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RULES OF

DRUMGOON COMMUNITY CENTRE CO-OPERATIVE SOCIETY LIMITED

Rules for Societies registered under the

Industrial & Provident Societies Acts

1893-1978

1 GENERAL QUALIFICATION & INTERPRETATION

In construing these Rules, the following words and expressions shall have, respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the Rule or the context:

- a) Words importing the singular or plural number include the plural and singular numbers;
- b) Words importing the masculine gender shall include the feminine gender;
- c) "Member" shall mean an individual or a Society or other Body Corporate duly admitted to membership of the Society and holding the requisite number of shares;
- d) "The Society" shall mean the Society to which these Rules refer;
- e) The "Special Members" shall mean the signatories to the original application for registration of the Society;
- f) "The Committee" shall mean the Committee of Management of the Society for the time being;
- g) "The Acts" shall mean the Industrial and Provident Societies Acts, 1893 to 1978;
- h) "A Society" shall mean a Society registered under the Acts;
- i) The expression "he", "him", "they" and "person", shall include a Society or other Corporate Body;
- j) "Registrar" shall mean the Registrar of Friendly Societies for Ireland;
- k) "Special Resolution" shall mean a Resolution passed in accordance with Section 51 of the Acts of 1893;
- l) "ICOS" shall mean Irish Co-operative Organisation Society Limited.
- m) "Pobal" shall mean a company limited by guarantee and without share capital whose company registration number is 194360.

2 THE NAME OF THE SOCIETY SHALL BE:

DRUMGOON COMMUNITY CENTRE CO-OPERATIVE SOCIETY LIMITED

3 THE REGISTERED OFFICE OF THE SOCIETY SHALL BE AT:

GALLONREAGH, MAUDABAWN, COOTEHILL, CO. CAVAN

The registered office may be changed by the Committee. Any such change shall be notified to the Registrar within fourteen days.

4 (i) THE MAIN OBJECTS OF THE SOCIETY SHALL BE:

- a) To promote the educational, cultural and welfare of the whole community of the Parish of Drumgoon irrespective of class or creed and in this regard, by establishing, maintaining and operating a Community Centre so as to serve the needs of the community; To represent the community in dealings with Statutory bodies and other agencies in seeking, when considered necessary, technical, financial and other assistance in promoting the welfare of the community and to assist the Local Authority in the exercise of its functions in the Parish of Drumgoon; and
To borrow money, subject to Rule 10 of these Rules, as well as to fundraise and to hold raffles, draws and lotteries and to apply for and receive grants, loans and other forms of financial assistance.

(ii) THE FOLLOWING ARE THE POWERS OF THE SOCIETY:

- b) To provide or arrange for the provision of any service or services which may be for the benefit of the community in general including the arranging of suitable training courses.
- c) To lease, sub-lease, purchase, hold, sell, rent, mortgage, manage and develop and otherwise deal with land of any tenure and to make all necessary provision for the erection, repair, alteration or removal of all buildings, walls, fences and so forth.
- d) To apply for and obtain a Restaurant Certificate and/or registration as a Club under the Registration of Clubs Act 1904 (as amended) and if or when required in the interests of the Society to apply for and obtain a Public Dance Licence and/or an Occasional Licence.
- e) Generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the aforesaid main objects.
- f) The Society shall, have power to seek to procure financial grants in aid from other persons, societies, companies, body corporates, associations, agencies, Government Departments and EU grant aiding bodies, in this country or abroad, in whatsoever manner as it may determine. The Society may subject to the Rule 23 secure the repayment of any such grant in aid by a mortgage or legal charge on all or any of the physical assets of the Society or by the issue of Bonds, Agreements, or Promissory Notes.

5 MEMBERSHIP

The Society shall consist of such persons and of such other Societies, Companies registered under the Companies Acts or other Bodies Corporate incorporated under any other Act of the Oireachtas as the Special Members and subsequently the Committee may admit to membership. Applicants for membership shall subscribe for such one or more shares in the Society as the Committee may from time to time prescribe. Every Society and Company admitted to membership may be represented by one delegate at the General Meeting of the Society.

