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**CONSTITUTION  
OF  
TERENURE COLLEGE UNION**

**The Union**

1. The name of the association is the “Terenure College Union”, hereinafter referred to as the Union.
2. This constitution shall be in substitution of the constitution of the Union adopted in 1926 and all amendments thereto and rules adopted by the union subsequent thereto.

**Definitions**

3. In this Constitution the following terms shall have the meaning set beside them herein:

The Union	The body known as Terenure College Union and established in 1926.
The Officers	The President, Vice-President, Treasurer and Honorary Secretary for the time being of the Union, and Office and Officer shall be construed accordingly where the context requires.
The Committee	Means the members of the governing body of the Union provided for by paragraph 8 hereof.
Ex-Officio President	The person who occupied the Office of President prior to the most recent Annual General Meeting unless that person currently occupies the Office of President in which event there shall not be an Ex-Officio President.
General Meeting	Means an Annual General Meeting or an Extraordinary General Meeting as hereinafter defined
Member	Means any person who was a member of the Union at the date of the adoption of this constitution and any person whose name is entered in the “Register of Members” described at paragraph 7 hereof.
Benevolent Fund	Means the Terenure Association established by deed of trust made on 6 June 1996 by Fr P Staunton, Fr PS Grace, C Hyland, P Ryan, R Nolan, and P Tuite, and any successor organisation as may be established for substantially the same objects as the Terenure Association.

## “A”

### **Objects**

4. The objects of the Union are:
  - 4.1. To keep together those who are eligible for membership with a view to promoting social intercourse and their mutual interests;
  - 4.2. To support charitable purposes of all descriptions including but not limited to the Benevolent Fund;
  - 4.3. To establish, promote, and support other organisations with objects not inconsistent with the objects of the Union;
  - 4.4. To support the activities and objects of Terenure College and the Carmelite Community in Terenure College;
  - 4.5. To do all such other things as in the opinion of the Committee may be consistent with or ancillary to the foregoing objects.

### **Membership**

5. The following shall be eligible to be admitted as members of the Union:
  - 5.1. Any person who has at any time been enrolled as a student of Terenure College and who is not currently so enrolled;
  - 5.2. Any person who is or was a member of the Order of Carmelites and who resides or did reside at Terenure College;
  - 5.3. Any person who is currently or was formerly employed as a member of the academic or administration staff of Terenure College;
  - 5.4. Any other person who by resolutions of the Committee and an Annual General Meeting has been recognised as sharing the objects of the Union and as being a person who should be eligible to be admitted as a member of the Union.
6. Any person who, at the date of the adoption of this Constitution was a member of the Union, shall continue to be a member of the Union.
7. Every person who is eligible to be admitted as a member of the Union and who has given notice to the Secretary of their wish to be admitted as a member of the Union in a manner to be prescribed by resolution of the Committee shall be admitted as a member of the Union and their name shall be entered by the Honorary Secretary in the Register of Members.

### **Committee**

8. The Union shall be governed between General Meetings by the Committee comprised of a President, Vice President, Treasurer, Honorary Secretary, up to six Ordinary Members, the Ex-Officio President, and up to two persons nominated by the Prior for the time being of the Carmelite Community in Terenure College.
9. The term of office of the members of the Committee shall be from the end of the Annual General Meeting at which they were elected until the end of the subsequent Annual General Meeting.

