



Constitution
and Rules
of the Irish Club of WA
Inc.

Do Chum Glóire agus Onóra ár
nDúchas Gaelach

For the Glory and Honour of our
Irish Heritage

Index

Rule No.

Page No:

1.	Name of Association	3
2.	Definitions	3
3.	Objects	4
4.	Powers	4
5.	Qualifications for membership	5
6.	Register of members.....	5
7.	Subscriptions of members.....	6
8.	Classification of members	6
9.	Termination of membership	7
10.	Suspension or expulsion of members.....	7
11.	Management Committee.....	8
12.	President and Vice-President.....	10
13.	Secretary	10
14.	Treasurer	10
15.	Membership Secretary	11
16.	Casual vacancies in membership of Management Committee	11
17.	Proceedings of Management Committee	12
18.	General meetings.....	12
19.	Quorum and proceedings at general meetings	14
20.	Minutes of meetings.....	15
21.	Voting rights of members	15
22.	Proxies of members of the Club.....	15
23.	Constitution and Rules	16
24.	Sub Groups	16
25.	Auditor.....	17
26.	Audit	17
27.	Common seal.....	17
28.	Disputes and mediation.....	18
29.	Inspection of records	18
30.	Distribution of surplus property on winding up.....	18

CONSTITUTION OF THE IRISH CLUB OF WA INC.

RULES OF ASSOCIATION

1. Name of Association

The name of the Association is "The Irish Club of WA Incorporated".

2. Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 18 (1);

"auditor" means an individual or company that is registered as an auditor with the Australian Securities and Investment Commission;

"convene" means to call together for a formal meeting;

"corporate member" means a member who is an organisation or corporate identity;

"deliberative vote" referred to in rule 17.2 means a vote in the positive or negative;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"Government Concession card" means a concession card issued by the Commonwealth or State Government including a Pensioner Concession card, a Health Care card, a Commonwealth Seniors Health card or a WA Government Seniors card.

"management committee" means the management committee of the Club referred to in rule 12 (1);

"management committee meeting" means a meeting referred to in rule 17;

"management committee member" means person referred to in paragraph (a), (b), (c), (d), (e), (f), (g), or (h) of rule 12 (1);

"member" means ordinary member of the Irish Club of WA with full voting rights;

"ordinary resolution" means resolution other than a special resolution;

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is a resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

"sub-group" means a group of members formed in accordance with rule 25 for the pursuit of some special interest or activity

"the Act" means the *Associations and Incorporation Act 1987*.

"the Liquor Act" means the *Liquor Control Act 1988*

"the Club" means the Association referred to in rule 1;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Membership Secretary"

means the Membership Secretary referred to in

paragraph (e) of rule 12 (1).

"the President" means-

(a) in relation to the proceedings at a management committee meeting or general meeting, the person presiding at the management committee meeting or general meeting in accordance with rule 12; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 12 (1) or, if that person is unable to perform his or her functions, the Vice President;

"the Publicity Officer" means the Publicity Officer referred to in paragraph (f) of rule 12 (1)

"the Secretary" means the Secretary referred to in paragraph (c) of rule 12 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 12 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 12(1).

3. Objects

(1) To provide a venue and experience that promotes and exhibits the Irish Culture for all members

4. Powers

The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

(1) Acquire, hold, deal with, and dispose of any real or personal property;

(2) Open and operate bank accounts;

(3) Invest its money –

(i) in any security in which trust monies may lawfully be invested; or

(ii) in any other manner authorised by the rules of the Club;

(4) Borrow money upon such terms and conditions as the Club thinks fit subject to limits imposed by members from time to time;

(5) Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;

(6) Appoint agents to transact any business of the Club on its behalf;

(7) Enter into any other contract it considers necessary or desirable;

(8) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club.

(9) Engage and dismiss permanent and temporary staff and

(10) Develop and produce policies, protocols, by-laws, codes of ethics, codes of conduct and other policies that will enhance the character and reputation of the Club;

5. Qualifications for membership

(1) Membership of the Club is open to all persons irrespective of birth, nationality or citizenship, who are at least 18 years of age. The Club is particularly keen to recruit members

(a) who are of Irish birth or of Irish descent, and or.

(b) who are in sympathy with Irish cultural aspirations and traditions.