No Member other than a Society registered under the Acts shall hold an interest exceeding £6,000 in the shares of the Society or such other maximum amount as may be fixed by statute from time to time. Members may be required to pay an annual fee to help defray the running costs of the Society. The amount of the fee if any, shall be determined by the Committee and failure to pay the fee within the time limit set by the Committee, shall result in the Member losing the right to participate in any way in any meeting or election of the Society.

6 EXPULSION

A Member may be expelled if found guilty of conduct detrimental to the Society, provided:

- a) That he shall have received in writing, one month previously, complete particulars of the charge alleged against him; and
- b) That two-thirds of the Members present and voting at a Special General Meeting vote for his expulsion.

The full amount paid or credited upon the shares held by an expelled Member, less such sums as may be due by him to the Society, shall be paid to him on expulsion and an entry of the cancellation of his shares shall be made thereupon in the Share Register.

An expelled Member shall only be re-admitted by the vote of two-thirds of the Members present and voting at a General Meeting and on a motion of which fourteen days' notice has been given.

7 CESSATION OF MEMBERSHIP

A person shall cease to be a Member of the Society if:

- a) He/she dies;
- b) He/she transfers all his/her shares to another person;
- c) He/she is expelled under Rule 6 of these Rules.

A Member shall not otherwise be entitled to withdraw from the Society.

8 SHARES

- a) The Share Capital of the Society shall consist of shares to the nominal value of £1 each, issued to persons upon admission to membership of the Society. Each Member shall hold at least one share and no Member may hold more than the maximum permitted by law. The liability of Members shall be limited to their shares.

Application for admission to membership of the Society should be made to the Committee on Form A given in the Appendix to these Rules or as near thereto as the case allows. Each application shall be considered by the Committee at their next ensuing meeting and notice of admission or otherwise shall be sent to the applicant as soon as possible. When an application for membership is rejected, the Committee shall not be required to assign any reason for such rejection.

- b) Shares shall be transferable but not withdrawable. A Member may, with the approval of the Committee transfer his/her shares to any other person, provided that the consideration shall not exceed the nominal value of the shares.

An application to transfer shares should be made on Form C given in the Appendix to these Rules or as near thereto as the case allows. On receipt of such application, the Committee shall decide on the request and, on agreement, the Secretary shall note the transfer in the Share Register. However, the Committee shall not be bound to assign any reason for refusing to sanction any transfer of shares.

- c) A Share Register book shall be kept by the Secretary in which shall be recorded all details regarding the allocation, ownership and transfer of shares.

9 INVESTMENT

The Committee may invest any portion of the Society's capital as follows:

- a) In any security in which Trustees are for the time being authorised by law to invest;
- b) In the shares of, or on the security of any other Society or Company provided such Society or Company shall be one with limited liability.
- c) In the shares of, and loans (secured on property) to any other Society or Company which is a Member of this Society provided such Society or Company shall be one with limited liability.

10 BORROWING

The Society shall, subject to the provisions of Section 6 of the Industrial and Provident Societies (Amendment) Act 1978, have power to borrow money for the purpose of the Society in whatsoever manner it may determine, including the issue of loan stock, to such an extent, on such conditions, against such security, for such periods and at such rates of interest as shall be authorised by the General Meeting from time to time.

The Society may secure the repayment of any such loan and any interest thereon by a mortgage or charge on all or any of the physical assets of the Society or by the issue of Bonds, Agreements or Promissory Notes.

11 COMMITTEE

- a) The business and affairs of the Society shall be conducted by the Committee of Management, who shall have the control of all business carried on by or on account of the Society.
- b) The Committee shall comprise such number as is decided by the General Meeting from time to time.
- c) The Committee Members shall be elected at the Annual General Meeting or at a Special General Meeting called for that purpose. One-third of the Committee shall retire each year, but retiring Committee Members shall be eligible for re-election without nomination. Nominations for the Committee other than retiring Members shall be in writing and signed by two Members and shall contain a statement by the Member nominated, of his or her willingness to be elected. Such nominations shall be submitted to the Secretary at least three days before the meeting.

