

## **Rules of Friends of the Rebel Army Society Limited**

### **Rules for Societies registered under the Industrial & Provident Societies Act 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:

- Words importing the singular or plural number include the plural and singular numbers;
- Words importing the masculine gender shall include the feminine gender and vice versa;
- “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;
- “The Society” shall mean the Society to which these rules refer;
- The “Special Members” shall mean the signatories to the original application for registration of the Society;
- “The Committee” shall mean the Committee of Management of the Society for the time being;
- “The Acts” shall mean the Industrial and Provident Societies Acts, 1893 to 1978;
- “A Society” shall mean a Society registered under the Acts.
- The expression “he”, “him”, “she”, “her”, “they”, “their”, “themselves”, and “person”, shall include a society or other Corporate Body;

- “Registrar” shall mean the Registrar of Friendly Societies for Ireland;
- “Special Resolution” shall mean a Resolution passed in accordance with Section 51 of the Acts of 1893;
- “ICOS” shall mean Irish Co-operative Organisation Society Limited.
- “FORAS”, “Cork City FORAS Co-op” and “Cork City FC” shall be the trading names of the society
- 

**2: THE NAME OF THE SOCIETY SHALL BE**

Friends of the Rebel Army Society Limited

**3: THE REGISTERED OFFICE OF THE SOCIETY SHALL BE AT:**

- a) Bishopstown Stadium, Curraheen, Co. Cork.
- b) The registered office may be changed by the Committee. Any such change shall be notified to the Registrar within fourteen days.

**4: THE OBJECTS OF THE SOCIETY SHALL BE:**

- a) To take a caring and positive role in promoting the needs and interests of Cork City Football Club and its supporters by promoting the club amongst the business and civic communities with a view to increasing investment in Cork City Football Club and facilities and projects that benefit Cork City Football Club.
- b) To develop and promote the educational, health, social and personal development benefits of football in the wider community by encouraging participation in local football and promoting Cork City Football Club as the focal point for football within the community.

c) To undertake fund-raising activities to provide funds to achieve the aims of the society and to maintain prudent reserves to meet arising costs.

d) To assist Cork City Football Club financially if requested by the club to cover specific, pre-defined costs, subject to approval of society members. To assist in the development, provision and maintenance of facilities for the future development and enjoyment of professional football at Cork City Football Club.

e) To provide or arrange for the provision of any service or services which may be for the benefit of the members and others including the arranging of suitable training courses.

f) 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.

g) Generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interests or convenience of its members or in pursuance thereof, and to do all things which may be necessary or expedient from time to time for accomplishing the aforesaid objects or any of them.

h) To carry on business as a not for profit entity in furtherance of these aims

i) To actively seek and promote community ownership and fan involvement at all levels of football in Ireland, and look to be involved with any national or international organisation and/or movement with similar objectives.

## **5: MEMBERSHIP**

a) 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 share 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.

b) No member other than a Society registered under the Acts shall hold an interest exceeding € 7618 in the shares of the Society or such other maximum amount as may be fixed by statute from time to time.

c) Members shall pay an Annual Subscription to defray the costs of running the Society at a rate to be determined by the Committee from time to time with the approval of the membership. Such subscription shall be payable on or before a date as may be fixed by the Committee. The Committee may terminate the membership, cancel the share or shares of a Member and repay to that Member the amount paid up on their shares (€1.27) less such sum as may be due by the person to the Society if the Member fails to pay their Annual Subscription for any year within six months of the same becoming due.

d) The repayment shall be at the discretion of the Committee who shall satisfy themselves that such repayment would not jeopardise the financial stability of the Society, and shall be made at such time and in such installments as the Committee shall decide. The Committee shall review on an annual basis the Annual Subscription. In the event of any alteration, the Members shall be notified by the Secretary of such change and of the date from which the new rate will apply.

