

## **1. NAME AND OBJECTIVES**

- 1.1 The name of the Association shall be Oughterard Business Association
- 1.2 The Association shall be affiliated to Galway Chamber of Commerce (tbc)
- 1.3 The objects of the association are as follows: -
  - i. To promote the orderly development of the town of Oughterard and its neighborhood and the surrounding area.
  - ii. To protect and further the interest of the business community of the town.
  - iii. To promote local, commercial and industrial development and the provision and improvement of facilities.
  - iv. To assist, incorporate and liaise with the local and national authorities and other local and public bodies for the benefit of the community.
  - v. To increase the attractiveness of the town for consumers and investors to the area.
  - vi. The association shall be non sectarian and non party political.
  - vii. To foster links and encourage interaction between members on a social, cultural and commercial basis.
- 1.4 The Oughterard Business Association is an association in name only.

## **2. MANAGEMENT COMMITTEE**

### **2.1 *Description***

The Management Committee is the body elected by the Ordinary Members convened at an AGM. It is charged with responsibility for the Management and affairs of the Association and has its rights and duties set out in these rules. The affairs of the Association, in all matters not in these rules reserved for the Association in General Meeting, shall be managed by the Management Committee.

## **2.2. *Membership of the Management Committee***

- 2.2.1 Membership of the Management Committee shall consist of the following: - Chairperson, Vice Chairperson, Secretary, Vice Secretary, Treasurer, Vice Treasurer and [five] members.
- 2.2.2 Officers of the Association shall consist of the Chairperson, Secretary and Treasurer.
- 2.2.3 The Secretary shall conduct the correspondence of the Association. The Secretary shall keep full and correct minutes of the proceedings of the Management Committee and of all General Meetings. The Secretary may delegate some of his or her functions to a Vice Secretary.
- 2.2.4 Officers may be re-elected yearly for a maximum term of 3 years consecutively. Management Committee Members may be re-elected yearly for a maximum term of 5 years.

## **3.0 *Election Procedure***

- Chairperson, Vice Chairperson, Secretary, Vice Secretary, Treasurer, Vice Treasurer and [five] members shall be elected at the Annual General Meeting.
- 3.0.1 Eligibility of members seeking election either as officers or members of the Management Committee shall be restricted to Ordinary Members as defined in the Rule 5.1.
  - 3.0.2 To be eligible to become an Officer, a candidate must be an Ordinary member of the Association for at least two years.
  - 3.0.3 Nominations for Officers and Committee accompanied by a declaration of the nominee's consent to be made on the night of the annual general meeting.
  - 3.0.4 All candidates for the Committee shall be proposed and seconded by Ordinary Members and elected by ballot. In the event that there are more candidates for Committee than there are vacancies a secret ballot shall be held at the Annual General Meeting by the Chairperson. If insufficient nominations are received, the Committee elected, shall at its first meeting, co-opt members to fill the vacancies.

- 3.0.5 Officers and Members of the Committee must retire annually but shall be eligible for re-election without nomination. At least one previous Committee member must remain on the Committee for the following year.
- 3.0.6 Any Officer may vacate his or her office by resigning or by ceasing to be a member of the Association or by the action of the Annual or Special General Meeting of the Association. The Committee must, however, fill any such vacancy as soon as possible. The person appointed shall hold office until the next Annual General Meeting. Should a member of the Committee resign during his or her period of office, the Committee may operate notwithstanding that there be such a vacancy or vacancies.

### **3.1 *Meetings of the Management Committee***

- 3.1.1 The Management Committee shall meet on at least twelve occasions in the year at intervals of not more than six weeks and five members therefore shall form a quorum. The Chairperson shall preside at all meetings of the Committee, in the absence of the Chairperson, the Vice Chairperson shall preside, if the Vice Chairperson is absent then the Committee shall elect a Chairperson for that meeting. The Chairperson / (Chairperson of the meeting) shall have a casting vote in addition to his/her own vote and his/her decision on a Point of Order shall be final.

