

Board Handbook of

Company Number:

CHY Number:

Date of Adoption by Board:



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INTRODUCTION

Overview

This handbook has been developed to provide members of the board with the necessary information to understand their role and responsibilities in respect of the overall governance and management of the organisation. The handbook sets out the legal obligations of board members and has been prepared in accordance with best practice guidelines for organisations in the voluntary and community sector.

Organisation Background – Who we are and what we do

INTRODUCTION

Vision

Mission Statement

INTRODUCTION

Aims and Objectives

Strategic Goals

TERMS OF REFERENCE

Legal Structure

is a company limited by guarantee not having share capital. Any company limited by guarantee without a share capital, up to 31 May 2015, had a legal obligation to have a minimum of 7 company members (as distinct from company directors). Since the enactment of the Companies Act 2014 on 1 June 2015, however, companies limited by guarantee, can operate as single-member companies, however currently has

members. As the guarantee company does not and cannot have a share capital, the members are not required to buy any shares in the company. Liability is limited and members personally guarantee to contribute € to the assets of the company in the event of a winding up of the company. Details of the members of the company are maintained in the Members Register.

Companies limited by guarantee must have at least 2 company directors at all times.

currently has company directors. Details of the directors of the company are maintained in the Directors Register and any appointments / resignations are notified to the Companies Registration Office (CRO) in a timely manner in line with current Company Law.

Charitable Status

The charity number is . Registration as a charity means the company is governed by charity specific legislation and can avail of beneficial taxation breaks and is able to undertake specific types of fundraising.

Prior to the 16th of October 2014 there was no requirement to register as a charity in Ireland, however many charities applied to the Revenue Commissioners for charitable tax exemption, resulting in them being given a CHY number from Revenue. Charities used the CHY number as a means of identifying the organisation as a charity.

A distinct regulatory body called the Charities Regulatory Authority was formally established on the 16th of October 2014. The newly established Charities Regulatory Authority (CRA), and the Revenue Commissioners are two distinct bodies. It is the CRA that has responsibility for the registration and regulation of charities in Ireland, not the Revenue Commissioners. All charities in Ireland are now legally required to register with the CRA to receive their charity registration number – this is a new number, and is, as and from the 16th of October 2014, the number which identifies an organisation as a charity in the eyes of the law and the public, and is the number which is now legally required to appear on all printed / fundraising materials, website, email signatures etc. Charities which were registered with the Revenue Commissioners for charitable tax exemption (i.e. had a CHY number) on 15 October 2014, were automatically placed on the CRA register of charities.

TERMS OF REFERENCE

Legal Requirements

Annual Returns to the Companies Registration Office (CRO):

All companies on the register of companies in Ireland, including companies limited by guarantee, are required to file an Annual Return to the CRO. Annual Returns received more than 28 days after the company's annual return date will be liable to a late filing penalty of €100 with an additional daily penalty of €3 accruing thereafter up to a maximum of €1,200 per return. This penalty is in addition to the standard filing fee. Failure to file an Annual Return and the relevant financial statements could result in the prosecution of the company and its directors and / or striking off the company from the register of companies. The current annual return date of
is

Compliance with the Companies Act 2014

The Companies Act 2014 contains a number of legally binding obligations which directors must ensure that both they and the company comply with. These include:

- Maintaining proper financial books and records and submitting financial statements with the Annual Return
- Maintaining a register of members and directors
- Holding Annual General Meetings no more than 15 months apart
- Making Annual Returns to the CRO
- Notifying the CRO of any special resolutions and of any changes to the Memorandum and Articles of Association
- Notifying the CRO of any changes in the directors, secretary, auditors or the registered office of the company
- Keeping minutes of all meetings.

Memorandum and Articles of Association (Company Constitution)

The Company Constitution sets out the rules by which a company is governed and managed. Companies limited by guarantee are required by law to have a two document Constitution made up of a Memorandum of Association and Articles of Association. These documents form the legal basis for the company. Essentially, the main purpose of the Memorandum of Association is to set out the name and objectives of the company (i.e. the reason for which the company has been established).

