

Lecale Conservation

CONSTITUTION

1. NAME

The name of the group shall be **Lecale Conservation** (hereinafter referred to as "The Association")

2. ADMINISTRATION

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 5 of this constitution ("the Committee").

3. OBJECTS

The Association was established to:

- 3.1 protect and conserve the natural habitat and built environment of an area bounded by the ancient Barony of Lecale that is the thirteen parishes at appendix A.
- 3.2 promote sustainable farming methods which retain and encourage biodiversity
- 3.3 monitor, question and hold accountable government bodies with regard to their statutory obligations under European legislation
- 3.4 lobby government at all levels to adopt best practice in all conservation matters and highlight the urgent need to designate areas of merit
- 3.5 make direct lawful response in a prompt and timely manner to issues of concern to promote protection and conservation
- 3.6 obtain legal advice in the furtherance of the Association's objectives and report crimes and breaches of laws or regulations to appropriate legal authorities
- 3.7 support planning policy to achieve sustainable development in the countryside
- 3.8 In furtherance of the above objects, but not further or otherwise, the Association may:

Lecale Conservation

- 3.9** organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information
- 3.10** obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method, provided that the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant requirement of the law
- 3.11** recruit and train volunteers with relevant skills to carry out the objects of the Association
- 3.12** promote and organise co-operation in the achievement of the above objects and to that end work in association with authorities and voluntary organisations and other relevant partners engaged in the furtherance of the above objects
- 3.13** compile and maintain a data base of valuable sites
- 3.14** do all such other lawful things as may be necessary for the attainment of the above objects or any of them

4. MEMBERSHIP

- 4.1** Membership of the Association shall be open to the following, irrespective of political party, nationality, religion, gender or political opinion:
- 4.2** People aged eighteen years or over who subscribe to the objects of the Association and whose applications for membership are accepted by the Committee; such members shall be called Individual Members and shall be entitled to vote at meetings of the Association;
- 4.3** Organisations, whether voluntary or statutory may upon application to and with the approval of the Committee be admitted as Affiliated Members, and such approval shall not be unreasonably withheld;
- 4.4** Well-wishers anywhere or persons who in the opinion of the Committee, have special knowledge or experience to offer the Association; such members shall be called Associate members and shall not have the right to vote at meetings of the Association;

Lecale Conservation

- 4.5** Affiliated Members shall each be entitled to be represented at meetings of the Association by a duly authorised representative with power to vote on behalf of the Affiliated Member.
- 4.6** The Committee shall fix the rate of annual subscription appropriate to each category of membership, shall issue membership cards and shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the right to be heard by the Association before a decision is made.

5. MANAGEMENT COMMITTEE

- 5.1** The Committee shall meet not less than **6** times a year and shall consist of not less than **5** members of the Association and not more than **10** members, elected at an Annual General Meeting.
- 5.2** Nominations from full members of the Association for members of the Committee must be in writing and must be in the hands of the Honorary Secretary of the Association at least 7 days before the Annual General Meeting hereinafter mentioned.
- 5.3** Should the number of nomination exceed the number of vacancies, Election shall be by secret ballot of the members of the Association and voting at an Annual General Meeting.
- 5.4** Should the number of nominations be less than the number of vacancies, further oral nominations may be accepted with the approval of the Annual General Meeting.
- 5.5** The Committee elected at an Annual General Meeting shall have the power to co-opt further members, who shall be Individual Members, or representatives of Affiliated Members, and who shall serve until the conclusion of the next following Annual General Meeting provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee. Co-opted members shall not have the right to vote.
- 5.6** The Chairperson, Vice-Chairperson, Honorary Secretary and Honorary Treasurer, shall be full Members, and shall be elected annually by and from the members of the Committee at their first meeting following the Annual General Meeting. The Office of

Lecale Conservation

Chairperson shall not be held by any one person for more than three consecutive years.

- 5.7** Any member of the Committee who fails to attend **3** consecutive Committee meetings without reasonable excuse shall lose her/his place on the Committee which may be filled by co-option in accordance with Clause 5.5 above.

6. FUNCTIONS OF THE COMMITTEE

- 6.1** The committee may make such regulations, as they consider appropriate for the efficient conduct of any business of the Committee and the Association.
- 6.2** The Committee may appoint such sub-committees, advisory groups or working parties of their own members and other persons, as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their work to the Committee.
- 6.3** The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, co-options or qualifications of any member.

