

CLUB CONSTITUTION

(RULES FOR THE GOVERNANCE OF GREYSTONES RUGBY FOOTBALL CLUB)

May 2011

1. CLUB NAME

The Club shall be called "Greystones Rugby Football Club" and shall be referred to herein as "The Club".

2. OBJECTIVES

The Club shall primarily exist for the purposes of encouraging, promoting, developing and playing the game of Rugby Union Football and such other activities which contribute towards the general achievement of this objective. As an affiliated member of the Irish Rugby Football Union (hereinafter called "the Union") the Club strives to encourage the best practice of the Union.

3. IDENTITY AND COLOURS

3.1 The registered address of the Club shall be "Dr Hickey Park", Mill Road, Killincarrig, Greystones, Co. Wicklow.

3.2 The Club Colours shall be green and white in its various combinations and must be worn by all playing members of the Club at all matches at every level save where an alternative strip is required (owing to the opponents colours or whatever) where different colours may be used as shall be decided by the Rugby Director at the direction of the Executive.

3.3 Neither the name of the Club nor the Club's Colours shall be changed or altered in any material manner save only with the approval of a resolution of the Club Members passed in compliance with the provisions hereinafter appearing dealing with the amendment of Club Rules.

4. MEMBERSHIP

4.1 The Club shall consist of the following classes of membership:

- (a) Ordinary Members.
- (b) Temporary Members.
- (c) Youth Members.
- (d) Overseas Members.

4.2 For the removal of doubt temporary members and youth members shall not be entitled to vote at a general meeting of the club and family members will only carry one vote.

4.3 Ordinary Members shall include and shall be deemed to include:

- (a) Playing Members.
- (b) Full time Student Members.
- (c) Under 21 Members.
- (d) Pavilion Member.
- (e) Life Member and Honorary Life Member.
- (f) Platinum Member.
- (g) Family Member.
- (h) Club Coaches and Club Referees.

- 4.4 Any person wishing to become a Member of the Club must be proposed by one Member and seconded by a Member of the Executive Committee (hereinafter called "the Executive") and the Executive shall have the sole right of accepting or rejecting any application for membership. The Executive may from time to time in such manner as it thinks fit delegate its authority in this regard to such person or persons within the Club as it may from time to time determine by resolution.
- 4.5 The Executive shall have the power to elect Life Members to the Club in recognition of that person's achievements on the playing field or such other contribution as the Executive shall consider warrants such recognition and in certain circumstances may include a financial contribution by that person to the Club as a benefactor. That Life Member (which description shall be taken to include Honorary Life Member) shall remain a Member for the rest of his or her life but shall be subject to the Rules of the Club in his or her conduct. A Life Member shall not be required to pay the annual subscription but shall not be entitled to transfer or otherwise dispose of his or her Life Membership.
- 4.6 Players, substitutes, supporters, team officials and administrators of any visiting team playing at the Club grounds or adjoining facilities against any Club team or any competition using the Club grounds or facilities with the permission of the Executive shall be and become temporary Honorary Members of the Club on that day. Such temporary Membership shall apply to any person or persons who are in or upon the Club's premises and facilities at the invitation of or with the permission of the Executive.
- 4.7 Youth Members shall be those Members who register with the Club's Youth Section and who are under 19 years of age on the 1st day of January in each year or such other date as may be fixed in accordance with the regulations from time to time enforced by the Leinster Branch of the I.R.F.U. Youth Members shall have the right to use the Club premises and facilities in accordance with the Rules and Regulations laid down from time to time by the Executive.

