



THE STEPHEN'S GREEN CLUB

RULE & BYE LAWS 2019



RULES

NAME OF THE CLUB

- 1.- The club shall be called The Stephen's Green Club ("the Club") and is instituted for the purpose of recreation and association of gentlemen and ladies of kindred interests.

QUALIFICATION

- 2.- All gentlemen and ladies who are approved (where applicable) by the election committee referred to in rule 5 ("Election Committee") and who have attained the age of eighteen (18) years and otherwise meet the criteria for membership to the Club shall be qualified to become Members of the Club.

MEMBERSHIP

3.

- (a) The Club shall consist of the following members ("Members"):

(i) Ordinary Members

The following members who shall be nominated and elected in accordance with rules 6 & 7:

- (a) Full Town

A member over the age of 34 years (calculated from 1st January each year) and having their principal place of residence, being the premises in which they ordinarily reside ("Principal Residence"), in Dublin within a 100 km radius of 9, St. Stephen's Green, Dublin 2 ("Club Premises"). This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

- (b) Full Country

A member over the age of 34 years (calculated from 1st January each year) and having their Principal Residence within the island of Ireland outside Dublin beyond a 100 km radius of the Club Premises. This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

- (c) Honorary Life Members

A member by virtue of rule 14.

- (d) Residential Members

A member over the age of 18 years (calculated from 1st January each year) residing on the island of Ireland.

(ii) Provincial Member

A member referred to in rule 10.2, who shall be nominated and elected in accordance with rules 6 & 7, over the age of 21 years (calculated from 1st January each year) and having their Principal Residence outside Dublin beyond a 160 km radius of the Club Premises within the island of Ireland.

This category of membership closed for new entrants from 1st January 2016.

(iii) Junior Members

The following members who were nominated and elected in accordance with rules 6 & 7:

(a) Junior Town

Between the ages of 25 years and 34 years (calculated from 1st January each year) and having their Principal Residence in Dublin within a 100 km radius of the Club Premises.

(b) Junior Country

Between the ages of 25 years and 34 years (calculated from 1st January each year) and having their Principal Residence within the island of Ireland beyond a 100 km radius of the Club Premises.

This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

(iv) International Members,

A member who is permanently residing outside the island of Ireland referred to in rule 12 including any member who was formerly known as an Overseas Member.

(v) Club Members (to include Corporate Members referred to in rule 13)

A person residing in the island of Ireland over the age of 21 years (calculated from 1st January each year) elected in accordance with Rule 13(a) for a maximum period of four years.

This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

(vi) Honorary Members.

A member by virtue of rule 15.

(vii) Associate Members

A member by virtue of rule 9 including any member who was formerly known as a House Member.

(viii) Senior Members

A Member by virtue of rule 16.

This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

(ix) Access Members

A Member by virtue of rule 11.

(b) The number of Members of the Club shall not exceed such figure as may be determined from time to time by the general committee of the club (“General Committee”).

(c) Each elected Member of the Hibernian United Service Club and The Stephen’s Green Club listed under a specific category in the schedules tabled at the General Meeting on 11th November 2003 shall be a Member of the Club in the same category or (where there is no exactly corresponding category) such an equivalent category as the General Committee shall determine.

MANAGEMENT OF THE CLUB

4. (a) The business and affairs of the Club shall be under the management of a General Committee to be constituted as hereinafter provided.

(b) The General Committee shall have power to do all such things and to transact all such business as these rules do not require to be done or transacted by the Ordinary Members in general meeting or by the Election Committee.

ELECTION COMMITTEE FOR ORDINARY MEMBERS

5. (a) The election of candidates to Ordinary membership of the Club shall be in the hands of an Election Committee. The Election Committee shall consist of the General Committee of the Club, with ten (10) additional Ordinary Members of the Club acting as Auxiliary Electors. Members of the Election Committee shall hold office until their successors are appointed.

(b) Auxiliary Electors shall be elected annually. They shall be proposed for election and, if possible, elected at the Annual General Meeting of the Club.

(c) If ten (10) candidates for membership of the Election Committee as auxiliary electors are not forthcoming at the Annual General Meeting, the General Committee shall appoint such Ordinary Members as the Club thinks fit to fill any vacancies. Such Members shall hold office until the next Annual General Meeting.

(d) All Members of the Election Committee, except the Trustees and the Honorary Secretary, shall retire each year at the Annual General Meeting. They shall be eligible for re-election, except that any Auxiliary Elector who shall have recorded his/her attendances at less than two-thirds of the elections during the year shall not be eligible for re-election to the Election Committee as an Auxiliary Elector for the ensuing year.

(e) A list of the outgoing Auxiliary Electors giving the number of their attendances at elections for candidates and the total number of such elections shall be posted in the Club notice board each year, twenty-one (21) days before the day of the Annual General Meeting. Those ineligible for re-election shall be specifically indicated on the list.

(f) Vacancies occurring among the Auxiliary Electors shall be filled by Ordinary Members appointed by the General Committee.