The Articles of Association are essentially the rules setting out how the company will be governed. These documents are very important as they set out the company's rules and procedures and outline what rights members will have in terms of having a say in how the company is run. In the event of a dispute involving the company, the courts will look to the Memorandum and Articles of Association as being the internal legal documents which govern the company's activities.

All companies must lodge their Memorandum and Articles of Association with the Companies Registration Office, where they are publicly available.

TERMS OF REFERENCE

Review of the Memorandum and Articles of Association

These will be reviewed regularly and amended to reflect the agreements and procedures of the organisation in the following circumstances:

- There is a new policy or procedure in relation to any aspect of governance
- There is a change in the mission or objectives of the organisation
- There is a change to any significant aspect of the organisation's activities or structure

If the review results in a recommendation that the Constitution should be amended this will have to be put to the members of the company at an EGM or AGM.

Amendments to the Memorandum and Articles of Association

It is the responsibility of the board to ensure the Memorandum and Articles of Association accurately reflect the governance structure and decision-making processes. These will be formally reviewed by the board every years. Any changes to these documents should be approved by the members at an EGM or AGM of the company by way of a Special Resolution. A completed G1 form should then be sent to the Companies Registration Office. The board may engage a third party professional, if deemed necessary, to oversee any changes to the Memorandum and Articles of Association.

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

Vision and Leadership

The board will review and ensure the relevance of the vision, values, ethical principles and strategic direction of the organisation. The board will ensure that organisational activity supports its ethos, vision, purpose and aims.

Accountability

The board will account for everything the organisation does, including its spending and activities. The board is accountable to all key stakeholders such as funders and donors, and the target group. The board monitors and evaluates all areas of the organisation's performance.

Legal Matters

The board will ensure compliance with all relevant legal and regulatory requirements and will seek guidance around any uncertainties. All activities and processes of the board and the organisation will be in-line with its governing document; the Company Constitution made up of the Memorandum and Articles of Association.

Financial Responsibilities

The board will ensure that all money, property and resources are properly used, managed and accounted for. In order to be accountable, suitable systems must be in place and kept up to date.

Managing Staff and Volunteers

The board has full responsibility as an employer. This involves ensuring that appropriate policies and procedures are in place for staff (including volunteers, students etc.), and that staff are properly managed and supported. The board, represented by the chairperson, will line manage and ensure suitable supervision for the

ROLES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

Chairperson

There are two separate parts to the role of chairperson as follows:

1. *Planning and running meetings which involves:*

- Being sure everything is covered and decisions are made when required
- Keeping order and encouraging everyone to express their views
- Delegating and sharing responsibility among the group
- Working to resolve difficulties and conflicts in a sensitive manner
- Ensuring that everyone wants to or has a chance to speak
- Taking responsibility for helping everyone in the group to work well towards achieving its aims
- Having an overview of all that is happening
- Being objective and listening to all points of view
- Motivating board members and encouraging participation by all
- Ensuring meetings commence and finish on time

2. *Ensuring the group as a whole makes and sticks to its ethos, policies and procedures by:*

- Acting as a spokesperson for the organisation
- Making essential or emergency decisions between board meetings
- Helping others in the group deal with difficult situations

Secretary

There are 2 elements to the role of secretary:

1. **Secretary**

The role of the secretary at its most basic is to keep accurate minutes of meetings, although its responsibilities are frequently wider and more substantial.

The responsibilities of the secretary are to:

- Help the chairperson to plan board meetings
- Organise the logistics of meetings
- Take and distribute minutes
- Deal with board correspondence

ROLES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

2. Company Secretary

The only legally required position for companies limited by guarantee is that of company secretary. Some organisations choose to appoint a member of staff or an external person as their company secretary, whereas others choose to have one of the directors take on the role, which consists of:

