



**EMERALD<sup>TM</sup>  
WARRIORS  
RFC**

# **EMERALD WARRIORS RFC CLUB CONSTITUTION**

WEF 27 MAY 2021



## CONTENTS

1.	NAME OF THE CLUB .....	1
2.	CLUB COLOURS .....	1
3.	OBJECTS .....	1
4.	CLUB RESPONSIBILITIES .....	1
5.	MANAGEMENT OF THE CLUB .....	2
6.	MEMBERSHIP .....	6
7.	ANNUAL GENERAL MEETINGS (AGM).....	9
8.	SPECIAL GENERAL MEETINGS (EGM) .....	13
9.	TRUSTEES .....	14
10.	INTERPRETATION .....	14
11.	WINDING UP .....	15
12.	GENERAL .....	15
13.	DATA PROTECTION .....	16
14.	INCOME AND PROPERTY.....	16
15.	KEEPING OF ACCOUNTS.....	16
16.	ADDITIONS, ALTERATIONS OR AMENDMENTS.....	16

## **1. NAME OF THE CLUB**

The name of the Club is The Emerald Warriors Rugby Football Club (hereinafter referred to as the "Club").

## **2. CLUB COLOURS**

The Club colours are green, blue and white.

## **3. OBJECTS**

3.1 To play, promote, foster and develop the game of Rugby Union Football in an inclusive manner.

3.2 To provide opportunities for recreation for the members of the Club.

3.3 To afford to members of the Club, and their friends, all the usual privileges, advantages, and accommodation of a Club.

## **4. CLUB RESPONSIBILITIES**

### **4.1 Financial**

(a) The Club is a non-profit making and non-profit distributing. All profits and surpluses from its playing activities must be used to maintain or improve the related facilities or for the purposes of a non-profit making body.

(b) No dividends should be paid to members. Surpluses/profits will be directed to the above aims of the club.

(c) To borrow, raise, or give security for money in any way howsoever (including by mortgage or charge upon all or any part of the property of the Club) for the objects of the club, or any of them; this does not restrict the committee from raising funds from social events.

(d) The Club's financial year ends on the 30 April in each year.

### **4.2 Legal**

(a) To do all such other lawful things as are incidental or conducive to the attainment of the foregoing objects or any of them.

(b) Waiver of Legal Rights: Pursuant to the provisions of section 34 (1) (b) of the Civil Liability Act 1961 members waive their legal entitlement to claim against a fellow member, Officers, Committee Members, Trustees any compensation for personal injury, loss or damage, howsoever caused.

(c) No member shall have free admittance to the ground at any club match, except upon production of their membership card.

### 4.3 Members

It shall be the duty of every member to acquaint themselves with the Constitution and By-Laws of the Club. These include the club constitution; the members' code of conduct; the discipline code or practice; and in the case of committee members, the committee members' code of conduct. It is the duty of members to abide by the Constitution and By-Laws, and every candidate for membership and every member is deemed to have acquainted themselves with the Constitution and By-Laws of the Club and to have agreed to abide and be bound by them whether reading same or not.

### 4.4 Players

- (a) Players shall play in the uniform of the Club, which shall be approved by the Committee.
- (b) It shall be the duty of every member to obey the Captain on the field.

### 4.5 Other

- (a) To provide and maintain and manage Facilities (The term "**Facilities**" shall hereafter refer to any premises and/or grounds, rented by or on behalf of the Club or premises and/or grounds purchased by or on behalf of the Club) and premises for the accommodation of members of the Club and their friends and guests.
- (b) The Club may associate or affiliate with such sporting organisations as may appear to be necessary or desirable by the Committee.
- (c) The Club may only permanently associate or affiliate to non-sporting organisations with the approval of an AGM or EGM, with the exception of Club sponsors whom the Committee sanction. Members shall be informed in writing of any association or affiliation to external organisations.