Only Members of the Society shall be eligible to be Committee Members. No person shall be entitled to act as a Member of the Committee who is bankrupt or whose bankruptcy still subsists or who has been convicted on indictment of any offence involving fraud or dishonesty.

Any casual vacancy occurring in the Committee may be filled by co-option, but any person co-opted shall retain his office only until the next Annual General Meeting of the Society, when he shall retire, but shall be eligible for re-election.

- d) Any Committee Member or all of them may be removed from office by a two-thirds majority vote passed at a Special General Meeting called for the purpose.
- e) There shall be at least four Ordinary Committee Meetings each year. Special Meetings may be held at any time on giving at least three clear days' notice in writing to each Member. A Special Committee Meeting shall transact no business other than that appearing on the Agenda paper which shall accompany the notice convening the meeting. No business shall be conducted at any Committee Meeting unless one-third of its membership is present.
- f) The Committee shall appoint and have the power to remove a Chairman who shall also be the Chairman of the Society and shall preside at all meetings of the Society. They may also appoint a Vice-Chairman. The Chairman and Vice-Chairman shall hold office for one year but shall be eligible for re-election.
- g) The Committee shall appoint and have the power to remove a Secretary who shall be Secretary of the Society and shall have such functions and powers and remuneration as the Committee shall from time to time direct.
- h) The Committee may appoint and remove a General Manager and other employees who shall have such functions, powers and remuneration as they shall from time to time direct.
- i) The removal from office of the General Manager or of any elected officer of the Society shall be done only at a Special Committee Meeting of which notice shall have been duly given and at which two thirds of those present and voting vote for such a removal.

- j) The Committee may exercise any powers that may be exercised by the Society other than those that must be exercised by a General Meeting.
- k) Until the first Committee shall have been appointed according to these Rules, the Special Members shall constitute the Committee of the Society and have all the powers of such Committee.

12 GENERAL MEETING

- a) General Meetings of the Society shall be Ordinary or Special.
- b) An Ordinary General Meeting of the Society, to be called the Annual General Meeting, shall be held at least once in each calendar year. Notice of every Ordinary Meeting shall be given at least fourteen days before the day fixed for the meeting and shall state the time and place at which it shall be held.
- c) A Special General Meeting may be convened by the Committee at any time, on their own authority or upon a requisition addressed to the Committee, Chairman, or Secretary signed by at least half the number of Members of the Society for the time being.

Notice stating the time, place and purpose of every Special General Meeting shall be given or sent to each Member not less than eight clear days before the date of such meeting.

No business shall be transacted at a Special General Meeting save that for the purpose of which the meeting is convened and which full particulars shall be given in the notice convening every such meeting.
- d) Notice of a General Meeting shall be deemed to have been duly given if left at or posted to the registered address or place of residence of Members in due time before such meeting.
- e) The quorum for General Meetings of the Society shall be a quarter of the Members or such lower figure as may be determined from time to time by a General Meeting provided notice of such change shall have been given to the Members in advance of this meeting.
- f) An Annual General Meeting shall be held within six months of the end of each calendar year.

The following business shall be transacted at every Annual General Meeting:

 - (i) The adoption of the Minutes of the pervious Annual General Meeting and of any Special General Meeting held since then.
 - (ii) The adoption of the Statement of Accounts and Balance Sheet as prepared by the Society's Auditor.
 - (iii) The appointment of an Auditor for the current year. The Auditor shall not hold any other office in connection with the Society.
 - (iv) The election of the Committee in accordance with the provision of Rule 11.
 - (v) The authorisation of borrowing powers of the Society.
 - (vi) Any other business relevant to the General Meeting of the Society.
- g) Any General Meeting may be adjourned from time to time for any period not exceeding twenty eight clear days. No business shall be transacted at an adjourned meeting except what relates to the original agenda of such meeting. If a Special General Meeting is adjourned, not less than four clear days notice shall be given to the Members of the date fixed for the adjourned meeting.