5. ANNUAL SUBSCRIPTIONS & LEVIES

- 5.1 The Annual Subscriptions shall be those in force at the date of the adoption of these Rules and there after shall be such amounts as shall be fixed from time to time at a General Meeting of the Club at the recommendation of its Executive.
- 5.2 Subscriptions fixed at a General Meeting shall be binding upon all Members whether or not such Members have been present at such meeting and must be paid to the Honorary Treasurer of the Club for the time being or to his nominee on or before the 1st day of July in each year or such alternative date as directed by the Executive. Any person being a member having failed to pay the annual subscription by the 1st of October in each year shall be deemed to no longer be a member of the Club save that the date for the payment of annual subscriptions by playing members may be extended by the Executive to the 1st December, in each year. A list of paid members may be posted up in the Club. The Executive may, however, if it deems fit, re-instate a person as a Club Member once the annual subscription has been paid and such other levies as the Executive shall decide.
- 5.3 Each Member having paid his or her annual subscription shall be entitled to receive a membership card for that season and may be required upon request to produce same on entry to the Club ground and premises.

5.4 A levy may be imposed on Club Members provided that the imposition of same and the terms and conditions shall have first been approved by not less than 2/3 of the members present and voting at the Annual or Special General Meeting of the Club where Notice of the proposal to impose the levy shall have been notified to Members in advance of such meeting in accordance with these Rules. Should the Members in their wisdom vote accordingly to approve the imposition of a levy in accordance with these Rules then any Member who shall fail to pay such a levy shall cease to be a Club Member but may be re-instated at any time thereafter by the Executive similar to the requirement for the payment of the annual subscription. Notwithstanding, the Executive may in its discretion waive the payment of all or part of such levy for a particular member in the case of hardship or other special circumstances.

6. CONDUCT OF MEMBERS

6.1 All Members of the Club shall be bound by the Rules of the Club and any bye-laws laid down or any regulations made from time to time by the Executive. No member shall be absolved from the effects of the Rules, bye-laws or regulations of the Club on the grounds that he or she was not supplied with a copy or had notice of the same.

A copy of these Rules shall be available for inspection by any member upon request to the Club Manager and upon being published will be "posted up" on the Club notice board and the Club website for a period of not less than 3 months.

6.2 The Executive acting either on its own or through a Disciplinary Sub-committee (which for the purposes of this section shall be known as a "Disciplinary Panel") shall have the power to investigate any allegations of misconduct against a Member of the Club whereby such conduct is or may be likely to bring the Club into disrepute, to bring discredit to the Club or its Members, to obstruct the proper administration of the Club or conduct likely to cause injury to another Club Member or to an invitee or guest of the Club or employee. An investigation by a Disciplinary Panel shall not necessarily be limited to the conduct of a Member in or about the Club premises but may extend to and include activities or behaviour in another club premises or grounds, stadium or other sports facility or even a public place. In the event of an investigation being held any allegation of misconduct will be notified to that Member who shall have the opportunity to reply to the allegation. The Disciplinary Panel carrying out such investigation shall have the power to make such findings in relation to the allegation as it considers proper and fitting and shall have the power to impose such sanctions as it deems appropriate against any Member including the power to expel the Member from the Club or to suspend that Members membership for such period of time as the Panel shall decide. In the event that a finding is made by the Disciplinary Panel to expel any Member this decision shall not be effective until such time as it has been ratified by the Executive who may provide the Member concerned with an opportunity of making either written or oral representation to the Executive before it considers the matter of ratification.

In the event of suspension or expulsion no other Member of the Club shall be entitled to invite that Member on to the Club premises as his or her guest save with the express permission of the Executive.

7. OFFICERS OF THE CLUB

7.1 The following persons shall be Officers of the Club and each of them shall be elected by the Members at the Annual General Meeting:

- (a) **The President.** The Office shall not be held by the same person for more than 2 consecutive years.
- (b) **The Trustees.** There shall be not less than three (3) Trustees appointed in accordance with Rule 10.