## 5. MANAGEMENT OF THE CLUB

### 5.1 General

- (a) The business and affairs of the Club shall be under the management of a Committee (herein referred to as the "**Committee**") comprised of the Executive Officers (as defined below) and Ordinary Committee Members elected for not less than two years by an Annual General Meeting (herein referred to as an "**AGM**") or a Special General Meeting (herein referred to as an "**EGM**") and other Non-Executive Officers (as defined below) of members and subject to re-election every two years.
- (b) The Committee has the rights and duties set out in this Constitution. The affairs of the Club in all matters not in this Constitution, reserved to the Club at an AGM, shall be managed by the Committee.
- (c) All decisions taken at an AGM or EGM are binding on the Committee unless changed by a subsequent AGM or EGM.

## 5.2 The Committee

- (a) The Committee shall be comprised of the following Executive Officers, such number of additional Ordinary Committee Members as the outgoing Committee may determine in advance of an AGM, and other Non-Executive Officers:
- (i) *President*
  - (ii) *Vice President*
  - (iii) *Hon. Secretary*
  - (iv) *Membership Secretary*
  - (v) *Hon. Treasurer*
- ((i) to (v) together, the "**Executive Officers**")
- (vi) *Ordinary Committee Members*
  - (vii) *Captain(s)*
- ((vi) and (vii) together, the "**Non-Executive Officers**")
- (b) This list is not exhaustive and other positions on the Committee may be allocated by the Committee to fulfil the needs of the Club.
- (c) The Committee may co-opt additional members in accordance with clause 7.6.
- (d) The number of Ordinary Committee Members will be determined in accordance with clause 7.5(b).
- (e) In addition to the Committee, the Club shall have the following officers ("**Non-Committee Officers**"):
- (i) *Welfare Officer*
  - (ii) *Public Relations Officer*
  - (iii) *Disciplinary Officer*
  - (iv) *Fundraising Officer*
  - (v) *Team Coordinator(s)*
  - (vi) *Metro League Officer*
  - (vii) *Complaints Officer*
  - (viii) *Tour Manager(s)*
  - (ix) *IGR Officer*
- (f) This list of Non-Committee Officers is not exhaustive and additional roles may be created by the Committee when the need arises.
- (g) If approved by the Committee:
- (i) a Full Member may hold more than one Non-Committee Officer role;

- (ii) an Executive Officer or Non-Executive Officer may, in addition to their Executive Officer or Non-Executive Officer Role (as the case may be) hold any of the role of Non-Committee Officer roles.

### **5.3 Committee Meetings**

- (a) The Committee shall meet at least six times a year.
- (b) A minimum of seven days' notice of Committee meetings shall be given to Committee members, unless at least three quarters of Committee members agree otherwise.
- (c) The Committee shall be deemed to be quorate with the presence of '50% plus 1' of the Committee's members.
- (d) The President shall be the Chairperson of each Committee meeting. In the President's absence the Committee will appoint a Chairperson.
- (e) All decisions of the Committee shall be by majority of those present.
- (f) The Chairperson of the meeting shall have the casting vote in addition to their own vote and their decision on a point of order shall be final.
- (g) A member of the Committee who shall miss three consecutive meetings of Committee, without genuine cause, may be removed from office by resolution of the Committee, and the vacancy so created shall be filled by the Committee exercising its power to co-opt a new member.
- (h) The Hon. Secretary shall conduct the correspondence of the Club. The Hon. Secretary shall keep full and correct minutes of the proceedings of the Committee and of all General Meetings. Minutes signed by the Chairperson shall be sufficient evidence of the facts stated therein.

### **5.4 Rights and Duties of the Committee**

Without prejudice to the generality of Section 5 the Committee shall have the following powers:

- (a) By-Laws
  - (i) The Committee shall have power to make and adopt regulations from time to time touching all matters affecting the Club and its property, and such regulations shall have the same force and effect as this Constitution.
  - (ii) Every member of the Club shall be bound by this Constitution and all laws and regulations made thereunder.
- (b) Sub-committees
  - (i) The Committee shall have power to create sub-committees as and when required. Such sub-committees shall be given terms of reference by the Committee.

