

Malahide Chamber of Commerce Constitution

Rules

1. Name

- 1.1 The Name of the Association is the "Malahide Chamber of Commerce"
- 1.2 The Malahide Chamber of Commerce is the successor of the Malahide Chamber of Commerce Ltd. Any assets or liabilities of that Company remaining have been taken over by the Association.

2. Location

- 2.1 The office of the Chamber shall be located at Malahide.

3. Interpretation

- 3.1 In the event of any question arising as to the interpretation or application of these Rules, the Committee shall decide the matter, subject to an appeal for a final decision to a general meeting of the Chamber.

4. Definitions

- 4.1 In this Constitution unless the context otherwise requires:-
 - (a) "Committee" means the Committee of the Chamber for the time being duly constituted as such in accordance with Rule 9;
 - (b) "Chamber" means Malahide Chamber of Commerce;
 - (c) "Member" means a Member of the Chamber who has paid the agreed subscription in the current financial year;
 - (d) "Officers" means President, Vice President, Honorary Secretary and Honorary Treasurer of the Chamber;
 - (e) "Rule" means rules of this Constitution.
- 4.2 Number & Gender
In these Rules, unless the context otherwise requires, the singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.

5. Objects

The objects of the Chamber shall be:

- (a) To effectively represent the commercial, industrial and professional community of Malahide in its broadest sense and to promote the economic, tourist, retail, cultural, community and environmental development of the district;
- (b) To take an active interest in all matters of the moment affecting Malahide with the view to improving, promoting and protecting the interests of Members;
- (c) To undertake an educational role to promote to Members of the Chamber and to the Community, the need to strive for excellence in all commercial undertakings;
- (d) To promote within the community the ideals of hard work and achievement;
- (e) To aid the Community in the development of a commercial environment in which entrepreneurship can flourish;
- (f) To establish a rapport with civic, business, ethnic and other sectors of the Community and be recognised as representing and presenting the view of commerce to the Community;
- (g) To assist in the promotion of trade and to keep Members informed of trade opportunities;
- (h) To keep Members informed on important matters affecting trade, commerce and industry, retail and tourism;
- (i) To promote support or oppose legislative or other measures affecting trade, commerce, transport, manufactures, industries and tourism.

6. Membership

Membership is open to any persons, companies, partnerships carrying on a business, trade or profession in Malahide.

- 6.1 Any persons, companies, partnerships carrying on a business, trade or profession in Malahide may become a Member by paying the Subscription fee as agreed by the Committee. Membership shall expire at the end of each financial year. It shall be renewed on payment of the subscription fee for the subsequent year. Only a Member may vote at a General Meeting of the Chamber.
- 6.2 The Committee shall have the power to elect annually Associate Members who are persons engaged in a business or profession outside the Malahide area. This membership to be reviewed annually. Associate Members shall be entitled to attend at all General Meetings but may not vote there nor hold any office in the Chamber. An Associate Member must pay the annual subscription at the same rates as a Member.
- 6.3 **Honorary Membership**
The Committee may elect to Honorary Membership of the Chamber persons distinguished in public affairs, commerce, education, finance, consular officials or any person that the Committee considers desirable to admit to Honorary Membership. Honorary Members are not entitled to vote at meetings.
- 6.4 The Honorary Treasurer shall maintain a register of all businesses who have become Members; any change in contact details should be sent to the Honorary Treasurer.

7. Termination of Membership

If any member of the Chamber or Director or partner in a firm which is a member of the Chamber shall be convicted of an indictable offence or adjudged a bankrupt or make a composition or arrangement with his creditors under the provisions of any statute or if any company which is a member shall enter in liquidation whether compulsory or voluntary (save for the purpose or reconstruction) such member, firm or company shall thereupon have their membership suspended pending a decision of the Committee to either terminate or reinstate membership. If any member acts in a manner detrimental to the interests of the Chamber, the membership of such member may be suspended or terminated by a resolution carried by a majority of two-thirds of the votes recorded in respect of same at a General or Extraordinary General meeting.

8. Subscription

- 8.1 The committee will agree an annual contribution at suggested rates and upon payment of same the persons, companies, partnerships carrying on a business, trade or profession in Malahide shall be deemed Members.
- 8.2 The annual subscription shall be payable in the first quarter of each financial year, provided that where a member joins after the first quarter in any year, the Committee may reduce pro-rata the subscription payable for the remainder of the current financial year, but in no case shall the subscription be less than one half of the annual subscription.
- 8.3 In determining the annual subscription, the Committee may prescribe different rates for different classes of Members or any other basis of differentiation that the Committee decides or these rules may require.