(2) A person who wishes to become a member must-

(a) apply for membership by filling in the membership form-

(i) signed by that person; and

(ii) in such form as the management committee from time to time directs; and

(iii) all applications for membership shall be accompanied by the fees as determined by the management committee from time to time.

(3) The management committee members must ratify each application made under sub-rule (2) at a committee meeting or the next committee meeting accept or reject that application.

(4) An applicant whose application for membership of the Club is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice, in writing, to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), the Club in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the management committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting.

6. Register of members

(1) The Membership Secretary, on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) This register must be continually available for inspection at the Club premises.

(3) The Membership Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of members

- (1) The management committee will from time to time determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the management committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2), ceases on the expiry of that period to be a member, unless the management committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the management committee allows.
- (5) Membership applications received after the 31st December in each financial year from persons who have not been Club members in the previous 3 years shall be entitled to receive a discount of 50% of the relevant membership fee rate.

8. Classification of members

All members of the Club shall be ordinary members of the Club with the exception of the following:

- (1) **Honorary Life Member.** At any General Meeting, the members assembled may, on the recommendation of the management committee, grant Honorary Life Membership on any person or persons who, in the opinion of the meeting, have rendered distinguished service in the interest of the Club.
 - (i) honorary life members will not be obliged to pay any membership fees but will retain all the rights and privileges of an ordinary member of the Club.
- (2) **Distinguished Visitors.** Distinguished visitors to the Club may be admitted as honorary members at no fee, for a period not exceeding one (1) month by the President or any two (2) management committee members.
- (3) **Country Members.** Any member residing not less than one hundred (100) kilometers from the Perth GPO may be admitted as a country member at a fee equal to 50% of the current membership fee.
- (4) **Concessional Member.** Concessional membership may be granted to persons who are holders of a Government Concession Card at a fee not exceeding 50% of the ordinary membership as applying at that time. The number of the Government Concession Card should be quoted on the application or renewal form.
- (5) **Additional Member.** Additional membership is granted to someone that is living in the same household as that of an ordinary member at a fee not exceeding 50% of an ordinary membership fee.
- (6) **Corporate Member.** The Management Committee may offer Corporate Membership to corporations, companies and proprietors of smaller companies that have provided sponsorship or significant benefits to the Irish Club
 - (i) Such membership shall be of a period decided by the management committee, but it shall not exceed 12 months.
 - (ii) The fee shall be that decided by the management committee.

- (iii) The Club must nominate the individuals who will be considered for Corporate Membership, generally the uppermost level of management
- iv) The persons so nominated for Corporate Membership shall not have any rights to either vote as a member of the club nor shall they have the right to stand for election as an officer or management committee member of the club.
- (v) The management committee shall retain the right to reject, refuse or cancel any person's Corporate Membership.
- (vi) The maximum number of persons admitted to the class of Corporate Member is not to exceed 5% of the total Irish Club membership.
- (vii) All applications/nominations for corporate Membership shall be posted on the Club noticeboard for a period of not less than seven days before election, provided also that an interval of not less than two weeks elapses between nomination and election.

(7) **Associate member.** Associate membership may be granted at no fee, to persons who are full financial members of any licensed club duly affiliated with Clubs WA or with Clubs Australia and New Zealand.

(8) **Temporary member.** Temporary membership may be granted to a visitor to the Club who is a person who is on any day visiting the Club as a member or an official of another club

- (i) that is to engage in a pre-arranged event with the Irish Club conducted for the purposes of one of the Irish Clubs principal objects; or
- (ii) that is to hold a pre-arranged function at the Irish Club involving the use of the host Clubs sporting, theatrical or cultural facilities may be taken to be a person who is accorded temporary membership on that day.

(9) **Guests.** The maximum number of guests per member per day for the purpose of section 48(4)(b) of the Liquor Act is five (5).

(10) Persons who are members under sub-rule (2), (7) and (8) will not have the right to nominate for a position on the management committee or to nominate others to serve on that committee or to vote in any Club election.

9. Termination of membership

Membership of the Club may be terminated upon-

- (1) Receipt by the Secretary or another management committee member of a notice in writing from a member of his or her resignation from the Club.
- (2) Non-payment by a member of his or her subscription within three months of the date fixed by the management committee for subscriptions to be paid, unless the committee decides otherwise in accordance with rule 7 (3); or
- (3) Expulsion of a member in accordance with rule 10.

