



Clane Community Council - *Serving the Community since 1973*

Constitution of Clane Community Council

Date of adoption: 29th January 2024

1. Vision

To support a shared sense of place, purpose and community in Clane.

2. Main Object

Clane Community Council is a representative body for the community of Clane. It facilitates individuals, voluntary groups, and associations in expressing their views and working towards maintaining and improving the community life of Clane. It strives to provide amenities and initiate activities which help Clane to be a good place in which to live. The Council may address whatever community needs its members deem relevant to achieve its Vision, including physical, heritage-related, social or educational and shall be non-political in all aspects of its work.

3. Membership

All persons residing in the locality, as defined by townlands in the map attached, are deemed to be members of the community and are, if over the age of 18 years, entitled to nominate candidates for, be nominated as candidates for, and take part in the election of the Council. No membership fee shall be payable by any member of the community.

4. Organisation

4.1 The Council shall be elected every two years. The election shall be held in accordance with the procedure determined by the Council and shall take place at or before the expiry of the term of office of the existing Council.

4.2 The Council shall have up to a maximum of 35 Members, and shall consist of:

- a) A number of elected Members duly nominated and resident within the defined area of Clane. If the number of nominations received exceeds 30 in total, the Executive may, at its discretion, deem all nominated persons to be elected or may decide to hold an election for a Council of 30 elected Members.
- b) A co-opted Member from any local organisation, excluding political parties, involved in community affairs, as determined by the Council. A suitable authorisation from that organisation is required.
- c) Other co-opted Members as deemed necessary or desirable by the Council.
- d) An Executive, elected by and from the elected Members, consisting of the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, PRO and Assistant PRO.

4.3 The Executive shall have full authority to act on all matters relating to Council business which may arise in the intervals between ordinary meetings of the Council.

4.4 The Executive shall be elected annually, and no person may hold the same Executive position for more than three consecutive years. However, after vacating that position for one year, that person becomes eligible for a future term or terms of office in that position.

4.5 The chairperson at any meeting shall, in the event of equality of voting, have a second or casting vote.

4.6 The Council shall normally meet monthly, except for summer holiday periods. It shall have a target of ten meetings per annum, inclusive of General Meetings.

4.7 Business can be transacted at any meeting of the Council, properly called, no matter how many are in attendance, but no vote may be taken, nor any binding decision made on any substantive issue, unless a quorum of not fewer than 10 elected Members is present.

4.8 The Council may occasionally appoint such sub-committees as it may consider necessary or expedient for the purposes of carrying out specific projects, and such sub-committees shall conduct their business in accordance with the direction of the Council.

4.9 Sub-committees are encouraged to co-opt, subject to the approval of the Council, members of the community considered, because of their leadership and interests, suitable for the particular work in hand.

4.10 The Council may, from time to time, make, repeal, or amend all such rules (not inconsistent with this Constitution) as it may consider necessary or desirable for the management and well-being of any relevant activities.

4.11 If an elected Member fails to attend four consecutive meetings without valid reason, then he or she may be deemed to have resigned his or her position on the Council.

5. The Executive (Charity Trustees)

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

5.2 The number of members elected to the Executive at any time shall be no fewer than five (5) and not more than eight (8).

5.3 No remuneration shall be payable to any member of the Executive in respect of his/her services as a member of the Executive.

5.4 All cheques and other negotiable instruments and all receipts for amounts of money paid to the Council shall be signed, endorsed, or otherwise executed by the Treasurer or the Assistant Treasurer, or by such person or persons and in such manner as the Executive shall from time to time by resolution determine.

5.5 The Council shall keep minutes: -

- (a) of the names of the Executive present at each meeting of the Executive,
- (b) of all resolutions and proceedings at all meetings of the Council and of the Executive.

5.6 Membership of a position on the Executive shall be vacated by any member of the Executive who ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

6. Finance and Powers

6.1 The Council 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:

6.1.1 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.

6.1.2 To make an application on behalf of the Council to any authority, whether governmental, local, philanthropic, or otherwise, for financial funding of any kind.

6.1.3 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 Council.

6.1.4 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 Council to mortgage or charge all or any part of the property of the Council, present or future.

6.1.5 To invest any money of the Council not immediately required for the use in connection with its Main Object and to place any such money on deposit; prior permission to be obtained from the Revenue Commissioners where the Council intends to accumulate funds over a period in excess of two years for any purposes.

6.1.6 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.

6.1.7 To insure any or all of the Executive 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).

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

6.2 All funds of the Council shall be deposited as soon as possible after receipt in such bank accounts as the Council may, by resolution, designate, and all cheques issued on behalf of the Council shall be signed by the Treasurer and countersigned by one other member of the Executive who is an authorised bank account signatory.

6.3 The Council shall have the power to borrow and to lend, and to pledge and accept the pledge of assets as security for same.

6.4 The financial year of the Council shall end on the 31st of December each year, to which date the accounts shall be balanced, and a written statement shall be presented to the Annual General Meeting.