- (ii) The chairperson of any such sub-committee shall be an elected member of the Committee.
  - (iii) All sub-committees shall keep records of their meetings which shall be available to the Committee if required.
- (c) Contracts
- (i) The Committee shall have no power to enter into any contract whereby the members are personally responsible for the performance thereof except under the following conditions:
    - (A) Two thirds of the Committee agree.
    - (B) Two competitive quotes have been sought and value for money is clear.
  - (ii) If the Club assets are insufficient to honour the terms of the contract with the supplier or provider of services, the members shall have no personal liability in respect thereof.
- (d) Indemnity
- The members of the Committee shall be indemnified by the members of the Club against all liabilities properly incurred by them in the management of the affairs of the Club and the Club shall maintain Directors and Officers Insurance.
- (e) Information
- (i) The Committee is obliged to impart any documented information on the Club's affairs requested by the membership, with the exception of information of a personal nature or what may be deemed to be sensitive.
  - (ii) Requests for information to be submitted in writing to the Committee whose decision are final.

## **5.5 Financial Management**

- (a) The financial affairs of the Club shall be the responsibility of the Committee in general and the Hon. Treasurer in particular.
- (b) Correct account and books shall be kept showing the financial affairs, receipts and disbursements of the Club by the Club Hon. Treasurer solely.
- (c) Annual accounts need to be presented and signed off by the membership at an AGM.
- (d) The Committee, requiring two-thirds majority, shall have the power to open bank accounts in the name of the Club (without prejudice to clause 5.3(c)).
- (e) All transactions on those accounts shall be authorised by the Committee. Cheques require two signatures from a pool of four not including the Hon. Treasurer. On-line

banking expenditures require the oversight of at two committee members through a set-up and approval two tiers of authorisation system.

- (f) The Hon. Treasurer shall have the responsibility for the finances of the Club and shall monitor the actual receipts and payments against the approved budgets.
- (g) The Hon. Treasurer shall receive all money paid to the Club and shall ensure that all such sums are lodged to the Club's bank account as soon as practical.
- (h) No member of the Club, or Manager or Servant employed in the Club, shall have any personal interest or profits arising from the general running of the club.
- (i) The Committee shall have no power to pledge the personal liability of any member of the Club for the repayment of any sums borrowed.
- (j) The Committee shall ensure that the Club has adequate insurance and shall nominate one its members to deal with same on annual basis.

## 5.6 Discipline Committee

- (a) A committee consisting of the Vice-President and three Club members (excluding the Vice-President, the "**Executive Discipline Officers**"), one of whom must not be a member of the Committee, will be elected for a period of two years at the AGM in accordance with clause 7.1(e) ("**Discipline Committee**").
- (b) The Discipline Committee will be bound by the Club Discipline Code of Practice.
- (c) The Discipline Committee is responsible for investigating complaints against members' behaviour. It has the full power to discipline members in line with the Discipline Code of Practice, The Members' Code of Conduct and The Committee Members' Code of Conduct.
- (d) Members can be referred to the Discipline Committee by the main committee, by an EGM or AGM, by a Captain or upon the direction of an official rugby body to which the Club has directly or indirectly affiliated.
- (e) Appeals can be made to the President. Further appeals can be made to the general membership.
- (f) The Discipline Code of Practice, Members Code of Conduct, and Code of Conduct for Committee Members can only be amended by a majority of the votes cast, including proxy votes, by full members at an AGM or EGM.

## 6. MEMBERSHIP

6.1 Membership shall be open to any person who wishes to further the interests of the Club.

6.2 The following will constitute the three levels of membership within the club:

- (a) General Membership;
- (b) Full Membership;

(c) Honorary Life Membership.

6.3 All members of the club must be over the age of 18 years.

6.4 Full and Honorary members shall have the right to attend and vote at general meetings of the Club.

6.5 Full Members and Honorary Life Members shall be entitled to use the Facilities in accordance with the Constitution and the regulations of the Club.

#### **6.6 General Membership**

(a) Any person playing and/or training for or with any Club team shall be considered de facto member of the Club for that season. Such membership can, however, be cancelled by a decision of the Committee.

(b) Players and officials of a team playing at The Emerald Warriors RFC (or at a premises rented by The Emerald Warriors RFC) against Emerald Warriors team, or of teams using the Club grounds with the permission of the Committee, and all Referees and Touch Judges at such matches are (if not otherwise members of the Club) hereby constituted members of the club on the day on which a match is played.

