

# Constitution

of

## Friends of Columbanus (Bangor)

*This constitution was adopted by the members of the Association in a Meeting of the Association on the 30<sup>th</sup> July 2014 and amended by the members in meeting on 28<sup>th</sup> May 2019.*

Signed:  (Chair) Date 28 May 2019

### 1. NAME

The name of the Association is Friends of Columbanus (Bangor) (hereinafter called "the Society").

### 2. ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this Constitution by the members of the Management Committee constituted by clause 6 of this Constitution ("the Committee").

### 3. OBJECTS

The Society is established to advance public education and raise awareness among the general public in Northern Ireland ('the area of benefit') and to encourage appreciation of the life and work of Columbanus and his disciples and knowledge of their historical and cultural heritage.

### 4. POWERS

In furtherance of the above aims but no further or otherwise the Society may:

- a) promote public lectures, exhibitions, workshops, performances, conferences, publications and training courses;
- b) establish, maintain and equip premises and facilities in the area of benefit for the furtherance of the objects;
- c) procure to be written and printed, published, issued, distributed and circulated reports or periodicals, books, pamphlets, leaflets or other documents or information;
- d) recruit, train and employ volunteers with relevant skills for the furtherance of the above aims;
- e) promote and carry out or assist in promoting and carrying out research, surveys and investigations in the area of benefit, provided the useful results are published;

- f) co-operate to such extent as may be necessary with statutory authorities and voluntary organisations engaged in the furtherance of the above objects or any of them;
- g) raise and accept money by way of grants, donations, bequests, legacies or other lawful method and give, donate or disburse grants and loans to such related organisations or projects as are by law deemed charitable PROVIDED THAT in the exercise thereof the Society shall not engage in any form of permanent trading;
- h) purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the attainment of the said objects and construct, maintain and alter buildings or edifices so necessary as aforesaid;
- i) subject to such consents as may be required by law to sell, let mortgage, dispose or turn to account all or any of the property or assets of the Society which shall be deemed necessary for the furtherance of the Society;
- j) employ and pay any person or persons not being a member of the Management Committee referred to below ("the Committee") to supervise, organise and carry on the work of the Society and make all reasonable and necessary provision for the payment of remuneration to employees;
- k) appoint and constitute such advisory committees as the Committee may think fit;
- l) do all such other lawful things as are necessary for the attainment of the said objects.

## 5. MEMBERSHIP

- a) Membership of the Society shall be open to the following, irrespective of age, gender, ethnic identity, nationality, sexual orientation, race, religion or political opinion:  
Individuals whose applications are accepted by the Committee, and who pay the annual subscription fee fixed by the Society may be admitted as Members. Members shall have the power to vote at General Meetings, and those aged 18 or over shall have the right to be nominated for election to the Committee. The Committee shall not unreasonably reject any application for membership.
- b) The Committee shall make rules governing the conditions for and rights and privileges of members, shall make regulations for the admission to and termination of membership and shall keep up-to-date records of paid-up members PROVIDED THAT any member affected by a proposal to terminate her or his membership shall have the right to state a case against such proposal.
- c) The Committee shall have power to admit as Associate Members persons who support the aims and objects of the Society. Such Associate Members shall not have the power to vote or the right to be nominated for election to the Committee.

## 6. MANAGEMENT

- a) Except as provided otherwise in this Constitution, the Society shall be managed by a Committee consisting of;

i) *The Office-Bearers*  
Chair, Secretary, Treasurer; and

ii) *Other Committee Members*

Not less than 6 nor more than 10 other members of the Society elected by and from amongst the members present and voting at an Annual General Meeting. Committee members must be aged 18 or over.

b) The Committee so constituted shall have power to co-opt further members who shall be members of the Society or persons anywhere who have skills or experience to offer the Society PROVIDED THAT the number of co-options shall not exceed one-third of the total membership of the Committee.

c) The Committee shall meet for the conduct of business, as they shall see fit, but in any event shall meet not less than 3 times a year.

d) A Committee member shall cease to hold office if he or she:

(1) is disqualified from acting as a member by virtue of any statutory provision;

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolves that his or her office be vacated; or

(4) notifies to the Committee a wish to resign.

e) There shall be a quorum when at least one third of the Committee members for the time being or three members, whichever is the greater, are present at a meeting.

f) The Committee may at its discretion appoint a President of the Society who may attend meetings of the Committee but shall not be entitled to vote. Such appointment shall be for a period of one year but may be renewed by the Committee.

