

AGM 2022

Companies Act 2014 Schedule 10 Section 1176

Form of Constitution of Company Limited by Guarantee Constitution of Cork Boat Club

Constitution of Cork Boat Club Company Limited by Guarantee

Memorandum of Association

- 1. The name of company is: Cork Boat Club Company Limited by Guarantee.** [L]
[SEP]
- 2. The company is a company limited by guarantee, registered under Part 18 of Companies Act 2014.** [L]
[SEP]
- 3. The objects for which the company is established is to promote, protect and carry on the general activities and business of a rowing club and the doing of all such other things as are incidental or conducive to the attainment of the above object.** [L]
[SEP]
- 4. The liability of the members is limited.** [L]
[SEP]
- 5. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he/she ceases to be a member, and the costs, charges and expenses of winding up, and adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding €1.** [L]
[SEP]

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Names	Addresses	Descriptions of Subscribers
		Director (President)
		Director (Chair)
		Director (Captain)
		Director (Treasurer)
		Director (Secretary)
		Director (Membership Sec)

Dated the day of 20

Witness to the above signatures:

Name:

Address:

ARTICLES OF ASSOCIATION

The Following Regulations shall apply to the Company:

The number of members with which the company proposes to be registered is 6.

The provisions of the Companies Act 2014 are adopted.

The following provisions shall also apply:

Interpretation

1. In these Articles; ^[]_{SEP}

"the Act" means the Companies Act, 2014

"Ballot" means a secret vote by ballot paper

"Poll" means to vote by a show of hands. ^[]_{SEP}

"Club" means Cork Boat Club CLG

"Committee" means the Committee elected to manage the affairs of the Club. Meetings of the Committee will also be considered to be board meetings.

"Company" means Cork Boat Club CLG

"General Meetings" include Annual General Meeting (AGM) and Extraordinary General Meeting (EGM)

"Officers" The officers are the President, Chairman, Captain, Treasurer, Secretary and Membership Secretary.

"Directors" The directors of the company are the officers of the Club.

Titles/Colours

2. The colours of the Club shall be chocolate and white and, when practicable, the Club singlets shall embody those colours ^{[]}_{SEP}
3. The Club flag shall be chocolate and white bearing the Cork arms. ^{[]}_{SEP}
4. The Club adopts the Rules for the time being of Rowing Ireland. ^{[]}_{SEP}
5. The Company is established for the purposes set out in the Memorandum of Association ^{[]}_{SEP}
6. The office of the company is at Undercliffe, Blackrock, Cork ^{[]}_{SEP}

Management of the Club

7. The Annual General Meeting of the Company shall elect a Committee, ^{[]}_{SEP} comprising of Full members, to manage the affairs of the Club for the year ahead and to report on its management of affairs to the following AGM. The Committee consists of six officers and up to eight other members. The officers are the President, Chairman, Captain, Treasurer, Secretary and Membership Secretary. Management of the company will be in the hands of the Committee. ^{[]}_{SEP}
8. If a vacancy occurs in the Committee by resignation or otherwise, an officer/director will be replaced by the Committee. The Committee may elect to leave any post vacant until the next AGM. A Committee member who is not an officer may have a replacement co-opted by the Committee
9. A quorum of five (inclusive of two directors) is necessary for a Committee meeting to take place. Meetings of the Committee will also be considered board meetings ^{[]}_{SEP}

The Committee

10. If a member of the Committee is absent for three consecutive meetings without satisfactory explanation that person may be replaced in accordance with rule 8 above. [L] [SEP]
11. The Committee shall hold meetings at its discretion as often as it is deemed necessary to transact the business of the Club with a minimum of one meeting a month. [L] [SEP]
12. All employees of the Club shall be engaged by the Committee which will fix their remuneration and no employee will be eligible for membership of the Committee. No member who is engaged in any commercial or business dealings with the Club shall be present at any Committee or General Meeting at which such dealings are under discussion. [L] [SEP]

The Directors [L] [SEP]