13 VOTING

Each Member present and entitled to vote at any meeting of the Society shall have only one vote, except the Chairman, who shall have a casting vote whenever the votes are equal. All questions shall be decided in the first instance by a show of hands unless five Members present demand a ballot, in which case a ballot shall be taken. No proxy voting shall be admissible.

14 APPLICATION OF PROFITS

Any surplus or profits arising in the Society shall be applied in accordance with Rules 23 and 24 and also to creating and maintaining a General Reserve for the continuation and development of the Society, however prior permission should be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of 2 years for any purposes.

15 AMENDMENTS TO RULES

Rules may be made, altered, rescinded or amended by a majority of two thirds of the Members present and voting at a Special General Meeting called for the purpose.

No new Rule shall be made nor shall any of the Rules be repealed or altered until the consent of the ICOS has been obtained in writing in accordance with the prefatory note to these Rules, nor until the text of the proposed new Rules or amendments shall have been circulated with the notice convening the meeting, nor until the proposed change shall have been approved by the Revenue Commissioners, nor without the written consent of Pobal.

Every alteration or amendment shall be duly registered with the Registrar of Friendly Societies and on registration, issued with the Rules of the Society for the time being.

16 STATUTORY OBLIGATIONS

a) Name

The registered name of the Society shall be kept displayed in a conspicuous place at the registered office of the Society and at any other place at which the business of the Society is carried on and shall be printed on all of the Society's correspondence.

b) Seal

The Society shall have its name engraved in legible characters upon a seal which shall be in the custody of the Chairman. It shall only be used under the authority of a Resolution of the Committee and shall be attested by the signatures of two Members of the Committee and the Secretary.

c) Change of Name, Amalgamation, Conversion, Dissolution

The Society may, by Special Resolution in accordance with the provisions of Section 51(a) of the Industrial and Provident Societies Act 1893:

- i) Change its name;
- ii) Amalgamate with or transfer its engagements to another Society or Company, or accept a similar transfer;
- iii) Convert itself into a Company;
- iv) Voluntarily dissolve by Resolution to wind up under the Companies Acts.

Voting on Special Resolutions shall be on the basis of one vote per Member present and voting.

d) Audit and Accounts

The Accounts of the Society, together with a Balance Sheet showing the receipts, expenditure, funds and effects of the Society, and all necessary vouchers, shall be submitted once in every year for audit to one of the Public Auditors who shall be appointed subject to Section 187 of the Companies Act 1990 and who shall be selected in accordance with Rule 12(f) iii. The audited accounts shall be made available to the Revenue Commissioners on request.

e) Annual Return

The Committee shall, before the 31st day of March in each year, forward to the Registrar the Form of Annual Return covering the period and in the manner

prescribed by the Acts and the Regulations, accompanied by a copy of every Auditor's Report and Balance Sheet made during the period included in the Return.

f) Triennial Returns of Shareholders

The Committee shall, once at least in every three years, make out a Special Return and send it to the Registrar, together with the Annual Return signed by the Auditor showing the holding of every person in the Society at the date to which the said Annual Return is made out.

g) Member and Return

A copy of each Annual Return shall be delivered gratuitously on application to every Member or person interested in the funds of the Society.

h) Balance Sheet

A copy of the last Annual Balance Sheet for the time being, together with the Auditor's Report, shall be kept hung up in a conspicuous place in the Society's registered office.

i) Rules

A copy of the Society's Rules shall be supplied to any person demanding and paying for it the sum of five pence.

j) Inspection of Accounts by Members

Any Member or person interested in the funds of the Society may inspect his own account and the Register of Members during business hours at the Society's registered office.

k) Inspection by Registrar

Any ten Members may, in accordance with Section 18 of the Industrial and Provident Societies Act 1893, apply to the Registrar to appoint an accountant to inspect the books of the Society and to report thereon.

l) Application to Registrar

Members may make application to the Registrar in accordance with the Acts: i) To appoint one or more inspectors to examine into and report upon the affairs of the Society; or ii) To call a Special Meeting of the Society.