NOMINATION OF CANDIDATES FOR ORDINARY MEMBERS

6. (a) Each candidate for admission to Ordinary membership shall be proposed by one Ordinary Member and seconded by another Ordinary Member.
- (b) The proposer shall have been an Ordinary Member of the Club for at least five (5) years and the seconder shall have been an Ordinary Member of the Club for at least one (1) year.
- (c) The name of each candidate for Ordinary membership shall be submitted to the Secretary/Manager on a nomination form. The nomination form/letter of application shall be signed and dated by the proposer and seconder. They/he/she shall provide such further information as the General Committee may require. The proposer and seconder shall, if so requested, attend a meeting of the General Committee, or of a sub-committee appointed by the General Committee for the purpose, to provide additional information required.
- (d) The Secretary/Manager shall have available for inspection copies of nomination forms/letters of application for all members of the Election Committee at least fourteen (14) days prior to the date of the next meeting of the Election Committee.
- (e) Nominated candidates for Ordinary membership shall be considered by the General Committee. If the General Committee, by a majority of its members present and voting by secret ballot, approves the nomination of any candidate for admission to Ordinary membership, it shall have the candidate's name together with the names of the proposer and seconder entered in the book of candidates. The words "nomination approved by the General Committee" shall be added to such entry, details of which with the added words shall be posted on the Club notice board and made available for inspection to all members of the Election Committee at least fourteen (14) days prior to the commencement of the ballot for the next election.
- (f) If the General Committee does not approve the nomination, it shall communicate such non-approval to the candidate's proposer and seconder. Notwithstanding such non-approval, it shall be the right of the proposer and seconder to require that the General Committee have the candidate's name together with the names of the proposer and seconder entered in the book of candidates and a copy of the entry posted in the Club notice board as in the case of an approved nomination for ballot for election in the usual manner.
- (g) If the proposer and/or the seconder or any auxiliary elector so request, the number of votes for and against the nomination of the candidate shall be communicated to them by the Secretary/Manager.
- (h) Any nomination of a candidate for admission to Ordinary membership may be deferred and shall not be voted upon by the General Committee if it thinks fit.

ELECTION OF CANDIDATES FOR ORDINARY MEMBERS

7. (a) The election of candidates for Ordinary membership shall be by secret ballot. The election, unless otherwise determined by the General Committee, shall be held in the last week of each month and on such day or days and between such hours as the General Committee shall determine.
- (b) At an election for Ordinary membership, each Member of the Election Committee attending the ballot shall sign the attendance book, mark a ballot paper and insert same in the ballot box. An elector may vote in favour of or against any candidate or abstain.
- (c) A candidate for Ordinary membership shall not be elected if: -
- (i) less than twelve (12) members of the Election Committee vote by ballot in favour of his/her election or;

- (ii) less than ten (15) members of the Election Committee vote by ballot on his/her election or;
- (iii) he/she receives adverse votes in the proportion of one (1) or more adverse votes to each six (6) votes in his/her favour.

(d) A candidate for Ordinary membership on whose election less than ten (10) members of the Election Committee vote shall remain eligible for election at the option of his/her proposer and seconder at the next or any subsequent ballot for candidates.

(e) The procedure to be adopted for the supervision of the ballot and the counting of votes shall be such as the General Committee of the Club shall decide. Its decision on any point arising out of the balloting or counting of votes and as to whether any candidate has been duly elected or not shall be final.

VOID ELECTION

8. Any omission from or any inaccuracy in the particulars relating to the description of any candidate shall render the election voidable at the discretion of the General Committee.

ASSOCIATE MEMBERS

9. (a) [Any Member] may apply in writing to have their lawful spouse, civil partners and partners and/or their son or daughter aged between 18 and 30 years old approved by the General Committee and admitted as an Associate Member. Associate membership will automatically cease on the termination of the membership of the Member.

(b) An Associate Member of the Club shall be entitled to all the rights of membership of the Club except as follows:

- (i) any right to vote or participate in any election of a candidate for membership of the Club or a candidate for the General Committee of the Club;
- (ii) any right to vote or participate at a General Meeting or an Extraordinary General Meeting;
- (iii) to hold office on the General Committee of the Club.

(c) The Member proposing his/her spouse, civil partners and partners and/ or his/her son or daughter for Associate Membership shall be responsible for any annual subscription and/or debt incurred by such Associate Member and for the conduct of such Associate Member and for ensuring that such Associate Member shall obey the rules of the Club and such Associate Membership shall endure for as long as the Member remains a member of the Club or submits a formal request to the Secretary/Manager for such Associate Membership to cease having first of all confirmed that such Associate Member has been advised in writing of his/her cessation of membership by the proposing Member.

(d) In every other respect the Associate Member shall be bound by the rules of the Club and shall be subject to any penalty prescribed in the rules for breach thereof; such Associate Membership shall terminate after the Member's Membership terminates for any reason whatsoever except the death of the Member. In this event the Associate Member may, on payment of the appropriate subscription, renew his/her Associate membership annually, subject to the approval of the General Committee. An Associate Member shall not in the case of a

dissolution either have any right to or claim upon any property of the Club or be required to share in the discharge of its obligations.

