

# **Clonmel Rowing Club Club Constitution**

# CONTENTS

1.	PREAMBLE.....	3
2.	NAME, AIMS AND DEFINITIONS.....	3
2.1	NAME: .....	3
2.2	AIMS:.....	3
2.3	DEFINITIONS:.....	3
2.4	COLOURS .....	4
3.	MEMBERSHIP:.....	4
3.1	ADMISSION OF MEMBERS.....	5
3.2	ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS.....	6
4.	CONDUCT AND BEHAVIOUR.....	6
4.1	RESIGNATION AND EXPULSION OF MEMBERS .....	7
4.2	RE-JOINING AFTER RESIGNATION .....	7
5.	TRUSTEES.....	7
6.	MANAGEMENT COMMITTEE.....	9
7.	FINANCE AND ACCOUNTS .....	11
8.	MEETINGS.....	12
9.	REGISTRATION OF CLUBS ACTS 1904.....	13
10.	DISSOLUTION .....	14
11.	NOTICES .....	14
12.	INDEMNITY .....	15
13.	EQUITY .....	15
14.	CODE OF ETHICS FOR CHILDREN'S SPORT .....	16
15.	HEALTH AND SAFETY .....	16
16.	CHANGE OF CONSTITUTION AND RULES .....	16

## 1. PREAMBLE

This Constitution replaces and supersedes the Clonmel Rowing Club constitution of 1981 and any previous iterations.

## 2. NAME, AIMS AND DEFINITIONS

### 2.1 NAME:

#### ARTICLE 1

The name of the Club is "Clonmel Rowing Club" (hereinafter referred to as "the Club").

### 2.2 AIMS:

#### ARTICLE 2

The aims and objectives of the Club are as follows:

- I. To facilitate the practice of Rowing in all its forms.
- II. To promote the sport of rowing in all its forms. The promotion of which will always be the main aim of the club.
- III. To foster the development of members as rowers, coaches, and individuals.
- IV. To provide a forum for members to interact and socialise through rowing and non-rowing activities.
- V. To assist Club members to represent the Club at a higher level.

#### ARTICLE 3

- I. All other lawfully permitted activities in or on the Club's premises, indoor or outdoor, shall be incidental or ancillary amenities, subservient in all respects to the principal objects.
- II. The Club shall not discriminate against any person or persons.

### 2.3 DEFINITIONS:

#### ARTICLE 4

- I. "The Management Committee" shall mean the Committee as elected at a AGM/EGM as defined in Section 6 hereof.
- II. "Officers" shall be the Officers of the Club and shall include:
  - Chair
  - President
  - Captain
  - Vice Captain
  - Treasurer
  - Honorary Secretary

- III. "Ordinary Committee members" shall consist of up to three(3) number general committee members as defined in ARTICLE 26 II hereof with the aim to include representation of the rowing groups within the club (e.g. parents representative representing junior rowing , masters representative, etc) with the following additional appointees:
- Childrens Officer.
  - Safety advisor.
- IV. General Meeting means a meeting of the club's eligible voting members and includes Annual General Meetings(AGM) and Extradordinary General Meetings(EGM).
- V. Management meeting means the monthly committee meeting where the officers, committee members and appointees are present.

### ARTICLE 5

"Trustees" shall mean the Trustees of the Club as provided in section 5 hereof.

### ARTICLE 6

"Due Notice" shall mean prominently displayed in at least two positions within the Club premises together with letter or email notification.

### ARTICLE 7

The Committee shall have power to issue rules in accordance with the rules of the National Rowing Association. If there is a conflict to the club rules the National Association rule will preside. Instances where a rule discrepancy arises the committee will update the club rules to align as per article hereof.

### ARTICLE 8

The Committee shall adhere to their roles and responsibilities as defined in the bylaws of the club as the Committee may from time to time determine.