## “A”

10. A member of the Committee may resign their office by notice in writing to the Honorary Secretary, or in the event of a vacancy in the office of Honorary Secretary then by notice in writing to the members for the time being of the Committee.
11. A member of the Committee shall, unless the Committee resolves to the contrary, be deemed to have resigned if they should be absent from four consecutive meetings of the Committee.
12. A vacancy arising in the membership of the Committee, whether by resignation or otherwise, may be filled by resolution of the remaining members of the Committee.
13. The Committee shall meet at least six times in every calendar year.
14. Meetings of the Committee shall be convened by the President by giving at least seven days notice to all members of the Committee. The President shall convene a meeting of the Committee within twenty one days of receiving a written request to do so from any three members of the Committee, and in default of the President so doing the members who have so requested may convene a meeting of the Committee by giving each member at least fourteen days notice.
15. The quorum of meetings of the Committee shall be either the President or Vice-President and four other members of the Committee present in person, provided however that if the number of members of the Committee is four or fewer, or if there is a vacancy in both the offices of President and Vice-President then a quorum shall be all members of the Committee.
16. Meetings of the Committee shall be chaired by the President, or in the absence of the President by the Vice-President, or in the absence of both the President and the Vice-President by another member of the Committee elected by those members of the Committee present.
17. All matters to be decided by the Committee shall be decided by majority vote.
18. At meetings of the Committee the chairman shall, in addition to a deliberative vote, have a casting vote.
19. The Committee shall, subject to this Constitution and any resolutions passed at General Meeting, have authority to do all such things as seem to them to be beneficial or ancillary to the objects of the Union.
20. The Committee may form sub-committees for any purpose and subject to such rules as the Committee may by resolution decide, to whom they may delegate their authority, and which may comprise of both members of the Committee and Members, provided however that the membership of each sub-committee shall include at least one member of the Committee.
21. The authority given by the Constitution to the Committee may be exercised notwithstanding any vacancy or vacancies in its membership.

## “A”

22. The members of the Committee shall perform their duties gratuitously provided however that they may be reimbursed any expenses incurred in the course of their duties that in the opinion of the Committee seem reasonable.
23. A member of the Committee shall not be removed from office except by resolution passed at an Extraordinary General Meeting.

### **Duties of the President**

24. The duties of the President shall include the following:
  - 24.1. Co-ordinating and administering the activities of the Union;
  - 24.2. Representing the Union in all matters;
  - 24.3. Providing direction and initiating action by the Union;
  - 24.4. At any time when the Union is an employer the President shall be responsible for causing the Union’s duties as employer to be performed and for assigning duties to those employed by the Union and monitoring the performance thereof;
  - 24.5. All such other duties as may be assigned by this Constitution or by the Committee.

### **Duties of the Vice-President**

25. The duties of the Vice-President shall include the following:
  - 25.1. To assist the President in the performance of their duties;
  - 25.2. To, in the absence of the President, represent the Union in all matters;
  - 25.3. All such other duties as may be assigned by this Constitution or by the Committee.

### **Duties of the Treasurer**

26. The duties of the Treasurer shall include the following:
  - 26.1. To maintain accounting records for the Union that that are sufficient to (a) correctly record and explain the transactions of the Union, and (b) to enable, at any time, the assets, liabilities, financial position and income and expenditure of the Union to be determined with reasonable accuracy, and (c) enable the Committee to satisfy themselves that any Income and Expenditure Account and Balance Sheet of the Union are accurately prepared and capable of being audited;
  - 26.2. To prepare, in consultation with the President, an annual budget for the Union for consideration and approval by the Committee;
  - 26.3. To prepare and present to the Committee at intervals of not more than three months financial reports on the Union’s transactions and financial affairs generally;

## **“A”**

- 26.4. To prepare, and submit to the Committee for approval, an annual report, income and expenditure account, and balance sheet, made up to 31 July in each year;
- 26.5. To make arrangements for the Auditor to perform their duties as more particularly detailed at paragraph 58 hereof.
- 26.6. On the expiry of the Treasurer’s term of office or resignation to deliver to his successor or such other person as the Committee may designate all of the Union’s accounting records or other items in their possession that concern the financial affairs of the Union.
- 26.7. All such other duties as may be assigned by this Constitution or by the Committee.

### **Duties of the Honorary Secretary**

27. The duties of the Honorary Secretary shall include the following:

- 27.1. To maintain a register of members into which the name of each member, the date of their admission as a member, and their email and postal addresses shall be entered;
- 27.2. To prepare and maintain minutes of meetings of the Committee and of General Meetings of the members of the Union;
- 27.3. To prepare, and submit to the Committee for approval, an annual report detailing the activities of the Union for the previous year;
- 27.4. On the expiry of the Honorary Secretary’s term of office or resignation to deliver to his successor or such other person as the Committee may designate all of the Union’s records or other items in their possession that concern the affairs of the Union.
- 27.5. All such other duties as may be assigned by this Constitution or by the Committee.