JUNIOR MEMBERS

- 10.1 (a) A Junior Member of the Club shall be a Member who has not yet attained the age of thirty four (34) years (calculated from the first day of each year). A Junior Member shall automatically become a Residential Member upon attaining the age of thirty four (34) years and, upon payment of the appropriate entrance fee, shall be liable for and entitled to the benefits and liabilities of a Residential Member.

A Junior Member shall be entitled to all the rights of membership of the Club held by Residential Members except any right to vote or participate at a general meeting or an extraordinary general meeting. A Junior Member shall not on dissolution of the Club have either any right to claim upon the property of the Club or be required to share in the discharge of its obligations.

In every other respect the Junior Member shall be bound by the rules of the Club and shall be subject to any penalty prescribed in the rules for breach thereof.

No person may apply to become a Junior Member from the date that the Members in a General Meeting approve these rules.

10.2 PROVINCIAL MEMBERS

Upon election, Provincial Members shall be entitled to use the facilities and services of the Club, but shall not have the right to vote or ballot.

In every other respect the Provincial Members shall be bound by the rules of the Club and shall be subject to any penalty prescribed in the rules for breach thereof.

This category of membership closed for new entrants from 1st January 2016.

ACCESS MEMBERS

11. (a) A person residing within the island of Ireland may apply for Access Membership if they are over 18 years of age.
- (b) Access Members shall not be liable for payment of an entrance fee but shall pay an annual subscription as fixed from time to time by the General Committee.
- (c) An Access Member of the Club shall not be entitled to the following:
- (i) any right to vote or participate in any election of a candidate for membership of the Club or a candidate for the General Committee of the Club;
 - (ii) any right to vote or participate at a General Meeting or an Extraordinary General Meeting;
 - (iii) to hold office on the General Committee of the Club;

(iv) on dissolution of the Club shall not have any right to claim upon the property of the Club or be required to share in the discharge of its obligations.

(d) All other rights and benefits of Access Members are decided upon by the General Committee and can be amended from time to time.

INTERNATIONAL MEMBERS

12. (a) A person residing permanently outside the island of Ireland may be elected an International Member by the General Committee. He/she shall not be liable for payment of an entrance fee but shall pay an annual subscription as fixed from time to time by the General Committee. No International Member shall have the right to vote or ballot.

(b) An International Member shall not, so long as he/she continues to reside permanently outside the island of Ireland, be liable for a subscription as an Ordinary Member.

(c) An International Member taking up permanent residence in the island of Ireland, may apply for Ordinary Membership of the Club and, if elected, shall be liable for the entrance fee and the annual subscription then in force calculated on a pro-rata basis from the date of his/her admittance with due allowance for the appropriate portion of his/ her international membership subscription.

(d) An International Member having 3 years continuous membership may propose another person for International Membership. Such application must be seconded by an Ordinary Member of the Club and be approved by the General Committee.

CLUB MEMBERS

13. (a) A person residing temporarily on the island of Ireland, or a person seeking Ordinary Membership of the Club, or a company or firm (a Corporate Member) may seek to be elected by ballot of the General Committee as a Club Member. He/she/it shall not be liable for payment of an entrance fee but shall pay the appropriate annual subscription. A Club Member may be elected for a defined period but unless it is otherwise stated on the minute made on the occasion of his/her/its election, his/her/its membership will terminate at the end of the calendar year. A Club Member shall not in the case of a dissolution either have any right to or claim upon any property of the Club or be required to share in the discharge of its obligations.

(b) A Club Member shall cease to be a Member when his/her period of temporary residence on the island of Ireland comes to an end or in the other circumstances envisaged when his/her/its defined period of election comes to an end. In the case of residence on the island of Ireland, should a Club Member return to Ireland and provided he/she is still qualified, he/she may be re-admitted to Club Membership by the General Committee.

(c) No Club Member shall have the right to vote or ballot in any proceedings or meetings of the Club.

(d) The Secretary/Manager shall notify Members of the election of Club Members by the General Committee by placing a notice in the Club notice board.

(e) The General Committee shall be responsible for implementing such regulations as are necessary pertaining to Club Members (including the application process) and shall do so by making appropriate bye laws.

(f) A Club Member over the age of 34 (calculated on 1st January every year) shall, upon nomination and election in accordance with rules 6 and 7, become an Ordinary Member after four years of continuous Club Membership.

(g) This category of membership is closed for new entrants from the date that the Members in a General Meeting approve these rules.

HONORARY LIFE MEMBERS

14. (a) An Ordinary Member of the Club who has reached the age of seventy-five (75) years or over and who has been continuously an Ordinary Member of the Club for at least thirty five (35) years shall from 1st January following be automatically entitled on application to the General Committee to Honorary Life Membership of the Club. An Honorary Life Member of the Club shall not be liable for payment of an annual subscription (including special levies and impositions).

