

# MAYNOOTH COMMUNITY COUNCIL

## CONSTITUTION

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## **Section 1. Vision, Mission and Values**

### **Name**

The name of the Council is: "Maynooth Community Council".

Maynooth Community Council (MCC) is a voluntary, non-political organisation with a long history of community service from its inception in 1975.

### **Vision**

Our vision for Maynooth is one of a dynamic, inclusive, healthy and vibrant town where the community comes together to consult, advise on, give feedback and make decisions through participative structures. Maynooth Community Council works to organise and improve Maynooth for the people who live in, work in and visit the town.

We believe passionately that a strong Community Council will be a positive motivator for change within an evolving Maynooth.

### **Mission**

Our mission is to continuously add strength to the community so that it is capable of achieving positive change to improve Maynooth for its inhabitants, visitors and those who work therein.

Our mission is to assist in further enhancing a caring, just and inclusive society as exemplified by the many facets of Maynooth.

Our mission is to positively influence the future local development of Maynooth.

### **Values**

We value diversity and social inclusion and we promote the effective use of resources for the betterment of the community of Maynooth.

We promote the highest standards of governance, fiscal rectitude, ethical standards, and accountability for ourselves and others.

We believe in treating all with dignity and respect and value integrity in all our actions.

We believe in collaborating with other organisations within and outside the community to support our mission.

We value our membership, who are intergenerational, in attaining our mission for the critical and effective role they undertake.

### **Basic Aim**

The Council's main aim is to continuously add strength to the community so that it is capable of achieving positive change to improve Maynooth for its inhabitants, visitors and those who work therein.

### ***Additional Aims***

Maynooth Community Council's overarching objective is to promote, inform, influence or advocate for improvement in the social dividend for Maynooth and its population.

In furthering these objectives the Council will:

- Create participative structures in order to achieve social inclusion outcomes
- Engage with Kildare County Council, Offices and Agents of the State and Government to further its mission.
- Evaluate and influence the planning and physical development of Maynooth and promote environmental sustainability goals
- Engage in activities of a fundraising nature designed to support the mission of the Council and mobilise resources to achieve its objectives
- Promote multiculturalism in its programme of work to reflect Maynooth's diversity in culture
- Use integrated approaches in order to build social capital with community, social, residential, youth, cultural, sporting, and business groups, *et al.*
- Undertake capacity building measures to strengthen Maynooth Community
- Encourage employment opportunities in Maynooth or to assist in its provision.
- Use all practical endeavours to support local enterprises and local businesses.
- Support the activities of voluntary groups in Maynooth.
- Promote best practice care for the aged and other services for the benefit of the community
- Work in collaboration with Kildare County Council and act as an interface in achieving agreed work plans
- Create such and such groups or loose associations or join other groups to achieve these objectives
- Print and publish, both electronically and/or in hard copy via newspapers, ezines, periodicals, books, pamphlets, leaflets, Facebook or Twitter or Instagram or other relevant electronic multi-media or social media modalities.

In furthering these objectives, the Council may legally acquire and hold any necessary property and assets.

### ***Dedication***

The Council and its resources shall be used for and dedicated solely to the above aims and mission.

## **Units/Jurisdiction**

The Council is a democratic organisation comprising the following units:

- (a) Executive Committee
- (b) Sub-Committees
- (c) Members
- (d) Affiliates

Members of the Council shall, by virtue of their membership, be subject to the jurisdiction of the Council's Rules and Regulations, which shall govern the relationship between the various units, between members, and between members and units.

Members and units shall resolve any and all disputes that arise, within the framework of the existing Council's policy and procedures.

### ***Non-Party Political***

The Council shall be non-party political. Party political questions shall not be discussed at its meetings.