## 7. FUNCTIONS OF THE COMMITTEE

The Committee may among other things:

a) Make such policies or regulations as they consider appropriate for the efficient conduct of the business of the Committee and the Society PROVIDED THAT such policies or regulations shall not be inconsistent with this constitution and shall be subject to the approval of the Members at the Annual General Meeting.

b) Appoint all such staff as they may consider necessary, and on such terms as to duties and remuneration as they may determine. Employees of the Society shall NOT be eligible to serve as members of the Committee.

c) Establish sub-committees, consisting of members of the Society or other persons, and shall determine their terms of reference, membership and duration. All such sub-committees shall make regular reports on their work to the Committee.

## 8. MEETINGS

a) Rules of Procedure at all meetings

The Committee may make Standing Orders or rules for the conduct of business at all meetings of the Society, or its Committee or sub-committees PROVIDED THAT such Standing Orders or rules shall not be inconsistent with this constitution and shall be subject to the approval of the Members at the Annual General Meeting.

b) Annual Meeting

The Annual General Meeting shall be held at such place and time, being not more than 15 months since the previous Annual General Meeting, as the Committee shall decide.

c) The business of the Annual General Meeting shall include:

- a) To receive and approve reports on the activities of the past year from members of the Committee;
- b) to receive and approve the annual accounts of the Society and to appoint an auditor or an independent person to audit or examine the annual accounts as the Annual General Meeting shall decide;
- c) to elect the Officers and Committee according to such nomination and voting procedure as the Society may from time to time decide;
- d) To deal with resolutions and such other matters, notice of which shall have been given 14 days in advance of the AGM to the Secretary of the Society by the member proposing such resolutions or other matters.

d) Ordinary General Meeting

Other Meetings of the Society shall be called General Meetings (or in the case of alteration of the constitution or dissolution of the Society Extraordinary General Meetings) and shall be called at not less than 14 days' notice to members.

e) Extraordinary General Meeting

The Committee shall have the power to call an Extraordinary General Meeting and shall be bound to do so within 21 days of receiving notice in writing signed by not less than 5 members or 10% of the members (whichever is the greater). The business to be transacted must appear on the agenda and no other business shall be discussed.

## 9. ADMISSION TO MEETINGS

All members shall be entitled to attend Ordinary and Extraordinary General Meetings of the Society. Other people may be admitted at the discretion of the Committee. Members of the public may attend Annual General Meetings of the Society. Only paid-up voting members of the Society may exercise a vote at any meeting of the Society.

## 10. ANNUAL SUBSCRIPTION

Annual subscription shall be the sum fixed by the members at the Annual General Meeting on the recommendation of the Committee and shall be payable within one month after the Annual General Meeting.

## 11. FINANCE

a) All income of the Society, wheresoever derived, shall be applied to the purposes of the Society as set out at clause 3 above and to no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Society engaged upon the approved business of the Society.

b) The financial year of the Society shall run from 1<sup>st</sup> January to 31<sup>st</sup> December.

c) The Committee shall open a bank account or accounts in the name of the Society at Ulster Bank, Bangor, Co Down and shall specify those members of the Committee (being not less than two members of the Committee) authorised to sign cheques on behalf of the Society.

d) The Committee shall authorise the keeping of proper books of accounts and shall designate responsibility for the preparation of an annual Statement of Accounts for submission to an Annual General Meeting.

## 12. TRUST PROPERTY

The title to any real or personal property which may be acquired by or for the purposes of the Society shall be vested in Trustees who shall be nominated by the Committee and who shall hold such property in trust for the Society. The number of Trustees shall be not less than three or more than six. Trustees shall be entitled to attend meetings of the Society but (unless they are also members of the society) shall not have the power to vote.

## 13. ALTERATIONS TO THE CONSTITUTION

Any alteration to this Constitution shall receive the assent of not less than two-thirds of the members of the Society present and voting at an Extraordinary General Meeting called at not less than 14 days' notice to members for that purpose. PROVIDED THAT no alteration shall be approved which would cause the Society to cease to be a charity at law.

## 14. DISSOLUTION

a) If on the grounds of expense or otherwise the Committee shall decide upon the dissolution of the Society, a resolution to dissolve shall be considered by an Extraordinary General Meeting called at not less than 14 days' notice to members for the purpose.

b) The Society shall be dissolved only by a majority of two-thirds of members present and voting at such Meeting.

c) Following a decision to dissolve, the assets of the Society shall following satisfaction of all debts and liabilities, be transferred to one or more associations having charitable objects similar or related to those of the Society, as determined by simple majority at such Meetings.