(b) Upon application to it by any member of over ten (10) years standing, the General Committee shall be empowered, upon payment of an appropriate sum of money to the Club, to declare such member to be an Honorary Life Member. Such rule shall not apply to any member under the age of sixty (60) but such application can be made at any stage but not to take effect until the member is sixty (60) years of age. The appropriate sum should be such sum as the General Committee shall decide but not less than (i) where the member is below the age of sixty-five (65) - five (5) times the annual subscription; (ii) where the member is below the age of seventy (70) - not less than four (4) times the annual subscription; (iii) in any other case - not less than three (3) times the annual subscription.

(c) The General Committee, upon the approval of the Election Committee, can elect any other Member as an Honorary Life Member where that member has rendered distinguished and exceptional service and where the election of such person would bring honour to the Club.

(d) An Honorary Life Member shall have the right to vote and ballot.

HONORARY MEMBERS

15. (a) The General Committee or any two (2) of its Ordinary Members shall have power to make persons visiting the island of Ireland temporarily, who have no residence or property therein, Honorary Members for a fortnight, provided that no person shall be admitted under this rule more than twice during any one period of twelve (12) months.

(b) The General Committee shall also have power to make distinguished strangers Honorary Members for such period as it may deem desirable.

(c) The General Committee shall have power to elect as Honorary Members the members of other Dublin clubs during such time as their own clubs may be under repair or temporarily closed or for any other exceptional reason.

(d) Honorary Members shall pay no entrance fee or subscription. They shall not in the case of a dissolution either have any right to or claim upon any property of the Club or be required to share in the discharge of its obligations.

(e) No Honorary Member shall have the right to vote or ballot.

(f) The Secretary/Manager shall notify Members of the election of Honorary Members by the General Committee by placing a notice in the Club notice board.

SENIOR MEMBERS

16. A person residing within the island of Ireland may apply for this category of membership if they are over the age of 65.

Senior Members shall be entitled to use the facilities and services of the Club, but shall not have the right to vote or ballot in Club proceedings or Club meetings.

Senior Members shall not be liable for payment of an entrance fee but shall pay an annual subscription as fixed from time to time at the Annual General Meeting.

No person may apply to become a Senior Member from the date that the Members in a General Meeting approve these rules.

NOTICE OF ELECTION

17. Immediately after the election of a Member, the election shall be entered in the book of candidates and signed by the chairman of the meeting. Notice in writing shall be sent to the candidate and to his/her proposer and the candidate shall be furnished with a copy of the Club rules.

NOTICE OF NON-ELECTION

18. In the event of non-election, the candidate's proposer and seconder shall be informed and the non-election noted in the book of candidates and signed by the chairman of the meeting.

RESIGNATIONS AND POSTPONEMENT OF MEMBERSHIP

19. Any Member intending to resign from the Club may do so by giving notice in writing to the Secretary/Manager who shall notify the Election Committee forthwith. Resignation under this rule shall take effect from 31st December of the year in which notice is given. A Member who resigns shall forfeit all his/her rights to or claims upon the Club or its assets or property.

Upon application to the General Committee, the General Committee shall be entitled to postpone the membership of any Member. Whilst any Member's membership is thus postponed he/she shall not enjoy any of the rights of membership of the Club. At any period, however, he/she may apply to have his/her full membership restored and he/she shall then be liable for payment of his/her annual subscription (pro-rata where applicable) but shall not be required to stand for election to the Club or to pay any admission fees from time to time in force.

ENTRANCE FEES AND SUBSCRIPTIONS

20. (a) Entrance fees shall be paid by the Members as proposed from time to time by the General Committee for approval in accordance with rule 20 (b). Subscriptions shall be paid by all Members other than Honorary Life Members and Honorary Members.
- (b) Entrance fees and subscriptions (including special levies and impositions) shall be such amounts as are fixed from time to time at the Annual General Meeting of Ordinary Members in accordance with rule 33(x) and shall be binding except entrance fees and subscriptions (including special levies and impositions) in relation to Provincial Members, Junior Members, International Members, Club Members, Associate Members, Senior Members and Access Members which shall be determined by the General Committee.
- (c) An Ordinary Member who resides a hundred (100) kilometres or less from the Club Premises shall pay the Town Subscription. An Ordinary Member who resides outside the hundred (100) kilometre radius shall, on approval by the General Committee, pay the Country Subscription.
- (d) An Ordinary Member of the Club who has been continuously an Ordinary Member for at least twenty (20) years, who has reached the age of sixty-five (65) or over, and who has applied to the General Committee, shall, from the 1st January following his/her reaching the said age of sixty-five (65) years or over, pay a subscription of half of the appropriate subscription payable by an Ordinary Member. Such a Member will not be liable for special levies or impositions.
- (e) Entrance fees and subscriptions (including special levies or impositions) shall be paid to the Secretary/Manager or to the Club's bankers.

PAYMENT OF SUBSCRIPTIONS, SPECIAL LEVIES AND IMPOSITIONS

21. Subscriptions (including special levies and impositions) shall be payable on the 1st day of January each year. If the subscription of any Member is not paid in full before the 15th February, unless that member has entered into a direct debit agreement, the General Committee shall be entitled to remove the person's name from the roll of members and thereupon he/she shall cease to be a member of the Club. The General Committee shall have full power to reinstate him/her on his/her furnishing a satisfactory explanation and on condition that he/she shall pay the amount of his/her subscription due on the 1st day of January preceding and any sums due by him/her to the Club. A list comprising members who shall have omitted to pay their subscriptions by the 15th day of February may at the discretion of the General Committee be posted in the Club notice board and shall there remain so long as the General Committee shall determine.

