

Middleton Rugby Football Club

Constitution & Bye Laws May 2018



COMPANIES ACT 2014



CONSTITUTION

-of-

Midleton Rugby Football Club

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is *Midleton Rugby Football Club* company limited by guarantee.

2. Company type & Description & Definitions

- i. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
- ii. The company is registered with the companies registration office to drop the word “Limited By Guarantee” from its title.
- iii. Hereinafter in this Constitution the word Club shall have the meaning of Company.
- iv. The club premises shall be situated at Townspark Midleton, CoCork
- v. That the official Club colours be Red and Black. Red jersey, black shorts and red stockings and that all members wear the Club colours when playing Club matches and that they be kept clean and in good repair. That the club have an alternative jersey, colours to be agreed by the General Committee in accordance with the rules of the I.R.F.U;
- vi. That the official club crest shall be a shield topped with 4 shamrocks and divided into four equal parts as follows: Top left the club “red devil” face in red on a black background, Top Right divided in half (top right to bottom left) with Goal posts on light blue background over cricket bat, ball and stumps over dark green background. Bottom left a whiskey still on a green background, Bottom right Rugby Ball on yellow background. The club name Midleton RFC shall be on a banner under the shield in Calligraphy black print on a yellow background.





3. **Main Object**

The main objects for which the Club is established (the “Main Object”) is

To take over the operations, activities, assets & liabilities, of the Midleton Rugby Football Club, established reactivated in 1967. Based in Midleton, Co Cork.

To provide facilities for the members to play the game of Rugby Football Union. The objectives of the club are the playing and furtherance of Rugby Union Football.

Subsidiary Objects

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

All other games, past-times, or athletic activities, whether indoors or outdoors, lawfully permitted by the club committee in or on the club’s property shall be incidental or ancillary amenities, subservient in all respects to rugby football and its best interest in the club

4. **Powers**

The Club shall in addition to the powers conferred on it by law 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 by any lawful means 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, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 4.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Club shall consider calculated to promote its Main Object.
- 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 4.5 To make application on behalf of the Club to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.



- 4.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Club 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 company 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 Club; 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 Club and to subscribe or guarantee money for charitable objects.
- 4.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Club and to develop and turn to account any land acquired by the Club or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 4.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 4.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Club to mortgage or charge all or any part of the property of the Club, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 4.13 To invest and deal with monies and property of the Club not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Club not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Club intends to accumulate funds over a period in excess of two years for any purposes.
- 4.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Club, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or club or the dividends or interest of any securities,



including (without prejudice to the generality of the foregoing) any company which is the Club's holding company or a subsidiary or associated company.

- 4.16 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.
- 4.17 To insure the property of the Club against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.18 To insure any or all of the Directors 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).
- 4.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Club or the acquisition of which may seem calculated directly or indirectly to benefit the Club, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.20 To adopt such means of making known the products and/or services of the Club as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 4.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 4.24 To procure the registration or incorporation of the Club in or under the laws of any place outside Ireland.
- 4.25 To pay all expenses of and incidental to the incorporation and establishment of the Club.



- 4.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Club in connection with or as ancillary to any of the above businesses or the general business of the Club in pursuance of the Main Object.
- 4.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 4.28 To establish and maintain links with international and national organisations having similar objectives.
- 4.29 To do all such other lawful things as the Club may think incidental and conducive to the foregoing Main Object.
- 4.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) The club shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the company, would make it a trade union.
- (b) in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (c) nothing hereinbefore contained shall be construed as including in the purposes for which the Club has been established any purposes which are not charitable according to law.