- (c) **Vice-President.** The Members at Annual General Meeting may appoint a number of Vice-Presidents. The maximum number of Vice-Presidents which may be appointed to replace any outgoing or deceased or retired Vice-President shall be two (2). No Member shall be eligible for election as a Vice-President unless he or she shall have been at the date of candidature a Member of the Club for a minimum period of 7 years. The Members at Annual General Meeting shall also elect from among the then current list of Vice-Presidents a Senior Vice-President and a Junior Vice-President who shall be the immediate successors of the President.
- (d) **The Chairman.** The Chairman shall be the Chairman of the Executive Committee and shall chair all their meetings where possible and in his or her absence shall be entitled to appoint an Acting Chairman. The Chairman shall also be responsible for the legal affairs of the Club. In the event that any matter shall be put to a vote at a meeting of the Executive and in the event that that vote should be tied the Chairman shall have the casting vote.
- (e) **The Finance Director.** The Finance Director shall be primarily responsible for all the financial affairs of the Club including Financial Control, banking and funding, arrangements for the annual Audit of the Club's Accounts and such other relevant fiscal matters.
- (f) **The Pavilion Director.** The Pavilion Director shall have primary responsibility for the overall control of the Club grounds, Clubhouse and catering facilities including the bar, showers, gymnasium and so forth.
- (g) **The Marketing Director.** The Marketing Director shall be primarily responsible for the areas of sponsorship, new membership and marketing.
- (h) **The Rugby Director.** The Rugby Director shall have responsibility for all matters relating to the recruitment of players and selection of teams at all levels (through a selection Committee or whatever) the appointment of team captains and team managers, the recruitment of coaches and all other members whether voluntary or otherwise engaged in the playing and the selection and coaching and management of individual players and Club teams. This responsibility may be filled by two individuals namely a Senior Rugby Director and a Junior Rugby Director both of whom may vote at the Executive.
- (i) **The Leinster Branch Representative.** This Member shall be the representative of the Club on the Leinster Branch of the Irish Rugby Football Union.
- (j) **Director of Youth Rugby.** This Member shall assume responsibility for the day to day management of the affairs of the Club Youth Section.
- (k) **The Honorary Secretary.** This Member shall be responsible for taking and keeping Minutes of all General Meetings of the Club and also the Meetings of the Executive Committee and, where necessary, other Sub Committees. He or she shall keep proper records of all correspondence and be responsible for issuing Notices of Meetings required to be given under these Rules and for dealing generally with all secretarial matters of the Club.
- (l) **The Club PRO.** This member shall be responsible for dealing with the media and publicity events and approving any press releases by the Club and the preparation of the Club programme and should liaise with the other Club Officers when required.

7.2 Each Officer of the Club shall be entitled with the approval of the Executive Committee, to enlist or appoint any other member or members to assist him or her in the discharge of his or her duties and to form any sub-committee as might be required for this purpose.

7.3 All Officers shall be Club Members and shall be subject to the direction and authority of the Executive Committee.

8. ANNUAL GENERAL MEETING (AGM)

8.1.1 The Annual General Meeting (AGM) of the Members of the Club shall be held in the month of May where possible but in any event no later than during the month of June of each year on such date as the Executive Committee shall fix and shall be held on the Club Premises except in exceptional circumstances. The Notice convening the AGM shall be posted by the Honorary Secretary on the main Notice Board in the clubhouse at least 21 days before the date of the proposed meeting. He or she shall also give at least 14 days' notice to every Ordinary Member of the AGM. Such Notice shall state the date and place of the meeting, the agenda and a copy of any notice received under Matters Notified. The Honorary Secretary shall carry out his or her best endeavours to notify every Ordinary Member but the accidental omission to give such Notice shall not invalidate the proceedings of any AGM.

8.1.2 Notice shall be considered sufficient if sent to any member by way of email where such email address is known but in the absence of same shall be deemed appropriate by way of ordinary pre-paid post.

8.2 All nominations for the position of Officers of the Club to be elected at the AGM must be received in writing by the Honorary Secretary at least ten days before the date of the AGM. Each nominee must be proposed and seconded by a Member of the Club.

The Honorary Secretary shall cause to be published on the Club's Notice Board and Club website not less than seven days prior to the date of the AGM a list of all nominations received including the name of every proposer and seconder.

8.3 Twenty five (25) Ordinary Members shall form a quorum for the AGM and for all General Meetings save for a special General Meeting at clause 11 where the quorum shall be not less than thirty five (35) Ordinary Members.