### ***Anti-Sectarian/Anti-Racist/Anti-Ageist/Anti-Sexist***

The Council is Anti-Sectarian and Anti-Racist and committed to the principles of inclusion and diversity at all levels. Any conduct by deed, word, or gesture of sectarian or racist nature or which is contrary to the principles of inclusion in the course of activities organised by the Council, shall be deemed to have discredited the Council.

### ***Safeguarding of Children/young People (under 18 years of Age)***

The Council shall safeguard and promote the interests and wellbeing of all those under 18 years of age who are involved in activities organised by the Council. The Council shall take all practical steps to protect them from all discernible forms of abuse, from harm, discrimination or degrading treatment, and shall respect their rights, wishes and feelings.

## **Code of Conduct.**

The Council shall adopt a Code of Conduct for Officers, Members and affiliates defining appropriate behaviours and practices. The Code shall specify the disciplinary procedures to be applied for breaches of the Code.

## **Sponsorship and Branding**

The Executive shall have authority to negotiate sponsorship, as appropriate. The Council's logo shall be displayed on all publications, photographs and social media associated with the Council.

## **Meetings**

The Council shall meet as often as necessary, but not less than five (5) times annually. If the co-opted member of organisation is unable to attend meetings, then that particular organisation shall immediately nominate a new member for co-option and notify the Council secretary of the change, in writing, as soon as possible.

Extraordinary General Meetings (EGM) of the Council may be called by not less than one-third (1/3) of the members of the Council at any time. The EGM shall have only one agenda item.

## **Section2 Membership and Registration**

A person becomes a Full Member of the Council when he/she is approved by the Executive of Council. Once granted, Membership of the Council shall continue for 6 years.

The rights of a Member of the Council shall be conditional upon the member fully complying with the Rules, Regulations, Policies and Procedures of the Council. Such rights may be withheld, restricted or suspended in accordance with the Rules of the Council.

Subject to the foregoing, only Registered Full Members shall be entitled to vote at Council Meetings, including the Annual General Meeting.

The Rules and Regulations governing application for Membership shall be set out in a separate Policy and procedures document.

Only a Full Member shall be eligible to vote at, nominate for, or seek election to the Executive Committee at any following Annual General Meeting.

### **Attendance**

Unexplained and/or unreasonable absence from three (3) consecutive meetings of the Council shall be understood and taken as implicit of resignation from the Council on the part of the member concerned and s/he will be notified of same by the Secretary. If a member is absent for more than 50% of meetings in any rolling 12 month period that member shall be taken to have resigned from the Council and will be notified of same by the Secretary.

### **Conflicts of Interest**

The relationship of the Council with its members must be based on mutual trust. As the Council is committed to promote its mission, vision and values, it expects members and officers to act only towards the Council's fundamental best interests. Conflict of interest may occur whenever a member's or officer's interest in a particular subject may lead them to actions, activities or relationships that undermine the Council and may place it at disadvantage.

The possibility that a conflict of interest may occur can be addressed and resolved before any negative impact occurs. Therefore, when a member or officer understands or suspects that a conflict of interest exists, or could reasonably be perceived to exist, they should bring this matter to the attention of the Executive so corrective actions may be taken. All conflicts of interest will be resolved as fairly as possible. The Executive has the responsibility of the final decision when a solution cannot be found.

In general, members and officers are advised to refrain from letting personal and/or financial interests and external activities come into opposition with the Council's fundamental interests.

In cases when a conflict of interest is deliberately concealed or when a solution cannot be found, disciplinary action may be invoked up to and including removal from the Council.

The general conduct and behaviour of MCC members in carrying out their activities is an important yardstick by which the honesty, integrity, impartiality and performance of MCC is judged and public trust maintained. It is important therefore that these core values underpin the many activities of the Council.