9. Committee

Apart from any determinations made by a General Meeting of Members, the policy of the Chamber is to be determined by the Committee. The Committee will also deal with the management of the business and finances of the Chamber and with other matters provided for by this Constitution.

9.1 Composition of the Committee

The Committee will consist of:

- (a) the President;
- (c) the Vice President;
- (d) the Honorary Treasurer;
- (g) the Honorary Secretary
- (h) a minimum of three and maximum of six additional Members

all of whom, will be elected at the Annual General Meeting of the Chamber.

All Members of the Committee must hold office until their successors are appointed but the elected positions must be declared vacant immediately prior to the Annual General Meeting.

9.2 Vacancies on the Committee

A position on the Committee will be deemed vacant if a Member:

- (a) Resigns their Membership of the Committee by notice in writing sent to the President;
- (b) Fails to attend 6 consecutive meetings of the Committee of which they have had due notice unless they have been granted leave of absence by a resolution of the Committee;
- (c) Is removed from office at a Special General Meeting of Members of the Chamber;
- (d) Dies, or departs for more than 6 months from the Republic of Ireland.

9.3 In the event of a death, disqualification, or resignation of the President, the Committee will elect, either the Vice President to be President or if the Vice President is not prepared to act, then any member of the Committee.

9.3 In the event of a death, disqualification, or resignation of any other member of the Committee, they may be replaced by another Committee member following a vote of the Committee.

9.4 In the event of the membership of the Committee falling below the minimum of seven members, then the Committee may co-opt up to two more members to the Committee to act as full Committee members until the next General meeting. If there is still a shortfall in the required number of members, then the process for convening an Extraordinary General meeting shall start with the purpose of appointing the required number of members to the Committee.

10. Election of the Committee

The Committee shall be elected by a simple majority ballot at the Annual General Meeting. The Committee shall hold office until the next Annual General meeting when they shall retire but shall be eligible for re-election.

11. Procedures at General Meetings

A General Meeting of the Chamber may be called once a year and from time to time as the Committee thinks necessary.

11.1 Annual General Meeting

The Annual General Meeting of the Chamber is to be held not later than 3 months following the end of the financial year. The following reports shall be presented to Members attending the meeting;

- a) Receiving and if thought fit, adopting the Minutes of the previous Annual General meeting or Extraordinary General meeting that has been held during the year;
- b) Receiving The President's Annual Report on the work of the Committee;
- c) Receiving the statement of accounts and Honorary Treasurer's report for the year duly audited by the Auditors for the time being;
- d) The election of office bearers and Committee for the ensuing year;

- e) The appointment of a firm of auditors of the Chamber; and
- f) Dealing with any other business of which it has been given notice of at least 14 days before the meeting.

11.3 Notice of General Meetings

A notice of meetings of the Chamber must state the business of the meeting, and notice must be given at least 14 days prior to the meeting, to all Members entitled to attend a general meeting.

11.4 Quorum for a General Meeting

No business shall be transacted at a general meeting of the Chamber unless a quorum is present. A quorum shall be ten members or 10% of the membership, whichever is greater.

11.5 Chair

The President or in their absence, a Vice President will be the Chair of all general meetings or in their absence the meeting will elect the Chair of that meeting.

11.6 Voting

Only a person nominated by Member and present may vote. Voting at all General and Special Meetings will be done by a show of hands. But a proposer and seconder or any two Members may request a vote to be recorded by ballot of the Chamber.

11.7 Decisions

Except where otherwise required by this Constitution, decisions of the Chamber at a General Meeting will be passed by a majority of Members present and voting. In the event of an equality of votes, the Chair of a meeting will have a casting vote as well as a deliberate vote.

11.8 Extraordinary General Meetings

A General Meeting of the Chamber other than an Annual General Meeting shall be an Extraordinary General Meeting.

The Committee may whenever it deems appropriate, and the President will upon requisition of 10% of members of the Chamber, convene an Extraordinary General meeting of the Chamber. The requisition must:

- (a) be in writing;
- (b) state the objects for which the meeting is being called; and
- (c) notice must be given by circular to all Members of the Chamber entitled to attend at least 21 days prior to the meeting.
- (d) only the business for which the meeting is convened may be transacted.
- (e) the rules and procedures for the meeting that be those of General meetings.
- (f) Meeting shall then be convened by the Honorary Secretary, for a date not less than twenty-one days and not more than twenty-eight days after lodgement of the requisition.

12. Notices

Any notice given under these Rules is deemed to be duly given if:

- (a) it is handed to the person to whom the notice is to be given personally; or
- (b) it is left at the address appearing in the Chamber's Register of Members; or
- (c) it is posted to the Member in a prepaid envelope addressed to that member; or
- (d) it is sent to the email address appearing in the Chamber's Register of Members.