13. The President, Chairman, Captain, Secretary, Treasurer and Membership Secretary when elected as officers of the Club will be deemed to be elected as Directors of the Company until the next Annual General Meeting. [L] [SEP]
14. All Officers will retire each year but will be eligible for re-appointment. Notwithstanding this, the Office of Director will be vacated if the Director resigns his office by notice in writing to the Company or if the Director:-
 - (a) becomes engaged in any commercial or business dealings with the Club [L] [SEP]
 - (b) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain. [L] [SEP]
 - (c) Becomes prohibited from being a Director by reason of any order made [L] [SEP] under Section 148 of the Act. [L] [SEP]
 - (d) Becomes of unsound mind. [L] [SEP]
 - (e) Is convicted of an indictable offence unless the Directors otherwise [L] [SEP] determine. [L] [SEP]

- . (f) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 231 of the Act.
- . (g) Becomes a paid employee of the Club. ^{[[L]]}_{SEP}
- . (h) Dies

Property

15. The property of the Club shall be vested in Cork Boat Club CLG. The Club premises or any portion thereof may not be sold leased or otherwise assigned without the approval of at least two thirds of those present and voting at a General Meeting. Any proposed change in the status of the property must be put to the members by way of a written motion to a General Meeting. ^{[[L]]}_{SEP}
16. Any member using Club property shall be responsible for the custody, safe-keeping and maintenance thereof and the extent of any wanton or malicious damage for which a member may be liable under this rule, shall be assessed by the Committee who shall recover same from the member concerned. ^{[[L]]}_{SEP}
17. No member or members may use racing boats and/or racing gear without the permission of the Captain, or any vice-captain that may be appointed by him/her. ^{[[L]]}_{SEP}
18. At all times rowing gear and equipment shall have precedence over all other boats and equipment in the matter of storage accommodation and any other facilities necessary. ^{[[L]]}_{SEP}

Finances

19. The Committee through the Treasurer is responsible for the Club's finances. All disbursements by way of cheque require the signatures of two officers. No account may be opened on behalf of the Club without the prior approval of the Committee.

Payment and loans.

20. Committee approval is required before any liability exceeding €300.00 is incurred by the Club, and before each cheque payment exceeding that amount. No liability attaches to the Club unless such prior approval has been recorded in the minutes of the Committee meeting. ^{[[L]]}_{SEP}
21. The purchase of equipment however funded requires Committee approval if the cost of same exceeds €300.00. The Committee is required to seek approval of a General Meeting if it is proposed to seek a long term loan of €20,000 or more in respect of any one project. The treasurer is expected to make a financial report to each Committee meeting, to the AGM, and to present the accounts for annual audit. ^{[[L]]}_{SEP}

Membership

22. The number of members of the company shall not exceed 2000 ^{[[L]]}_{SEP}
23. The Club is comprised of Full, Associate and Junior Associate members. Applications for Membership will be considered by the Committee whose decision is final. The names of successful applicants will be entered on the membership list by the Membership Secretary. Unsuccessful applicants will be notified in writing. Admission to membership is entirely at the discretion of the Committee, which is not required to explain its decision. ^{[[L]]}_{SEP}
24. A candidate for Full Membership must be over 18 years of age, must have been an Associate member or a Junior member for at least one year and must complete a membership application form by the means prescribed. ^{[[L]]}_{SEP}

25. A candidate for Associate Membership must be over 18 years of age and complete a membership application form (which requires the support of two full members) or must come under Captain's Orders (see below) ^[L]_[SEP]
26. A candidate for Junior Associate Membership must be under 18 years of age and must complete a membership application form (which requires the support of two full members) or must come under Captain's Orders (see below) ^[L]_[SEP]
27. Captain's Orders: this term is used to describe a potential oarsperson who is invited into the Club by the Captain as a result of, for instance, a recruitment drive. Such a person has the status of Associate or Junior member for a period of 6 weeks at which time they shall complete an application for associate membership. ^[L]_[SEP]
28. A member accepts the following as conditions of membership.
 - . (a) agrees to be bound by the rules of the Club and those of Rowing Ireland in place for the time being. ^[L]_[SEP]
 - . (b) Accepts the responsibilities explicit and implicit in membership. ^[L]_[SEP]
 - . (c) Undertakes to pay, on time, the appropriate subscription. ^[L]_[SEP]
 - . (d) Undertakes to keep the Club informed of all pertinent matters such as ^[L]_[SEP]current address and other relevant circumstances. ^[L]_[SEP]
 - . (e) Accepts that the Committee has absolute discretion in the resolution of ^[L]_[SEP]any issues with regard to eligibility for membership or any other matters pertaining to interpretation of these rules. ^[L]_[SEP]
29. An up to date list of members should be available for reference by Club members.