10. Suspension or expulsion of members

Members may be suspended or expelled;

- (1) If the management committee considers that a member should be suspended or expelled from membership of the Club because his or her

conduct is in breach of the Club's rules, by-laws, code of conduct or code of ethics and is detrimental to the interests of the Club, the committee must communicate, either orally or in writing, to the member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the management committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the management committee meeting referred to in paragraph (a).

(2) At the committee meeting referred to in a notice communicated under sub-rule (1), the management committee may, having afforded the member concerned a reasonable opportunity, not more than 30 days, to be heard by, or to make representations in writing to, the committee, suspend or expel or decline to suspend or expel that member from membership of the Club and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-;

(a) the Club in a general meeting must either confirm or set aside the decision of the management committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the management committee to suspend or expel him or her is confirmed under this sub-rule.

11. Management Committee

(1) Subject to sub-rule (10), the affairs of the Club will be managed exclusively by a management committee consisting of-

(a) a President;

(b) a Vice-President;

(c) a Secretary;

(d) a Treasurer;

(e) a Membership Secretary

(f) a Publicity Officer

and

(g) not more than 3 other persons;

(h) the Club Manager or his or her representative will also be a member of the management committee but will not have the right to vote on matters before the committee.

(2) Committee members must be elected to membership of the management committee at an annual general meeting or appointed under sub-rule (9).

(3) Members must have been a current Club member for a minimum of one year before they are eligible to nominate and two years for the positions of President, Vice-president, Secretary, Membership Secretary or Treasurer.

- (4) Subject to sub-rule (9), a committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- (5) Except for nominees under sub-rule (8), a person is not eligible for election to membership of the management committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 14 days before the day on which the annual general meeting concerned is to be held.
- (6) A person who is eligible for election or re-election under this rule may -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) If the number of persons nominated in accordance with sub-rule (5) for election to membership of the management committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) then the President must declare those persons to be duly elected as members of the Committee.
- (8) If vacancies remain on the management committee after the declaration under sub-rule (7), additional nominations of management committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as members of the management committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the committee, elections for those positions must be conducted.
- (9) If a vacancy remains on the management committee after the application of sub-rule (8), or when a casual vacancy within the meaning of rule 18 occurs in the membership of the committee-
- (a) the management committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the committee, at the next following annual general meeting
 - (iii) if the vacancy within the meaning of rule 18 is for President, Vice-President, Secretary or Treasurer, then this position should, where possible, come from within the committee
- (10) The management committee may delegate to one or more sub-committees consisting of such member or members of the Club as the committee thinks fit, the exercise of such functions of the management committee as are specified in the delegation other than the power of delegation; and a function which is a duty imposed on the management committee by the Act or any other law.
- (11) Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the delegation and the management committee may continue to exercise any function delegated.
- (12) The management committee may, revoke wholly or in part any delegation under sub-rule (10).

12. President and Vice-President

- (1) Subject to this rule, the President must preside at all general meetings and management committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the President, the Vice-President will preside; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting will preside at the general meeting.
- (3) In the event of the absence from a management committee meeting of-
 - (a) the President, the Vice-President will preside; or
 - (b) both the President and the Vice-president, a management committee member elected by the other committee members present at the management committee meeting, must preside at the committee meeting.

13. Secretary

The Secretary will-

- (1) Co-ordinate the correspondence of the Club;
- (2) Keep full and correct minutes of the proceedings of the general meeting and management committee;
- (3) Comply on behalf of the Club with
 - (a) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (b) section 29 of the Act by maintaining a record of -
 - (i) the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the management committee and persons who are authorised to use the common seal of the Club under rule 27; and (i) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club, and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (4) Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (3) but other than those required by rule 15 to be kept and maintained by, or in the custody of, the Treasurer; and
- (5) Perform such other duties as are imposed by these rules on the Secretary.