13. Alteration of Constitution

This Constitution may at any time be altered in a manner resolved by a 75% of Members present and voting at the Annual General Meeting or at an Extraordinary General Meeting of the Chamber convened for that purpose. The intention to propose an amendment and full details thereof shall be included in the Notice convening the Meeting.

14. Elections

- 14.1 Elections for President, Vice President, Honorary Secretary, Honorary Treasurer and Committee Members will take place at the Annual General Meeting of the Chamber.
- 14.2 A candidate for election must be a Member.
- 14.3 A candidate for election must be nominated in writing by one Member of the Chamber and seconded by another. The nomination papers must contain the candidate's signed consent to the nomination and be lodged with the President of the Chamber at least seven days before the day of the election.
- 14.4 If the number of candidates is equal to the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.
- 14.5 If the required number of nominations are not received seven days before the meeting, nominations will be accepted at the Annual General Meeting.
- 14.6 If the number of candidates is less than the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected. As soon as it is convenient after the meeting, the Committee in office at the time will fill the remaining vacancy or vacancies pursuant to the power vested in them by Rule 9.4.
- 14.7 If the number of candidates nominated exceeds the number of vacancies to be filled, an election by ballot will be conducted.
- 14.8 Any candidate may withdraw their nomination any time by notifying the Committee in writing.
- 14.9 To be eligible to become the President, or Vice President a person must have been a Member of the Chamber for at least 3 months prior to the Annual General Meeting at which the election takes place.

15. President

- 15.1 Subject to 15.2, a person cannot hold the office of President for more than two successive years. After a two year term, the President must retire from office and will not be eligible for re-election as President for one year;
- 15.2 Members may resolve by a resolution passed by a two third majority of members present at a general meeting, that the same person can (subject to re-election) hold office as President for a further one successive year.

16. Procedures of Committee meetings

16.1 Monthly and Special meetings

The Committee will, unless otherwise determined by the Chamber in a General meeting, meet once every month, but a period of not more than two months shall elapse between meetings. Special meetings of the Committee may be convened by the President or a Vice President, or by any other six Members of the Committee.

16.2 Notice of Meeting

Notice of a meeting of the Committee, stating the business of the meeting must be given by the Honorary Secretary to each Member of the Committee at least three days prior to the meeting or by way of a fixed schedule of meetings.

16.3 Chair of Meetings

The President, or in their absence, a Vice President, shall be the Chair of all meetings of the Committee, or in their absence, the Committee may elect a Member to chair the meeting.

16.4 Quorum

No business will be transacted at any Committee meeting unless a quorum of Committee members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Committee, five Members of the Committee constitutes a quorum.

16.4 Decisions of the Committee shall be reached by a simple majority vote. All Members of the Committee shall have a vote including the President and in the event of a tie the President shall have the casting vote.

17. Duties of Committee Members

17.1 The President shall preside at the General Meetings of the Chamber and at all Meetings of the Committee. He shall be responsible for the orderly conduct of the Meetings.

17.2 The Vice-President, in the absence of the President, shall have the same duties as the President

17.3 The Honorary Secretary shall, subject to the instructions of the Committee, be responsible for the correspondence of the Chamber, the issuing of notices to Members and for such other duties as the Committee shall from time to time determine. He or she shall be responsible for the proper and accurate recording of the Minutes of all General and Committee meetings.

- 17.4 The Honorary Treasurer shall;
- a) Keep a proper account of the Receipts, Payments and Financial Affairs of the Chamber
 - b) Receive all monies which from time to time may be payable to the Chamber and pay and discharge all debts and liabilities of the Chamber.
 - c) Lodge all monies to an Account in the name of the Chamber, at such Bank or Banks as the Committee shall from time to time direct, except that he may retain an amount not exceeding €150 as Petty Cash.
 - d) Furnish to the Auditor a Financial Statement for the year, with all relevant Books of Account, and Receipts for payment.
- 17.5 The Honorary Treasurer shall place before each Annual General Meeting a balance sheet and an Income and Expenditure loss account for the financial year ended, both duly audited.