## 2.4 COLOURS

### ARTICLE 9

- The club colours shall be royal blue and white.
- Vertical blue and white stripes must be worn by club members when representing the club on the water at regattas or other types of rowing races.

## 3. MEMBERSHIP:

The Club shall consist of: -

### ARTICLE 10

- A Senior member shall be any member over the age of 18 years of the first day of the current season.

- II. Pavilion members who shall be entitled to avail only of such facilities as the Committee may from time to time determine. A Pavilion member will not have voting powers or be entitled to hold office on the governing body of the club.
- III. Junior members shall be any member under the age of 18 years on the first day of the current season not eligible for family or student membership and shall only be entitled to use the facilities of the Club at such times and on such conditions as the Committee may from time to time determine. A Junior member will not have voting powers or be entitled to hold office on the governing body of the club.
- IV. Honorary members shall be elected by a majority of two-thirds of the members present and voting whom in recognition of an outstanding overall contribution to the Club, is unanimously recommended by the Committee to the Annual General Meeting or to an Extraordinary General Meeting of the Club and who, following such recommendation, is elected as an honorary member. An honorary member will have voting powers and be entitled to hold office on the management committee of the club.
- V. Family member, which automatically confers the status of Senior member to the parents and the status of Junior or Student members to family members provided as the committee may determine from time to time as per ARTICLE 11.

### **ARTICLE 11**

The committee may establish other classes of membership with different rights and obligations as they see fit and shall record the rights and obligations in the minutes of the management meeting report.

### **3.1 ADMISSION OF MEMBERS**

### **ARTICLE 12**

- I. The admission of members shall be by ballot of the Committee and shall take place at such times as the Committee shall think fit.
- II. The Committee may, without assigning any reason, reject any application for membership. The admission of any candidate shall require a simple majority of the Committee in their favor and if so, required by any member of the Committee such election shall be conducted by secret ballot. No person shall be considered a member until their entrance fee (if any) and first subscription has been paid.
- III. Every candidate for membership of the Club shall be proposed by one member of the Club committee and seconded by another member of the Club committee in such form as the Committee may from time to time consider.

## 3.2 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

### ARTICLE 13

The entrance fees and annual subscriptions payable by members of the Club shall be such as the Committee shall from time to time prescribe. The Committee shall ensure that the fees set by it do not preclude open membership of the club. The Committee may establish classes of membership with different rates, rights and obligations and shall record the same in the management meeting report.

### ARTICLE 14

The Committee shall have the power to make allowance as they think fit in membership fees for persons joining the Club where four months have passed in the current membership season and shall record same in the management meeting report.

## 4. CONDUCT AND BEHAVIOUR

All members and guests shall conduct themselves in a respectful manner with all members and others and will adhere to the articles within this constitution and the rules and by-laws of the club.

### ARTICLE 15

- I. All complaints regarding the behaviour of members should be presented and submitted in accordance with the club's complaints policy and procedure.
- II. All concerns, allegations or reports of poor practice/abuse relating to the welfare of children and vulnerable persons will be recorded and responded to swiftly and appropriately in accordance with the club's Safeguarding /Code of Ethics policy and procedures. The club Designated Safeguarding/Children's Officer is the lead contact for all members in the event of any safeguarding concerns.
- III. Any member who is wilfully in breach of the Constitution or code of behaviour or other club rules or who brings the club into disrepute or who otherwise disturbs the harmony of the club, shall be subject to possible censure as outlined in the clubs disciplinary procedure that the management committee may amend from time to time.
- IV. The outcome of a disciplinary hearing will be notified in person or in writing to the person against whom the process has been instigated in line with the club disciplinary procedure.
- V. There will be the right of appeal to the Management Committee following disciplinary action being announced in line with the club disciplinary procedure.