## **4. RIGHTS AND DUTIES OF THE MANAGEMENT COMMITTEE**

- 4.1 The Management Committee shall be empowered to make, amend and/or rescind Bye-Laws as the need arises for the general regulation of the Association. Bye-Laws can be amended or set aside by a majority vote at a General or Annual General Meeting.
- 4.2 The Management Committee shall be empowered to create Sub Committee as and when required. Such Sub Committee shall be given terms of reference by the

- Management Committee. The Chairperson of any such Sub Committee shall be an elected member of the Management Committee. All Sub Committees shall keep minutes of their meetings, which shall be available to the Management Committee if required.
- 4.3 The Management Committee shall be responsible for formulating Association policy on the future development and direction of the Association in all its activities and for putting forward proposals in relation thereto for the approval of the members.
- 4.4 The Management Committee shall ensure that all goods, supplies and services shall be purchased or otherwise acquired in accordance with procedures and conditions and within the limits laid down from time to time by the Management Committee. In the case of emergency, however, an expenditure not exceeding €500.00 may be approved provisionally by any two Officers.
- 4.5 The Management Committee shall have no power to enter into any contract whereby the members are personally responsible for the performance thereof. If the Associations assets are insufficient to honour the terms of the contract with a supplier or provider of services, the members shall have no personal liability in respect thereof.
- 4.6 The Management Committee shall be responsible for maintaining a marketing policy and plan for the Association's fund raising and other activities and be proactive in promoting the Association in its various endeavours.

## **5. MEMBERSHIP**

- 5.0 The following shall constitute the membership of the Association.
- 5.1 Ordinary Members: These may consist of any Public company, limited company, Sole Trader or Self Employed person residing within the Oughterard area and do not need to be sponsored. They are entitled to the use of the Associations facilities in accordance with these Rules. They shall have the right to attend and vote at all General Meetings of the Association. A new member will only be entitled to vote after a period of six months has elapsed from the time his or her first membership

- fee is paid. They may propose new members and nominate and be nominated for office subject to any condition imposed by these Rules.
- 5.2 Honorary Members: Those only who have rendered exceptional service to the Association, or whose distinguished or influential position or public service would render their membership an asset to the Association, shall be elected for life or any defined period.
- 5.3 External Members: These may consist of any Public company, limited company, Sole Trader or Self Employed person residing outside the Oughterard Area.(geographical boundaries to be determined) They may become a member provided they have been sponsored by at least 2 officers. They are entitled to the use of the Associations facilities in accordance with these Rules. They shall have the right to attend and vote at all General Meetings of the Association. A new member will only be entitled to vote after a period of six months has elapsed from the time his or her first membership fee is paid. They may propose new members and nominate and be nominated for office subject to any condition imposed by these Rules.
- 5.4 AGM meetings are open to member and non members alike but only Ordinary, External & Honorary Members shall have the right to vote [A new Member will only be entitled to vote after a period of six months has elapsed from the time his or her first membership is paid.]
- 5.5 A member shall cease to be a member: -
- If he or she gives written notice to the Secretary.
  - If his or her membership is not paid by the 7th April of the year.

## **6. ANNUAL MEMBERSHIP FEE & LEVIES**

- 6.1 Membership fees will be determined from time to time by the Annual General Meeting or by the Management Committee following recommendations by the Finance Committee.

- 6.2 Memberships shall be determined from time to time by the Annual General Meeting or Special General Meeting only by recommendation of the finance Committee and shall become due on the 3<sup>rd</sup> week January each year.
- 6.3 Additional Charges (levies) may be determined from time to time by the Annual General Meeting or Special General Meeting [or, by Management Committee] and shall become due as determined by the Annual General or Special General Meeting or Management Committee..
- 6.4 Membership will be free after the age of 65. Only after 10 years continuous membership.
- 6.5 All memberships are payable in advance and shall be paid by the 3<sup>rd</sup> week of January in each year. Any membership that is unpaid on the 7th April immediately following the said payment date shall cease to be a member of the Association. The Management Committee can re-admit a member who has been deemed to have resigned under this rule, on such terms and conditions as they, in their sole discretion, think fit.