Honorary Life Members^[1]_{SEP}

31. Full membership for life may be awarded to any person who has performed exceptional service to the Club or to rowing. The award must be by way of notice of motion to a General Meeting. An Honorary Life Member is not liable for subscription.

Vice Presidents

32. The Annual General Meeting may elect such persons as it deems fit to be vice-president of the Club provided that they have been proposed and seconded by way of notice of motion. A list of vice-presidents who are current members will be submitted to the AGM for reappointment or removal and the approved list will be recorded in the minutes. Vice-presidents have the right to attend and speak at Committee meetings but do not have a vote at Committee meetings.

Subscriptions

33. The rate of subscription to be paid is proposed by the outgoing Committee and approved by the AGM. Schedule 1 attached indicates the current types of subscription available.^[1]_{SEP}
34. The membership year runs from 1st September to 31st August of the following year. The subscription falls due for renewal on the day following the A.G.M. each year. The onus is on the member to subscribe in full and on time whether or not notification of renewal is issued.^[1]_{SEP}
35. A full member whose subscription is not paid by the 30th September in any year will revert to Associate status immediately and will cease to be a member entirely unless the subscription is paid by 31st October following. The Committee may, at any time, readmit him/her to membership upon being given a satisfactory explanation, and upon payment of appropriate annual subscription in full.^[1]_{SEP}

36. An associate member whose subscription is not paid by the 30th September in any year will cease to be a member and must reapply for membership. [L]
[SEP]
37. The Committee may make a concession in the cost of subscription expected from certain categories of subscription such as students, the unwaged family members and those who make a special contribution such as coxes, coaches etc. [L]
[SEP]

General Meetings

38. The Annual General Meeting of the Club, of which a minimum of seven clear days' notice shall be given to all members by the Secretary, shall be held during the month of September. [L]
[SEP]
39. Notices of Annual General Meetings and Extraordinary General Meetings must be sent by email or post to the registered email or postal address of each member of the Club. [L]
[SEP]
40. The Committee may summon any General Meeting by circular addressed to each member or by twice advertising such meeting in one Cork daily paper. In the latter event the Committee need not state in the advertisement the nature of the business, but they shall place a notice on the notice board of the Club stating the business of the meeting and such notice shall be deemed to have been duly served on each member. [L]
[SEP]
41. At any General Meeting matters will be decided by poll and, unless a ballot is demanded by at least 5 full members, a declaration by the Chairman that a Resolution or an Amendment has been carried and an entry to that effect in the Minute Book shall be sufficient evidence of the fact. [L]
[SEP]
42. Twenty (20) full members shall form a quorum at a General Meeting.
43. An Extraordinary General Meeting of the Club may be called at any time by the Committee or shall be called upon a requisition in writing signed by [L]
[SEP] at least twenty (20) members of the Club or upon a requisition in writing signed by two (2) Directors. Such requisitions should be addressed to the Secretary and must state the object of the proposed meeting. Upon receipt of such requisition the

Committee shall forthwith proceed to convene a General Meeting.

44. If the Committee does not proceed to convene the EGM within twenty one days from the date of the requisition having been delivered to the Secretary, the requisitioners or any other twenty members may convene a General Meeting, but such a meeting shall not discuss any business or vote on any question other than that specified in the requisition to the Committee. ^[]_[SEP]
45. A minimum of seven clear days' notice specifying the place, date, hour and objective of the meeting shall be given to the members in the manner prescribed below. ^[]_[SEP]

Notice of Motion

46. Any notice of motion to be considered at a General Meeting, such as a proposed rule change, must be submitted in writing to the Secretary two weeks before the meeting. It must be proposed, seconded and signed by two full members.