TRUSTEES

22. There shall be four (4) Trustees. Trustees shall remain in office until death, resignation or in the case of future Trustees, attaining the age of eighty-five (85) years, unless removed by a general meeting of the Club. Vacancies shall be filled at a General Meeting. The property of the Club shall be vested in the Trustees who shall be ex-officio Members of the General Committee. A General Meeting under exceptional circumstances may by resolution increase the number of Trustees to five (5). A Trustee having attained the age of eighty-five (85) years shall retire from office and shall become an Honorary President of the Club.

GENERAL COMMITTEE

23. (a) The General Committee shall consist of the Trustees, the Honorary Secretary and fifteen (15) Ordinary Members of the Club to be elected as hereinafter provided.
- (b) Members of the General Committee (other than the Trustees and Honorary Secretary) shall be elected at the Annual General Meeting in each year when the existing General Committee (other than the Trustees and Honorary Secretary) shall retire. Members of the General Committee shall be eligible for re-election with the exception of the three (3) members having the longest period of continuous service. In the case of an equal period of continuous service, the order of retirement shall be determined by lot.
- (c) The General Committee shall have power to appoint such sub-committees of Ordinary Members of the Club as it thinks fit. Sub-Committees will be responsible to the General Committee. In particular, the General Committee shall have power to appoint a House Committee of not more than five (5) Ordinary Members to arrange and supervise the administration of the Club.
- (d) The number of the members of the sub-committees and also their duties and powers shall be determined from time to time by the General Committee.
- (e) A list of members of the outgoing General Committee giving the number of their attendances at meetings of the previous year (and the total number of such meetings) shall be posted in the Club notice board twenty-one (21) days before the day of the Annual General Meeting. (Including members of the outgoing General Committee who are going forward for re-election). The list shall name the Trustees and Honorary Secretary and shall name any members of the outgoing General Committee who are not eligible for re-election, or who are retiring voluntarily. The notice shall invite members to propose and second candidates to fill the vacancies arising. No member shall propose more than two candidates.
- (f) All candidates to fill vacancies on the incoming General Committee except those members of the outgoing Committee willing to continue, shall be proposed and seconded on a nomination form by ordinary members of the club. The candidate shall indicate his/her acceptance of the nomination by signing the nomination form. The Honorary Secretary shall receive the nomination form, as accepted by the candidate, not less than seven (7) days before the date of the Annual General Meeting. Upon receiving a valid nomination form, the Honorary Secretary shall post the list of candidates, including members of the outgoing committee who are going forward for election, on the Club notice board, so it appears alongside the list of members of the outgoing General Committee, referred to at paragraph (e) above. Any candidate for election may withdraw his/her candidacy at any time.
- (g) If, at the Annual General Meeting, the number of candidates is less than or equal to the number of vacancies, those candidates shall be deemed elected without ballot. If however the number of candidates exceeds the number of vacancies, ballot papers shall be circulated to voting members present at the Annual General Meeting. These shall set out in alphabetical order the names of the candidates. On the ballot papers candidates who are outgoing members of the General Committee shall be described as such, and the names of the proposers and seconders of other candidates shall be given. Scrutineers shall be appointed and the ballot papers scrutinized at the Annual General Meeting (or any adjournment thereof).
- (h) The fifteen (15) names on the list which have received the most votes shall be declared elected. In the case of a tie between two or more candidates for the last positions, the contest between those candidates shall be determined by lot.
- (i) The General Committee shall appoint a Chairman and Vice-Chairman and an Honorary Treasurer at its first meeting following the Annual General Meeting. The Chairman shall be ex-officio a member of all sub-committees.

(j) The General Committee shall appoint an Honorary Secretary of the Club at its first meeting following the Annual General Meeting. He/she shall hold office until the first meeting after the following year's Annual General Meeting when he/she shall automatically retire. He/she shall be eligible for re-appointment. The Honorary Secretary shall be ex-officio a member of all sub-committees.

(k) No business shall be transacted at a meeting of the General Committee unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business. Eight (8) Ordinary Members of the General Committee shall constitute a quorum.

(l) The General Committee shall be entitled to fill by co-option any vacancy which may occur during its year of office. Any member of the General Committee who fails to attend six (6) consecutive meetings without an acceptable explanation shall be deemed to have resigned from the General Committee.

(m) The General Committee shall recommend and propose entrance fees, subscriptions, special levies and impositions payable by the Members (except for those payable by Affinity Members which shall be determined by the General Committee) and each class of Member and shall make such recommendations to the Ordinary Members for consideration at the Annual General Meeting in accordance with rule 33(x).

BYE-LAWS AND REGULATIONS

24. The General Committee shall have power to make, adopt, amend, suspend or rescind bye-laws and regulations (consistent with the fundamental rules of the Club) as it may deem necessary and such bye-laws and regulations shall, after due notification, be binding on every Member of the Club unless rescinded at a General Meeting.