## **7. ADMISSION OF MEMBERS**

- 7.1 No company or persons shall be considered a full participating member until membership is fully paid. Upon receipt the Secretary, will send the member a receipt / membership card and a copy of the Association Constitution. After election of a candidate for admission to the Association, the Secretary shall send the candidate a note of election together with a copy of the Association Rules. It shall be the duty of every paid member to acquaint himself/herself with the Rules and Bye-Laws of the Association and to abide by them.

## **8. FINANCE**

- 8.1 The financial affairs of the Association shall be the responsibility of the Management Committee in general and the Treasurer in particular. The Treasurer is responsible for the creation of the Finance Committee, consisting of at least 4 people inclusive of himself / herself and Vice Treasurer. Correct accounts and books showing the financial affairs, receipts and disbursements of the Association shall be kept by the Treasurer or under his/her supervision. They shall be examined and certified by the Treasurer and proper receipts and payment accounts, and bank reconciliations shall be submitted to the Committee at each meeting.
- 8.2 The Annual Accounts of the Association, for submission to the Annual General Meeting, shall be prepared and audited by the Association's Auditor who shall be elected at the Annual General Meeting.
- 8.3 The Management Committee shall be empowered to open Bank Accounts in the name of the Association and all transactions in these accounts shall be authorised by the Management Committee and the Treasurer and at least [one] other officer or such persons who may be authorised in writing by the Management Committee, shall have the power to write cheques or withdraw funds from the Associations accounts.
- 8.4 Subject to the authority of the Management Committee, the Treasurer shall also have responsibility for the finances of the Association and shall monitor actual receipts and payments against the approved budgets. The Treasurer will receive all money paid to the Association and shall ensure all such sums are lodged to the Associations bank account as soon as practicable.
- 8.5 No member of the Association shall have any personal interest in the purchase or sale of the Association or any article in the Association except in the normal course of the Association's business.
- 8.6 The Management Committee shall have no power to pledge the personal liability of any member of the Association for the repayment of any sums so borrowed.

## **9. ANNUAL GENERAL MEETING**

9.1.1 The Annual General Meeting of the Association shall be held in 4th week of October of each year at which the following business will be transacted: -

- i. receiving secretarial and financial reports;
- ii. the election of Officers and Management Committee for the coming year;
- iii. to remove and elect the Auditor, or to confirm that he/she remains in office;
- iv. for the alteration or amendment to any of these rules;
- v. to decide on any motion which may be submitted in accordance with Rule 9.1.2.

9.1.2 Notice of any motion proposed to be moved at an Annual General Meeting shall be given in writing to the Secretary not less than fourteen days before the meeting.

9.2 The election of Chairperson, Vice Chairperson, Secretary, Vice Secretary, Treasurer, Assistant Treasurer, Finance Management Committee Members shall be by ballot. No proxies shall be allowed.

9.2.1 If the majority of members present wish any question under discussion to be put to the vote by ballot, that mode of voting shall be adopted, otherwise decisions will be taken by a show of hands.

9.3 Twenty one days notice of the Annual General Meeting shall be given to each Ordinary Member and Honorary Life Ordinary Member and a copy of the Statement of Accounts and Balance Sheet shall accompany such notice. A list of the retiring Officers and Members of the Management Committee showing the number of Committee meetings attended by each during the preceding year shall be included in the Notice of the Annual General Meeting. A reminder notice shall be sent 7 days prior.

9.3.1 Questions on the Accounts should be submitted, in writing, to the Secretary seven days prior to the Annual General Meeting.