#### **6.7 Full Membership**

(a) Full membership consists of the following categories:

(i) Full Contact Player;

(ii) Full Contact Player – Student / Unemployed / Senior;

(iii) Non-Contact Player;

(iv) Non-Contact Player – Student / Unemployed / Senior;

(v) Pavilion (non-playing);

(vi) Pavilion (non-playing) – Student / Unemployed / Senior,

(each, a "**Full Member**", and together the "**Full Members**").

(b) Only persons who have fully paid up their membership will be deemed to be Full Members of the club unless such membership has been refused by final decision of the Committee. If full membership is refused any membership fees shall be refunded in full to the applicant.

(c) Full membership shall be granted at the absolute discretion of the Committee.

(d) All applications for full membership must be accompanied by a completed Membership Application Form and appropriate membership fee.

(e) All applications for full membership must be proposed and seconded by two members of the Club, one of whom must be a member of the Committee.

- (f) A student shall be deemed as being in full time education; an unemployed person shall be deemed as not in employment for a period of six weeks or more and a Senior shall be deemed as a person over 65 years of age.

### **6.8 Honorary Life Members**

- (a) An ordinary member, who in the opinion of the Committee has rendered exceptional service to the Club, may be awarded the position of an "**Honorary Life Member**" by the Committee.
- (b) An Honorary Life Member will have all the rights, privileges and benefits of a Full Member for life.
- (c) The Hon. Secretary of the Club shall cause a register of the names and addresses of all Honorary Life Members to be maintained.

### **6.9 Warriors of Distinction**

- (a) The Committee may award the title of a Warrior of Distinction to either:
  - (i) A person, who is not a member of the Club, and in the opinion of the Committee, has rendered exceptional service to the Club.
  - (ii) Any person who is distinguished in their field of practise or influential in public life and whose association with the Club would be considered an asset to the Club.
- (b) A Warrior of Distinction shall have the equivalent rights, privileges and benefits associated with membership of the Club, but (and unless such person otherwise a Full Member) shall not be considered a Full Member by virtue of being a Warrior of Distinction and shall not be bound by this Constitution.
- (c) The Hon. Secretary of the Club shall cause a register of the names and addresses of all Warriors of Distinction to be maintained.

### **6.10 Subscriptions**

- (a) The annual membership fee shall be, at the recommendation of the Committee, determined at the AGM of the Club.
- (b) The annual subscription fee is due by 01 August of each year or annually and on such date as directed by the Committee.
- (c) Any paying member whose membership fee is four months overdue shall forthwith cease to be a member of the Club, unless otherwise waived by the Committee.
- (d) Additional charges (levies) may be determined from time to time by the AGM or EGM and shall become due as determined by the AGM or EGM.

### **6.11 Cessation of Membership**

- (a) Any person shall cease to be a member of the Club if:

- (i) they give written notice of their resignation to the Membership Secretary;
  - (ii) their subscription is not paid within four months of the due date; or
  - (iii) they are expelled.
- (b) The Committee shall have the power to refer any member who shall offend against the Constitution or By-Law or any other rules or regulations of the Club, or whose conduct shall in the opinion of the Committee render them unfit for membership of the Club, to the Disciplinary Committee.

#### **6.12 Membership Register**

The Membership Secretary shall maintain an up-to-date register of members of the Club ("**Membership Register**").

### **7. ANNUAL GENERAL MEETINGS (AGM)**

#### **7.1 General**

- (a) An Annual General Meeting of the Club shall be held no later than 15 months after the previous AGM, and upon a date and time to be fixed by the Committee ("**AGM**").
- (b) The AGM may be held in-person (simultaneously in one or more locations), virtually or as a hybrid if required (being a mixture of virtual and in-person) using such technology as the Hon. Secretary considers necessary to facilitate members to participate in the AGM.
- (c) The quorum of the AGM shall be 20 registered members of the Club.
- (d) The President shall be the Chairperson of each Committee meeting. In the President's absence the Committee will appoint a Chairperson.
- (e) The Executive Officers and Executive Discipline Officers will be elected at the AGM on alternate years:
  - (i) Both the Executive Officers and Executive Discipline Officers will be elected at the AGM immediately following the adoption of this Constitution.
  - (ii) At the AGM following one year after the adoption of this Constitution, the Executive Discipline Officers will resign and the positions of the Executive Discipline Officers will be up for re-election.
  - (iii) At the following AGMs thereafter, beginning with the Executive Officers, the Executive Officers and Executive Discipline Officers will be elected at the AGM on alternate years, each with a term of two years.
- (f) The Hon. Secretary shall record the minutes of the AGM.