## 4.1 RESIGNATION AND EXPULSION OF MEMBERS

### ARTICLE 16

- I. Any member may resign their membership by giving the Secretary notice in writing to that effect. Every such notice shall unless otherwise be deemed to take effect as from one month next following the receipt thereof.
- II. If any member shall be convicted of an indictable offence (other than a minor offence under the Road Traffic Act) or if they become of unsound mind such member shall thereupon ipso facto cease to be a member of the Club but the Committee shall have power in their discretion to reinstate that member without entrance fee.
- III. Any member expelled in accordance with the Articles Rules Regulations or By-Laws or otherwise ceasing to be a member of the Club shall forfeit all such rights to or claims upon the Club or its property assets or funds as he would have by reason of membership.
- IV. Non payment of the full membership fees due or refusal to pay event entry fees will constitute a resignation by the affected person subject to notification of same by the secretary. After ten days of the notice being issued and outstanding payments not received the resignation takes affect.

## 4.2 RE-JOINING AFTER RESIGNATION

### ARTICLE 17

A member who has resigned from the club or otherwise forfeited their membership and later desires to re-join shall be subject to the same process of admission to membership as any new member who has not previously been a member of the club.

## 5. TRUSTEES

### ARTICLE 18

The income and property of the Club shall be applied solely towards the promotion of its main objects as set out in this document. No portion of the Club's income and property shall be paid or transferred directly or indirectly in any way howsoever by way of profit to the Members of the Club.

### ARTICLE 19

Trustees are appointed because the Club has no legal capacity to own property in its own right unless the property is registered in the name of each and every member. The Title deeds will be registered in the name of Trustees as joint tenants and not as tenants in common. To avoid unnecessary legal fees, Trustees should be appointed for periods not less than five years.

## **ARTICLE 20**

All property of the Club shall be vested in the Trustees of the Club who will deal with such property as directed by the Management Committee. No personal liability shall be attached to the Trustees or any Trustee acting in the ordinary and proper course of the Club's business.

## **ARTICLE 21**

If the Trustees are sued, they are entitled to use the Club assets to satisfy any Court award.

## **ARTICLE 22**

The Club shall not incur any expenditure exceeding €25,000.00 without the consent in writing of the Trustees of the Club.

## **ARTICLE 23**

The current Trustee members shall nominate future Trustees. New Trustee appointments will be notified in suitable time to the Club Honorary Secretary.

## **ARTICLE 24**

There shall be a minimum of three and up to a maximum of nine Trustees. They shall hold office until they are removed, resign, or cease to be members of the Club. All vacancies occurring by resignation or death shall be filled as per the respective article within this document.

## **ARTICLE 25**

No Trustee or Club Member appointed to any Office of the Club shall be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the Club. However, nothing shall prevent any payment in good faith by the Club of: -

- I. Reasonable and proper remuneration to any Member, Officer, or servant of the Club (not being a Trustee) for any services rendered to the Club.
- II. Interest at a rate not exceeding 5% per annum on money lent by Trustees or other Members of the Club to the Club.
- III. Reasonable and proper rent for premises demised and let by any Member of the Club (including any Trustee) to the Club.
- IV. Reasonable and proper out of pocket expenses incurred by any Trustee or Member of the Club in connection with attendance on any matter affecting the Club.



## 6. MANAGEMENT COMMITTEE

### ARTICLE 26

- I. The business and affairs of the Club shall be under the management of the Committee, all members of which shall be elected by the general body at an Annual General Meeting save in the case of a designated appointee or a Member who is elected to fill a vacancy occurring between two Annual General Meetings.
- II. The Committee shall consist of the officers together with up to (3) three ordinary committee members with the aim to include representation of the rowing groups within the club (e.g. parents representative representing junior rowing , Masters representative, etc).
- III. The Committee shall consist of the following appointees:
- IV. Childrens Officer.
- V. Safety advisor.
- VI. The general control and management of the activities of the club shall be vested in a Committee of Management herein after call "The Committee" which shall exercise all such powers of the club and do, on behalf of the club, all such acts as may be executed and done by the Club.