### **Delegation of duties**

28. The Committee may resolve that certain duties allocated by this constitution be delegated to other members of the Committee, or a member of the Union, or to a person employed by the Union, provided however that responsibility for ensuring that those duties are performed satisfactorily shall not be delegated.

### **Appointment of Committee**

- 29. Only Members whose names appear in the Register of Members provided for by paragraph 7 hereof shall be eligible to be nominated for election as a member of the Committee.
- 30. Any person who has been a member of the Committee for the five consecutive years immediately preceding an Annual General Meeting shall not be eligible to be nominated for election as an Ordinary Member of the Committee at that Annual General Meeting.

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31. Any person who has been elected to the same Office at the two immediately preceding Annual General Meetings shall not be eligible to be nominated for appointment to that Office.
32. Any person who has been elected an Officer of the Union at each of the four immediately preceding Annual General Meetings shall be eligible to be nominated for election as President, but shall not be eligible to be nominated for election as an ordinary member of the Committee or to any other Office.
33. The provisions of paragraphs 29 to 32 shall not operate to limit the categories of person who may be appointed to fill a vacancy in the Committee pursuant to paragraph 12 hereof.
34. Subject to the foregoing, any Member may nominated as a candidate for election as a member of the Committee.
35. All nominations of candidates for election as a member of the Committee must be made in a form to be prescribed by the Honorary Secretary and must be signed in the hand of two Members, neither of whom shall be the candidate, and must be received at the office for the time being of the Union marked for the attention of the Honorary Secretary not less than five days before the date of the Annual General Meeting.
36. Any nomination for a candidate for election as a member of the Committee shall not be valid unless the candidate consents in writing, signed in their own hand, to be elected as a member of the Committee and their consent must be received at the office for the time being of the Union marked for the attention of the Honorary Secretary by not less than five days before the date of the Annual General Meeting.
37. Any nomination for a candidate for election as an Officer of the Union shall not be valid unless, in addition to satisfying the requirements of paragraphs 35 and 36 hereof, the candidate also confirms in writing that they are familiar with this Constitution and with the duties given herein to the holder of the Office for which they are to be a candidate, and undertakes that if elected they will perform those duties diligently and to the best of their ability, and their confirmation and undertaking must be received at the office for the time being of the Union marked for the attention of the Honorary Secretary by not less than five days before the date of the Annual General Meeting.
38. To be elected as an Officer a candidate must either be the only person duly nominated or receive a simple majority of the votes cast in a ballot. If there are more than two candidates and no candidate receives a majority of the votes cast, then a candidate with the lowest number of votes shall be eliminated and a further ballot shall be held.

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39. Where there are more than six duly nominated candidates for election as Ordinary Members of the Committee each person present and entitled to vote at the Annual General Meeting at which the election is held shall vote by writing the name of not more than six candidates on a single sheet of paper and the six candidates with the largest number of votes shall be declared elected.

### **General meetings**

40. All General Meetings of the Members shall be convened by the Honorary Secretary by giving at least fourteen days notice to every Member, which notice shall specify the business to be transacted thereat.
41. An Annual General Meeting of the members of the Union shall be held every year during the month of September, or at the earliest possible opportunity thereafter. The following shall be the only business to be transacted at an Annual General Meeting:
  - 41.1. Receiving and if thought fit then approving the minutes of the preceding annual general meeting;
  - 41.2. Receiving the Honorary Secretary's report;
  - 41.3. Receiving the Treasurers Report, the income and expenditure account and balance sheet of the union, and to consider the opinion of a person qualified for appointment as auditor thereon;
  - 41.4. Receiving such other reports as the Committee may resolve to be laid before the members at the annual general meeting;
  - 41.5. The election of the Committee;
  - 41.6. Considering and if thought fit passing resolutions to amend this constitution.
  - 41.7. Considering and if thought fit passing resolutions pursuant to paragraph 5.4 hereof.
42. The notice of the Annual General Meeting shall include an invitation to Members to nominate candidates for election to the Committee.
43. All meetings of the Members that are not an Annual General Meeting shall be an Extraordinary General Meeting.
44. The quorum at an Annual General Meeting shall be ten Members present in person and the quorum at an Extraordinary General Meeting shall be twenty five Members present in person. If a quorum is not present within fifteen minutes of the time at which a meeting is due to commence then it shall be adjourned for a period of not more than two weeks. If a quorum is not present at an adjourned meeting which is an Annual General Meeting then the meeting may proceed to transact business notwithstanding that a quorum is not present. If a quorum is not present at an adjourned meeting which is an Extraordinary General Meeting then the meeting shall not proceed.