6.5 An audit of the accounts of the Council shall be carried out by persons appointed by the Council should any such audit be requested by a member of the Council, provided such request be received no later than 6 weeks before the date of the Annual General Meeting.

6.6 The income and property of the Council shall be applied solely towards the promotion of the Vision and Main Object as set forth in this Constitution. No portion of the Council'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 Council.

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

- (a) reasonable and proper remuneration to any member or servant of the Council (not being a member of the Executive) for any services rendered to the Council,

(b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by members of the Executive or other members of the Council to the Council,

(c) reasonable and proper rent for premises demised and let by any member of the Council (including a member of the Executive) to the Council,

(d) reasonable and proper out-of-pocket expenses incurred by any member of the Executive in connection with their attendance to any matter affecting the Council,

(e) fees, remuneration or other benefits in money or money's worth to any Company of which a member of the Executive 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 Council 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).

7. Trustees for the purpose of holding property of the Council

7.1 All property of the Council (other than cash, which shall be under the control of the Treasurer) shall be vested in a minimum of two and a maximum of three trustees, who shall be members or, if not, ex-officio members, of the Council, and once elected shall hold office until death, or resignation, or until removed from office by resolution of the Council, and approval of a General Meeting.

7.2 Trustees shall be elected by a normal majority vote of the Council.

7.3 The Trustees shall be indemnified against any claim or demand in respect of any liability properly incurred on behalf of the Council. The Trustees shall deal with the property of the Council as directed by resolution of a meeting of the Council of which any entry in the meeting minutes signed by the Chairman shall be conclusive evidence.

7.4 In the event of the Council being wound up at any stage, it shall be the duty of the Trustees to utilise or dispose of the property and assets of the Council for the benefit of the community of Clane.

7.5 If upon the winding up or dissolution of the Council, 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 Council. 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 Council.

7.6 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 Council under or by virtue of clause 7.5 hereof. Members of the Council shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that

identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. General Meetings

8.1 The Annual General Meeting of the Council shall be held on a date in January each year. The business of the Annual General Meeting shall include (a) consideration of the annual accounts; (b) consideration of annual reports.

8.2 A Special General Meetings may be called by resolution of the Council, or by resolution of the Executive. At such a Special General Meeting ten elected Members of the Council shall constitute a quorum.

8.3 A Special General Meeting shall be called upon written request of at least two hundred and fifty members of the Community. At such a Special General Meeting, fifty members of the community shall constitute a quorum.

8.4 All members of the community are entitled to attend and to take part in the business of General Meetings, subject to voting being restricted to Members of the Council in accordance with sections 4.2 and 8.9.

8.5 The Chairperson of the Executive shall preside as chairperson at every General Meeting of the Council, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting, or is unable or unwilling to act, the members of the Executive present shall elect one of their number to be chairperson of the meeting.

8.6 If at any General Meeting of the Council, no member of the Executive is willing to act as chairperson or if no member of the Executive is present within 15 minutes after the time appointed for holding the meeting, the members of the Council present shall choose one of their number to be chairperson of the meeting.

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

8.8 None of the following matters may be brought into effect unless the same shall have been approved at a General Meeting of the Council:

- (a) to make any alteration, addition or amendment to this Constitution,
- (b) to wind up the Council,
- (c) to remove a member of the Executive (Charity Trustee),
- (d) to employ any person on remuneration exceeding €5,000 (gross) per annum,

- (e) to incur capital expenditure, whether on one or more projects, in excess of €5,000 in any calendar year,
- (f) to incur borrowings in excess of €1,
- (g) to appoint a new Trustee of the Council,
- (h) to remove a Trustee of the Council,
- (i) to change the name of the Council.

8.9 Where a matter is being decided at a General Meeting, every Member of the Council in attendance shall have one vote, except for the chairperson of the meeting who shall, in the event of equality of voting, have a second or casting vote.

9. Notice of General Meetings

9.1 A General Meeting of the Council, other than an adjourned meeting, shall be called:

- (a) in the case of the Annual General Meeting, by not less than 14 days' notice,
- (b) in the case of a Special General Meeting, by not less than 21 days' notice.

9.2 The notice of a General Meeting shall be published in such a manner and in such places so as to ensure that the community will have adequate notification of the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

9.3 In determining whether the correct period of notice has been given by a notice of a General Meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

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

10. Interpretation and Amendment of the Constitution

10.1 The Council is the sole authority for the interpretation of this Constitution.

10.2 This Constitution may be amended only by the affirmative vote of two-thirds of the Members of the Council in attendance at a General Meeting. Notice of such meetings shall include full information on the amendments to be proposed.

10.3 Where an alteration to the Constitution is approved, a dated copy of the new version of the Constitution shall be made available to every Member within thirty-one (31) days by the Secretary.

10.4 From the date of its adoption at the General Meeting on the 29th day of January 2024, this Constitution supersedes all previous constitutions and rules and is the only valid document governing the activities of Clane Community Council.

10.5 The Council must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution 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.