18. Powers of the Committee

- 18.1 The Committee is empowered to do all things required for the management of the Chamber and for the furtherance of the Chamber's objects, except those things, which, according to this Constitution must be done by the Chamber in General Meetings.
- 18.2 All decisions of the Committee may be agreed by a simple majority of those present. In the case of a tie, the President shall have the casting vote.
- 18.3 The Committee may enter into contracts on behalf of the Chamber that it deems advisable and at all times may dispose of funds of the Chamber that it deems to be in the best interest of and for carrying out the objects of the Chamber.
- 18.4 The Committee may refer questions of general importance to the Members of the General Meeting.
- 18.5 To purchase, take on lease or in exchange, hire, or otherwise acquire for the purpose of the Chamber any real or personal property;
- 18.6 To construct, remove, rebuild, alter, repair, improve and maintain any building for the purposes of the Chamber or otherwise;
- 18.7 To let any part or parts of any land or buildings in such manner as may be deemed expedient;
- 18.8 To raise money from Members for the purposes of the Chamber
- 18.9 To conduct bank accounts that are deemed necessary by the Chamber;
- 18.10 To invest the moneys of the Chamber in such securities as may from time to time be necessary or convenient;
- 18.11 To sell, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber;
- 18.12 To amalgamate, affiliate or co-operate with any institution, society or association having objects similar to those of the Chamber;
- 18.13 To subscribe money for charitable or benevolent objects or for any public, general or useful objects;
- 18.14 To engage professional assistance of any kind and remunerate any person for services rendered or to be rendered in or about the formation, reconstruction or promotion of the Chamber or the conduct of its affairs;

- 18.15 To print and publish electronically or non-electronically, all or any of newspapers, periodicals, pamphlets, circulars, bulletins, web pages or newsletters. To use or cause to be used, any form of media, radio or television, e-mail, or facsimile to promote to the community or to Members any of the objects of the Chamber;
- 18.16 To Maintain a register of all business eligible for Membership and make such list available to Members except in respect of email addresses which may only be used by the Chamber itself.
- 18.17 To promote, undertake and carry on research and every type of investigation with respect to industrial, commercial, economic, fiscal, social, education, legal, environmental or any other matters thought necessary or desirable in the promotion of the objects of the Chamber;
- 18.18 To enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber;
- 18.19 To obtain from any such Government or Authority any rights, privileges, grants and concessions which the Chamber may think it desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions;
- 18.20 To do all such other things in pursuit of the objects of the Chamber as may be deemed necessary or desirable.

19. Financial Affairs.

- 19.1 The Financial year of the Chamber shall be deemed to commence on the 1st day of January and to end on 31st day of December of the same calendar year.
- 19.2 The finances of the Chamber shall be subject to the control and direction of the Committee and they shall cause to be kept full and proper accounts of the sum of money received and expended by the Chamber and the matter in respect of which such receipts and expenditure take place and of all property credits and liabilities of the Chamber and shall prepare and submit to the Annual General Meeting a Statement of Accounts and Balance Sheet of the Chamber for the previous year which has been audited by the Auditor.
- 19.3 The Committee will prepare and approve the annual budget.
- 19.4 All cheques, withdrawal vouchers, or other orders for payment drawn on the Chamber's Bank Accounts shall be signed by any two of the following: President, Vice-President, Honorary Treasurer, Honorary Secretary and one other Committee Member
- 19.5 The Committee may borrow or incur liabilities on behalf of and in the name of the Chamber up to a sum or sums not exceeding €5,000 Euros in all. Borrowing in excess of €5,000 Euros shall not be made without the prior approval of the Chamber in general Meeting. such approval shall require a two -thirds majority of the Members present and voting. The Committee will be personally liable for any borrowing or liabilities in excess of €5,000 Euros not approved by a General Meeting in the above manner.
- 19.6 Any expense or capital expenditure outside the budget must be approved by the Committee.
- 19.7 The Committee will be responsible for keeping a correct and up to date accounting record with full details of all receipts and expenditure connected with the work of the Chamber.

- 19.8 The Honorary Treasurer will present to each meeting of the Committee, a true and correct financial statement.
- 19.9 The financial statement, or summary of the financial statement, will form a part of the minutes of the meeting at which it is presented.
- 19.10 The accounts of the Chamber may be published from time to time as the Committee determines or otherwise made available to Members.
- 19.11 The Audited Financial Statements shall be considered by the Committee prior to its submission to the Annual General Meeting.

20. Special Committees

Committees may be appointed by the Committee in connection with any of the matters in which the Chamber is interested. Such Committees shall be known as Special Committees. The President, Vice- President and the Honorary Secretary of the Chamber shall be ex-officio members of all Special Committees with full voting powers.