Members should abide by the Code of Conduct and must maintain the highest standards of integrity by -

- a) Avoiding conflicts of interest and never seeking to use improper influence;
- b) Acting in a way which enhances public trust and confidence
- c) Not using their position or MCC resources for personal gain;
- d) Ensuring that their conduct does not bring the integrity of their position or of MCC into disrepute.
- e) Making impartial decisions based on examination of the facts, merits and law relating to each case and not taking account of their personal considerations.
- f) Treating their colleagues and others with courtesy and respect;
- g) Dealing with enquiries from the public courteously, fairly and promptly
- h) Promoting equality and avoiding bias in their dealings

### **Section 3 Annual General Meeting**

An AGM shall be held before 15th December, annually. It shall be organised and controlled by the Executive Committee in place at the time.

#### **Elections**

Subject to the Exceptions hereunder:

- a) The AGM shall elect the following Officers of the Executive Committee: Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, if desired and a Public Relations Officer. A member shall not hold more than one of the above Officerships at any given time.
- b) The Officers elected/appointed shall hold office until the conclusion of the next Annual General Meeting.
- c) A member who has served five years in a specific Officership shall be ineligible to hold that Officership for the ensuing five year period. Exceptions:
  - 1. If a member is elected or appointed to an Officer position 'in term' twenty six weeks or less before the next AGM, that time served shall not be considered as part of the five years' period.
  - 2. Should a vacancy arise in the Officerships of the Executive Committee it shall be filled on the basis of co-option by the Executive Committee from the full membership.
  - 3. Voting to fill the Elective positions specified above shall be by secret ballot on the basis of a plurality voting system (first-past-the-post).

#### **Nominations, Motions, Agendas, Reports and Notices**

The procedures of the AGM in respect of the Nominations, Motions, Agendas, Reports and Notices are contained in a separate document.

## **Section 4 The Executive Committee**

1. The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer,( if desired )and Public Relations Officer.
2. All members of the Executive Committee have voting rights with the Chairperson holding a casting vote
3. The Executive Committee shall hold office until the conclusion of the next Annual General Meeting.
4. A member absent, without just cause, from three consecutive meetings shall automatically become disqualified from membership of the Executive Committee for that year. This shall also apply to all members of Sub-Committees.

### **Powers of the Executive Committee**

The Executive Committee shall be the governing and controlling body of all the affairs of the Council. The following shall be the powers of the Executive Committee:

1. To determine all matters relating to the management of the Council.
2. It shall be responsible, subject to this Constitution and other Rules, Regulations, policies and Procedures as appropriate, for the management of the affairs of the Council, including financial affairs.
3. To make Regulations, Rules, Policies and Procedures.
4. To make the necessary arrangements for the protection of children and vulnerable adults.
5. To submit up to four motions to the Annual General Meeting.
6. To form Sub-Committees whose functions and powers shall be defined by the Executive Committee.
7. Officers of Sub-Committees referred to above shall be appointed, without election, by the Executive Committee
8. A member who has served five years in any specific Officership shall be ineligible to hold that Officership for the ensuing five years.
9. If a member is elected to an Officer position 'in term' twenty six weeks or less before the next AGM, that time served shall not be considered as part of the five years' period.

### **Income and Property**

The Executive Committee on behalf of the Council may engage in lawful activities that generate income. The income and property of the Council shall be applied solely towards the promotion of the aims and functions of the Council, as set out in this Constitution, and no portion thereof shall be paid or transferred, directly or otherwise by way of profit, to any member of the Council. The assets of the Council shall be held in trust.

No trustee shall be appointed to any office of the organisation paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the organisation. However, nothing shall prevent any payment in good faith by the organisation of:

1. reasonable and proper remuneration to any member of the organisation (not being a trustee) for any services rendered to the organisation;

2. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by trustees or other members of the organisation to the organisation;
3. reasonable and proper rent for premises demised and let by any member of the organisation (including any trustee) to the organisation;
4. reasonable and proper out-of-pocket expenses incurred by any trustee in connection with their attendance to any matter affecting the organisation;
5. fees, remuneration or other benefit in money or money's worth to any company of which a trustee may be a member holding not more than one hundredth part of the issued capital of such company.
6. Nothing shall prevent any payment by the organisation to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

The Executive Committee on behalf of the Council may purchase, take on lease or exchange, hire or by other means acquire, any freehold, leasehold or other property, for any estate or interest whatever, and any rights, privileges or easements, over or in respect of any property and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, -machinery, engines, plants, barges, vessels or things, and any real or personal property or rights whatsoever, which may be necessary for, or may be conveniently used with, or, may enhance the value of any other property of the Council.