### ARTICLE 27

- I. Each person so elected shall serve for a period determined by the committee under the guidance of the Code of good Governance.
- II. Any Committee member who misses three consecutive management meetings without a good reason may be removed from the Committee and a replacement co-opted.
- III. In the event of eleven people not being elected at the A.G.M. those elected may co-opt not more than three other members so that in any event, the Committee does not consist of more than eleven people.
- IV. If a casual vacancy occurs in a management committee position, the continuing management committee members may appoint another eligible member of the club to fill the vacancy until the next annual general meeting.
- V. The Committee, without prejudice to the foregoing, may select two other non-voting members nominated by such organizations within the Community as the management Committee, may from time to time determine as having interest in the Rowing Club.

### ARTICLE 28

- I. The Committee shall meet once a month to deal with the business and affairs of the Club. If desired such meeting shall be held on a specified date each month without the need to give notice to the members of the Committee otherwise three days' notice in writing of a Committee Meeting shall be given. A Committee

meeting may be called at any time on the requisition of the President, Captain or not less than three members of the Committee.

- II. Questions arising at a meeting of the Committee shall save where these Rules otherwise specifically provide be decided by the majority of votes of those members of the Committee attending the meeting. Where there is an equality of votes the Chair of the meeting shall have a second or casting vote.
- III. The Committee may delegate any of their powers to sub-Committees consisting of such members of their body as they think fit. Any sub-Committee so formed shall in exercise of the powers delegated conform to any regulations that may be imposed on them by the Committee. The quorum necessary for the transaction of the business of a sub-Committee may be fixed by the Committee at any number not less than two and unless so fixed shall be two.
- IV. The quorum necessary for the transaction of the business of the Management Committee shall be five (5).
- V. The management committee may pass a resolution outside of the monthly management meetings being held if all committee members vote on the resolution set out. Such a resolution may be validly transmitted and agreed in writing electronically from the club secretary's email address. The resolution shall be ratified at the next management committee meeting.

### ARTICLE 29

At the first and each subsequent Annual General Meeting of the Club the Committee shall retire. The members of the Committee together with the officers of the Committee shall be eligible for re-election for the ensuing year without any previous notice.

### ARTICLE 30

The office of a Committee member shall be vacated if the Committee member:-

- I. without the consent of the Committee holds any other office or place of profit under the Club; or
- II. becomes of unsound mind; or
- III. resigns their office by notice in writing to the Club; or
- IV. is convicted of an indictable offence unless the Committee otherwise determines.

### ARTICLE 31

The Committee shall cause minutes to be made in books provided for the purpose:-

- I. of the names of the members of the Committee present at each meeting of the Committee and of sub-Committees.
- II. of all Resolutions and proceedings at all meetings of the Club and of the Committee and of sub-Committees.
- III. of all appointments of Officers made by the Committee.

## **ARTICLE 32**

The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge any undertaking and property of the Club or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Club or of any third party subject to conditions of ARTICLE 22.

## **ARTICLE 33**

The Committee shall have power from time to time to make, vary, alter, add to and repeal such rules, regulations and bye-laws as they may deem necessary or convenient for the proper conduct, management and regulation of the business of the Club its officers and servants.

## **ARTICLE 34**

The Committee shall adopt such means as they deem sufficient to bring to the notice of the members of the Club all such Rules and Regulations and Bye Laws and amendments and repeals thereof.

## **7. FINANCE AND ACCOUNTS**

### **ARTICLE 35**

The treasurer shall cause proper Books of Accounts to be kept relating to:-

- I. all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
- II. all sales and purchases of goods by the Club; and the assets and liabilities of the Club
- III. All club monies will be banked in an account held in the name of the club.
- IV. Any cheques drawn against club funds should hold the signatures of the Treasurer plus up to two other officers. Any electronic banking transactions should require two authorisations.