17 MINORS

A person under full age within the meaning of the Age of Majority Act 1985, but above the age of 16, may be a Member of the Society and enjoy all the rights of a Member (except as by the Acts provided) and may execute all instruments and give all acquittances necessary to be executed or given under the Rules, but shall not be a Member of the Committee, Manager or Treasurer of the Society.

18 NOMINATION

a) Every Member of the Society not being under the age of 16 years may, by writing under his hand delivered at or sent to the registered office of the Society during the lifetime of such Member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in shares, loans or otherwise), or so much thereof as is specified in such nomination, if the nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds £6,000, the nomination shall be valid to the extent of the sum of £6,000, but not further or otherwise.

Provided that a person so nominated shall not be an officer or servant of the Society unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.

- b) A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid or by any similar document in the nature of the revocation or variation under the hand of the nominator so delivered, sent or made as aforesaid, but shall not be revocable or variable by the Will of the nominator or by any codicil thereto.
- c) The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations (if any) of such nominations shall be recorded, and the property comprised in any such nomination to an amount not exceeding £6,000 shall be payable or transferable to the nominee, although the Rules of the Society declare the shares not to be transferable.
- d) The marriage of a Member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that, in the event of an officer of the Society having transferred any property of a Member to a nominee, in ignorance of a marriage contracted subsequent to the date of the nomination, the receipt of the nominee shall be a valid discharge to the Society and the Society shall be under no liability to any other person claiming such property.
- e) A notice of the right of nomination shall be sent to every individual Member who has not exercised this right, with the report of the first ordinary business meeting in each year of which a report is circulated among the Members, and shall be otherwise given, as such meetings may direct.
- f) The Member shall pay for the recording or registering of every nomination, revocation or variation, whether or not accompanied by a fresh nomination, 1p, and one fee only shall be charged for the entry of all the names in any nomination, revocation or variation if more than one.

19 DECEASED MEMBERS

- a) On receiving satisfactory proof of the death of a nominator, the Committee of the Society shall, subject to the limitation on the amount herein before mentioned, either transfer the property comprised in the nomination in a manner directed by the nomination, or pay to every person entitled thereunder the full value of the property given to him, unless the shares comprised in the nomination, if transferred as directed by the nominator, would raise the share capital of any nominee to a sum exceeding such maximum amount as is fixed from time to time by law in which case they shall make the payment of any such excess in money.
- b) Where a nominee who is nominated under the provisions of the Acts is under sixteen years of age, the Society may pay the sum nominated to either parent or to a guardian of the nominee, or to any other person of full age who will undertake to hold the same in trust for the nominee or to apply the same for his benefit and whom the Society may think a fit and proper person for the purpose, and the receipt of such parent, guardian or other person shall be sufficient discharge to the Society for all monies so paid.
- c) If any Member entitled to property in the Society in respect of shares or loans, not exceeding in the whole, at his death £3,000, dies intestate, without having made any nomination thereof then subsisting, the Committee may, without letters of administration, distribute the same among persons as appear to them, on such evidence as they deem satisfactory to be entitled by law to receive the same.
- d) Upon the death of a Member who has an interest in the Society exceeding £3,000 and a Notice in writing given by the Executors or Administrators to the Secretary of the Society, stating the death of such Member, and the Christian name, surname, profession or business of such legal representative and specifying the nature and amount of his interest or claim; and the production, if the case requires, of the Probate of the Will of such Member, or letters of administration of his estate and of such evidence (if any) of his

death as may be required by the Committee, the Committee, after satisfying any nomination made by such Member, shall either transfer the shares, or other interest of the Member specified in such Notice in the books of the Society to his legal representative, or shall pay to him the sum which represents the full value thereof and may make such transfer or payment at their discretion, unless the transfer would increase the share capital of the transferee in the Society to more than such maximum amount as is fixed from time to time by law in which case they shall make the payment of any such excess in money.

