

# **Enniskerry Forum**

## **~ Constitution ~**

**9 June 2008**

**Updated: 22 October 2012**

# Enniskerry Forum

## ~ Constitution ~

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### **Preamble**

This document, hereinafter “the Constitution”, is intended to regulate the activities of the Enniskerry Forum (“the Forum”), a voluntary association established in Enniskerry, Co. Wicklow to pursue the Forum’s objectives as set out herein.

### **1. Objective**

#### *1.1 Mission*

The mission of the Forum is to represent and promote the best interests of the majority of the Community of Enniskerry (“the Community”). The Forum has an overriding long-term objective of enhancing and optimising all aspects of the Community environment in Enniskerry.

#### *1.2 Scope*

The scope of the Forum’s objective includes, but is not limited to, matters relating to the following areas:

- Social
- Cultural
- Recreational
- Infrastructural
- Environmental
- Community
- Tourism
- Economic

#### *1.3 Membership*

Membership of the Forum is an automatic right of all members of the Community (“Members”). The Community includes all those aged 16 or over who live or work in or frequently use the resources of Enniskerry Village and its immediate surroundings. The Forum recognises and seeks to promote the subordinate but important interests of those who are not members of the Community but who visit Enniskerry Village and its immediate surroundings on an occasional basis. All Members are entitled to represent their views to any member of the Committee; unless otherwise agreed between the Member and the Committee Member concerned, all such representations must be made in writing.

#### *1.4 Structure*

The Forum shall be structured as a not-for-profit association. Insofar as possible under Irish law, the association shall operate as a collective body with Members collectively sharing responsibility for decisions and actions of the Forum.

## 2. Committee

### 2.1 Positions

The Committee shall comprise the following members:

- Chairperson
- Secretary
- Treasurer
- Representative members

There shall be no limit on the number of Committee members. The Chairperson, Secretary and Treasurer shall be elected by a simple majority of Committee members present at the meeting at which they are nominated. They shall serve in their positions for a period of one year and may be re-elected for a maximum of two further consecutive terms.

### 2.2 Eligibility

Anyone who is a Member is entitled to join the Committee subject to:

- a. That Member being an officer or appointed representative of any organisation or grouping in the Community that represents the interests of not less than 10 Members; *or*
- b. That Member obtaining the support, in writing, of not less than 10 Members; *or*
- c. That Member being invited by a simple majority of the Committee to join the Committee.

Anyone who is not a Member is entitled to join the Committee if invited to join by a 75% majority of the existing Committee members.

Where more than one Member wishes to represent the same Member groupings contemplated in a. or b. above, a ballot should be arranged by that Member grouping, in accordance with procedures to be advised at that time by the Committee, to identify a single representative Member. In advising such procedures the Committee shall have regard to the grouping's own balloting rules, if any.

### 2.3 Term

All Committee members shall remain on the Committee for a period of at least one year unless:

- They offer their resignation; *or*
- They fail, without communicating reasonable grounds to the Secretary prior to each meeting or without appointing an alternative who attends in their place, to attend any 3 consecutive or at least 70% of the Committee meetings they are invited to; *or*
- If appointed in accordance with a. above they subsequently cease being an officer or appointed representative of the said organisation or grouping; *or*

## Enniskerry Forum

### ~ Constitution ~

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- If appointed in accordance with either b. or c. above they are subsequently requested by those who appointed them to resign; *or*
- They are requested by a 75% majority of the other Committee members to resign.

No Committee member shall serve on the Committee for more than 3 years unless they satisfy one of the eligibility conditions set out above and they are requested by a 75% majority of the existing Committee to remain on the Committee.

#### *2.4 Responsibility*

All Committee members shall:

- Fairly and accurately represent the interests of the member grouping they represent;
- Always prioritise and represent the views of the member grouping they represent over their own personal views;
- Respect the views of all Members and Committee members;
- Respect, where they are in conflict, the overriding priority of seeking to achieve the Forum's Mission ahead of promoting the views or interests of the member grouping they represent or their own personal views or interests;
- Commit to maintaining and promoting a high standard of prudential responsibility and ethics in all matters pertaining to the Forum;
- Make all reasonable efforts to attend all Committee meetings to which they are invited or, where unable to attend, ensure that an alternate attends in their place;
- Ensure that the Secretary has their up-to-date contact details.

Insofar as legally possible, no Committee member, other than where they have acted dishonestly, fraudulently or been seriously and knowingly negligent, shall bear personal responsibility or liability for any act or failure to act on behalf of the Forum, and Committee members shall be indemnified by the Members in this respect.

#### *2.5 Sub-committees*

The Committee may appoint a sub-committee if it considers it necessary or helpful. Each sub-committee will make such recommendations as it considers appropriate to the Committee for consideration. Each sub-committee will include at least one Committee member who will Chair the sub-committee and who will keep the Committee regularly apprised of the sub-committee's progress. Members shall be encouraged to participate in sub-committees.

### 3. Meetings

#### *3.1 Committee meetings*

##### 3.1.1 Frequency

Committee meetings shall take place as often as considered necessary by the Committee, but no less than 3 times annually.

##### 3.1.2 Notification

All Committee members shall receive at least one week's notice of Committee meetings. This requirement shall, however, be considered to have been waived by all Committee members unless two or more Committee members explicitly refuse such waiver in which case the meeting shall be adjourned and reconvened following due notice.

##### 3.1.3 Agenda

An agenda shall be circulated to all Committee members at least one week prior to each Committee meeting. Requests for amendments to the agenda must be presented to the Secretary at least 24 hours prior to the meeting, unless otherwise agreed by the Secretary and the Chairperson. All requested amendments shall, where reasonably practicable, be accommodated.