5. Income and Property

- 5.1 The income and property of the Club shall be applied solely towards the promotion of 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.
- 5.2 No Director shall be appointed to any office of the Company paid by 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:
 - (a) reasonable and proper remuneration to any member or servant of the Club (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors 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 Director) to the Club;



- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Club;
- (e) fees, remuneration or other benefit in money or money's worth to any Club of which a Director may be a member holding not more than one hundredth part of the issued capital of such Club.
- (f) Nothing shall prevent any payment by the Club 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. **Winding Up**

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. But shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the company, which other company also meets the requirements of paragraph (b) of section 1180 (1) of the Companies Act 2014, such company to be determined by the members of the company at or before the time of dissolution, with the consent of the Minister for Tourism Sport and Recreation or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then 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.

7. **Limited Liability**

The liability of the members is limited.

8. **Undertaking to Contribute**

Every member of the Club undertakes to contribute to the assets of the Club, if the Club is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Club contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.



ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The “**Club**” means the above named Company.

The “**Directors**” means the members for the time being of the board of directors of the Company and “**Director**” shall be construed accordingly.

The “**Secretary**” means any person appointed to perform the duties of the Secretary of the Company.

The “**Seal**” means the Common Seal of the Company.

The “**Charity Regulator**” shall mean the Revenue Commissioners – Charities Section, until such time as the Charity Regulator acts in relation to Sporting Bodies.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be 2 but the Company may from time to time register an increase of members.
3. The members of the Club shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

RIGHTS OF MEMBERS

4. Membership of the Club is not transferable, is subject to section 26.4 of this constitution, and shall cease:-
 - i. on the member's death or bankruptcy;
 - ii. if the member resigns by serving notice in writing to the Directors of the Club at its registered office.
 - iii. If membership is not paid by the due date



ANNUAL GENERAL MEETINGS & EXTRAORDINARY GENERAL MEETINGS

5. The Company 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 General Committee
6. That each member of the club who on the last day of October has paid their subscription for the current season and is eligible to vote per section 2.3 shall be entitled to vote at any Extra Ordinary General Meeting of the Club and at the following Annual General Meeting and to use the Club Facilities. All members have equal voting rights. Should voting parties be equal in number the casting vote will go to the current Club Chairperson;
7. That the Honorary Secretary shall give not less than twenty-one days clear notice in writing or electronic means, of the date of a General Meeting stating the time and venue for such meetings, to each member of the Club through reasonable communication endeavours and posted notices;
8. That the notice of any proposed motions (Motions for consideration at the AGM) or specific amendments alteration or addition to the Constitution & Bye Laws shall be sent to the Secretary in writing at least seven days before the Annual General Meeting of the Club. Such motions to be considered valid must have a proposer and seconder who are members in accordance with section 16.
9. That motions to change or amend the Constitution and Bye-laws shall require a two thirds majority of the members eligible to vote, and where a change or amendment is adopted by the meeting, it shall be subject to the approval of the Regulatory Authorities. No amendments of any kind shall be made to the provisions of clause 5 and 6 in the Memorandum of Association, and no amendments shall be made to the Memorandum of Association to such extent that they would alter the effect of clauses 5 and 6 of the Memorandum of association, such that there would be non-compliance with the requirements of Section 1180 and of the Companies act 2014.
10. Meeting Format
 - 10.1 Annual General Meeting:
 - a) Meetings to be conducted in accordance with Standing Orders;
 - b) The AGM shall be chaired by the President up to the election of the incoming Chairperson;
 - c) The Agenda at each Annual General Meeting shall be as follows
 - i. Presidents address;
 - ii. The Secretary to read of the minutes of the previous AGM;
 - iii. Secretary's Address;
 - iv. Chairpersons report;
 - v. Treasurer's Report;
 - vi. Club Captains Report;
 - vii. Director of Rugby's Report's;
 - viii. Munster Branch Rep's Report;
 - ix. Social & Fundraising Report;
 - x. Juvenile Chairpersons Report;
 - xi. Bar Chairperson report;
 - xii. Motions before the Annual General Meeting;
 - xiii. Election of Officers to the General Committee;
 - xiv. Hon Treasurers to propose the member subscriptions for the coming year;
 - xv. Consideration of any other business;
 - d) The Secretary shall record the Minutes of the Annual General Meeting and these minutes shall be read out at the next Annual General Meeting;