### **Commitment**

No member, or members of the Council, whether elected or co-opted, may commit the Council, as a body, to any undertaking, financial or otherwise, without having received prior written consent of the Executive.

### **Sub-Committees - General**

1. The Chairperson of each Sub-Committee shall be selected from the Officers of the Council or from members deemed appropriate and selected by the Executive.
2. The Chairperson of each Sub-Committee shall present a Progress Report on the work of the Sub-Committee at Council meetings.
3. The Chairperson or Secretary of each sub-committee shall be an Officer of the Council
4. The Terms of Reference of all Sub-Committees shall, upon appointment, be documented and distributed.
5. Each Sub-Committee shall submit a written Report to the AGM, to be included on the Agenda of the AGM.

### **Sub-Committees - Specific**

1. There shall be a Planning and Development Sub-Committee focussing on the planning and development of Maynooth and its hinterland
2. There shall be a Finance & Risk Sub-Committee
3. There shall be a Festivals Sub-Committee
4. There shall be a Disciplinary Sub-Committee
5. There shall be a Fundraising Sub-Committee
6. There shall be a number of additional subcommittees whose remit and function will be around positive action to strengthen our community.

7. There shall be a Governance Subcommittee
8. The Executive may, at their absolute discretion, form new subcommittees or dissolve existing subcommittees

## **Section 5 Administration**

### **Quorum**

The quorum for all meetings of the Council, Executive Committee and Sub-Committees shall be one-quarter and not fewer than three of the members entitled to attend, unless the Terms of Reference provide otherwise. This requirement shall not apply to the Annual General Meeting.

### **Voting**

Except where otherwise provided, all decisions at Executive Committee meetings, Sub-Committee meetings and General Council meetings shall be taken by a simple majority of those present entitled to vote and voting, and in the event of a tie, the presiding Chairperson shall have a casting vote in addition to his/her vote as a member, irrespective of whether or not he/she had originally voted on the issue. Any decision taken at a duly convened meeting of the Executive Committee or Council or of a Sub-Committee, shall not be rescinded at a subsequent meeting, unless due notice of intention to propose rescindment has been previously conveyed to each member, and the consent of two thirds of those present entitled to vote and voting is obtained.

### **Transitional Committee Provisions**

The change or renewal of the membership of any Executive Committee or Sub-Committees of the Council (whether in the context of resignation, AGM or otherwise), shall not defeat or prevent the continuation of any act or procedure commenced prior to the change of membership of that Committee or unit and the newly constituted committee shall have all the powers to continue those acts or procedures as if there had been no change of membership.

Where there is a gap in time between the expiration of the term of office of members (or a resignation of a member) of any Committee or Sub-Committee, and their replacement with a new membership, then, the Committee Members formerly in place shall continue to conduct all matters arising as if their term had not expired.

### **Correspondence**

All official correspondence in connection with all Council matters, shall come through the Executive Committee.