8.4 The Executive or any Member may give Notice to the Honorary Secretary of his or her intention to propose a particular Motion or Resolution at the AGM and which he or she wishes to be dealt with on the Agenda under the item entitled "matters notified". Such Notification however must be received in writing by the Honorary Secretary at least **10** days before the date of the proposed AGM. In the event that the Honorary Secretary shall receive such notification he or she shall include same in the Notice convening the AGM such copy of the proposed resolution including the name of the proposer and the seconder.

8.5 The voting at the AGM and all General Meetings shall be by way of a show of hands save in the case where any Member entitled to vote shall call for a division. In that event the voting shall take place by ballot. The only Members who shall be entitled to attend and vote and be candidates for Office at the AGM shall be those Ordinary Members whose subscriptions have been paid in full in accordance with clause 5.2 and the same shall apply for all other General Meetings. Family members shall have one vote per family. The responsibility for maintaining a list of all paid Members shall be that of the Finance Director and the Club Manager.

8.6 At the commencement of the AGM the Honorary Secretary shall read the Notice convening the meeting and thereafter the order of business shall be as set out in Appendix I.

9. MANAGEMENT OF THE CLUB

9.1 The Management of the Club and its day to day affairs shall be entrusted to its Executive and shall comprise the Chairman, the President, Club Secretary, Finance Director, Pavilion Director, Marketing Director, Rugby Directors (senior and junior), Leinster Branch

Representative, Club PRO and Director of Youth Rugby. Only Ordinary Members of the Club shall be eligible to be members of the Executive which shall meet at least once in every month during the playing season and the Secretary (and in the absence of the Club Secretary such nominee as shall be appointed by the Chairman) shall keep proper minutes and records of each meeting.

9.2 All members of the Executive shall be elected at the AGM and shall be deemed to relinquish that Office at the next AGM but shall be eligible to offer themselves for re-election if they so wish to do. If a member of the Executive fails to attend the monthly meetings on three successive occasions he or she may be considered to have relinquished that Office at the sole discretion of the Chairman and at least two other members of the Executive who may then appoint a replacement to fill that office on a majority vote of the Executive. This procedure will apply in the event that a vacancy shall occur during the term for whatever reason, save for the position of the President.

9.3 (a) The Club Captain and the Senior Vice-President shall be ex-officio Members of the Executive and shall be entitled to attend meetings and vote.

(b) The Trustees of the Club shall be ex-officio Members of the Executive and each shall be entitled to attend the meetings if they so wish to do but in ordinary course they will appoint one of their number to attend. In either event the Trustees shall be entitled to one vote only.

(c) The Executive will from time to time appoint from amongst the members of the Club such sub-committees as it shall consider necessary and will appoint a Chairman for each sub-committee who shall report to the executive at its meetings and no other sub-committee may be formed other than those approved by the Executive.

9.4 The Executive shall have power to make such bye-laws and regulations from time to time as it considers necessary for the management of the Club. All such bye-laws and regulations shall be posted on the Club Notice Board and shall be binding on all Members until repealed by the Executive or by a Resolution of the Members in General Meeting.

9.5 The quorum required to transact the business of any meeting of the Executive shall be five and the Chairman shall have the right to a casting vote at any such meeting.

10. CLUB PROPERTY AND TRUSTEES

10.1 The Club Trustees (hereinafter called "The Trustees") shall at any one time be not less than three in number (hereinafter called "the Trustees quota") as elected by the Members in General Meeting. The Trustees shall remain in office until death, debilitating ill-health preventing them from carrying out their duties, resignation or until such time as they shall be removed by a resolution of the Members in General Meeting. In any such event the surviving or continuing Trustee or Trustees shall be competent to act until a new Trustee or Trustees shall have been appointed by the Members in Special General Meeting or General Meeting provided that the number below the Trustees quota shall be for a period not greater than fifteen months.

10.2 All property of the Club shall vest in the Trustees who shall hold same solely for the purposes of the Club and in accordance with these Rules.