- Making sure that the full name of the organisation is displayed outside the registered office, and that a change in the registered office is notified to the Companies Registration Office (CRO) within 14 days
- Seeing to it that the certificate of incorporation is displayed
- Ensuring that the company name, registered number, place of registration, registered office and directors' names (and nationality if not Irish) appear on the organisation's letterhead
- Keeping the company's registers (that is, lists of all members and directors) up-to-date and at the registered office
- Notifying the CRO of any change in director, company secretary or home address within 14 days
- Ensuring that all legal agreements and contracts are properly discussed, agreed by directors and kept in a safe place
- Ensuring that the annual AGM is held within 18 months of becoming a company and at least every 15 months from then on, provided that an AGM is held in each calendar year
- Calling general meetings (AGMs and extraordinary general meetings, EGMs) at the request of the directors and/or members, according to the rules in the Articles of Association
- Ensuring that due notice, in accordance with the Company Constitution (and, where relevant, company law requirements), for general meetings is given and that they are run according to the Articles of Association
- Ensuring an independent auditor is appointed at the AGM
- Ensuring that the accounts are properly prepared and audited (in conjunction with the treasurer)
- Keeping the minutes book (AGM and EGM minutes and the minutes of the board of directors and any subcommittees); general meeting minutes should be open for inspection by members
- Sending in the Annual Return to the CRO by the relevant Annual Return date
- Notifying the CRO within 15 days of passing special resolutions (for example, changes to the Memorandum and Articles of Association or a change to the organisation's name)
- Keeping copies of all annual returns and accounts
- Complying with any other duties as imposed by the Companies Acts 2014

The Companies Act 2014 retains the requirement for a company secretary and the retention of this requirement demonstrates the importance of the role of the company secretary in the eyes of the legislature and, in fact, the proposals go a step further by placing the responsibility on the Board of Directors to ensure that the secretary has the requisite knowledge and experience to discharge the functions of secretary of the company and to maintain the records as required by the Bill. Furthermore, the company secretary will be required to sign a declaration acknowledging the existence of the secretary's duties on appointment.

ROLES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

Treasurer

The treasurer must ensure that the organisation spends its money correctly, pays all its bills and does not get into financial difficulty. The treasurer must also ensure that the board receives regular financial reports and has enough information to make decisions relating to the financial matters of the organisation.

Other treasurer duties include:

- Keeping accounts of all income and expenditure
- Presenting reports of financial activities at board meetings
- Submitting financial reports or information to funders as requested
- Preparing an annual report for the AGM
- Co-ordinating and managing funding applications and fundraising activities
- Acting as a co-signatory on cheques and / or Electronic Funds Transfers

In the case of an employed finance administrator is responsible for many of the above tasks with an Honorary Treasurer at board level.

It must be noted that the board are ultimately collectively responsible for the finances of the organisation.

CODE OF CONDUCT FOR BOARD MEMBERS

Board members are bound by an overriding duty, individually and as a group, to act reasonably at all times in the interests of the organisation and of its present and future beneficiaries.

All board members are equally responsible in law for the board's actions and decisions, and have equal status as members of the board. At all times the board acts collectively, even if an individual does not agree with the majority decision. The chairperson has the right to call a vote, although this would be only exercised where usual consensus decision-making processes have not been successful.

The board gives the _____ authority to operate the business of the company and this individual is accountable for, and reports to, the board on day-to-day operations and performance. By reading this document and agreeing to participate at board level, all members agree to:

- Understand their role and responsibilities as described in this handbook
- Know and support the mission of the organisation
- Uphold the values, aims and objectives of the organisation
- Give adequate time and energy to the duties of being a director
- Prepare for meetings in advance
- Maintain confidentiality
- Offer informed and impartial guidance
- Fulfil fiduciary and statutory duties
- Participate in committees and special events where possible
- Support the _____, while monitoring their conduct
- Present their views on all topics and listen to those of other members
- Act with integrity, and avoid or declare personal conflicts of interest

DIVISION OF RESPONSIBILITIES BETWEEN THE MANAGER AND THE BOARD

This section should detail how responsibilities are divided and how the Manager is appraised by the board.

MANAGEMENT OF CONFLICTS OF INTEREST

A general understanding of conflicts of interest for board members would be where a conflict arises between the private interest and the official responsibilities of a person in a position of trust on the board of directors. In legal terms a conflict of interest arises where any individual could privately gain financially from their position on a voluntary board.

