



DOUGLAS TIDY TOWNS CONSTITUTION

This constitution replaces the Rules for Douglas Tidy Towns Committee signed by the members on 10 March 2009.

1. Name of the organisation

The name of the organisation is **Douglas Tidy Towns**.

2. Main Objective

The main objective of the organisation is to work with the local community to enhance, develop and maintain our environment, to include both natural and built heritage.

3. Subsidiary Objectives

To achieve our main objective, we will have the following supplementary objectives:

- Operate as a separate organisation but under the umbrella of Douglas Community Association
- Participate in the National Tidy Towns competition, focusing our efforts in the following key categories:
 - ◆ Community - Your Planning & Involvement
 - ◆ Streetscapes & Public Places
 - ◆ Green Spaces & Landscaping
 - ◆ Nature & Biodiversity in your Locality
 - ◆ Sustainability - Doing more with less
 - ◆ Tidiness & Litter Control
 - ◆ Residential Streets & Housing Areas
 - ◆ Approach Roads, Streets & Lanes
- Make Douglas a better place to live, work and visit; creating a 'sense of place' for those living in the area.
- Develop a community spirit in Douglas and the promotion of an environment of good neighbourliness
- Work with Cork City Council to help promote the ethos and development aims of the organisation
- Adhere where possible and practical to sustainable environmental practices and work towards the UN's 2030 Agenda for Sustainable Development "Transforming our World" and the 17 Sustainable Development Goals (SDGs)
- Ensure that Douglas Tidy Towns is accessible and inclusive, as far as is reasonably practicable to anyone who wishes to participate and further the stated aims of the organisation in accordance with this Constitution.

4. Powers

In order to promote our objective, we may exercise the following powers:

- Raise funds
- Apply for grant aid
- Enter into contracts.

5. Rules

Membership

The membership shall be open to all who live, work or have a special interest in the Douglas area and wish to contribute to the objectives set out above and share in the values of the organisation.

Each prospective member must complete a membership application form (which is issued and maintained in compliance with the General Data Protection Regulations (“GDPR”).

All members must be over 18 years of age. Minors (under the age of 18) will not have membership of Douglas Tidy Towns but may participate in our activities in accordance with our Child Protection Policy.

Elected Public representatives may become members of the organisation and Douglas Tidy Towns welcomes their involvement and interest. However, such elected Public Representatives may not offer to be and cannot be elected as officers of the organisation, so as to ensure that no unfair advantage may be gained, or the perception of any unfair advantage may be raised, as against other elected Public Representatives who have not been so elected. They may be ex-officio members of the Committee.

Any person wishing to become a member shall attend a meeting of the organisation and become actively involved with the organisation for a period of six months, and if the organisation is then satisfied, such person may apply in writing or orally for membership of the organisation, and shall be proposed and seconded by members in good standing at the next members meeting, or at such adjourned meetings as may be appropriate, and if the person is approved for membership by a majority of those present and voting, the person shall be deemed to be a full member.

Members are entitled to vote as soon as their membership has been approved.

Organisations, as opposed to individuals, can only become non-voting associate members and trustees need to approve all applications for organisational membership. Requests for organisations to become voting associate members must be approved at a general meeting.

A member can have their membership taken away should they act in a way as to be contrary to the objectives of the organisation. Such removal of membership must be proposed and seconded by members in good standing at the next regular members meeting and if the proposal is approved by a majority of those present and voting, the membership will be removed.

The organisation shall maintain a register of its members.

General Meetings of Members

A minimum of three Members Meetings will be held each calendar year.

A quorum shall be set of four members attending at any meeting and in the absence of a quorum, the meeting shall stand adjourned to a date and time set by the meeting and if at such time there is again no quorum, such members as shall attend, shall constitute a quorum. Members Meetings may be tied to an action event or training.

Once every year an Annual General Meeting (“AGM”) shall be held of which at least 21 days’ notice shall be given in writing by either email, WhatsApp or Text to each member. The maximum length that may elapse between one AGM and the next is 15 months. In order for the AGM to proceed, half of all registered members plus one should be in attendance.

The quorum for passing decisions is by majority vote of those in attendance at the meeting. In the event of a proposal to change this constitution, such decision must be passed by 75% of those in attendance and with voting rights. All members on the register of members have one voting right each. No postal or proxy votes are allowed.