## 7.2 Notice of AGM

- (a) A notice of the AGM, must be sent or given to members, by the Hon. Secretary, at least 21 days prior to the meeting, containing:
  - (i) the venue, date and time;
  - (ii) details of the nature of the AGM as determined in accordance with clause 7.1(b);
  - (iii) business to be conducted;
  - (iv) in a year where the Executive Officers are up for election, a description of the roles and confirmation of the number of Ordinary Committee Member positions available for election;
  - (v) in a year where the positions on the Executive Discipline Officers are up for election, a description of the roles; and
  - (vi) such other information the Hon. Secretary deems relevant or necessary,  
  
((i) to (vi) together, the "**Notice**").
- (b) Notice of any motions proposed to be moved at an AGM shall be given in writing, signed by a proposer and a seconder, to the Hon. Secretary not less than 14 days in advance of the meeting.
- (c) Notice of the agenda, resolutions received and Committee Nominations shall be sent or given, by the Hon. Secretary, to members seven days prior to the AGM.

## 7.3 Business of AGM

The following business shall be conducted at an AGM:

- (i) *Minutes from previous Annual General Meeting*
- (ii) *President's Report*
- (iii) *Hon. Secretary's Report*
- (iv) *Captains' Report*
- (v) *Presentation of the Club's annual set of financial accounts by the Hon. Treasurer*
- (vi) *Motions before the Annual General Meeting*
- (vii) *Election of Executive Officers\**
- (viii) *Election of the Discipline Committee\**
- (ix) *Consideration of Any Other Business*

(\*alternating every year in accordance with clause 7.1(e))

#### 7.4 Voting at an AGM

- (a) All voting (including by "show of hands" and secret ballot") will be administered by the Hon. Secretary using such method (and, if thought necessary, technology) as they determine necessary and appropriate.
- (b) Only Full Members and Honorary Life Members, as listed in the Membership Register, will be allowed to attend and vote at an AGM.
- (c) Each member shall have one vote.
- (d) The Chairperson of the meeting shall have the casting vote in addition to their own vote and their decision on a point of order shall be final.
- (e) Election of the Executive Officers and Executive Discipline Officers shall be by acclamation or show of hands. In the event that there is more than one candidate for a position then the election for that position will be by secret ballot.
- (f) If the majority of members present wish any question under discussion to be put to the vote by ballot, that mode of voting shall be adopted, otherwise decisions shall be taken by a show of hands.
- (g) Except as this Constitution provides otherwise, resolutions shall be passed by a simple majority.
- (h) If deemed necessary by the Hon. Secretary, a member of the club who is not seeking election to any committee or discipline committee position and who has no obvious conflicts of interest may be appointed by the Committee to assist the Hon. Secretary as a vote counter for the AGM.
- (i) The Committee of the club may arrange for the appointment of an independent voting adjudicator in advance of an AGM who shall verify the outcomes of the elections at the AGM.

#### 7.5 Election of the Committee

- (a) The Executive Officers and Ordinary Committee Members will be elected at the AGM on every alternate year, in accordance with clause 7.1(e), in the following order:
  - (i) *President*
  - (ii) *Vice President*
  - (iii) *Hon. Secretary*
  - (iv) *Membership Secretary*
  - (v) *Hon. Treasurer*
  - (vi) *Ordinary Committee Member(s)*
- (b) The Executive Officers and Ordinary Committee Members shall be elected for period of two years ("**Committee Term**") and shall resign at the end of the Committee Term but remain eligible for re-election.

- (c) The number Ordinary Committee Members positions available at any election shall be determined by the outgoing Committee in advance and communicated by the Hon. Secretary to the members in the Notice. The specific roles for these members may be allocated by the Committee at its first meeting after the AGM.
- (d) The Non-Committee Officers are appointed by the Committee at its first meeting after the AGM.
- (e) The Captain(s) are selected by the coaching staff in conjunction with the President.
- (f) Eligibility for members seeking election as Executive Officers shall be restricted to Full Members.
- (g) Full Members may only run for one Executive Officer or Ordinary Committee Member position at any AGM.
- (h) All candidates seeking election as an Executive Officer or Ordinary Committee Member shall be proposed by a Full Member or Honorary Life Member.
- (i) Nominations for Executive Officer roles or Ordinary Committee Member roles accompanied by a declaration of the nominee's consent, together with details of their proposed, must reach the Honorary Secretary 10 days before the AGM.