##### 3.1.4 Quorum

A quorum shall exist once one of the Chairperson, Secretary and Treasurer and not less than 33% of the Representative members are present. Legitimate alternates may be included in those comprising the quorum.

##### 3.1.5 Decision making

All decision making shall be collective. Voting will only be required if consensus cannot be reached. All Committee members' votes shall carry equal weight irrespective of how many Members they represent. All decisions shall be taken collectively by a simple majority of those present at Committee meetings. Where a decision is considered by not less than 10% of those present to constitute an "important decision" it shall require the support of not less than 75% of those present. Where a decision is considered by not less than 50% of those present to constitute a "critical decision" it shall be reserved for decision at a General Meeting of Members. Voting may take place by secret ballot if so requested by any Committee member.

##### 3.1.6 Minutes

The Secretary shall record brief minutes of meetings including notes of all decisions considered. Minutes shall be circulated to all Committee members on a timely basis and, where practically possible, not less than one week prior to the scheduled date of the immediately subsequent Committee meeting. Minutes shall be considered at the said immediately subsequent meeting and, if approved, signed by the Chairperson.

## Enniskerry Forum

### ~ Constitution ~

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#### *3.2 General Meetings*

##### 3.2.1 Frequency

An Annual General Meeting (“AGM”) shall take place annually within six months of the Forum’s year end. An Extraordinary General Meeting (“EGM”) shall take place whenever the Committee considers it necessary to obtain the Members’ input to a “critical decision” as defined in section 3.1 of this Constitution. An EGM may also be convened at the request in writing of not less than 120 Members (who must furnish their names and addresses).

##### 3.2.2 Notification

All Committee members shall receive at least one month’s notice of the AGM. The Committee shall make reasonable efforts to publicise the AGM to as many Members as possible at least one month ahead of its scheduled date.

##### 3.2.3 Agenda

An agenda shall be circulated to all Committee members at least one month prior to each General Meeting and to any Members requesting them. The Committee members shall use their best endeavours to make the agenda generally known to Members and, in particular, to those they directly represent. Requests for amendments to the agenda must be presented to the Secretary at least one week prior to the AGM, unless otherwise agreed by the Secretary and the Chairperson. All requested amendments shall, where reasonably practicable, be accommodated. However, all “critical decisions” as defined in section 3.1 of this Constitution may not be added to the agenda less than one month before the meeting.

##### 3.2.4 Quorum

A quorum shall exist at a General Meeting once at least 10% of Members or Committee members representing at least 10% of Members are present.

##### 3.2.5 Decision making

All decision making shall be collective. Voting will only be required if consensus cannot be reached. All Members votes shall carry equal weight and only those present shall be entitled to vote. All decisions shall be taken collectively by a simple majority of those present at the AGM. However, where a decision is considered by not less than 10% of those present to constitute an “important decision” it shall require the support of not less than 75% of those present. Where a decision is a “critical decision” as defined in section 3.1 of this Constitution it shall require the support of not less than 75% of those present. Voting may take place by secret ballot if so requested by 10% of Members present.

##### 3.2.6 Minutes

The Secretary shall record brief minutes of meetings including notes of all decisions considered. Minutes shall be circulated to all Members on a timely basis and, where practically possible, not less than one month following the meeting. Minutes shall be considered the subsequent General Meeting and, if approved, signed by the Chairperson.

#### 4. Administration

##### *4.1 Accounting period*

The Forum's year end will be 31 December. The Treasurer shall prepare an Income & Expenditure account and a Statement of Affairs (Balance Sheet) which shall be presented to and approved, subject to independent review by a qualified accountant if considered appropriate, by the Committee no later than 3 months after the year end. The approved accounts shall be presented to the Members at the AGM.

##### *4.2 Finance*

The Forum shall be entitled to open and maintain such bank accounts as it considers necessary. All monies belonging to the Forum shall be lodged without delay. All expenditure in excess of €100 by the Forum must be approved in advance by the Committee. Notwithstanding such approvals, all payments in excess of €50 must be authorised either (a) by the Treasurer and one of the Chairperson or Secretary, or (b) by the Treasurer and two other Committee members, or (c) by the Chairperson, Secretary and two other Committee members.

The Forum shall be entitled to borrow and/or to provide such guarantees, mortgages or charges as it considers necessary and such as are approved as "critical decisions" in accordance with 3.2.5 of this Constitution.

##### *4.3 Accountability*

The Treasurer shall only be liable for such monies as actually received.

##### *4.4 Insurance*

The Forum shall take out such Public Liability Insurance as it considers appropriate. Notwithstanding any insurance, the Members shall indemnify the Committee members against all or any claims, damages, demands, actions, costs or proceedings arising from activities of the Forum other than where dishonesty, fraud or serious and deliberate negligence arises.

##### *4.5 Communication*

The Forum will make every effort to communicate with the Members in an accessible and timely fashion.

##### *4.6 Amendment of Constitution*

The Constitution was originally adopted at a General Meeting of the Forum in accordance with the decision making rules pertaining to "critical decisions" at General Meetings. Any amendment to the Constitution shall be considered a "critical decision" as defined herein.

##### *4.7 Income and property*

Any and all income or property of the Forum shall be applied solely towards the promotion of the Forum's objectives as set out herein or in any successor document.

##### *4.8 Winding-up*

## Enniskerry Forum

### ~ Constitution ~

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If the Forum is wound up, any property or other assets, after satisfaction of all outstanding or anticipated debts and liabilities, shall be distributed to such charitable causes as the Committee shall determine.