Board members can sometimes take for granted that an individual appointed to a voluntary board is neither there to pursue their own individual interests or the sole interests of the constituent base which nominated them to the board. The role of a board director is to take responsibility for the overall direction of the organisation and for advice given to management and staff in the exercise of delegated responsibilities.

manages any potential conflict of interest by:

LEGAL OBLIGATIONS AND DUTIES OF BOARD MEMBERS

The commencement of the Companies Act 2014 (the “Companies Act”), which took place in June 2015, consolidates, reforms and amends all company law legislation, and has impacted on every Irish company as well as its directors and members. Part 5 of the Companies Act gives statutory recognition to the current common law and equitable principles regarding directors’ duties, ensuring greater clarity for directors. The newly codified duties detailed in Chapter 2 of Part 5 of the Companies Act are discussed below.

Who owes the Duties?

Chapter 1 of Part 5 of the Companies Act provides that those persons who are “shadow directors” and “de facto” directors will equally be bound by the provisions of Part 5 in the same manner as directors who have been formally appointed. These concepts are not necessarily new and refer to directors who effectively act as such (without formal appointment having been made) or in accordance with whose instructions the directors are accustomed to act. The duties as set out in this Part of the Companies Act can be broadly broken down into fiduciary duties (previously developed and detailed by means of case law) and general duties (recognising certain common law duties but also including and expanding upon existing statutory duties).

General Duties of Directors

The general duties which directors owe to the company in the performance of their role include:

Compliance with legislation

Directors must ensure compliance by the company with the Companies Act. A breach of this duty will not invalidate any contract or agreement or affect its enforceability, other than by the director in breach. This is without prejudice to the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit from such a breach.

Interests of members and employees

Directors must take into account the interests of the members of the company and have regard to the interests of the employees in the performance of their functions however it is worth noting that this duty is owed by the directors to the company, not to the members or employees.

Compliance statement

Directors are required to acknowledge the existence of their duties by signing a declaration to that effect in the form of a compliance statement. Directors of all public limited companies and of private companies which meet certain financial thresholds will be required to include a directors’ compliance statement in their directors’ report (or explain why not).

Appointment of company secretary

There is an obligation on directors to ensure that the company secretary is suitably qualified for the role. In appointing a company secretary, the directors shall have a duty to ensure that he or she has the skills necessary to enable him or her to maintain (or procure the maintenance of) the records of the company (other than accounting records) necessary under the Companies Act.

LEGAL OBLIGATIONS AND DUTIES OF BOARD MEMBERS

Directors' duty to disclose any interests in contracts made by the company

A director who is, in any way, directly or indirectly interested in a contract or proposed contract to which his or her company is a party, shall have a duty to disclose the nature of that interest at a meeting of the directors. This is, in the main, a restatement of the existing law.

Breach of duty liability to account and indemnify

The Companies Act provides that breaches of certain director duties will result in the director who is in breach being liable to account to the company for any gain made by him or her and to indemnify the company against any loss made by it as a result of any such breach.

Fiduciary Duties of Directors

The eight principal fiduciary duties of directors are set out at section 228 of the Companies Act as follows:

1. Act in good faith

Each director is obliged to act in good faith in what the director considers to be the best interests of the company. This is a subjective test and recognises that two directors can have two different but equally legitimate opinions as to what constitutes the best interests of the company.

2. Act honestly and responsibly

Directors must act honestly and responsibly in relation to the conduct of the affairs of the company. While this was not a common law duty, it was deliberated on by the courts on numerous occasions in the context of imposing restrictions on directors.

3. Act within powers

Directors must act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law.

4. Use of company property

A director is not permitted to use the company's property, information or opportunities for his or her own or anyone else's benefit unless this is expressly permitted by the company's constitution or the use has been approved by a resolution of the company in a general meeting.

5. Independent judgement

A director shall not agree to restrict his or her power to exercise independent judgement unless this is expressly permitted by the company's constitution; or the director believes, in good faith, that to fetter his or her discretion is in the best interests of the company.