## **“A”**

45. All General Meetings shall be held in Terenure College, or if that venue shall not be available then in a location that in the opinion of the Honorary Secretary is the closest venue to Terenure College available for that purpose.
46. An Extraordinary General Meeting shall be convened by the Honorary Secretary if directed to do so the Committee or upon receiving a written request to do so signed by at least twenty five Members and specifying the business to be transacted thereat. If following a request as aforesaid the Honorary Secretary omits to convene an Extraordinary General Meeting then the members who have so requested or any one of them may convene an Extraordinary General Meeting by giving twenty eight days notice thereof to every member of the Committee known to them and by publishing notice thereof in two national daily newspapers not less than fourteen and not more than twenty one days prior to the date on which the Extraordinary General Meeting is to be held.
47. All members of the Union who are present at a General Meeting and whose names are recorded in the Register of Members shall be entitled to vote thereat.
48. All matters to be decided at a General Meeting, saving for resolutions to amend this Constitution, shall be decided by majority vote of those members present in person.
49. Any resolution to amend this constitution shall, if considered at an Annual General Meeting be deemed to be passed if votes in favour of same are cast by all of those members present in person, and if considered at an Extraordinary General Meeting be deemed to be passed if votes in favour of same are cast by a majority of those members present in person.
50. General Meetings shall be chaired by the President, or in the absence of the President by the Vice-President, or in the absence of both the President and the Vice-President by a Member elected by those Members present.
51. At General Meetings the chairman shall, in addition to a deliberative vote, have a casting vote.
52. No motion may be considered at a General Meeting unless details thereof appear in the notice convening the meeting, provided however that a motion to move any motion of thanks, condolence, or congratulations may be considered

### **Subscriptions / Contributions**

53. The Committee may solicit financial contributions to the Union's funds from Members or any other person for the purpose of furthering the objects of the Union.

### **Property of the Union**

54. The funds of the Union shall be lodged to an account to be held in the name of the Union in such bank or banks as the Committee shall by resolution decide.
55. All other property of the Union shall be held in the custody of the Honorary Secretary or such other person or persons as the Committee shall by resolution decide.

## **“A”**

56. Any property required to be registered and not capable of being registered in the name of the Union shall be registered in the name of such Trustees as the Committee shall by resolution decide.

### **Auditor**

57. The Committee shall appoint a person or firm qualified for appointment as auditor of a company in Ireland to be the Auditor.
58. Any person who has been a member of the Committee at any time during the ten immediately preceding years shall not be eligible to be appointed as the Auditor.
59. The Auditor shall on an annual basis examine the accounting books and records maintained by the Union, and the income and expenditure account and balance sheet required to be prepared by the Treasurer, and shall opine as to whether in their opinion (a) accounting books and records compliant with the requirements of paragraph 26.1 hereof have been maintained, and (b) whether the income and expenditure account and balance sheet have been prepared in a manner consistent with generally accepted accounting practice and are in agreement with Union’s accounting books and records.
60. If the Auditor performs their functions hereunder gratuitously then no liability shall attach to them in the event that the opinion expressed by them subsequently transpires to have been arrived at in error.

### **Notices**

61. All notices required by this Constitution to be given to Members may be given by post, electronic mail, text message, or by any similar communication mechanism to an address given by the Member to the Honorary Secretary for that purpose.

### **Interpretation**

62. The Committee, acting by a majority of at least 75% of its membership, shall have power to determine any ambiguity or dispute arising with regard to the interpretation of this Constitution.

### **Amendment**

63. This Constitution shall not be amended or replaced except by a resolution passed at an Annual General Meeting or at an Extraordinary General Meeting.