20 INSANE OR LUNATIC MEMBERS

If a Member or person claiming through a Member becomes insane, and no committee of his estate or Trustee of his property has been duly appointed, the Society, acting through its Committee, may, when it is proved to the satisfaction of the Committee of the Society that it is just and expedient so to do, pay the amount of the shares and loans belonging to such Member to any person whom they shall judge proper to receive the same on his behalf, whose receipt shall be a good discharge to the Society for any money so paid.

21 TRANSFER TO OR ON BEHALF OF DECEASED LUNATIC OR BANKRUPT MEMBERS

- a) All payments or transfers made by the Committee, under the above provisions, with respect to payments or transfers to or on behalf of a deceased or insane Member to any person who at the time appears to the Committee to be entitled thereunder shall be valid and effectual against any demand made upon the Committee or Society by any other person.
- b) If any Member becomes bankrupt, his property in the Society shall be transferable or payable to the Trustee of his property or to his assignee in bankruptcy.
- c) Every nominee or other person to whom any share is transferred under this section shall thereby become a Member of the Society, if not previously a Member.

22 AFFILIATION

The Society may, at the discretion of the Committee of Management, affiliate to the ICOS and pay such affiliation fee as may be agreed between the ICOS and the Society. In the event that the Society affiliates to the ICOS, the books and accounts of the Society shall be open to the inspection of any duly accredited representative of the ICOS during business hours. On payment of the agreed affiliation fee, the Society shall be entitled in such privileges as may be available from the ICOS from time to time.

23 INCOME AND PROPERTY

The income and property of the Society shall be applied solely towards the promotion of the main objects of the Society as set forth in Rule 4(a). No portion of the Society'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 Society. No Committee Member shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:

- a) Reasonable and proper remuneration to any Member, officer or servant of the Society (not being a Committee Member) for any services rendered to the Society.
- b) Interest at a rate not exceeding 5% per annum on money lent by Committee Members or other Members of the Society to the Society.
- c) Reasonable and proper rent for premises demised and let by any Member of the Society (including any Committee Member) to the Society.

- d) Reasonable and proper out of pocket expenses incurred by a Committee Member in connection with their attendance to any matter affecting the Society.
- e) Fees, remuneration or other benefit in money or money's worth to any Society of which a Committee Member may be a Member holding not more than one hundredth part of the issued capital of such Society.

In addition to the provisions of the foregoing paragraph of this Rule, with respect to any property for which the Society has received grant monies from Pobal, or with respect to any property which is secured by Pobal/OMC.

- (i) The Society shall not mortgage, charge, licence, let or share occupation, with the said property, dispose of, or enter into contract with respect to disposal of or in any way alienate or seek to alienate its interest in the property without the prior written consent of the Grantor.
- (ii) The Society will use the property only for such uses as have been approved of in writing by Pobal and shall not use the property for any other use without the prior consent of Pobal

24 WINDING UP

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Society under or by virtue of Rule 23 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

The foregoing are the Rules of Drumgoon Community Centre Co-operative Society Limited, registered under the Industrial and Provident Societies Acts 1893 to 1978 on the 15th day of February 1999. Registrar of Friendly Societies, Register No. 5008R.

The Rules were amended by Special General Meeting on 7th October 2008, the Rule changes are incorporated in the foregoing Rules.

The following Forms are available from the Secretary:-

Form A – Application for Ordinary Shares by An Individual.

Form B – Application for Shares by a Society or Other Body Corporate.

Form C – Form of Transfer between Individuals.

Form D - Form of Transfer between Societies or Other Corporate Bodies.