INTEREST IN SALES

25. No employee of the Club shall have any personal financial interest in the supply of excisable liquors therein or thereto or in the proceeds arising from such supply.

CLUB ACCOUNTS

26. The General Committee shall cause proper books of account to be kept relating to:-

(a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Club;

(c) the assets and liabilities of the Club.

27. The books which will require to be kept by the Club will be those books of account which are deemed necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

28. The books of account shall be kept at the office and shall at all reasonable times be open to inspection by the members of the General Committee.

29. The General Committee shall cause to be prepared and to be laid before the Annual General Meeting accounts for the year to the previous 30th September together with a balance sheet at that date and a report dealing with the financial condition of the Club.

AUDIT

30. (a) The accounts of the Club shall be audited by a chartered accountant or by a firm of chartered accountants who shall be described as the Club auditor. The Club auditor shall be appointed each year at the Annual General Meeting referred to in rule 33 and shall, unless removed meanwhile at a special general meeting held for that purpose, hold office until the next Annual General Meeting when he/she shall retire but shall be eligible for re-election. Should the Club auditor die or resign or be removed at a special general meeting during his/her year of office, the position shall be filled by the General Committee by the appointment of a chartered accountant or a firm of chartered accountants.

(b) The Club auditor shall submit to the General Committee not later than 7th November in each year, audited accounts for the year ended the previous 30th September, together with a report dealing with the financial condition of the Club and any recommendation that he/she may desire to make on the working of the Club. The Club auditor's report and audited accounts shall be considered by the General Committee who, not later than the first Monday in December in each year, shall prepare and have printed a report on the activities of the Club. This report shall be called the annual report and copies of it, together with copies of the Club's auditor's report and the audited accounts of the previous year, shall be circulated to the Ordinary Members in accordance with rule 61.

VOTING RIGHTS

- 31 The only category of member entitled to vote in General Meetings (to include Annual General Meetings and Extraordinary General Meetings) is that of Ordinary Members.

ANNUAL GENERAL MEETING

32. The Annual General Meeting of the Club shall be held in December in each year at a date and time to be fixed by the General Committee. Notice of the meeting shall be sent by post to each Ordinary Member at least twenty-one (21) days before the date fixed.

33. The Honorary Secretary or in his/her absence any other member of the outgoing General Committee shall read the notice convening the meeting and thereafter the order of business shall be as follows, unless the meeting shall otherwise determine:-

- (i) election of chairman of the meeting;
- (ii) minutes of the previous Annual General Meeting and any Extraordinary General Meeting held since the previous Annual General Meeting;
- (iii) matters arising from the minutes;
- (iv) consideration of the annual report, together with the Club auditor's report and the previous year's audited accounts;
- (v) the appointment of scrutineers;

- (vi) the appointment of the Club auditor for the ensuing year;
- (vii) the reception of nominations for and election of the General Committee for the ensuing year;
- (viii) the reception of nominations for and election of auxiliary electors for the ensuing year;
- (ix) amendments or alterations to the rules subject to provisions of rules 34 and 45;
- (x) the fixing of entrance fees and subscriptions (including special levies or impositions) as recommended by the General Committee;
- (xi) the consideration of matters in respect of which notices of motion have been handed to the Secretary/Manager in accordance with these rules;
- (xii) any other relevant business.

No matter shall be considered at the Annual General Meeting under Sub-Sections (x) and (xi) of this rule unless notice of motion shall have been lodged with the Secretary/Manager at least fifteen (15) clear days before the date fixed for the Annual General Meeting. Such notices shall be posted in the Club notice board not later than forty-eight (48) hours after they are received by the Secretary/Manager.

EXTRAORDINARY GENERAL MEETING

- 34 (a). Except in relation to an Extraordinary General Meeting in relation to the dissolution of the Club, seven (7) members of the General Committee or thirty (30) Ordinary Members of the Club may call an Extraordinary General Meeting on giving twenty-eight (28) days notice of such meeting. A notice setting out the date and the objects of such meeting and signed by the Members requisitioning the meeting shall be given to the Secretary/Manager who shall post same in the Club notice board at least twenty one (21) days before the date of such meeting. He/she shall also send a copy by post the same day to each Ordinary Member. No matters except such as are set out in the notice may be discussed or determined at any such meeting.
- (b) A proposal rejected at an Extraordinary General Meeting may not be brought forward again for six (6) months from the date of such meeting without a recommendation of the General Committee.

QUORUM

35. No business shall be transacted at a General Meeting unless a quorum of Ordinary Members is present. Except in relation to an Extraordinary General Meeting in relation to the dissolution of the Club, thirty (30) Ordinary Members personally present shall be a quorum for an Annual General Meeting or an Extraordinary General Meeting. One hundred (100) Ordinary Members personally present shall be a quorum, in relation to an Extraordinary General Meeting in relation to the dissolution of the Club. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present those Ordinary Members who are present shall be a quorum and may transact the business (except for matters arising under rule 45) for which the meeting is called. All the acts done at such adjourned meeting shall be valid and binding on the Club, notwithstanding that the requisite quorum shall not have been present.