- 10.2 Extraordinary General Meeting;
- a) The Secretary shall at any time Summon an Extraordinary General Meeting on a Resolution of the General Committee or a Petition signed by not less than 20 voting members. No matter shall be decided at such meeting other than that specified in the Resolution or Petition for calling the meeting;
 - b) That the Secretary shall give notice of an EGM in line with the rule for notice for an AGM as set out in section 7;

VOTES OF MEMBERS

- 11. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and eligible to vote, shall have one vote, but so that no individual member shall have more than one vote.
- 12. At a meeting where a question on which a vote is required; it shall be determined by a simple majority of votes of the eligible members present and voting on the question and, in the case of an equal division of votes, the chairperson of the meeting shall have a second or casting vote;
- 13. The Club Chairperson shall be considered chairperson of any properly formed meeting to which they attend;
- 14. That where the Club Chairperson is unable to perform his duties, it shall fall to the General Committee to appoint an Interim-chairperson from the current General Committee Membership for the duration;
- 15. All meetings will be conducted in accordance with standing orders;
- 16. Eligibility to vote
 - 16.1 Members who may vote at a properly convened EGM or AGM meeting of the club are:
 - a) Adult Players;
 - b) Full Members;
 - c) Friends of Middleton RFC;
 - d) Family Members;
 - e) Life Members;
 - f) Youth Members;
 - 16.2 That duly elected or appointed members of the General Committee or Sub Committees shall be entitled to a vote at a properly convened meeting of their Committee;
 - 16.3 To be eligible to exercise a vote at a meeting said members must have paid their current membership, have no monies owing to the club, and have attained the minimum age of 18.



DIRECTORS

17. The number of the Directors shall be not less than Four (4) nor more than Ten (10). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
18. Only members elected as Officers to the General Committee as defined in section 26.1.2 of this Constitution are eligible to stand as Directors of the Club.
19. That the officers holding the following roles, at minimum, be appointed directors of the company
 - a) Chairperson
 - b) Secretary
 - c) Joint Treasurer #1
 - d) Joint Treasurer #2
20. All directors so appointed to hold office until the closing of the next properly formed AGM of the club where they, or their successor, will be appointed to the role in accordance with the procedure for appointment to the General Committee.
21. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 65. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Club or otherwise in connection with the business of the Club.
22. The business of the Club shall be managed by the Directors under the direction of the General Committee, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
23. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
24. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.



25. The Company shall cause minutes to be entered in books kept for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Club and, of the Directors and of committees of the Directors.

OPERATION OF THE CLUB

26. The following regulations shall apply to the Club:-

26.1 Club Directors, General Committee Members, General Meetings and Elections

26.1.1 The club be governed by a General Committee elected annually

26.1.2 That the General Committee shall consist of the following Officer Positions

- 1) President
- 2) Vice President
- 3) Chairperson (Director)
- 4) Secretary (Director)
- 5) Assistant Honorary Secretary
- 6) Honorary Treasurer #1 (Joint Treasurer) (Director & Company Secretary)
- 7) Honorary Treasurer #2 (Joint Treasurer) (Director)
- 8) Representative to the Munster Branch I.R.F.U.
- 9) Fixtures Secretary
- 10) Public Relations Officer
- 11) Directory of Rugby
- 12) Social & Fundraising Chairperson
- 13) Juvenile Chairperson
- 14) Bar & Hall Chairperson
- 15) Lotto Chairperson
- 16) Grounds & Gym Chairperson

All above Officers shall be elected at the Annual General Meeting and serve until the next Annual General Meeting. Only members elected as Officers to the General Committee are eligible to stand as Directors of the Club. Job Descriptions for Officers of the club to be maintained, and reviewed at the first meeting of the newly formed General Committee. That the role of President will be to represent the club at formal functions and act as an ambassador and leader for the club along with duties as identified in these rules. The President shall be assisted by one Vice President. The President and Vice President shall have voting positions on the General Committee. That the role of Chairperson will be to oversee and direct the day to day operations of the club and lead the General Committee.

