

Model Constitution for an Unincorporated Body or Association

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This model constitution/rules are provided for illustration purposes only. Not every provision of these rules will be suitable for every unincorporated charity. It is a matter for every charity to prepare a constitution or set of rules which takes account of the charity's own particular needs and circumstances. Where necessary you should obtain your own legal advice.

RULES

-of-

[NAME OF BODY]

1. **Name**

The name of the Body is *[NAME OF BODY]*.

2. **Main Object**

The main object for which the Body is established (the “Main Object”) is *[main object or objects to be inserted here]*.

3. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Body shall have the following subsidiary objects:

[insert subsidiary objects here]

4. **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:

- 4.1 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.
- 4.2 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.
- 4.3 To make application on behalf of the Body to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.4 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.
- 4.5 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.

- 4.6 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.
- 4.7 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.
- 4.8 Subject to clause 5, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.9 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.
- 4.10 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).
- 4.11 To do all such other lawful things as the Body may think incidental and conducive to the foregoing Main Object.

5. Income and Property

- 5.1 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.
- 5.2 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).

6. Additions, alterations or amendments

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.

7. Winding Up

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 5 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.

8. Members

The members of the Body shall be (i) the founding members named at the end of these Rules and (ii) such other persons as the Executive shall from time to time admit to membership and as shall sign a written consent to become a member.

9. **Rights of Members**

Membership of the Body is not transferable and shall cease:-

- (a) on the member's death or bankruptcy;
- (b) if the member resigns by serving notice in writing to the Executive at the Body's principal place of business.

10. **General Meetings**

- 10.1 The Body shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting. The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Executive Members.
- 10.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 10.3 The Executive may convene an extraordinary general meeting. If, at any time, there are not sufficient Executive Members capable of acting to form a quorum of Executive Members, any Executive Member may convene an extraordinary general meeting.
- 10.4 The quorum for general meetings shall be [*insert number*].
- 10.5 The chairperson of the Executive shall preside as chairperson at every general meeting of the Body, 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 unwilling to act, the Executive Members present shall elect one of their number to be chairperson of the meeting.
- 10.6 If at any meeting no Executive Member is willing to act as chairperson or if no Executive Member is present within 15 minutes after the time appointed for holding the meeting, the members of the Body present shall choose one of their number to be chairperson of the meeting.
- 10.7 The chairperson 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 meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, 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.

10.8 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

11. **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 on remuneration exceeding €[] (gross) per annum;
- (e) to incur capital expenditure, whether on one or more projects, in excess of €[] in any calendar year;
- (f) to incur borrowings in excess of €[];
- (g) to appoint a new trustee of the Body pursuant to Rule 18;
- (h) to change the name of the Body.

12. **Notice of General Meetings**

12.1 A meeting of the Body, 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 an extraordinary general meeting, by not less than 7 days' notice.

12.2 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, the notice shall be deemed to have been given on the expiration of 24 hours following posting.

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

12.4 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

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

13. **Votes of Members**

Where a matter is being decided, every member present in person shall have one vote, but so that no individual member shall have more than one vote.

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

14.1 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 *[insert number in words]* (*[insert number in figures]*). The first Executive Members shall be:

[insert names]

14.2 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.

14.3 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.

14.4 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.

14.5 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.

14.6 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.

15. **Rotation of Executive Members**

15.1 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.

- 15.2 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.
- 15.3 A retiring Executive Member shall be eligible for re-election.
- 15.4 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.
- 15.5 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.
- 15.6 The Body may remove any Executive Member before the expiry of his/her period of office.
- 15.7 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.

16. **Proceedings of the Executive**

- 16.1 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.
- 16.2 The quorum for meetings of the Executive may be fixed by the Executive and, unless so fixed, shall be two (2).
- 16.3 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.
- 16.4 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.

- 16.5 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.
- 16.6 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.
- 16.7 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.

17. **Notices**

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).

18. **Trustees for the purpose of holding property of the Body**

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.

Names, Addresses and Signatures of Founding Members