Voting at General Meetings

47. Full members only are entitled to vote at General Meetings. ^[]_[SEP]
48. Except for property related matters (which requires a 2/3 majority to be carried) a simple majority is sufficient to carry any proposition. ^[]_[SEP]
49. Any alterations to these articles must be by way of notice of motion. ^[]_[SEP]

Crews

50. The Captain shall select all crews for regattas ^[]_[SEP]
51. **No crew shall compete for any public prize under the name of the Club without the sanction of the Committee** ^[]_[SEP]
52. **All cups won by crews of the Club shall be the property of the Club and the Committee shall be responsible for their safe custody** ^[]_[SEP]

Access to the Club

- 53. Members have full right of access to the Club except where access is limited by the Committee in specific circumstances.**
- 54. Non-members have no right of access to the Club and are trespassers unless:**
- (a) invited onto the premises by a member or**
 - (b) as a member of an outside society which has made appropriate temporary arrangements with the Committee.**
- 55. Societies or organisations may use the Club facilities on an occasional basis provided appropriate insurance cover has been arranged and the use of these facilities has been sanctioned by the Committee.**

Breach of Rules

- 56. Any member acting contrary to these Rules or any rule of Rowing Ireland or any member conducting himself/herself, whether inside or outside the Club Premises so as in the opinion of the Committee to injure or discredit the character of the Club, shall be called before the Committee and admonished, suspended or deprived of membership.**
57. Complaints shall be made in writing to the Secretary who, if unable to remove the cause, shall submit them to the Committee whose decision shall be final.
58. No member shall divulge or discuss outside the Club any circumstances relating to ballots, meetings of the Committee, or any differences which may arise between members of the Club.
59. The Committee shall have the power to frame and adopt any bye-laws necessary for the working of the club, provided that no such bye-law infringes on any particular rule contained herein.

Licensing

60. The Club Bar may serve liquor only during the hours permitted by the Licensing Acts 1904-2000.^[1]

The Prohibited hours are set out as follows: -

Intoxicating Liquor Act 2003 —

Section 3- Section 2 (as substituted by section 25 of the Act of 1988 and amended by section 2 of the Act of 1995) of the Act of 1927 is amended by the substitution of the following subsections for subsection (1):

"(1) Save as otherwise provided by this Act, it shall not be lawful for any person to sell or expose for sale any intoxicating liquor, or to open or keep open any premises for the sale of intoxicating liquor, or to permit any intoxicating liquor to be consumed on licensed premises-

- . (a) at any time on Christmas Day or Good Friday;^[1]
- . (b) on any other day, as specified hereunder, outside the times so specified in respect of it —^[1]
 - (i) Saint Patrick's Day: between 12.30 p.m. and 12.30 a.m. on the following day;
 - (ii) the 23rd December: if it falls on a Sunday, between 10.30 a.m. and 11.30 p.m.;^[1]
 - (iii) Christmas Eve and the eve of Good Friday: between 10.30 a.m. and 11.30 p.m.;^[1]
 - (iv) The eve of any public holiday (other than Christmas Eve):^[1]

(I) if the eve falls on a weekday, between 10.30 a.m. and 12.30 a.m. on the following day, or

(II) if it falls on a Sunday, between 12.30 p.m. and 12.30 a.m. on the following day;

Section 7 -

- (i) any other Sunday (except a Saint Patrick's Day which falls on a

Sunday): between 12.30 p.m. and 11.00 p.m.;

- . (ii) any other Monday, Tuesday, Wednesday or Thursday: between 10.30 a.m. and 11.30 p.m.; and ^[L]_[SEP]
- . (iii) any other Friday or Saturday: between 10.30 a.m. and 12.30 a.m. on the following day. ^[L]_[SEP]

(1A) The hours specified in paragraph (b) of subsection (1) in respect of any day specified in that paragraph are in addition to the period between midnight and 12.30 a.m. on that day where that period is included in the hours so specified in respect of the eve of that day.

(1B) In subsection (1), 'public holiday' has the meaning given to it by the Organisation of Working Time Act, 1997."