LEGAL OBLIGATIONS AND DUTIES OF BOARD MEMBERS

6. Avoid conflicting interests

A director is obliged to avoid any conflict which may arise between the duties the director owes to the company and the director's other (including personal) interests, unless the director is released from his or her personal duty to the company in relation to the matter concerned by virtue of either the provisions of the company's constitution or by a resolution in a general meeting.

7. Due care, skill and diligence

A director must exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having the knowledge and experience that may reasonably be expected of a person in the same position as the director; and who also possesses the equivalent level of knowledge and experience which the director has. This sets a quasi-objective standard by which a director should be judged. While it does use the 'reasonable man' test, that man is taken to be a person with the director's knowledge and experience.

8. Regard to members' interests

In addition to the general duty as referred to above, directors have a fiduciary duty to have regard to the interests of the members of the company.

Breach of Duties

As in the case of a breach by directors of their general duties, a breach of any of the fiduciary duties will not invalidate the validity of any contract or transaction or its enforceability, other than by the director in breach. However this is without prejudice to the principles of liability of a third party where he or she has been an accessory to a breach of duty or has knowingly received a benefit from the breach in question. Where an officer of the company is shown to have acted honestly and reasonably the court may grant relief to that officer in any proceedings for negligence, default, breach of duty or breach of trust. Likewise a court may grant relief where an officer has acted honestly and reasonably in relation to any anticipated future claim for negligence, default, breach of duty or breach of trust.

While providing welcome clarification, the Companies Act does not displace the importance of case law relating to existing common law rules and equitable principles and section 227 reiterates that regard shall be had to the corresponding common law rules and equitable principles in interpreting the duties and applying the new provisions.

BRIEFING NOTE ON CHARITIES ACT

The board of directors is responsible for ensuring that the organisation is compliant with the provisions of the Charities Act 2009, the implementation of which commenced in 2014.

The primary compliance requirements under the Act are as follows:

- A new Charities Regulatory Authority (CRA) will maintain a Register of Charities which will be accessible by the public. Any organisation in receipt of charitable tax exemption from the Revenue Commissioners on the day that the Register was established will be automatically deemed registered with the Charities Regulator.
- All charitable organisations will be obliged to ensure that the particulars relating to them are correctly entered in the register.
- All charities will be obliged to state in their public literature that they are a registered charity.
- It will be an offence for a body not on the register to claim that it is a registered charity or to operate or fundraise as a registered charity.
- All charities will be required to keep proper books of account.
- All charities will be required to submit Annual Reports to the Charities Regulator detailing their charitable activities during the year. The Finance Minister will consult with the sector on what the content of these 'Annual Activity Reports' should be.
- Both cash and non-cash charitable fundraising from the public will require permits from the Gardaí, and only registered charities will be able to conduct those types of fundraising.
- Sealed collection boxes will be the default requirement for collections in public areas and the boxes will have to display the name and charity number of the organisation. The Regulator has the discretion to make an exception to the sealed collection box rule to facilitate the making of change for token sellers.
- Charities that fundraise are expected to comply with the non-statutory Statement of Fundraising Principles (available at www.icttr.ie) and will also be expected to comply with specific Codes of Good Practice for Fundraising.
- 'Charity Trustees' are defined in the Act and are essentially those persons having day-to-day control of a charitable organisation. This means that the directors (under company law) of a charity that is a company limited by guarantee will be considered to be the trustees of the charity.
- A charity will be permitted to pay a Charity Trustee (or persons connected to a trustee) for work which is not related to their role as a trustee. A charity is not, and will not be, permitted to pay trustees for their work in their capacity as a trustee (other than for receipted expenses).
- Charities will be permitted to purchase 'directors' and officers' insurance to indemnify its trustees for liabilities relating to acts done or omitted by the trustee in good faith and in performance of their functions as a charity trustee.