14. Treasurer

The Treasurer will-

- (1) Be responsible for the receipt of all monies paid to or received by, the Club and must issue receipts where requested in the name of the Club;

- (2) Ensure all monies referred to in sub-rule (1) are deposited into such an account or accounts of the Club as the management committee may from time to time direct;
- (3) Make payments from the funds of the Club and ensure that all payments are authorized by two members of the management committee or their delegated representatives, as delegated by the committee;
- (4) Comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
 - (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
 - (d) submitting to members at each annual general meeting of the Club accounts of the club showing the financial position of the Club at the end of the immediately preceding financial year.
- (5) Whenever directed to do so by the President, submit to the management committee a report, balance sheet or financial statement in accordance with that direction;
- (6) Be responsible for all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in sub-rules (4) and (5); and
- (7) Perform such other duties as are imposed by these rules on the Treasurer.

15. Membership Secretary

The Membership Secretary will comply on behalf of the Club with:-

- (1) section 27 of the Act with respect to the register of members of the Club, as referred to in rule 6
- (2) Present to a management committee meeting a complete list of all new membership applications received in the month preceding the committee meeting for management committee ratification;
- (3) Issue membership cards to all renewing and new members;
- (4) Be responsible for communicating to all members requesting they renew their membership at least four weeks prior to the end of each financial year

16. Casual vacancies in membership of Management Committee

A casual vacancy occurs in the office of a management committee member and that office becomes vacant if the committee member-

- (1) Dies;
- (2) Resigns by notice in writing delivered to the President or, if the management committee member is the President, to the Vice-President and that resignation is accepted by resolution of the committee;
- (3) Is convicted of an offence under the Act or of any other offence of a nature that would bring the Irish Club into disrepute;
- (4) Is permanently incapacitated by mental or physical ill health;
- (5) Is absent from more than-
 - (a) 3 consecutive management committee meetings; or

- (b) 3 management committee meetings in the same financial year without tendering an apology to the person presiding at each of those committee meetings; of which meetings the member received notice, and the committee has resolved to declare the office vacant;
- (6) Ceases to be a member of the Club; or
- (7) Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a management committee member.

17. Proceedings of Management Committee

- (1) The management committee must meet together for the dispatch of business not less than four times a year and the Chairperson, with a quorum of at least 4 members of the committee, may at any time convene a meeting of the committee.
- (2) Each management committee member has a deliberative vote.
- (3) A question arising at a management committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) The management committee may determine matters that are of an urgent nature by electronic means in accordance with by-laws previously adopted by the management committee.
- (5) Matters determined in this manner must be reported to and recorded in the minutes of the next meeting of the management committee
- (6) At a management committee meeting, 4 committee members constitute a quorum.
- (7) Subject to these rules, the procedure and order of business to be followed at a management committee meeting must be determined by the committee members present at the committee meeting.
- (8) As required under sections 21 and 22 of the Act, a management committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the management committee (except if that pecuniary interest exists only by virtue of the fact that the member of the management committee is a member of a class of persons for whose benefit the Club is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
 - (b) not take part in any deliberations or decision of the committee, with respect to that contract.
- (9) Sub-rule (8) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the management committee is an employee of the Club.
- (10) The Secretary must cause every disclosure made under sub-rule (8) (a) by a member of the management committee to be recorded in the minutes of the meeting of the committee at which it is made.

18. General meetings

- (1) The management committee-
 - (a) may at any time convene a special general meeting;

- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Clubs financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 15 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 10 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Club at that next annual general meeting in relation to the management committee's rejection of his or her application and the Club at that meeting must confirm or set aside the decision of the committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the management committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the management committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Club must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the management committee;
 - (ii) second, the election of management committee members to replace outgoing management committee members; and
 - (iii) third, any other business requiring consideration by the Club at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting; however, the Secretary must give to all members not less than 21 days' notice of the meeting at which a special

resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by notifying members using email or any other electronic media
(9) When a member is notified under sub-rule (8), sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed to the member concerned.

19. Quorum and proceedings at general meetings

- (1) At a general meeting 40 members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18 (5) or (6)-
 - (a) as a result of a request or notice referred to in rule 18 (1) (c) or as a result of action taken under rule 18 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting if there are less than 20 members present, then rule 18 (2) (a) and (b) applies
- (4) If within 30 minutes of the time appointed by sub-rule (3) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person, nevertheless proceed with the business of that general meeting as if a quorum were present.
- (5) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (6) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (7) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (8) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2 and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (9) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact. Unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (10).
- (10) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (11) If a poll is demanded and taken under sub-rule (10) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(12) A poll demanded under sub-rule (10) must be taken immediately on that demand being made.