### **Communications**

#### ***Methods***

Unless otherwise specified in any given case, all notices, minutes, agendas, correspondence and other communications may be given:

- (A) to a Member, either:
  1. personally, or

2. by post or hand delivery to a Member's usual address, or
3. by email to any appropriate email address notified by or on behalf of the Member to the Council

(B) and to a Sub-Committee or Unit, either:

1. personally to its Secretary, or
2. by post or hand delivery to the address of the Unit or the Secretary's usual address, or
3. by email to any appropriate email address notified by or on behalf of the Unit or its Secretary to the Council

### ***Time of Delivery***

Unless otherwise proved to the satisfaction of the Executive Committee or Sub-Committee such notice or other communication shall be deemed to have been received:

1. Where sent by ordinary post, at 10 a.m. on the second working day after it was sent;
2. Where sent by hand delivery, at the time of delivery;
3. Where sent by email, at the time of transmission. However, if the transmission is after 6 p.m. on any day or is on a weekend, and the recipient is affected by time limits in making a response, the time of receipt shall be deemed to be 10 a.m. on the next working day.
4. Where sent by any means to a member via the appropriate Secretary, and the member is affected by a time limit in making a response, the time of receipt by the member shall be 10a.m. on the second working day after its receipt by the appropriate Secretary, subject also to the provision in the Exception to (3) above.

### ***Proof of Delivery***

Where a dispute arises as to the fact or time of service of any notice or other communication by email, the sender shall be required to furnish such proof of transmission as the Council or Executive Committee or Sub-Committee shall deem necessary in the circumstances.

### ***Signatures***

Where a notice or other communication requires a signature, transmission of that notice or other communication by email shall be deemed duly signed if the sender's name is contained in it and the email message is sufficiently identifiable (by reference to the sender's email address or otherwise) as having emanated from the person purporting to have sent it.

### ***Email single Transmission***

Where any notice or other communication, required by a Rule or Regulation to be submitted in duplicate, is sent by email, a single transmission is sufficient compliance.

### ***Records***

The Records created and received by the Council, its members and administrators are the property of the Council. The Records of the Council shall be transferred to a recognised Council archive.

## **Section 6 Enforcement of Rules, Regulations and Codes of Conduct**

### **Disciplinary Jurisdiction**

The Executive Committee shall have the power to enforce the Rules, Regulations and Codes of Conduct of the Council and warn any Sub-Committee, Unit or Member as to future conduct, and impose upon Members, Sub-Committees or Units such penalties as may be prescribed, or where no penalty is prescribed, appropriate penalties, for such breaches.

Where reference is made in a Rule, Regulation or Code of Conduct, such reference shall include or be a reference to their Sub-Committees.

### **Decisions and Appeals**

The decision and appeals process in the case of the Code of Conduct or Disciplinary procedures are contained in another document.

## **Section 7 Rules, Regulations, Policies and Procedures**

The Constitution does not cover rules relating to Council meetings, standing orders, Codes of Conduct or directives regarding the normal operations, both financial and administrative, of the Council. These rules, regulations, policies and procedures shall be agreed and established as required.

## **Section 8 Constitutional Amendments**

The Constitution can only be amended or altered by a two-thirds (2/3) majority of the Council members at the time. Written notice of any proposed alteration or amendment shall be submitted to the Secretary, who must advise all Council members of such proposal, not less than fourteen (14) days before the next Council meeting.

The organisation must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the governing instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

## **Section 9 Dissolution**

If upon the winding up or dissolution of the organisation there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the organisation. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the organisation. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the organisation under or by virtue of the income and property clause. Members of the organisation shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts

will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## **Section 10. Interpretations and Definitions**

“Rule” shall include, where the context requires, any of the Council’s Rules, and Regulations, the Constitution, as well as Council Guidelines, Directives, Codes, policies and Procedures all of which shall be enforceable in all respects as if their provisions were embodied in the Constitution, provided however that should any conflict arise between such provisions and the text of the Constitution, the text of the Constitution shall prevail.

“Committee” shall include, where the context requires, any particular duly constituted Sub-Committee.

“Penalty” - Where a Penalty is specified it shall mean a minimum penalty.

Singular and Plural - A word importing the singular shall be read as also importing the plural, and a word importing the plural shall be read as also importing the singular.

Gender - A word importing the masculine gender shall, where the context admits or requires, be read as also importing the feminine gender.