26.1.3 Elections to the General Committee

26.1.3.1 All members of the General Committee shall be elected at the Annual General Meeting

26.1.3.2 The current officer positions of the General Committee are stipulated in section 26.1.2. The members at an Annual General Meeting may vote to



- amend the composition of the General Committee where a properly formed motion has been submitted to the AGM (or an EGM);
- 26.1.3.3 That a member must be fully paid up and a member of the Club for at least two years to be eligible for election to the General Committee;
- 26.1.3.4 That a member being properly proposed for a position on the General Committee must be in attendance at the AGM to stand for the position. Where a member is unable to attend the AGM for this purpose notice of their intention to accept a nomination and subsequent election to the General Committee must be given in writing to the Honorary Secretary at least 5 days in advance of the AGM;
- 26.1.3.5 Any Election may be postponed or delegated to the General Committee at the discretion of the Annual General Meeting in extenuating circumstances only and only with a 2/3rd vote of the members at the Annual General Meeting;
- 26.1.3.6 Officers of the General Committee shall be elected as follows:
- a) A member must be proposed and seconded from the floor for each Officer Position of the General Committee;
 - b) Each Officer Position is considered a single position separate and independent from other positions on the committee; however, should there be insufficient candidates to fill all positions, the meeting may decide to appoint a candidate to more than one position or apply section 26.1.3.5 of this constitution;
 - c) Any joint position on the committee (i.e. Treasurers) are considered separate positions for election to the General Committee;
 - d) Where there is only one member proposed for an Officer Position that person shall be deemed elected;
 - e) Where more than one member is proposed for an Officer Position then an election shall be called;
 - f) Election protocol:
 - I. Elections will be supervised by three tellers who are members that are appointed by the current executive to oversee and ensure that the voting is conducted in accordance with the Club Constitution;
 - II. A Separate election must be held for each contested position;
 - III. The election shall be by secret ballot;
 - IV. The Tellers will issue ballots to all members present and eligible to vote. Eligibility to vote will be established by showing the Tellers a current membership card;
 - V. Members shall record the proposed Officer Position and name of their preferred candidate on the ballot;
 - VI. Ballots shall be folded and returned to the Tellers who shall tabulate the results;
 - VII. On agreement of the majority of tellers, the result will be announced to the meeting;
 - VIII. Where the Tellers cannot agree the results, the vote will be considered void and be retaken;
 - IX. In the event of a tie drawing lots amongst those tied shall fill the place on the committee.



- 26.2 Sub committees
- 26.2.1 That the General Committee may appoint Sub-Committees to carry out specific functions necessary to the activities of the Club;
 - 26.2.2 That all sub-committees cease to exist when the General Committee goes out of office;
 - 26.2.3 That the appointed sub committees at their first meeting; appoint a Chairperson, define terms of reference for the subcommittee operation and submit same to the General Committee for approval;
 - 26.2.4 That all sub-committees have a minimum composition of three club members of whom at least one is a member of the General Committee;
 - 26.2.5 That the club Chairperson may attend all sub-committee meetings;
 - 26.2.6 That where a Sub-Committee agrees to co-opt a member from outside the General Committee onto its body that this person must be a club member, proposed to and approved by the General Committee;
 - 26.2.7 Such Sub-Committees shall conform to any decisions given to them by the General Committee and that they will report to the General Committee who shall have final say in all matters;
 - 26.2.8 That the following sub committees be formed at the first meeting of the General Committee following the Annual General Meeting and shall meet on a regular basis;
 - 26.2.8.1 Executive sub-committee consisting of The Club Chairperson, Honorary Secretary, Honorary Treasurers, Director of Rugby (or rep of Rugby) and Juvenile Chairperson. That the Executive Sub Committee be responsible for the governance of the club affairs and ensuring the application and adoption of the club Constitution and bye-laws;
 - 26.2.8.2 Finance sub-committee consisting of the joint Honorary Treasurers and Club Chairperson and other members as proposed and adopted at a General Committee Meeting;
 - 26.2.8.3 Bar & Hall sub-committee consisting of the Bar & Hall Chairperson, the Honorary Treasurers, Social & Fundraising Chairperson, and other members as proposed and adopted at a General Committee Meeting;
 - 26.2.8.4 Rugby sub-committee consisting of the Director of rugby, Head Coach, Club Chairperson, Child / Player welfare officer(s) and other members as proposed and adopted at a General Committee Meeting;
 - 26.2.8.5 Juvenile sub-committee consisting of the Juvenile Chairperson, Youth Coordinator an Honorary Treasurer and other members as proposed and adopted at a General Committee Meeting;
 - 26.2.8.6 Lotto sub-committee consisting of the Lotto Chairperson, an Honorary Treasurer and other members as proposed and adopted at a General Committee Meeting;
 - 26.2.8.7 Grounds & Gym sub-committee consisting of the Grounds & Gym Chairperson, Director of Rugby, Honorary Treasurer and other members as proposed and adopted at a General Committee Meeting;