### **ARTICLE 36**

- I. Proper books shall be kept to give a true and fair view of the state of the Clubs affairs and to explain its transactions.
- II. A balance sheet and profit and loss account for the financial year shall be submitted by the Committee to the Annual General Meeting.
- III. Annual accounts shall be kept and made available to Revenue on request. Where the gross annual income exceeds €250,000 the accounts shall be audited.

## 8. MEETINGS

### ARTICLE 37

The Annual General Meeting of the Club shall be held each year as soon as is practicable after the end of the financial year and at such time and place as the Committee shall determine of which at least twenty one days(21) notice shall be posted in the Clubhouse and sent to the Members and the Auditor where applicable.

### ARTICLE 38

The business to be considered at the Annual General Meeting shall be:-

- I. to receive from the Committee a report, balance sheet and statement of accounts from the preceding financial year.
- II. to elect the officers and Committee for the coming year and to appoint an Auditor(where required) and subject to ARTICLE 36 III.
- III. to decide upon any resolution which may be duly submitted to the meeting as herein provided.

### ARTICLE 39

The Report, Balance Sheet, statement of Accounts shall be posted in the Clubhouse and a copy thereof shall be sent to the members and every person entitled to receive them at least 10 days before the date fixed for the Annual General Meeting.

### ARTICLE 40

- I. Notice of any Resolutions to be moved at the Annual General Meeting or EGM shall be sent in writing so as to reach the Secretary not less than 10 days before the date fixed for the meeting and the same shall be posted in the Clubhouse not less than 7 days before such date. Resolutions will have a proposer and seconder signature.
- II. Appointment of honorary life membership is subject to article ARTICLE 10 IV and a notice of motion to be sent to the secretary not less than 10 days before the date fixed for the meeting and the same shall be posted in the Clubhouse not less than 7 days before such date.

### ARTICLE 41

The Committee may call an Extraordinary General Meeting at any time and shall be bound to do so on receiving a requisition signed by twenty members.

### ARTICLE 42

- I. An Annual General Meeting shall be called by twenty one days notice in writing at the least. The notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting.
- II. An Extraordinary General Meeting (EGM) called for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The

notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting.

## **ARTICLE 43**

At all General Meetings of the Club and at all Committee Meetings the Chair shall lead proceedings or in their absence be taken by the president or in their absence by the Captain or in their absence by a member selected by the Committee.

## **ARTICLE 44**

None of these Articles may be altered or repealed and no new Article may be adopted save by special Resolution passed at an AGM/EGM.

## **ARTICLE 45**

Every ordinary member present and every debenture holder shall be entitled to one vote upon any resolution submitted to a general meeting. In case of an equality of votes the Chair shall have a second or casting vote. No debenture holder who is not an ordinary member shall be entitled to vote at any meeting.

## **ARTICLE 46**

At any meeting (unless a poll is demanded by at least ten members) a declaration by the Chair that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive. If a poll is demanded by any ten members it shall be taken in such manner as the Chair directs and the result of the poll as declared by the Chair shall be deemed to be the resolution of the meeting, and in the case of an equality of votes the Chair shall have a second or casting vote.

## **ARTICLE 47**

Save when a greater majority is by these Articles required a simple majority shall be sufficient to pass a resolution of a General Meeting and any resolution of a General Meeting shall bind the minority and all the members of the Club.

## **ARTICLE 48**

No business shall be transacted at any AGM/EGM unless a quorum of members is present; save as herein otherwise provided fifteen(15) ordinary members and officers shall be a quorum.

## **9. REGISTRATION OF CLUBS ACTS 1904**

### **ARTICLE 49**

#### **Intoxicating Liquor Acts**

The Management Committee are responsible for ensuring that the Club fully complies with the current legislation.

