendar year.
- (f) to incur borrowings
- (g) to appoint a new trustee of the Body pursuant to Rule 19
- (h) to change the name of the Body.

13. AFFILIATIONS

13.1 The club shall be affiliated to the National Federation of Arch Clubs and whatever other association deemed appropriate.

14. **FINANCES AND ACCOUNTS**

- 14.1 The Executive shall maintain proper records of account and shall report on the financial position of the club at the AGM
- 14.2 A bank account or accounts shall be held in a local branch and the signatures of any two of three members of the committee (one of whom must be the treasurer) will be required at all times on cheques and withdrawal slips from current and deposit accounts.
- 14.3 At no times shall a current account be overdrawn if funds in a deposit account are not sufficient to cover such overdraft.
- 14.4 All expenditure in excess of €500 shall be subject to the approval of any two officers and shall be ratified at the next meeting of the executive.

15. **The Executive (Charity Trustees)**

- 15.1 The number of the Executive Members shall be not less than three (3) and unless and until determined by the Body in general meeting, not more than eighteen (18). The first Executive Members shall be:

Erica O’Connell	Maire O’Flynn	Ann Kelleher
Barbara Jordan	Pamela McCann	Pearse Nolan
Anthony Casey	Tom Traynor	

- 15.2 The chairperson of the Executive shall be the **Designated Liaison Person (DLP)**. A Deputy Liaison Person (DDL) shall be appointed from within the steering committee. All contact details shall be made known by the posting of a notice in a prominent place in the hall where the activities take place.
- 15.3 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 committee of the Executive or general meetings of the Body or otherwise in connection with the business of the Body.
- 15.4 The business of the Body shall be managed by the Executive, who 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.
- 15.5 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.

15.6 The Body shall keep minutes: -

- (a) of the names of the Executive Members present at each meeting of the Executive and of any committee of the Executive;
- (b) of all resolutions and proceedings at all meetings of the Body and, of the Executive Members and of committees of the Executive.

15.7 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.

16. **Rotation of Executive Members**

16.1 At the first Annual General Meeting of the Body, all the Executive Members shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Executive for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

16.2 The Executive Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Executive Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

16.3 A retiring Executive Member shall be eligible for re-election.

16.4 The Body, at a meeting at which an Executive Member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Body doing so, the retiring Executive Member shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Executive Member has been put to the meeting and lost.

16.5 No person other than an Executive Member retiring at the meeting 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 nor more than 7 days before the date appointed for the meeting, there has been left at the Body's principal place of business (a) notice in writing, signed by a member of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.

16.6 The Body may remove any Executive Member before the expiry of his/her period of office.

16.7 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.

17. Proceedings of the Executive

- 17.1 The Executive may meet together 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.
- 17.2 The quorum for meetings of the Executive may be fixed by the Executive and, unless so fixed, shall be three (3).
- 17.3 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.
- 17.4 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.
- 17.5 The Executive may delegate any of its powers to committees consisting of such member or members of the Executive and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive.
- 17.6 The Executive may appoint the chairperson of any committee; if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
- 17.7 A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

18. Notices

- 18.1 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).

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

- 19.1 The property of the Body shall be vested in and held by the Trustees for the time being of the Body upon trust for the Body as beneficial owner, to be dealt with at all times as and only as the Executive Committee may, in accordance with the main objects, direct. The Trustees shall, at the request of the Executive Committee 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 Committee 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 Committee 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.

Name

- Erica O'Connell
- Maire O'Flynn
- Ann Kelleher
- Barbara Jorda
- Pamela McCann
- Pearse Nolan
- Anthony Casey
- Tom Traynor