10.3 The Trustees shall deal with the property of the Club as directed by the Executive (of which entry in the Minute book signed by the Chairman shall be conclusive evidence) or by resolution of the Members at General Meeting and they shall be at all times kept harmless and indemnified by the Members against all debts, liabilities, losses, damages and

expenses whatsoever and howsoever arising in the carrying out of their duties for an on behalf of the Club. No personal liability shall attach to any Trustee except to the extent of such funds of the Club as may be received by him or her or where such liability arises as a result of the wilful commission by such Trustee of a fraud or an act known to be a breach of trust.

11. SPECIAL GENERAL MEETINGS

- 11.1 The Secretary shall convene a Special General Meeting (SGM) of the Members upon receiving a request to do so from either (a) the Executive Committee or (b) at least twenty-five (25) Members who have signed a requisition requesting the convening of a SGM. Any request to the Secretary for the convening of such a SGM must specify in writing the particular matter or matters to be considered at such meeting.
- 11.2 The Secretary shall give not less than ten days' notice in writing to each Member of such proposed SGM and such Notice shall specify the particular matter to be considered which the secretary shall also publish on the Club Notice Board and club website at least ten days in advance of it. This shall be deemed to be sufficient notice to the Members of the SGM and any accidental omission by way of service of such Notice on any Member shall not invalidate the proceedings at any General Meeting save that any matter proposed affecting or likely to affect any particular Member or Members should be notified to such Member or Members by the Secretary. In that event Notice is deemed to be by way of pre-paid ordinary post or by way of email if such member is known to have an email address. The quorum for any such SGM shall be not less than thirty five (35) Ordinary Members.
- 11.3 No business shall be transacted at such SGM save that business specified in the Notice convening it. No motion shall be carried unless it shall have the approval of not less than two thirds of the Members present and voting.

12. AMENDMENT OF CLUB RULES

These Rules may be added to, altered or revised to any extent provided that any such proposed alteration, revision or amendment shall first have been approved by the Members either at the Annual General Meeting or Special General Meeting specially convened for this purpose, provided that not less than twenty five (25) members vote in favour of such new rule, alteration, revision or amendment and that the majority in favour at that meeting shall be not less than two thirds of those present and voting. The Notice and conduct of such meeting shall be in accordance with the provisions of clause 8 of these Rules.

13. DISPOSAL OF LANDS

No disposal of any part of the Clubs Freehold or Leasehold land shall take place without first receiving the approval of at least 80% of those Members present and voting at either an Annual General Meeting or Special General Meeting when notice of the proposal to make such disposal shall have been notified to Members in advance of such meeting in accordance with these rules and provided also that a minimum number of thirty five members shall have voted in favour of such disposal. For the removal of doubt the term "disposal" is not deemed to include the granting of a Licence or temporary convenience letting where the same does not involve the disposal of a beneficial interest in the lands or property of the Club or where the signature of the Trustees is not required.

14. FINANCIAL ACCOUNTS AND CLUB AUDITORS

- 14.1 Proper Accounts and Books shall be kept at all times by and under the supervision of the Finance Director showing the financial affairs of the Club and an income and expenditure Account should be kept at all times and may be made available to the Executive at its monthly meetings but in any event never less than quarterly. All income of the Club by way of cheques or cash should be lodged to the Club's Bank Accounts at first available opportunity and is the responsibility of the Finance Director or under his auspices the Club Manager and may include authorisation for all online payments. The Finance Director and one other member of the Executive shall sign all cheques. In the absence of the Finance Director the Executive may appoint another member of the Executive or a Club Trustee for this purpose.
- 14.2 The Finance Director shall prepare the accounts of the Club for each year up to the 30th of April or such other date as designated by the Executive and such accounts shall be audited by the Club's Auditor who shall prepare Report on the finances of the Club for consideration by the Executive prior to the Club's Annual General Meeting.
- 14.3 The Club Auditor shall be appointed each year at the Annual General Meeting (AGM) and shall hold that post until the next AGM when he shall be automatically retired but shall be eligible for re-election. If, during the course of any one year, a vacancy shall occur in the office of Club Auditor the Executive shall appoint an alternative Auditor to fill such vacancy who shall continue in office until the succeeding AGM.