7. CHAIRING MEETINGS

All meetings of the Association or of the Committee or any of its sub-committees shall be presided over by its Chairperson. If the Chairperson is not present, those present may elect one of their numbers to take the chair. The Chairperson of any meeting shall have a second or casting vote.

8. FINANCE

- 8.1** All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out of pocket expenses to members of the Association engaged upon the approved business of the Association.

Lecale Conservation

- 8.2** The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- 8.3** The financial year of the Association shall run from 1 October to 30 September the following year.
- 8.4** The accounts shall be examined and confirmed at least once a year by an independent advisor who shall be appointed at the Annual General meeting.
- 8.5** A statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 8.6** A bank account shall be opened in the name of the Association with a bank, as the Committee shall from time to time decide. The Committee shall authorize in writing the Honorary Treasurer and 2 members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than 2 of the 3 authorised signatories.

9. ANNUAL GENERAL MEETING

- 9.1** The Annual General Meeting of the Association shall be held at not more than 15 month after the holding of the preceding Annual General Meeting at a time and place, as the Committee shall determine.
- 9.2** At such Annual General Meeting the business shall include the following:
- 9.2.1** the election of members to serve on the Committee;
 - 9.2.2** the appointment of an independent financial advisor;
 - 9.2.3** the consideration of an Annual Report of the work done by or under the auspices of the Committee;
 - 9.2.4** the consideration of the accounts;
 - 9.2.5** the transaction of other such matters as may from time to time be considered necessary.

10. SPECIAL GENERAL MEETINGS

Lecale Conservation

The Committee may at any time at its discretion and shall upon a requisition signed by not less than 4 members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the constitution in accordance with Clause 13 hereof or of considering any matter which may be referred to them by the Committee of for any other purpose.

11. RULES OF PROCEDURE AT ALL MEETINGS

Voting

- 11.1 Subject to the provision of Clause 12.1, for all questions arising at any meeting the preferred mechanism of reaching a decision is by consensus. Should consensus not be reached, then it shall be at the chairperson's discretion to decide if the question arising shall be decided by a simple majority of those present and entitled to vote thereat. In case of an equality of votes, the Chairperson shall have a second or casting vote.

Minutes

- 11.2 Minute books shall be kept by the Committee and all other sub-committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

Quorum

- 11.3 The quorum at an Annual General Meeting of the Association shall be 11 and at meetings of the Committee shall be 5.

Standing Orders

- 11.4 The Committee shall have power to adopt and issue Standing Orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association at an Annual General Meeting and shall not be inconsistent with this constitution.
- 11.5 Standing orders at all meetings may be suspended for a specified item of business by at least two-thirds of the members present and voting. Standing orders shall again apply immediately the specified item has been completed.

Lecale Conservation

12. ALTERATIONS TO THE CONSTITUTION

- 12.1** Any alterations to this constitution shall receive the assent of not less than two-thirds of the members of the Association present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is brought forward.
- 12.2** At least 14 clear days notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the Association PROVIDED FURTHER THAT no alteration shall be made which could cause the Association to cease to be a charity at law.

13. DISSOLUTION

- 13.1** If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association they shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given.
- 13.2** If such a decision shall be confirmed by a simple majority of those present and voting at such a meeting, the Committee shall have power to dispose of any assets held by or in the name of the Association.
- 13.3** Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association.

14. INDEMNITY

The Association shall indemnify and keep indemnified every officer, member and volunteer of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising there from) made or

Lecale Conservation

brought against the Association in connection with its activities, the actions of its officers, members or volunteers, or in connection with its property and equipment but this indemnity shall NOT extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member or volunteer sought to be made liable. The Honorary Treasurer shall effect a policy of insurance in respect of this indemnity.

*This Constitution was formally adopted on the 27 day
of the month of September 2009 (year)*

*by the members of the Lecale Conservation Association in Special
General Meeting*

SIGNED: Doris Noe (Chairperson)

Barbara Heup (Honorary Secretary)

Lecale Conservation

Appendix A

Area bounded by the ancient Barony of Lecale

Lecale Conservation's area of direct activities encompasses the following Parishes:

- Ardglass
- Ballee
- Ballyculter
- Ballykinlar
- Bright
- Down
- Dunsfort
- Inch
- Kilclief
- Kilmegan
- Rathmullan
- Saul
- Tyrella