#### **7.6 Committee Vacancies, Co-Opting and Resignations**

- (a) If no nominations are received for any position or if at any time a vacancy on the Committee arises (whether by resignation or otherwise), the Committee shall as quickly as possible co-opt a member to fill such vacancy.
- (b) If vacancies cannot be filled the Committee may operate notwithstanding that there is such a vacancy or vacancies.
- (c) In addition to clause 7.6(a), the Committee may during its two year term co-opt up to a maximum of three Full Members to the Committee. This does not include the appointment of a Full Member to an unfilled or vacant role at any time.
- (d) Any Full Member co-opted under this clause 7.6 is required to resign at the next AGM where the Executive Officers and Ordinary Committee Members are up for election.
- (e) All Executive Officer, Non-Executive Officer or Non-Committee Officer may vacate their office by resigning and vacate their office by ceasing to be a member of the Club or by the action of the AGM or an EGM of the Club.

#### **7.7 Election of Executive Discipline Officers**

- (a) The Executive Discipline Officers will be elected at the AGM on every alternate year, in accordance with clause 7.1(e).
- (b) The Executive Discipline Officers shall be elected for period of two years ("**Discipline Committee Term**") and shall resign at the end of the Discipline Committee Term but remain eligible for re-election.

- (c) Eligibility for members seeking election as an Executive Discipline Officers shall be restricted to voting members.
- (d) All candidates seeking election as an Executive Discipline Officers be proposed by a Full Member or Honorary Life Member.
- (e) Nominations for Executive Discipline Officers Member roles accompanied by a declaration of the nominee's consent, together with details of their proposed, must reach the Honorary Secretary 10 days before the AGM.
- (f) Executive Discipline Officers may vacate their position by resigning or will vacate their office by ceasing to be a member of the Club or by the action of the AGM or an EGM of the Club.
- (g) If no, or insufficient, nominations are received for any Executive Discipline Officer positions or if at any time an Executive Discipline Officer vacancy arises (whether by resignation or otherwise), the Discipline Committee shall as quickly as possible co-opt a member to fill such vacancy.
- (h) In addition to 7.7(g), the Discipline Committee may during its two-year term co-opt up to a maximum of two Full Members to the Discipline Committee. This maximum number of two does not include the appointment of a Full Member to an unfilled or vacant role at any time.
- (i) Any Full Member co-opted under this clause 7.7 is required to resign at the next AGM where the Executive Discipline Officers are up for election.

## **8. SPECIAL GENERAL MEETINGS (EGM)**

- 8.1 The Committee may at any time, for any special purpose, convene an EGM or shall do so within 14 days upon requisition signed by not fewer than 10 Club members with voting rights stating the purpose for which such meeting is required.
- 8.2 No business shall be transacted at such a meeting except that specified in the requisition for such meeting or contained in the agenda issued by the Hon. Secretary.
- 8.3 Notice of the EGM, must be sent or given to members by the Hon. Secretary at least seven days prior to the meeting containing:
  - (a) the venue, date and time;
  - (b) details of the nature of the EGM as determined in accordance with clause 7.1(b); and
  - (c) business to be conducted.
- 8.4 The quorum of the EGM shall be 20 of the registered membership of the Club.
- 8.5 Voting at an EGM shall be conducted in accordance clause 7.4.
- 8.6 Except where thus Constitution provide otherwise, motions at an EGM shall be passed by a simple majority.

8.7 In the case of an emergency a majority of the members of the Committee shall be entitled to abridge the notice period for an EGM from seven days to three days.