## 10. DISSOLUTION

### ARTICLE 50

- I. A resolution to dissolve the club can only be passed at an AGM or EGM through a majority vote of the membership.
- II. If upon the winding up or dissolution 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.
- III. In the event of dissolution, any assets of the club that remain will be managed by the trustees and proceeds to be held in trust.
- IV. The trustees may give or transfer remaining assets to some other institution or institutions having objects similar to the objects of the Club.
- V. 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 and trustees 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. NOTICES

### ARTICLE 51

A Notice may be given by the Club to any member either personally or by sending it by post to them to their registered address or (if they have no registered address) to the address if any within the Republic of Ireland supplied by them to the Club for the giving of Notices to them or by email notification to the provided contact email address.

### ARTICLE 52

Where a Notice is sent by post it shall be deemed to have been delivered on the day following that on which it was posted.

### ARTICLE 53

Notice of every General Meeting shall be given in any manner heretofore authorised to:-

- I. Every Member.
- II. Every person being a personal representative or the official assignee or bankruptcy of a member where the Member but for their death or bankruptcy would be entitled to receive Notice of the Meeting.
- III. The Auditor if applicable for the time being of the Club.

## ARTICLE 54

No other person shall be entitled to receive Notices of General Meetings.

## ARTICLE 55

A notice of motion or special resolution notice for an AGM/EGM is subject to ARTICLE 44 and ARTICLE 48 hereof.

## 12. INDEMNITY

### ARTICLE 56

- I. Every member of the Committee and every Officer of the Club (other than an Auditor) shall be indemnified out of the assets of the Club against any liability incurred by them in defending any proceedings whether civil or criminal in relation to their acts while acting in such Office in which Judgement is given either against them or in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court under the Acts.
- II. The committee shall provide the appropriate insurance for the committee members and trustees of the club and this shall be communicated to the parties every year at the renewal date.

## 13. EQUITY

### ARTICLE 57

This club is committed to ensuring that equity is incorporated across all aspects of its development. In doing so it acknowledges and adopts the following definition of sports equity:

- I. "Sports equity is about fairness in sport, equality of access, recognising inequalities and taking steps to address them. It is about changing the culture and structure of sport to ensure it becomes equally accessible to everyone in society."
- II. The club respects the rights, dignity and worth of every person and will treat everyone equally within the context of their sport, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social/economic status.
- III. The club is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.
- IV. All club members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.
- V. The club will deal with any incidence of discriminatory behaviour seriously, according to club disciplinary procedures.



## 14. CODE OF ETHICS FOR CHILDREN'S SPORT

### ARTICLE 58

- I. The Club is fully committed to safeguarding the wellbeing of its members.
- II. Each member of the club should always show respect and understanding for the rights, safety, and welfare of all.
- III. They should conduct themselves in a way that reflects the principles of the club, the guidelines contained in the Code of Ethics and Good Practice for Children's Sport in Ireland.

## 15. HEALTH AND SAFETY

### ARTICLE 59

The Management Committee shall ensure that the Club fully complies with all current Health and Safety Legislation.

## 16. CHANGE OF CONSTITUTION AND RULES

### ARTICLE 60

- I. The Management Committee may alter or add to the Rules for the purpose of complying with the provisions of the Registration of Clubs (Ireland) Act 1904-1988 and the Intoxicating Liquor Acts 1998-2000, or of any Act which may be passed amending same.
- II. but (except for the purpose aforesaid), no rule of the Club shall be repealed or altered or new rules made, except at General Meeting of the club and by a vote of a majority of those present and voting at such Meeting, save where the rules otherwise provide, and written notice of the proposed change must be sent to the Honorary Secretary with the names of the proposer and seconder attached.

### ARTICLE 61

- I. The Management Committee may issue or amend rules or bylaws for the club without recourse to a special resolution at an AGM / EGM subject to not conflicting with the constitution articles or rules of the governing body of rowing in Ireland.
  - II. A management committee simple majority vote will confer these rules and bylaws which will have the signature of the prescribed persons as determined by the committee.
-