PROCEEDINGS AT GENERAL MEETINGS

36. The Ordinary Members present shall elect one (1) of their number to be chairman of the meeting.
37. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
38. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman; or
 - (b) by at least ten (10) Ordinary Members present in person.

Unless a ballot is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

39. The demand for a ballot may be withdrawn.
40. If a ballot is duly demanded, it shall be taken in the manner set out in rules 41 and 42 hereafter and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
41. Where a ballot has been demanded, ballot papers shall be prepared containing the resolution to be voted on and shall be transmitted to all Ordinary Members. Ballot papers may be delivered to the Club up to but not later than 5.00 p.m. on the fifteenth day following their transmission.
42. A scrutiny shall be conducted by scrutineers appointed at the General Meeting or at any adjournment thereof. It shall commence at 5.30 p.m. on the fifteenth day following the date of transmission of ballot papers when the ballot shall be closed, provided however that the scrutineers may postpone the scrutiny for any period not exceeding ten (10) days by notice published in the Club notice board.
43. Where there is an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting at which the show of hands takes place or at which the ballot is demanded, shall be entitled to a second or casting vote.
44. No Ordinary Members shall be entitled to vote at any General Meeting of the Club unless all entrance fees and subscriptions (including special levies or impositions) payable by him/her have been paid.

ALTERATION OF RULES

45. These rules may be added to, or any of them may be altered, amended or rescinded provided that any proposed addition, alteration, amendment or rescission shall first be approved of by a two-thirds majority of the combined number of Ordinary Members voting either at an Annual General Meeting or at an Extraordinary General Meeting specially convened for the purpose, provided that not less than thirty one (31) of the combined number of Ordinary Members vote in support of such new rule, alteration, amendment or rescission.

VISITORS

46. A Member may introduce a visitor or visitors to the Club. Upon introduction of a visitor, the Member shall enter his/her own name and the name and address of the visitor in a book which shall be kept for the purpose and which shall show the date of each visit. A Member is responsible for his/her visitor(s) during the period while on the Club premises.
47. A visitor shall not be supplied with excisable liquor or tobacco or refreshments in the Club premises unless on the invitation and in the company of a Member. No person other than a Member of the Club shall be permitted to pay for excisable liquor, tobacco or refreshments.

SALE OF LIQUOR

48. No excisable liquor shall be sold or supplied to any person under eighteen (18) years of age.
49. The General Committee shall comply with the licensing laws and accordingly determine the appropriate times when excisable liquor shall be supplied for consumption on the Club premises to any person from time to time.

BANKING ACCOUNT

50. All monies received to the account of the Club shall be lodged with its bankers to the credit of the Club. All payments on account of the Club shall be made by cheque or direct account transfer signed or authorised by the Secretary/Manager or in his/her absence such other Officer or Honorary Officer of the Club as the General Committee may designate from time to time and countersigned by two (2) members of the General Committee.

BORROWING POWERS

51. The General Committee may, by resolution from time to time, raise and/or borrow monies for the purposes of the Club either unsecured or secured on any property of the Club on such terms as the General Committee may think fit. Thereupon the trustees shall at the request of the General Committee make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the General Committee may deem proper for giving security for such loans and interest. All Ordinary Members of the Club, whether voting on such resolution or not, and all persons becoming Members of the Club after the passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.

GAMING

52. No gaming shall be permitted in the Club premises save in accordance with the bye-laws laid down in writing by the General Committee.

POWER TO SUSPEND

53. (a) The General Committee shall take immediate cognizance of any infraction of any of the rules, regulations or bye-laws of the Club and shall have power to suspend an offending Member from membership of the Club for a period not exceeding three (3) months. The resolution for such suspension shall be supported by two-thirds of the Ordinary Members of the General Committee present at a meeting at which not less than twelve (12) such members of the General Committee shall be present.

(b) A Member who has been suspended under this rule shall not be capable of exercising any of the privileges of membership of the Club.

EXPULSION OF MEMBERS

54. (a) The General Committee shall have power to suspend an offending Member from membership pending the holding of an enquiry and an extraordinary general meeting in pursuance of part (b) of this rule, if in their opinion the infraction be such as to merit expulsion; provided that the resolution for such suspension shall be supported by two-thirds of the Ordinary Members of the General Committee present at a meeting at which not less than twelve (12) such members of the General Committee shall be present.

(b) If the conduct of any Member, either in or out of the Club, is, or has been, in the opinion of the General Committee or any thirty (30) Ordinary Members of the Club who shall certify the same to the General Committee in writing, injurious to the character or interests of the Club or is or has been such as to render him/her unfit to continue to be a Member of the Club, an enquiry shall be directed by the General Committee at which such Member shall have a full opportunity to state his/her answers to the allegations made against him/her. Thereafter, if it appears proper, he/she may be expelled from the Club by a resolution passed at an Extraordinary General Meeting of the Club. It shall be the duty of the General Committee to convene such an Extraordinary General Meeting for the exclusive purpose of considering and determining the question of the expulsion of such Member. Voting on such resolution shall be taken by secret ballot which shall remain open for such time as the chairman of the meeting shall decide. If two-thirds of the Ordinary Members voting on such ballot shall vote in favour of the resolution that such Member be expelled he/she shall thereupon cease to be a Member of the Club and such resolution shall be final and conclusive. The chairman of such Extraordinary General Meeting shall appoint scrutineers of the ballot.