15. CLUB LOANS AND BORROWINGS

If at any time after the enactment of these rules the Club in General Meeting shall pass a resolution authorising the Executive to borrow money, the Executive shall be empowered to borrow such amount either in one lump sum or from time to time and at such rate of interest and for such term as shall be specified on such resolution and the Trustees shall at the direction of the Executive make such disposition of the Club Property or any part thereof and execute such legal agreements or loan documents in relation to the Club Property as the Executive may deem proper for giving security for such loans and any interest thereon. All Members of the Club whether voting or not on such resolution and all persons becoming Members after the passing of such a resolution shall be deemed to have assented to the Resolution as if they had voted in favour of it at the time. The resolution for this purpose will be passed if approved by not less than two thirds of the members present and voting at that meeting.

16. CLUB MANAGER

For the ordinary running of the Club it may become necessary from time to time to appoint a Club Manager who shall operate as an employee of the Club and oversee the day to day running of the affairs of the Club in accordance with his or her remit. The appointment of the Club Manager shall be a matter for the Executive who shall have authority on its own behalf to decide upon the Terms and Conditions of Employment of the Club Manager whether it be by way of commission or annual salary. For the removal of doubt the Club Manager shall, at all times, be answerable and responsible to report to the Executive or its nominee appointed, normally the Chairman. Unless otherwise decided by the Members at its General Meeting the Club Manager will not be an Ordinary Member of the Club or if an Ordinary Member will be required to stand down on his or her appointment as the Club Manager and therefore will not have a vote at any of the General Meetings of the Club and shall only be entitled to attend a meeting of the Executive if invited so to do but shall have no vote at any such meeting.

17. REGISTRATION OF CLUB'S ACT

- 17.1 (a) No member of the Executive or Governing Body and no Manager or Servant employed in the Club shall have any personal interest in the sale of excisable liquors therein or in the profits arising from such sale.
- (b) A visitor shall not be supplied with excisable liquor in the Club Premises unless on the invitation and in the Company of the Member and the Member shall on the admission of such Visitor to the Club Premises or immediately on being supplied with liquor, enter his own name and the name and address of a visitor in a book which shall be kept for this purpose and which shall show the date of each visit.
- (c) No person shall be allowed to become an Honorary or Temporary Member of the Club or be relieved of the payment of a regular entrance fee or subscription except those possessing certain qualifications defined in the Rules and subject to conditions and regulations prescribed therein.
- (d) The relevant provisions of the Licensing Act 1833 to 2003 and the Registration of Club's Acts 1904-2003 (as defined in the Intoxicating Liquor Act 2003) in relation to the sale, supply or consumption on the Club Premises of excisable liquor, the restriction on the presence in bars of persons under eighteen years and the production of evidence of age by persons between eighteen and twenty one years and any Acts or Rules extending, deleting, substituting or amending the same are deemed to be incorporated in the Rules of the Club and to apply accordingly.
- 17.2 The Executive shall have the power to alter or add to the provisions of this Rule to take into account any future amendments or additions or alterations to the Intoxicating Liquor Act 2003 or any other Act of the Oireachtas which may be passed amending the said Act without the need to call a Special General Meeting or without requiring to wait until the next Annual General Meeting of the Club.
- 17.3 No excisable liquor shall be supplied for consumption on the Club premises at any time on Christmas day or Good Friday.

APPENDIX 1

ANNUAL GENERAL MEETING - ORDER OF BUSINESS

1. Minutes of the previous year's AGM to be passed and adopted.
2. Report from the Club Chairman.
3. a.) Report from the Rugby Director, junior and senior.
b.) Report from the Director of Youth Rugby.
4. a.) Report from the Finance Director.
b.) Appointment of Club Auditor
5. Annual subscriptions.
6. Matters notified
7. AOB.
8. Election of Officers.
9. Address from outgoing President and welcome of incoming President

[Prepared by Gene Murphy]