## **6: EXPULSION**

a) A member may be expelled on the direction of the Committee if found guilty of conduct detrimental to the Society, provided:

- i. That the person shall have received, in writing, one month previously, complete particulars of the charge alleged against the person; and
- ii. That two-thirds of the members present and voting at a Special General Meeting vote for their expulsion.

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

c) 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.

d) The full amount paid or credited upon the share held by an expelled member, less such sums as may be due to the person by the society, shall be paid to the person on expulsion and an entry of the cancellation of their shares shall be made thereupon in the Share register.

e) An expelled member shall only be re-admitted by the vote of a two-thirds majority of the members present and voting at a general meeting and on a motion of which fourteen days has been given.

## **7: CESSATION OF MEMBERSHIP**

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

- i. The person dies;
- ii. The person cease to exist (in the case of a corporate body)
- iii. The person fails, after a written demand to pay in full their annual subscription.
- iv. The person withdraws from membership by giving at least one month's written notice to the secretary, subsequent to payment of any monies owed to the Society.
- v. The person transfers all their shares to another person;
- vi. The person is expelled under Rule 6 of these Rules.

b) 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 €1.27 each, issued to persons upon admission to membership of the Society. Each member shall hold one share. The liability of members shall be limited to their shares.

b) 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.

c) Shares shall be transferable but not withdrawable. A member may, with the approval of the Committee, transfer the shares of that member to any other person, provided that the consideration shall not exceed the nominal value of the shares.

d) 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.

e) 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**

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

- i. In any security in which Trustees are for the time being authorised by law to invest;
- ii. 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.
- iii. 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**

a) 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.

b) 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 of 7 (seven) members. Any amendment to these rules concerning the size of the committee properly approved by the members shall not take effect until the annual general meeting succeeding that at which the change was approved.

c) The Committee members shall be elected at the Annual General Meeting or at a Special General Meeting called for that purpose. 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 that person's willingness to be elected. Such nominations shall be submitted to the secretary by registered post, hand delivery or electronic mail at least 28 days before the meeting. No Member can serve on the Committee for more than 3 successive years unless at the end of the third year the member resigns and nominates themselves for re-election to the Committee at an AGM of the Society. No Member can serve on the Committee for more than two successive three year terms unless at the end of the second three year term that Member resigns and is nominated for a further term of one year only. No Member can serve for seven or more years on the Committee unless at the end of their elected term that Member resigns and is nominated for a further term of one year only. There is no limit on the number of successive one year terms a Member can serve on the Committee. It shall be the duty of the member submitting the proposal to ensure that the Secretary is in receipt of their nomination.

d) Only members of the Society with 12 months paid membership shall be eligible to be Committee Members. No person shall be entitled to act as a member of the Committee who is a bankrupt or whose bankruptcy still subsists or who has been convicted on indictment of any offence involving fraud or dishonesty. All members of the committee shall abide by an agreed Code of Conduct (available via email).

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

f) 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.

g) 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.

h) The Members of the Committee, or any of them, shall receive such remuneration (if any) for their services as may be agreed upon at any General Meeting.

i) The Committee shall appoint and have the power to remove a Chairperson who shall also be the Chairperson of the Society and shall preside at all meetings of the Society. They may also appoint a Vice-Chairperson. The Chairperson and Vice-Chairperson shall hold office for one year but shall be eligible for re-election.

j) 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.

k) 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.

l) 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.



m) The Committee may exercise any powers that may be exercised by the Society other than those that must be exercised by a General Meeting.

n) 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. Such notice may be provided using email where a member has indicated in advance their approval of such a method of notification.

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, Chairperson, or Secretary signed by at least half the number of Members of the Society for the time being.

d) 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.

e) No business shall be transacted at a Special General Meeting save that for the purpose of which the meeting is convened and of which full particulars shall be given in the notice convening every such meeting.

f) 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 or emailed to the address provided by the member.

g) The quorum for General Meetings of the Society shall be one fifth 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.

h) An Annual General Meeting shall be held within three months of the end of each calendar year.

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

i. The adoption of the Minutes of the previous 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 for the Society.

vi. Any other business relevant to the General Meeting of the Society.

j) 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.

k) MOTIONS – Members may submit motions for consideration at general meetings of the society provided that such motions are consistent with the rules and aims of the Society. All motions must be proposed in writing and signed by a member and seconded and signed by another member of the Society. Any such motions shall be communicated to the Secretary of the Society by registered post, hand delivery or electronic mail 28 days prior to the date of the general meeting at which it is proposed the motion be dealt with. Each motion shall clearly state the proposed text of the motion and shall include a brief explanatory note detailing why the member is proposing such a motion. It shall be the duty

of the member submitting the proposal to ensure that the Secretary is in receipt of that motion.

All motions put forward must contain the text of the motion and an explanation of why the motion is being proposed, as well as this it must be stated if the motion is intended as a rule change and where in the rules it is to be modified or added.

### **13: VOTING**

a) Each member present and entitled to vote at any meeting of the Society shall have only one vote, except the Chairperson, 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. Provision for a postal long-distance ballot shall be provided to members.

For the purpose of this section “long-distance” shall mean votes sent by registered post, hand delivered or electronically. It shall be the duty of the member submitting the proposal to ensure that the Secretary is in receipt of their ballot.

b) The voting for any election shall be by secret ballot and on the system of proportional representation by single transferable vote. The Committee should briefly outline the process involved prior to such a ballot.

### **14: APPLICATION OF PROFITS**

a) Any surplus or profits arising in the Society shall be applied in any or all of the following ways:

- i. To creating and maintaining a prudent reserve for the continuation and development of the Society;
- ii. To meet any expenditure to advance the objects of the society
- iii. To provide funding for social or charitable purposes or for relevant services among the members and the community generally.
- iv.

## **15: AMENDMENTS TO RULES**

a) 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.

b) 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.

c) 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 Chairperson. 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 Acts 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.

**d) Voting on Special Resolutions shall be on the basis of one vote per member present and voting**

**e) 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 (I) iii.

**f) 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.

**g) 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.

#### **h) 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.

#### **i) 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.

#### **j) Rules**

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

#### **k) Inspection of Accounts by Members**

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

#### **l) Inspection by Registrar**

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

#### **m) 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 their 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 their decease such property in the Society as may be theirs at the time of their 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 their property in the Society comprised in the nomination exceeds €7618, the nomination shall be valid to the extent of the sum of €7618, but not further or otherwise.

b) 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.

c) 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.

d) 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 €7618, shall be payable or transferable to the nominee, although the Rules of the Society declare the shares not to be transferable.

e) The marriage of a member of the Society shall operate as a revocation of any nomination made by the person 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.

f) 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.

g) The member shall pay for the recording or registering of every nomination, revocation or variation, whether or not accompanied by a fresh nomination, 1cent, 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 the person, 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 their 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 their death €3809, 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 €3809 and a Notice in writing given by their 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 their interest or claim; and the production, if the case requires, of the Probate of the Will of such member, or letters of administration of their estate and of such evidence (if any) of their 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 their legal representative, or shall pay to the person 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: MEMBERS OF UNSOUND MIND**

If a member or person claiming through a member becomes of unsound mind as per Section 3 of the Mental Health Act, 2001, and no committee of their estate or Trustee of their 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 their behalf, whose receipt shall be a good discharge to the Society for any money so paid.

## **21: TRANSFER TO OR ON BEHALF OF DECEASED, OR MEMBERS OF UNSOUND MIND 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 member of unsound mind 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, their property in the Society shall be transferable or payable to the Trustee of their property or to their 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 to such privileges as may be available from the ICOS from time to time.

**Signed:** \_\_\_\_\_

**Signed:** \_\_\_\_\_

**Signed:** \_\_\_\_\_

**Signed:** \_\_\_\_\_