## 9. TRUSTEES

9.1 All property of the Club shall be vested in Trustees appointed by the Committee.

9.2 The Trustees shall be known as "**The Trustees of the Emerald Warriors Rugby Football Club**".

9.3 A Trustee must be a Club member and have at least three years membership prior to appointment.

9.4 The present Trustees of the club shall be retained on adoption of any revised constitution.

9.5 The Trustees, when authorised by the Committee by way of a duly passed resolution signed by the President, shall act on behalf of and bind the Club to any and all documents and agreements, as required.

9.6 The funds of the Club, over and above current year's requirements shall be vested in the Trustees and held in deposit/investment accounts in the name of the "**Emerald Warriors Rugby Football Club**". Such accounts to be used as the Club may from time to time direct and shall require the signatures of any two Trustees and in addition, the signature of the Hon. Treasurer.

9.7 The Club shall not incur any single expenditure exceeding €10,000 without the consent, in writing, of the Trustees, not to be unreasonably withheld.

9.8 A Trustee shall be appointed on such terms as the Committee may determine.

9.9 In case of a vacancy in the Office of Trustees the Committee shall by resolution appoint a new Trustee to fill such vacancy. The surviving or continuing Trustee or Trustees shall not have power to act notwithstanding any casual vacancy in the number of Trustees.

9.10 No personal liability shall attach to any Trustee except to the extent of Club property or Club assets received by them.

9.11 The Trustees shall be indemnified by the members of the Club against all liabilities properly incurred by them in the performance of their duties as Trustees of the Club.

9.12 Any notice or document relating to dealings with the Club's property shall be sufficiently addressed if sent to the Club's Hon. Secretary.

9.13 The Trustees shall act with majority agreement.

9.14 The Trustees may meet as and when necessary but, in any event, shall meet once per year, with the Club's Hon. Treasurer to review the Club assets and Trust funds.

## 10. INTERPRETATION

10.1 This Constitution, shall be the fundamental laws of the Club.

- 10.2 No alteration or addition shall be made in this Constitution except at the AGM or at an EGM called for that purpose.
- 10.3 Notice of proposed alteration or addition shall be sent or given, by the Hon. Secretary, to members 14 days prior to the meeting (or three days as per clause 8.7).
- 10.4 This Constitution can only be amended by a two-thirds majority of the votes cast, including proxy votes, by full members at an AGM or EGM.
- 10.5 All questions as to the interpretation of the Constitution shall be referred to the Committee whose decision shall be final.

## **11. WINDING UP**

- 11.1 The dissolution of the Club may occur by:
- (a) A resolution passed at an EGM specifically called for that purpose and carried by three quarters of the members of the Club with voting rights and who shall at that time have been members for not less than three years at the date of such meeting; or
  - (b) A resolution of the Committee if the number of Club members is less than 10 for a period of not less than six months.
- 11.2 If upon the dissolution or winding-up of the Club 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 Club. Instead, such property shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Club. 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 Club under or by virtue of the Income and Property clause hereof. Members of the Club 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. 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.
- 11.3 The Committee shall be responsible to the winding up of the property/assets and liabilities of the Club.

## **12. GENERAL**

- 12.1 Notifications to members by electronic means shall be deemed to be sufficient.
- 12.2 Each member shall receive a copy of the Constitution.
- 12.3 The Committee shall review the Club Constitution prior to each AGM. Any amendments will be proposed at the AGM (or an EGM called for that specific purpose) and voted on by the membership.

### **13. DATA PROTECTION**

Pursuant to the provision of the General Data Protection Regulation (2016/79) ("GDPR") members consent to the Club obtaining, recording, holding and retaining their personal data (including sensitive personal data) solely for Club purposes, either on its computer or its manual filing system, and consent to the use of all such data, including disclosure to third parties in accordance with GDPR, for the proper and effective management of the Club.

### **14. INCOME AND PROPERTY**

14.1 The income and property of the Club shall be applied solely towards the promotion of the main object(s) as set forth in this Constitution. No portion of the Club'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 Club.

14.2 No officer shall be appointed to any office of the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club.

14.3 However, nothing shall prevent any payment in good faith by the Club of:

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

### **15. KEEPING OF ACCOUNTS**

Annual Accounts shall be kept and made available to the Revenue Commissioners on request. Where the gross annual income exceeds €250,000 the accounts will be audited.

### **16. ADDITIONS, ALTERATIONS OR AMENDMENTS**

No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.