

RULES

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THE FRIENDS OF SAINT COLUMBA'S

1. Name

The name of the Body is The Friends of Saint Columba's.

2. Main Object

The main object for which the Body is established (the "Main Object") is to maintain and preserve the church, towers, and grounds of Saint Columba's Church, Swords as a place of historic interest.

3. Subsidiary Object

To enhance the community living experience of the surrounding area.

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 sufficient sponsorship or income in accordance with the law for the purpose of promoting the Main Object.
- 4.2 To use sponsorship or income obtained to engage an event management company to promote, organise and manage the event as stated in the 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 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.

5.3 Any surplus income of the Body in any one year should be maintained for future use.

5.4 The Body should not accumulate any excessive surplus income.

6. Additions, alterations or amendments

If it is proposed to make an amendment to the Rules of the Body, the amendment shall not take effect until such approval at a General Meeting has been obtained.

7. Winding Up

If upon the winding up or dissolution of the Body there remains, after satisfaction of all debts and liabilities, any income or 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 local or charitable institution or institutions having main objects similar to the main objects of the Body.

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.

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.

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 purpose of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of an 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 seven members
- 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 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 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:
 - (1a) in the case of the annual general meeting, by not less than 14 days' notice;
 - (1b) in the case of an extraordinary general meeting, by not less than 7 days' notice.
- 12.2 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the items for discussion at the meeting.
- 12.3 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 at General Meetings

Where a matter is being decided, every member present in person shall have one vote.

14. The Executive

14.1 The number of the Executive Members shall be not less than three (3), a chairperson, secretary, and treasurer. The first Executive Members shall be:

Stephen Vincent – Chairperson
Andy Anderson – Vice Chairperson
Andrea Patterson – Secretary
David Snow – Treasurer

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 reasonable travelling, hotel and other expenses properly incurred by them in connection with the affairs of the Body.

14.3 The activities 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:

(5a) of the names of the person present at each meeting of the Executive and of any committee of the Executive;

(5b) of all resolutions and proceedings at all meetings of the Body and, of the Executive Members and of committees of the Executive.

15. Rotation of Executive Members

15.1 All Executive Members shall retire from office after a period of three years.

15.2 A retiring Executive Member shall be not eligible for re-election for a further three years.

15.3 Any person to be eligible for election to the office of Executive Member must be recommended by a retiring Executive Member.

15.4 The Body may remove any Executive Member before the expiry of his/her period of office.

15.5 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. Any Executive Member so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election for a three-year period.

16. Proceedings of the Executive

16.1 The Executive may meet together for the dispatch of activities, 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 three (3).

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. Accounts

The Body shall maintain accurate and sufficient records to allow it to produce an annual statement of affairs at the annual general meeting.

19. Status

The Body shall be a non-for-profit organization.

We, the several persons whose names are subscribed, wish to form the body or association herein named.

Stephen Vincent – Chairperson
Andy Anderson – Vice Chairperson
Andrea Patterson – Secretary
David Snow – Treasurer

Dated: 28th August 2024.