20. Minutes of meetings

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and management committee meetings to be taken and then to be entered immediately after the holding of the next succeeding general meeting or committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or management committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or committee meeting to which those minutes relate or by the President of the next succeeding general meeting or committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or management committee meeting to which they relate was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.
- (d) will be available for inspection by any member at the Club premises.

21. Voting rights of members

(1) Subject to these rules, each member present in person at a general Meeting, other than those referred to in Rule 8 (10), is entitled to a deliberative vote.

(2) A member, which is a corporate member as referred to in rule 8 (6), may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member, which is a corporate member is deemed for all purposes to be a member until that appointment is revoked by the corporate member or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

22. Proxies of members of the Club

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

23. Constitution and Rules

(1) The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, and section 49 of the Liquor Act which is as follows-

(a) subject to sub-rule (1) (d) and (1) (e), the Club may alter its rules by special resolution but not otherwise;

(b) as soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the change proposed;

(c) no effect will be given to the change without the prior approval of the Director.

(d) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the management committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;

(e) an alteration of the rules of the Club does not take effect until sub-rule (1) (d) is complied with;

(f) an alteration of the rules of the Club having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (d) are complied with and the approval of the Commissioner is given to the change of name;

(g) an alteration of the rules of the Club having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) This constitution and rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

24. Sub Groups

(1) Sub-groups of members may, with the approval of the management committee, be established to pursue special interests and activities.

(2) All members of a sub-group's executive committee must be current financial members of the Irish Club.

(3) The rules of any sub-group must be approved by the management committee.

(4) All property acquired by sub-group shall be deemed to be the property of the Club.

(5) The bank accounts of any sub-group shall be accessible to the management committee as and when required and a nominated member of management committee will be an authorised signatory to any and all such accounts.

(6) Property so acquired shall be used by the sub-group as if it were the property of the sub-group, except that it shall not be disposed of without the mutual approval of the sub-group's committee and the management committee.

- (7) All monies raised by the sub-group shall be deemed the property of the Club.
- (8) There shall be an upper limit to the amount a sub-group may hold in its own account to be used at its own discretion, this limit to be agreed from time-to-time by the management committee and the sub-group's committee
- (9) Monies raised in excess of the agreed upper limit shall be transferred to the Club's account, such monies to be held by the club in the name of the sub-group and to be made available to the sub-group for any reasonable purpose at the discretion of the management committee subject to clause 8.
- (10) In the event of the Club's financial viability being threatened, the management committee may, at its own discretion, resume part or all of the monies held in the name of the sub-group.
- (11) All capital expenditure on behalf of a sub-group shall be approved, financed and carried out by the management committee
- (12) The financial records of all sub-groups shall be forwarded to the treasurer of the Club for audit as soon as practicable after the end of the previous year.
- (13) Sub-groups and the management committee will be required to develop an agreement or memorandum of understanding that will articulate the roles and responsibilities of each party ensuring it meets the provisions as contained in the Club's constitution.

25. Auditor

- (1) The Auditor shall be appointed at the annual general meeting to audit the financial accounts of the Club. The appointed person or company shall have the authority to call for all books, accounts, statements, etc. relating to the financial dealings of the Club.
- (2) The management committee shall have the power to fill any temporary vacancy in the office of Auditor.

26. Audit

The Treasurer shall ensure that the Clubs asset register, financial statements and accounting records are made available to the Auditor as soon as practicable after the end of the previous financial year.

27. Common seal

- (1) The Club must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Club must not be used without the express authority of the management committee and every use of that common seal must be recorded in the minute book referred to in rule 20.
- (3) The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) Club Patrons will be invited to witness the affixing of the common seal of the Club.
- (5) The common seal of the Club must be kept in the custody of the Secretary or of such other person as the management committee from time to time determines.

28. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Club; or
 - (c) visitors who receive services from the Club, and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the management committee;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1)(c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

29. Inspection of records

A member may at any reasonable time inspect without charge, the books, documents, records and securities of the Club.

30. Distribution of surplus property on winding up

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.