- 20.1 Unless and until acts, orders or resolutions of a Special Committee are ratified by the main Committee they shall have no force.
- 20.2 The Committee shall appoint the Chairperson of the Special Committee who may or may not be a Member of the Chamber.
- 20.3 The Special Committee shall consist of no more than six Special Committee members, not including the Chamber President, Vice-president and Honorary Secretary, who may be appointed by the Chairperson of the Special Committee in agreement with the Committee of the Chamber.
- 20.4 No Special Committee may operate a Bank account, although the Committee may open a Bank account for the purposes of the Special Committee. Any such account must have as authorised signatories the same persons nominated to act in this manner in section 19.4.
- 20.5 A quorum shall be four members of the Special Committee
- 20.6 Decisions of the Special Committee shall be reached by a simple majority vote. All Members of the Special Committee shall have a vote including the President and in the event of a tie the President shall have the casting vote.
- 20.7 The Committee will form a 'Tidy Town' committee as a Special Committee each year with the purpose of supporting the town's entry into the national Tidy Town competition. In the absence of another properly constituted entity, independent of the Chamber, willing and able to undertake this task, this Special Committee may undertake to enter the competition and carry out what tasks it deems appropriate to the successful outcome of this entry. This Special Committee shall operate under the rules of Special Committee's.
- 20.8 The Committee will form a 'Malahide Online' Special Committee each year with the purpose of supporting the community website which operates the domain name www.malahide.ie. This Special Committee's objective is to supervise, organise and fund the on-going development of the www.malahide.ie website and any associated social media or activities related to the normal operation of the website. The Special Committee shall normally appoint each year or change as necessary a person to act as Webmaster for the website and agree an operational plan. The ethos of the website www.malahide.ie is to act as a central information resource for the people,

community organisations and businesses of Malahide. The site shall represent all parts of the community in a fair and reasonable manner. The website will not be involved in any campaigns or causes but may promote those of other community organisations. The site is non-commercial but may seek sponsorship from within the community and acknowledge same on the website but not in a form that could be deemed as advertising. Interpretation of these guidelines and dispute resolution will be decided upon by the Special Committee properly convened for the purpose. The Committee membership shall comprise, in addition to the Chamber representation provided under the Special Committee's section, of one representative nominated from each of the following organisations: Malahide Community Forum, Malahide Tidy Towns, Malahide Historical Society and Fingal County Council. This Special Committee shall operate under the rules of Special Committees.

21. Audit

The auditor must audit the accounts of the Chamber once a year and is entitled to full and free access to all accounts, records, documents and papers of the Chamber relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by the Chamber. Before the Annual General Meeting the Auditor will examine the accounts and records of the Chamber for the previous financial year and report on whether the accounts and records give a true and fair picture of the financial affairs of the Chamber, and on any other matters arising out of the records that the Auditor considers should be reported to the Members.

22. Appointment of Auditor

The Chamber will, at each Annual General Meeting, appoint an Auditor for a period of one year. The Auditor shall not be a Member of the Committee. The Auditor will be eligible for reappointment by the Chamber and the Chamber has the power to fill any temporary vacancy in the office of Auditor.

23. Ownership

All property of whatever kind belonging to the Chamber will be vested in it. The Chamber will have custody of all deeds and documents of title relating to the property.

24. Income and Property

The income and property of the Chamber will be applied solely towards the promotion of the objects of the Chamber. No portion of the income or property will be paid, transferred or distributed directly, or indirectly to the Members of the Chamber by way of dividend, bonus, or otherwise by way of pecuniary profits to the Members.

Payments made in good faith of remuneration to any officers or employees of the Chamber or to any person in return for services rendered to the Chamber, are not affected by this rule.

25. Minutes

- 25.1 The Committee shall cause Proper minutes must be kept of all proceedings of general meetings and meetings of the Committee; all appointments of officers; the names of Members present at each Meeting of the Committee and General Meetings; all resolutions and proceedings of General Meetings and Committee Meetings;
- 25.2 Any such Minutes of any Meetings of the Committee, General meetings or of any special Committee or of the Chamber if purporting to be signed by the Chairman of such Meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

Dissolution

- 26.1 The Chamber shall not be dissolved except with the consent of three quarters of the Members present and voting at a Special General Meeting convened for that purpose. On the dissolution of the Chamber, the Assets of the Chamber shall be applied first in the discharge of its Debts and Liabilities. Any surplus then remaining shall not be divisible among the Members but shall be disposed to a registered Charity.
- 26.2 Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Chamber and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one hundred euros.

27. Custody of Books, records etc.

Except as otherwise provided by these Rules, the President shall keep in his or her custody or under his or her control all records, books and other documents relating to the Chamber.

These are the Rules of the Malahide Chamber of Commerce as adopted at an Annual General Meeting of the Association on 30th March 2009.

Al Ryan
President

Cathy Dunne
Honorary Secretary

Date: 8th May 2012