26.2.8.8 Social & Fundraising sub-committee consisting of the Social & Fundraising Chairperson, Bar Chairperson, an Honorary Treasurer and other members as proposed and adopted at a General Committee Meeting.

26.3 General Committee Meetings

26.3.1 Meetings to be conducted in accordance with Standing Orders;

26.3.2 The General Committee shall meet at least once a month. The Honorary Secretary shall arrange to have Minutes kept of all matters coming before the General Committee and shall present such minutes for approval and ratification to the next meeting of the General Committee. The Honorary Secretary shall present the correspondence of the Club;

26.3.3 That the Honorary Secretary shall give not less than five days clear notice in writing of the date of a General Committee Meeting stating the time and venue for such meeting to each member of the General Committee Club. Committee members will then have 3 days to request the Honorary Secretary to include additional items for discussion on the meeting Agenda. Not less than two days before the meeting the Honorary Secretary will circulate a copy of the meeting agenda to all committee members;

26.3.4 That the quorum for a General Committee meeting to be held shall be half General committee membership;

26.3.5 That the Honorary Secretary shall convene an Extraordinary meeting of the General Committee on request from not less than half plus one of the members of the General Committee where there is a pressing matter to be discussed. No matter shall be decided at such meeting other than that specified in the Resolution or Petition for calling the meeting;

26.3.6 The Joint Honorary Treasurers shall present a statement of the financial affairs of the club covering all accounts at the regular General Committee Meeting;

26.3.7 That in addition to any agenda item that needs to be dealt with at the time of a meeting the following standing agenda items shall be addressed at each General Committee Meeting;

- i. Minutes of the previous meeting;
- ii. Correspondence;
- iii. Finance report;
- iv. Sub Committee Reports;
- v. Meeting specific points;
- vi. Appointment of members to the club;
- vii. Any Other Business;

26.3.8 Any member of the General Committee, excluding directors, absent from two consecutive meetings must give satisfactory explanation to the Executive Committee. The committee member may be asked to vacate their office through a resolution proposed by the Chairperson of the executive Committee, seconded



and voted on at a General Committee meeting. The General Committee may fill any vacancy so vacated.

26.3.9 That any member of the General Committee in receipt of payments from the club in any form shall be excused from any general meeting discussing their position.

26.4 Club Membership

26.4.1 Membership Types:

- (a) Adult Players;
- (b) Full Members;
- (c) Family Members;
- (d) Friends of Middleton RFC;
- (e) Life Members;
- (f) Youth Players.