The Act of 1927 is amended by the substitution of the following for section 56 (as substituted by section 26 of the Act of 1988 and amended by section 5 of the Act of 1995):

"56-(1) In order that a club may be eligible to be registered under the Registration of Clubs Acts, 1904 to 1999, the rules of the club shall (in addition to the matters mentioned in section 4 of the Registration of Clubs (Ireland) Act, 1904) provide that, subject to the exceptions specified in subsections (2) and (3) of this section, no excisable liquor shall be supplied for consumption on the club premises to any person (other than a member of the club lodging in the club premises) or be consumed on those premises by any person (other than such a member) —

- . (a) at any time on Christmas Day or Good Friday, or ^[L]_[SEP]
- . (b) on any other day, outside the hours specified in respect of that day in ^[L]_[SEP]section 2(1)(b) (as substituted by *section 3 of the Intoxicating Liquor Act, 2000*) of this Act. ^[L]_[SEP]

(2) Nothing in the Registration of Clubs Acts, 1904 to 1999, or contained, by virtue only of the operation of subsection (1) of this section, in the rules of a club registered under those Acts shall operate to prohibit the supplying for consumption on the club premises of excisable liquor to any person or the consumption of excisable liquor on those premises by any person-

- . (a) on Christmas Day, between 12.00 midday and 10.00 p.m., or ^[L]_[SEP]

- . (b) on any other day, for one hour after the expiration of any period in respect ^[L]_[SEP]of that day during which it is lawful for the club, by virtue of subsection (1)(b), to supply any excisable liquor for consumption on the club premises, ^[L]_[SEP]

if in each case the excisable liquor is-

- . (i) ordered by or on behalf of that person at the same time as a substantial meal is so ordered, and ^[L]_[SEP]
- . (ii) consumed by that person during the meal or after the meal has ended. ^[L]_[SEP]

- (3) (a) For the purposes of the Registration of Clubs Acts, 1904 to ^[L]_[SEP]1999, the rules of a club which at the commencement of *section 7 of the Intoxicating Liquor Act, 2000*, is registered under those Acts,

shall, during the transitional period, be deemed to be in conformity with this section.

(b) In this subsection, 'transitional period' means the period beginning at such commencement and ending-

- . (i) when the certificate of registration of the club which is in force two months after that date expires, or ^[L]_[SEP]
- . (ii) when the rules of the club are brought into conformity with this section, ^[L]_[SEP]

whichever first occurs."

Section 23 (1) *Part 2, sections 12, 18, 19 and 22 and section 34A (inserted by section (15) of the Act of 1988 shall apply in relation to a club registered under the Registration of Clubs Acts 1904 to 2003, as if references in those provisions to a licensee and to licensed premises were references to the secretary of such a club and to that club's premises and with any other necessary modifications.*

(2) When considering the grant of an authorisation under section 21 (authorisation for extension of club hours) of the Act of 1924, as amended by section 8 of the Act of 1962, the District Court shall have regard to the terms of any resolution adopted by a local authority under subsection (7) of section 5 (as substituted by *section 11*) of the Act of 1927.

Safety^[L]_[SEP]

61. The Club adopts the Rowing Ireland Safety Code

Expenses^[L]_[SEP]

62. Vouched expenses may be reimbursed to officers and members subject to rules 20 and 21 above.

Building/Development Fund

- 63.** The Club will establish a Building / Capital fund administered by the Committee, within its discretion for the time being.
- 64.** **The Committee will ensure that a sum of money that it determines will be set aside each month. These funds will be designated for use for the development of club buildings and grounds**^[L]_[SEP]
- 65.** **In the event of an emergency as decided and defined by the Committee in place at the relevant time, these accumulated funds may be used to deal with same.**^[L]_[SEP]

Winding Up

66. If in the event of the winding up of the Club there remains any property after payment of all liabilities the same shall not be paid or transferred to the members. Instead such a property shall be transferred to some other institution or institutions having objects similar to the Club. The members shall determine the institution or institutions for this purpose and in the event of no such determination the property shall be transferred to a charitable body.

We the several persons whose names and addresses are subscribed, wish to be formed in a company in pursuance of this constitution.

Names	Addresses	Descriptions of Subscribers
		Director (President)
		Director (Chair)
		Director (Captain)
		Director (Treasurer)
		Director (Secretary)
		Director (Membership Sec)

As appropriate:

Signature in writing of the above subscribers, attested by witness as provided for below:
or authentication in the manner referred to in Section 888.

Dated the day of 20 Witness to the above signatures:

Name:

Address: