

WHITE LILY EVENTS - CONSTITUTION

GENERAL

1. Name

The name of the **Body is White Lily Events**, hereinafter referred to as 'the Body'.

2. Main Object

The main object for which the Body is established is to run:

- a Festival, entitled June Fest, each year, celebrating music, arts, culture, nature, sports, heritage, history, and other associated and related activities by hosting events in Newbridge and other parts of County Kildare; and
- other cognate events across the year, either 'live' or online, where the management committee deem such activity to be of community benefit.

3. Subsidiary Object(s)

In furtherance exclusively of the foregoing main object the Body has the following subsidiary objects:

- 3.1 Engage in any activity that may be deemed necessary to directly or indirectly facilitate the achievement of its main object.
- 3.2 Provide a platform for and support to community groups participating in and hosting events bearing the **White Lily Events and/or** the **June Fest title and/or logo**, provided such events are first approved by the Management Committee.
- 3.3 Operate on a not-for-profit basis to provide events accessible to the community, in terms of their location and cost.
- 3.4 Promote civic pride and responsibility.

4. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the Body, the Body may exercise the following powers:

- 4.1 To solicit/apply for and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions solely in furtherance of the objects of the Body.
- 4.2 To acquire as appropriate (through purchase, rental, licence and/or lease) such buildings, furnishings, equipment or facilities as may be deemed necessary to achieving the objects of the Body. Furthermore, to manage, maintain, sell or otherwise deal with such property by any lawful means.
- 4.3 To borrow and raise money in such manner and upon such security as the Body shall think fit. However, nothing in this Constitution shall be deemed to permit and/or allow the Members and/or the Officers of the Body to borrow any secured monies on behalf of the Body or obtain secured loans and/or overdrafts from any financial institution in excess of

- €5,000. Any secured borrowings in excess of €5,000 must first be approved by a special general meeting of the members of the Body.
- 4.4 To invest the monies of the Body not immediately required for its objects in such investments, securities or property as the Management Committee may deem fit, subject to such conditions and prior consents as may be required by law and subject to no investments or securities being risk bearing
 - 4.5 To accumulate capital for any object of the Body and to appropriate any of the Body's assets for the specific purposes of the Body, either conditionally or unconditionally SAVE HOWEVER that prior permission shall first be obtained from the Management Committee and the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years.
 - 4.6 To grant pensions to any person who has served the Body as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997; that such a pension scheme has been operated by the Body and that the beneficiary has been a member of the scheme while employed by the Body.
 - 4.7 To employ persons, on either a contract of service or a contract for service, for the purpose of achieving the objects of the Body, and to undertake all functions incidental to such employment.
 - 4.8 To initiate and/or participate in partnerships, joint ventures or reciprocal concession arrangements with any organisation whose objects complement and/or support/facilitate the achievement of the Body's objects.
 - 4.9 To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Body to carry any of its objects into effect or for any extension or alteration of its powers, or for effecting any modification of the Body's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Body's interests, subject to any such extension and/or alteration of its powers first being approved by the Body at either an Annual General Meeting or a Special General Meeting.
 - 4.10 To enter into any arrangements with any government or authority or organisation that may seem conducive to any of the Body's objects and to obtain from any such government, authority or organisation, any charters, contracts, decrees, rights, privileges or concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
 - 4.11 To join, support or subscribe to associations, institutions, societies, co-operatives or conveniences calculated to benefit the Body or its employees or ex-employees or the dependents or connections of such persons.
 - 4.12 To facilitate, organise, curate and promote event.
 - 4.13 To put in place, prior to events and/or undertakings such insurances as may be necessary from time to time to protect the interests of the Body and its members, volunteers, staff, officers, and contractors, and members of the general public.
 - 4.14 To do all such other things as may be deemed incidental or conducive to the attainment of the Body's objects.

5. Membership

- 5.1 Membership of the Body shall be open to any person over the age of 18 years who is interested in assisting the Body to achieve its objects and is willing to abide by the

- Constitution of the Body. Similarly, membership shall be open to any organisation that is interested in assisting the Body to achieve its objectives and is willing to abide by the Constitution of the Body.
- 5.2 Membership of the Body shall be available to any person or organisation without regard to gender, race, nationality, disability, sexual preference, religion or belief.
- 5.3 Applications for membership of **White Lily Events** shall be made solely in writing to the Body's Management Committee (save as provided for at 5.4 below) whose responsibility it is to admit to membership. Each application for membership shall be countersigned by a proposer and seconder respectively, who shall themselves be registered members of **White Lily Events**. The decision of the Management Committee shall be final, and binding and the Management Committee shall not be obliged to furnish its reason for declining an application for membership.
- 5.4 **Prior to the General Meeting called for the purpose of adopting this constitution, the Management Committee shall take all reasonable steps to contact individuals and organisations that have had an involvement with June Fest over the previous 10 years and invite them to the general meeting. This invitation shall also ask these individuals and organisations if they wish be members of June Fest (to be known as White Lily Events in the event of this constitution being adopted by the membership) and if they are agreeable to June Fest (White Lily Events) retaining their contact details. Those indicating that they want to be members of June Fest (White Lily Events) shall have their membership submitted for formal approval at the said general meeting.**
- 5.5 Each Management Committee meeting shall include 'Applications for Membership of **White Lily Events**' on its agenda.
- 5.6 The Body shall maintain an up-to-date register of members. The establishment and maintenance of this register shall be the responsibility of the Secretary and the Body shall comply with all GDPR regulations relating thereto.
- 5.7 The membership of any member may be terminated by the Management Committee of the Body in the event of that member failing to comply with the objects and Constitution of the Body and/or conducting himself/herself in such a manner as may bring the Body and its members into disrepute and/or failing to discharge such membership subscriptions as may apply within a period of one month from the date of being notified of same.

6. Obligations of Members

Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Body and any amendment thereof, and shall observe all (if any) rules or regulations made from time to time by the Body in general meeting or by the Management Committee.

7 General Meetings of Members

- 7.1 The Body shall in each year hold a general meeting of members as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Body and that of the next.
- 7.2 The Annual General Meeting shall ordinarily be held between November and February or such other month as may be designated from time to time by the Management Committee.
- 7.3 All members, whether individuals or organisations, shall be entitled to receive 14 days' notice of all general meetings of members by email and/or ordinary post.
- 7.4 The business of the annual general meeting shall include:

- (a) Report from the Chairperson on the Body's activities over the course of the preceding 12 months
 - (b) Report from the Treasurer on the Body's financial performance over the course of the previous 12 months; this report to include the Body's Annual Accounts for the year together with the report of the auditors on those Annual Accounts
 - (c) Review by the members of the Body's affairs
 - (d) Authorisation to approve the remuneration of the auditors – where applicable
 - (e) Election of members of the Management Committee
 - (f) the appointment or re-appointment of auditors – where applicable
 - (g) Consideration of the Body's work programme for the following year and beyond
 - (h) Membership subscription
- 7.5 All general meetings of the Body, other than annual general meetings, shall be known as 'extraordinary general meetings'.
- 7.6 **The quorum for a general meeting of the Body shall be ten (10) members or 55% of the membership, whichever is the lesser.**
- 7.7 The Management Committee may, whenever it thinks fit, convene an extraordinary general meeting.
- 7.8 The Management Committee, on receipt of a request signed by 10 members or 20 percent or more of the Body's current membership (whichever is the lesser), shall convene an extraordinary general meeting of the Body to discuss any urgent matter relating to the Body.
- In the event of the Management Committee not acceding to such a request, the requisitioning current members may themselves convene an extraordinary general meeting of the Body and the Management Committee shall cooperate in the holding of such a meeting and comply with its resolutions.
- 7.9 A general meeting of current members, other than an adjourned meeting, shall be called by the Management Committee giving not less than 14 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
- 7.10 Notice of general meetings may be given by post or email.
- 7.11 The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting
 - b) the general nature of the business to be transacted at the meeting
- 7.12 The Body's auditors shall be entitled to:
- a) attend any general meeting of the Body,
 - b) receive all notices of, and other communications relating to any general meeting which any member of the Body is entitled to receive
 - c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as auditors.
- 7.13 A general meeting of the Body, notwithstanding that it is called by shorter notice than that specified at 7.6 above shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting.
- 7.14 **No business shall be transacted at any general meeting unless a quorum of current members is present at the time when the meeting proceeds to business. The quorum requirement is ten (10) members or 55% of the membership, whichever is the lesser. Ordinarily, general**

meetings shall be face-to-face (in person) meetings but, where public health advice precludes face-to-face meetings, online meetings shall suffice.

- 7.15 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 7.16 The Body's chairperson shall preside as chairperson at every general meeting of the Body. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as chair, the management committee members present shall elect one of their number to be chairperson of the meeting.
- 7.17 The chairperson 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 and from place to place.
- 7.18 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

8. Voting Members

- 8.1 Every current member of White Lily Events, whether an individual or an organisation, shall have one vote at General Meetings. Furthermore, organisations may be represented at general meetings by one person only. In signing the attendance register at general meetings those representing current member organisations shall clearly indicate the organisation s/he is representing.
- 8.2 At general meetings all matters shall be decided on a show of hands. Where there is an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.
- 8.3 A declaration by the chairperson that a resolution has on a show of hands been carried, or lost, and an entry to that effect in the minutes of the meeting 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.
- 8.4 No objection shall be raised to the qualification to vote of any voter except at the meeting at which the vote objected to is given or tendered, and every vote not disallowed at such a meeting shall be valid for all purposes. Any objection to the eligibility of a person to vote at a general meeting shall be made to the chairperson of the meeting whose decision shall be final and conclusive.

9. Management

- 9.1 The Body shall be administered by a Management Committee of Officers to be elected each year at the Body's Annual General Meeting (AGM).
- 9.2 The Management Committee shall, subject to the provisions of this constitution and policy and/or strategy determined at general meetings of the Body, have overall responsibility for the day-to-day management and operation of the Body – governance, financial management, insurance, health and safety, relations with the community and other organisations, the June Fest programme and all other events organised by or on behalf of White Lily Events.
- 9.3 The Management Committee, while retaining overall responsibility, may delegate day-to-day responsibility for certain specified functions to subcommittees and/volunteers and/or

employees. Where such delegation occurs, the Management Committee shall retain a written record of what specific functions are delegated and it shall ensure that it appropriately oversees the work of such subcommittees, volunteers and/or employees.

- 9.4 The Management Committee shall, following each Annual General Meeting, establish an Organising Committee, which shall have responsibility for the following, **subject to the direction and oversight of the Management Committee:**
- a) Preparing and organising the **June Fest Festival** schedule,
 - b) Organising and delivering the **June Fest programme** of events,
 - c) Organising resources and logistics for individual events,
 - d) Preparing budget forecasts for all events,
 - d) Managing all events.
- 9.5 **The Management Committee shall, following each Annual General Meeting, establish an Arts Advisory Board, comprising artists from a wide range of disciplines, to advise it on all matters relating to the promotion of arts in the festival programme. The number of persons on this board shall be a matter for the Management Committee.**
- 9.6 The Officers of the Management Committee shall be:
- the Chairperson
 - the Treasurer
 - the Secretary, and
 - Up to four (4) other persons with skill sets relevant to the work of the Body
- 9.7 The Duties of the Chairperson shall be to:
- Chair meetings of the Management Committee and the Body,
 - Represent the Body at functions/meetings that the Group has been or may be invited to,
 - Act as spokesperson for the Body when necessary and /or when required so to do.
- 9.8 The Duties of the Secretary shall be to:
- Take and keep minutes of meetings,
 - Prepare the agenda for meetings of the Management Committee and the Body in consultation with the Chairperson,
 - Maintain a register of members,
 - Deal with correspondence on behalf of the Body,
 - Collect and circulate any relevant information within the Body,
 - Notify members of the date and agenda for the Annual General Meeting and/or any extraordinary general meetings.
- 9.9 The Duties of the Treasurer shall be to:
- Supervise the financial affairs of the Body,
 - Maintain proper accounts, account for all monies paid and/or received and record all monies collected and paid out by the Body,
 - Present Financial Accounts for the previous financial year for inspection and approval by the Members at Annual General Meeting and/or Extraordinary General Meeting of the Body
- 9.10 The Management Committee shall meet at least four times a year. **These meetings may be face-to-face or online.**
- 9.11 The Chairperson shall Chair all meetings of the Body.
- 9.12 The quorum for Management Committee meetings shall be three (3) members.
- 9.13 Voting at Management Committee meetings shall be by show of hands. If there is a tied vote the Chairperson shall have a second vote.

- 9.14 A written record shall be maintained of all decisions made and the votes taken at Management Committee meetings.
- 9.15 The Management Committee may by a two-thirds majority vote, and for a good and proper reason, remove any member of the Management Committee provided that person is first informed in writing of the proposed vote to be taken, and has the right to be heard in person, but without legal or other representation, before a final decision is made.
- 9.16 The Management Committee may, by a two third majority, remove any Management Committee member in the event that such Committee member fails to attend more than two meetings in succession and/or conducts himself/herself in a manner that may bring the Body and/or the Committee and/or the Members of the Body into disrepute.
- 9.17 The Management Committee may appoint another member of the Body as a member of the Management Committee to fill a casual vacancy, provided the maximum number is not exceeded, and such appointments shall be valid until the next Annual General Meeting.
- 9.18 No Officer (member of the management committee) shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Body.
- 9.19 No Officer shall be entitled to serve more than three (3) years unless so appointed at the Annual General Meeting.
- 9.20 The Body may, by ordinary resolution, appoint members to ancillary positions as required (e.g. PRO, Fundraising Officer, Assistant Secretary, Assistant Treasurer, Vice-chairperson, etc).
- The holders of these ancillary positions may, with the agreement of the Management Committee, attend management committee meetings and contribute to discussion at these meetings. However, they may not vote at such meetings.
- 9.21 The Body may, by ordinary resolution, increase or reduce the number of members on the management committee.

10. Rotation of Members of the Management Committee

- 10.1 At the first Annual General Meeting of the Body all members of the Management Committee shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Management Committee for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 10.2 The members of the management committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the management committee on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 10.3 A retiring member of the management committee shall be eligible for re-election.
- 10.4 The Body, at a meeting at which a member of the management retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Body doing so, the retiring Executive Member shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such member of the management committee has been put to the meeting and lost.

- 10.5 No person other than a member of the management committee retiring at the meeting shall, unless recommended by the management committee, be eligible for election to the management committee at any general meeting unless, not less than three (3) nor more than seven (7) days before the date appointed for the meeting, the Secretary has been provided with (a) notice in writing, signed by a member of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.
- 10.6 The Body may remove any member of the management committee before the expiry of his/her period of office.
- 10.7 The management committee may at any time appoint any person to the management committee either to fill a casual vacancy or as an addition to the existing management committee, provided the total number of management committee members shall not at any time exceed the number allowed for in this constitution. Any member of the management committee so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

11. Finance

- 11.1 The management committee shall ensure that adequate accounting records are maintained. In this context, the accounting records shall comply with the provisions of the Companies 2014, as amended, explain the Body's financial transactions and facilitate the preparation of financial statements that give a true and fair view of the body's assets, liabilities, financial position and profit and loss.
- 11.2 Any money obtained by the Body and/or its Members shall be used only for the objects of the Body and for no other reason.
- 11.3 Any bank accounts opened for the Body shall be in the name of the Body.
- 11.4 Any cheques and/or electronic transfer of monies shall be signed, drawn, accepted, endorsed or otherwise executed by the Treasurer and one other nominated member of the Management Committee. Furthermore, all expenditure shall be formally approved by the management committee.

12. Income, Property and Assets

- 12.1 The income and property of the Body shall be applied solely towards the promotion of its main objects as set forth in this Constitution.
- 12.2 No portion of the Body's income and property and/or assets shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Officers and/or Members of the Body to include a spouse/partner and/or family member of any such Officer and/or Member.
- 12.3 Nothing shall prevent any payment in good faith by the Body of:
- a) reasonable and proper agreed remuneration to any member of the Body (not being an Officer) for any services rendered to the Body,
 - b) reasonable and proper rent for premises demised and let by any member of the Body (including any Officer) to the Body,
 - c) reasonable and proper vouched and receipted out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the Body; SUBJECT to such expenses and/or payments being presented and/or disclosed in the report of the Treasurer to the Annual General Meeting. of the

Body and the said expenses and/or payments being approved and ratified by the Members at the Annual General Meeting.

13. Alterations to the Constitution

Any proposed changes, additions and/or alterations to this Constitution must be agreed by at least two-thirds of those current members present and voting at any Annual and/or Extraordinary General Meeting.

14 Dissolution

The Body may be dissolved at any time if agreed by two-thirds of those current members present and voting at any Annual and/or Special General Meeting.

In the event of dissolution of the Body there remains any assets after the satisfaction of all debts and liabilities, they shall not be paid to or distributed among the members of the Body. Instead, such property shall be given or transferred to some other charitable institution or institutions having objects similar to the main objects of the Body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Body under or by virtue of **Clause 12.2** hereof.

Members of the Body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

This revised version of the Constitution of June Fest was adopted by a General Meeting of members on:

| Signed | Date |
|-----------------------------|-------------|
| Secretary | |
| Chairperson | |
| Treasurer | |