26.4.2 The election of members shall rest with the General Committee of the club;

26.4.3 Candidates for membership must be duly proposed and seconded by members and notice of their nomination must be given to the Hon. Secretary in writing;

26.4.4 Applications for new membership shall be accepted at any time during the season: Subject to the conditions in this section 26.4 any such New Member will have full voting rights and be eligible to play for the club if selected;

26.4.5 New members may not pay online for their subscription until their membership application is proposed and approved by the general committee. Any payment made online is considered conditional on this approval being forthcoming;

26.4.6 Membership subscription shall be payable by such persons in advance and their membership shall be deemed to have commenced on payment of such subscription and expire on the 31st day of the following October;

26.4.7 That if any person has not on the 31st day of October of the current season paid their subscription, they will not under any circumstances be eligible to vote, hold any office in the club or be selected to play on any team in the club or to avail of the privileges of membership of the club

26.4.8 All Annual Membership Subscriptions, other than those of new members and Life Members shall be payable in advance by the 31st day of October in each year. New members annual subscriptions are due immediately upon the General Committee approving membership;

26.4.9 That the General Committee may elect a person a Life Member or an Honorary Vice- President of the Club.

26.4.10 That the Honorary Secretary distributes Elected committee & fixtures lists to members every season.

26.4.11 The members of visiting clubs whose team are playing on the Clubs grounds shall for the day these matches are played, be temporary honorary members of the Club, as shall also be the Referees and officials of such matches.

26.4.12 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, Officer or Committee member, compensation for personal injury, loss or damage, however caused.

26.4.13 That members partake in playing and training activities of the Club at their own risk and are responsible for their own insurance.

26.4.14 Data Protection: Pursuant to the provision of the Data Protection Act 1988-2003 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, for the proper and effective management of the club.

26.5 Club Discipline

26.5.1 That any member may be reported to the Executive Committee for disciplinary review where they are accused of conduct that maybe considered detrimental to the interest, reputation or well-being of the club (Both on and off the field of play);

26.5.2 That the Executive Committee shall appoint a Disciplinary Panel for all such matters consisting of not less than 3 Independent Members of the club to conduct an enquiry into the allegation of misconduct;

26.5.3 That a member being dealt with in this manner shall be given a reasonable opportunity to attend before the Disciplinary Panel to explain their alleged misconduct and is entitled to have one member in attendance;

26.5.4 That the Disciplinary Panel shall have the power to cancel membership, suspend for any length of time, or impose a suitable sanction on the member where the allegation made is upheld;

26.5.5 That the member shall have the right of appeal against any sanction so imposed by presenting that appeal in writing to the Executive Committee. The Executive Committee will then appoint an Appeal Panel consisting of not less than three Independent members (and expressly excluding those members who participated in the Disciplinary Panel), to review the findings of the Disciplinary Panel and if required to conduct their own review;

26.5.6 That the member being dealt with in this manner shall be given a reasonable opportunity to attend before the Appeal Panel to explain their alleged misconduct and is entitled to have one person in attendance with them to speak on their behalf;

26.5.7 That the Appeal Panel shall have the power to reverse or uphold the decision of the Disciplinary Panel;

26.5.8 That all members agree to be bound by the decision of the Appeal Panel and its findings shall be final.

26.6 Match Tickets

26.6.1 That the members interested in obtaining such tickets must give their name to the Ticket Manager (The Ticket Manager being a person appointed by the General Committee, reporting to the Finance Committee) within a timeframe as set by the Ticket Manager for ordering of said tickets;

26.6.2 Membership does not guarantee access to the clubs allocation of tickets and where there is an over-subscription for tickets, the Club Secretary in conjunction the ticket manager will advise members of the latest date for