(c) A Member who has been suspended under part (a) of this rule shall not be capable of exercising any of the privileges of membership of the Club.

(d) Nothing under this rule shall contravene the rights of Members to call an Extraordinary General Meeting as laid down in rule 34.

REFUND OF SUBSCRIPTIONS

55. A Member who has been expelled from membership by resolution of an extraordinary general meeting shall be entitled to have his/her subscription for the current year refunded to him/her but he/she shall forfeit all his/her rights to or claims upon the Club or its assets or property.

BANKRUPTCY ETC.

56. Any Member who shall be adjudicated a bankrupt or who has been warned off the turf for fraudulent or corrupt practice by the turf authorities in Ireland or any other country shall, ipso facto, cease to be a member and shall forfeit all claims on the Club or its property. It shall be lawful for the General Committee after due inquiry to reinsert his/her name on the list of Members. If so readmitted, he/she shall not be required to pay any entrance fee.

GRATUITIES

57. No Member shall give money or any other gratuity to Club staff other than for personal bedroom service or portorage of luggage.

COMPLAINTS

58. No complaint regarding meals served in the Club or any inattention or misconduct of an employee shall be made directly to that employee. Complaints should be made to the Secretary/Manager and any such complaints made to the Secretary/Manager in writing shall be brought before the House Committee at its next meeting.

ADDRESSES

59. Each Member of the Club shall communicate his/her address or that of his/her agent or banker from time to time to the Secretary/Manager and all notices and letters sent by post or otherwise to such addresses shall be considered as duly delivered.

DISSOLUTION

60. 75% of the General Committee or thirty (30) Ordinary Members of the Club may call an Extraordinary General Meeting relating to the dissolution of the Club on giving twenty-eight (28) days notice of such meeting. If at an Extraordinary General Meeting a resolution for the dissolution of the Club is passed by a majority of the Ordinary Members voting at the EGM then (subject to rule 60A):-

- (i) the Trustees, at the direction of the General Committee, shall thereupon or at such future date as may be specified in such resolution proceed to realise the property of the Club;
- (ii) the General Committee shall, after the discharge of all the Club's liabilities and such other payments (if any) as may be specified in any such resolution, divide the balance of the club assets equally amongst all Ordinary Members.
- (iii) upon the completion of such division of the club assets, the Club shall be dissolved.

- 60A. No Honorary Life Member or Ordinary Member elected or Honorary Life Member elected to the Club after the date of the adoption of this rule 60A (namely the 11th November 2003) shall on a dissolution of the Club have either any right to claim upon the property of the Club or be required to share in the discharge of its obligations unless he/she shall have been an Ordinary Member and/or Honorary Life Member continuously for five (5) years preceding the date of the resolution for dissolution.

PRINTING

- 61(a) These rules as amended from time to time shall at the discretion of the General Committee be printed and made available at the Club Premises, or made available to Members in electronic form on the Club's website, or emailed to Members PROVIDED THAT on the request of any Member of the Club, a hard copy of these rules will be delivered by post to such Member or transmitted to his/her address or a soft copy of these rules will be sent to such Member by email.

61.(b) Proposed amendments to these rules arising from time to time, the Annual Report, the Club's auditor's report and the Audited Accounts shall at the discretion of the General Committee be printed and made available to Ordinary Members at the Club Premises, or made available to Ordinary Members in electronic form on the Club's website, or emailed to Ordinary Members PROVIDED THAT on the request of any Ordinary Member of the Club, a hard copy of such documents will be delivered by post to such Ordinary Member or transmitted to his/her address or a soft copy of such documents will be sent to such Ordinary Member by email.

RULES TO BE BINDING

62. The payment of the appropriate entrance fee and subscription entitles a Member to all the privileges of the Club except as provided for in the Rules. Such payment shall be a distinct acknowledgement on his/her part that he/she is bound by the rules, regulations and bye-laws of the Club and the penalties laid down therein without redress. He/she shall not be absolved from the effects of the rules, regulations and bye-laws of the Club on any allegation that he/she has not received a copy thereof.

INTERPRETATION OF RULES

63. The General Committee shall be the sole authority for the interpretation of these rules or any regulations or bye-laws made thereunder. Its decision shall be final and binding on all Members.

INDEMNITY

64. The Trustees shall be indemnified by the Members of the Club, jointly and severally, against any liability of the Club for which the Trustees shall be sought to be made responsible.

GENDER

65. In these rules, regulations and bye-laws, the use of the masculine gender shall include the feminine and *vice versa*.

CALCULATION OF A MEMBERS PERIOD OF MEMBERSHIP

66. Any calculation of a Member's period of membership of the Club shall include any period of continuous membership in the Hibernian United Service Club or the Stephen's Green Club.