Governing Body

The governing body of trustees known as the Committee shall be elected at the AGM or co-opted at a full members meeting. The following officers will be elected:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer
- Communications Officer
- Technology Officer
- Schools Officer
- Ex Officio Committee Members (who may take on a general role or a specific role as the AGM decides)

Each officer shall be elected by open ballot by show of hands having been proposed and seconded by any registered member.

A minimum of 9 Committee Meetings will be held each calendar year.

A quorum shall be set of four Committee Members attending at any meeting and in the absence of a quorum, the meeting shall stand adjourned to a date and time set by the meeting and if at such time there is again no quorum, such members as shall attend, shall constitute a quorum.

The Chairperson shall chair all meetings of the organisation (Members Meetings, Committee Meetings, AGMs and any Extraordinary General Meetings (“EGM”). If the Chairperson is absent, the Vice Chairperson shall chair all meetings, and in the absence of both of those present, the Meeting Chairperson will be chosen by majority vote of those present.

At all meetings the Chairperson for the time being shall have a casting vote save in the vote of Election of Chairperson at the AGM at which officers are elected.

The quorum for passing decisions is by majority vote of those in attendance at the meeting. Each Committee Member shall have one voting right each.

If a Committee Member steps down during the year, the governing body is entitled to fill the position on an interim basis until the next AGM.

A Committee Member can be removed from the Committee should they act in a way as to be contrary to the objectives of the organisation. Such removal of committee membership must be proposed and seconded by members in good standing at the next regular members meeting and if the proposal is approved by a majority of those present and voting, the person will be removed from the Committee.

The Committee shall have the power to appoint such sub-committees as it deems appropriate and may co-opt non-members with special and appropriate knowledge, skill or experience to serve on such sub-committees.

The five main areas of responsibility for trustees or Committee Members align with the five Governance Code principles:

- Principle 1 Leading the organisation
- Principle 2 Exercising control over the organisation
- Principle 3 Being transparent and accountable
- Principle 4 Working effectively
- Principle 5 Behaving with integrity.

Trustees or Committee Members must always act in the best interests of the organisation, following all relevant laws and regulations.

6. Income and property

The income and property of the organisation shall be applied solely towards the promotion of main objective as set forth in this constitution. No portion of the organisation's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the organisation.

No member 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:

- Reasonable and proper remuneration to any member or service provider of the organisation (not being a trustee for any services rendered to the organisation, that have been agreed in advance by majority vote of the Committee)
- 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
- Reasonable and proper rent for demised premises and let by any member of the organisation (including any trustee) to the organisation
- Reasonable and proper out-of-pocket expenses incurred by any trustee or member in connection with their attendance to any matter affecting the organisation that have been agreed in advance by majority vote of the Committee.

The organisation shall arrange to keep proper books and records of the organisation; shall keep minutes of all meetings; maintain public liability insurance for the organisation; maintain a bank account and undertake all administrative functions. The organisation may set up a bank account for the receipt of donations and grant and the payment of properly approved invoices. A minimum of two signatories is required on all payments from:

- The Chairperson
- The Secretary
- The Treasurer.

The organisation shall obtain appropriate Public Liability Insurance on an annual basis. Members should however, note that they undertake all volunteer activities at their own risk and that they have a duty of care to themselves, other volunteers and the general public at all times.

7. Additions, alterations or amendments

This constitution may be amended by the Organisation. Any proposal for amendment must be proposed in writing and seconded by members in good standing. It will then be considered at an EGM of which at least 14 days' notice be given in writing by either email, WhatsApp or Text to each member. If approved by 75% of those present and voting, the constitution will be amended accordingly and adopted as the new constitution of the organisation.

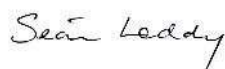
If the organisation registers with the Charities Regulator, it must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the governing instrument of the organisation which requires the prior approval of the Charities Regulator, advance 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.

8. Winding up

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 objectives similar to the main objectives 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 organisation 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.

This constitution was approved at the Annual General Meeting of Douglas Tidy Towns held on 6 January 2024

Signed:



Signed:



Chairperson
(Douglas Tidy Towns)

Seán Leddy

Secretary
(Douglas Tidy Towns)

Maureen Lancaster

Date:

6 January 2024

Date:

6 January 2024