- applications for tickets. Once this date has passed and there is a surplus of applications from fully paid up members over the amount of tickets available, then an open draw for the tickets will take place;
- 26.6.3 That the Ticket Manager may dispose of any surplus tickets outside of the club membership to ensure no loss of revenue to the club;
- 26.6.4 That the member obtaining a ticket, must pay the Honorary Treasurer for the ticket beforehand and on no account shall tickets be given out without payment in advance.
- 26.7 Club House Bar
- 26.7.1 No person who is not a member shall order or pay for refreshment in the Clubhouse; cash must be paid for every expense incurred in the Clubhouse before the person ordering leaves the premises;
- 26.7.2 No visitor shall be supplied with excisable liquor on the club premises unless on the invitation and in the company of a member, and that member upon the admission of such visitor to the club premises or immediately upon his being supplied with such liquor, enter his or her name and the name and address of the visitor in a book which will be kept for that purpose and which shall show the date of each visit;
- 26.7.3 The committee may prohibit the admission of any visitor to the club premises and no member shall bring the person whose admission is prohibited into the club premises;
- 26.7.4 No excisable liquor shall be sold or supplied for consumption outside the premises of the club, except to members of the club, between the hours of eight o'clock in the morning and ten o'clock at night;
- 26.7.5 No excisable liquors shall be sold to any person under 18 years of age. No member of the Committee and no officer, manager or servant employed by the club shall have any personal interest in the sale of excisable liquors therein or in the profits arising from such sale;
- 26.7.6 That no person shall be allowed to become honorary or temporary members of the Club or be relieved of the payment of regular entrance fee or subscription, except those possessing certain qualifications defined in these rules, and subject to the conditions and regulations prescribed therein:
- 26.7.7 That the rules of the club be amended to confirm with the provisions of Section 3 and Section 7 of the intoxicating Liquor Act 2000 thus:
- 26.7.8 No excisable liquor shall be supplied for consumption on the Club premises to any person or be consumed on the club premises by any person:
- a On any weekday before the hour of 10:30 a.m. in the morning,
 - b On any Monday, Tuesday, Wednesday after the hour of 11.30pm.
 - c On Thursday, Friday and Saturday after the hour of 12:30 a.m. on the following day,
 - d On any Sunday, before the hour of 12.30 pm and after the hour of 11.00 pm.
 - e At anytime on Christmas day or Good Friday
 - f On St. Patrick's Day before the hour of 12.30 pm or after the hour of 12.30 am on the following day
 - g On the 23rd December if it falls on a Sunday before the hours of 10.30 am and after the hour of 11:30pm
 - h On the eve of a Public Holiday if it falls on a weekday before the hour of 10:30am and after the hour of 12:30am on the following day



- i On the eve of a Public Holiday if it falls on a Sunday before the hour of 12:30am and after the hour of 12:30am on the following day

26.7.9 Nothing contained in the Registration of Clubs Acts, 1904 - 1986, or contained by virtue of subsection 1 of Section 56 of the intoxicating Liquor act 1927 as amended by Subsection 1 of Section 7 of the intoxicating liquor act 2000 as inserted or amended in these Rules hereof shall operate to prohibit the supplying for consumption on the Club premises of excisable liquors to any person or the consumption of excisable liquor on the club premises by any person:

- a) On any Monday, Tuesday, Wednesday between the hours of 10:30am and 12:30pm
- b) On any Thursday, Friday and Saturday between the hours of 10:30am and 1:30am on the following day
- c) On any Sunday between the hours of 10:30am and 12:00pm
- d) **If** in each case the excisable liquor:
- e) Is ordered by that person at the same time as a substantial meal is consumed at the same time as and with the meal
- f) Supplied and consumed in the same portion of the premises usually set apart for the supply of meals, and paid for at the same time as the meal is paid for.

26.8 General

26.8.1 Every Officer or Member of the Committee and duly appointed member of the subcommittee shall be indemnified out of the assets of the club for all acts properly carried out by them in the pursuance of their duty. If such assets are insufficient then they shall be indemnified by the members jointly and severally against all losses or liabilities which they may sustain or incur in or about the proper execution of their office. No such person shall be liable for any loss, damage or liability which may happen to or be incurred by the Club due to the execution by them of their duties of in connection with their office unless the same shall occur through their default or dishonesty or gross negligence. The Directors may attend any meeting of a committee concerned with the administration of the Club.