- 9.4 The Chairperson of the Management Committee shall be the Chairperson of such meeting. In his/her absence, the Vice Chairperson shall Chair the meeting. Ordinary Members and Honorary Life Ordinary Members shall be entitled to be present and vote at the Annual General Meeting.
- 9.4.1 The quorum for the Annual General Meeting is 20 or, 1/10 of the total number of members entitled to vote.
- 9.5 Except as these rules provide otherwise, resolutions shall be passed by a simple majority.

## **10. SPECIAL GENERAL MEETING**

- 10.1 Special General Meetings of the Association may be called by the Management Committee or on a requisition to the Secretary signed by at least 20 or, 1/10 of the Ordinary Membership stating the business to be brought forward.
- 10.2 No business shall be transacted at such meeting except that specified in the requisition for such meeting or contained in the Agenda issued by the Secretary. One weeks' notice, at least, of a Special General Meeting shall be given to each member of the Association. Voting shall be as provided under these rules. It shall not be competent to re-open any matter disposed of at a Special General Meeting until a period of six months shall have elapsed, or at the Annual General Meeting, if held within that period.
- 10.3 The quorum for a Special General Meeting is 20 or, 1/10 of the total number of members entitled to vote.
- 10.4 Except as these rules provide otherwise, motions at a Special General Meeting shall be passed by a simple majority.

## **11. COMPLAINTS, SUSPENSION AND EXPULSION**

- 11.1 All complaints must be made to the Secretary, in writing, who, if unable to resolve the complaint, will submit same to the Management Committee and their decision thereon shall be final.
- 11.2 Should the conduct of a member either in the Association or elsewhere be deemed to be injurious to the good name, character or interest of the Association, a Disciplinary Sub-Committee of the Management Committee comprising of at least 3 members of the Management Committee shall, having first made known in writing the nature of the allegations to the offending member, call upon such member to give an explanation in writing within seven days for any such conduct. If any such member, having been called upon, fails to give such explanation or if the explanation so given shall be deemed to be unsatisfactory, the Disciplinary Sub-Committee may suspend such member for a definite stated period from the Association or request such a member to resign and on resignation the un-expired portion of his/her annual membership shall be refunded. Should the member fail to resign he/she shall stand suspended sine die. In that event the member will not be entitled to a refund of the un-expired portion of his/her annual membership.
- 11.3 An appeal against the decision or ruling of the Disciplinary Sub-Committee under Rule 11.2 may be taken by the member concerned to a special meeting of the Disciplinary Appeals Sub-Committee of the Management Committee which shall be called by the Secretary for a date not more than one calendar month after receipt of such appeal. The appeal must be made by way of a request in writing by the member to the Secretary within one week of the decision of the Disciplinary Sub-Committee. The Disciplinary Appeals Sub-Committee shall comprise of at least three Management Committee members. A member of the Disciplinary Sub-Committee cannot sit as a member of the Disciplinary Appeals Sub-Committee. A member who appeals a decision of the Disciplinary Sub-Committee can request an oral hearing before the Disciplinary Appeals Sub-Committee.

## **12 INTERPRETATION OF THE RULES**

- 12.1 The foregoing Rules shall be the fundamental laws of the Association and shall not be altered except by way of Resolution at an Annual General Meeting or General Meeting provided the resolution is carried by a majority of not less than two thirds of those present.
- 12.2 All questions as to the interpretation of the Rules shall be referred to the Management Committee whose decision shall be final.

## **13. DISSOLUTION**

- 13.1 The Association may be dissolved;
- By a Resolution passed at a Special General Meeting, specifically called for that purpose and carried by a majority of the members present.
  - By a resolution of the Management Committee if the number of members is less than ten for a period of not less than six months.
- 13.2 The Management Committee shall be responsible for the winding up of the assets and liabilities of the Association.

## **14 DATA PROTECTION**

Pursuant to the provisions of the Data Protection Acts 1988-2003, members consent to the Association obtaining, recording, holding and retaining their personal data (including sensitive personal data) solely for Association purposes, either on its computer or in its manual filing system, and consent to the use of all such data, including its disclosure to third parties, for the proper and effective Executive of the Association.