26.8.2 Any Provisions which are contained in these Rules which are not in conformity with any Statutory provision contained in the Companies Acts 2014-2017, or the Charities Act 2009, and the intoxicating Liquor act 2000 shall be deemed null and void.

26.8.3 That every member shall be furnished with a copy of the Constitution & Bye-Laws of the club and shall be bound thereby.



POWERS OF ATTORNEY

27. The Club may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS

28. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

29. Where a Director retires before an AGM, the General Committee, at a meeting at which a Director retires, may fill the vacated office by electing a person thereto, and in default of the Club doing so.
30. The General Committee may from time to time by ordinary resolution increase or reduce the number of Directors, in line with section 19 of this constitution
31. The General Committee may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Club and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Club.

PROCEEDINGS OF DIRECTORS

32. The Directors 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
33. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three (3). who are not related and are independent of each other.
34. That the directors when meeting, do so as a minimum, as the Executive Committee of the Club. Any director appointed that is not a member of the executive committee shall be classed as a full voting member of the Executive Committee.



35. That proper notice, electronic or otherwise and not less than 3 days, be given by the secretary for the calling of a meeting of the Executive Committee.
- 35.1 The Directors of the club shall deal with the Assets of the Club as directed by a resolution of the General committee (hereafter referred to as the Committee) of which an entry in the Minute Book of the Committee Meeting shall be sufficient evidence.
- 35.2 The Directors shall have the power, on behalf of the club, subject to the approval of the General committee to borrow without security or in the security of all or any part of the club's property.
- 35.3 If any moneys which have been demanded from the club, and are legally due, and have not been paid within three years the Directors, on behalf of the club, shall have the power, subject to the approval of the members at an Extraordinary General Meeting, to sell part of the club assets such as to satisfy the debt.

SECRETARY

36. The Company Secretary shall be one of the Honorary Treasurers appointed by the Members at the Annual General meeting, and shall be a Member of the Board of Directors.
37. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

38. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
- (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

39. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Club's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Club.
40. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Club and by other persons entitled pursuant to the Act.
41. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Club or any of them shall be open to the inspection of its members not being Directors. No



member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Club except as conferred by statute, this Constitution or authorised by the Directors or by the Club in general meeting.

42. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Club, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
43. A copy of the statutory financial statements of the Club, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty-one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them, or posted on the Club's website for that period, and the members advised accordingly.
44. The Charity Regulator as appointed under the Charities Act 2009 has directed that all cheque signatures and persons authorised to make payments on behalf of the club, shall be regarded as Trustees of the club for the purposes of the banking transactions, and shall be responsible for same. Such persons must not be restricted as trustees as defined in the Act.
45. Club Finance Governance
 - 45.1 That the Treasurers put in place procedures that shall be approved by the General Committee for governance and management of the Club Finances in line with good accounting practices, IRFU rules and Revenue Commissioners Rules such as they may apply to the Club;
 - 45.2 That the Treasurers be responsible for administration of all club bank accounts and ensure that they are maintained in good order;
 - 45.3 That no subcommittee in the course of its activities (in line with its terms of reference); commits the Club to debts or shall incur debts that are not approved in advance by the Finance Sub-Committee;
 - 45.4 That those creditors of the club be paid in a timely manner;
 - 45.5 That no member or committee member carry out any action, transaction or activity on behalf of the club that may bring into disrepute the financial reputation of the club;
 - 45.6 That the Finance Committee approves club expenditure in advance that is above a limit as set by the General Committee.



AUDIT

46. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act. Unless Audit exemption is being availed of.

NOTICES

47. A notice may be given by the Club to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) 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 Company). Section 218(5) of the Act shall apply.



We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers
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PAGE TO BE INSERTED FROM INITIAL COMPANY FORMATION



Change record

Change	Approved
Amended to facilitate formation of the CLG	EGM 5 th December 2017
Amended Company Secretary to be a Treasurer	AGM 9 th May 2018