MEETING FREQUENCY AND STRUCTURE

Frequency

The board meets a minimum of

Notification of Meetings

Agenda

The agenda is a list of meeting activities in the order in which they are to be undertaken. The agenda is established by the chairperson in conjunction with the secretary. Board members can request to have issues included on the agenda by contacting the chairperson two weeks prior to the meeting. The chair reserves the right to postpone any issues as seen fit. The agenda will be circulated a minimum of one week in advance of the meeting by the

Minute Taking

It is a legal requirement that minutes of meetings be retained on file and also be accessible to members. Minutes are taken in a standard format and are approved at subsequent committee meetings as an accurate reflection of proceedings. Minutes are kept in soft copy format in the organisation and will be sent out week before the meeting.

QUORUM AND MEETING ATTENDANCE

Quorum

A quorum is the number of members of the board who must be present for the organisation to conduct its business.

The quorum for the board is _____.

Attendance

Members are expected to make at least _____ % of all meetings in the year. When a member cannot attend they must contact the _____ by phone or email as soon as possible so that a quorum can be assured.

If two consecutive meetings are missed, the chair will contact the member to explore whether membership will be continued, unless this has already been made clear. If four consecutive meetings are missed, by default the member will have resigned from the committee and will be notified by letter from the chair.

ANNUAL GENERAL MEETINGS (AGMS) & EXTRAORDINARY GENERAL MEETINGS (EGMS)

Purpose of the AGM

Every year a company limited by guarantee must call an annual general meeting. The only exception to this is where, under the Companies Act 2014, a company limited by guarantee becomes a single member company and chooses not to hold an AGM.

is not permitted by its funders to become a single member company and therefore will continue to hold an AGM each year.

The purpose of the AGM is to:

- To allow company members to hear reports from the board of directors on the achievements and the work of your group over the year
- To elect the board for the next year
- To make any changes to the Constitution (Memorandum and Articles of Association)
- To conduct any other 'special business'

Organising and running the AGM

The AGM is held once a year and all company members are invited in writing. The company's accountants, directors and members are notified in writing of the date, time and location of the AGM one month prior to the meeting date.

The quorum for AGMs is the standard relevant to board meetings, which is .

Nominations for new members of the board should be raised with the chairperson prior to the meeting. All nominations should be proposed and seconded by members of the outgoing board.

If any members wish to propose changes to the Constitution then these should be brought to the attention of the chairperson one month before the meeting. Members should be given sufficient information and time to discuss proposals prior to a vote on making changes to the constitution.

At least 21 days prior to the AGM the directors must have sent the members, for the previous financial year, the:

- Income and Expenditure Account
- Cash Flow Statement
- Balance Sheet

These accounts must be audited, and give a true and fair picture of the financial affairs of the company for the previous financial year. At the AGM, two of the directors sign these accounts on behalf of all the directors.

EGMs

EGMs are formal meetings of the membership that are called outside of AGMs. The purpose of these meetings are to agree a change in the organisation's Constitution (Memorandum and Articles of Association) or to conduct any business that requires the passing of a resolution by the company members.

The period of notice, quorum and requirements for taking minutes are the same as that of the AGM.

DECISION-MAKING PROCESS

Approach

In all cases the board aims to make decisions through consensus. This is based on the board having access to appropriate information and sufficient time for discussion and debate.

The chairperson reserves the right to move to a vote where consensus cannot be reached after adequate discussion, however, it is considered that this would be a rarity. Voting must be organised in the way outlined below.

Voting and Proxy Votes

In the instance of a vote there should be equal time allotted for discussions of the various options. All board members have one vote. For a vote to take place members should be informed two weeks prior to the event, meaning that proxy votes can be facilitated. Every board member can hold one proxy vote, and should inform the chairperson of this before voting commences.

Staff in attendance at meetings will not have voting rights.

Subcommittees

Subcommittees may be established to progress specific pieces of work. Where a subcommittee exists they will have a terms of reference. Subcommittees will present recommendations to the full board who will be responsible for approving any recommended actions.

STRATEGIC AND ANNUAL PLANNING

Strategic Planning

The strategic plan documents where the organisation is going and how it plans to get there. The strategic plan will describe the organisation's goals, visions and areas of action for a period of two to five years. Strategic planning will have the following characteristics:

- A clear and transparent process will be adopted that ensures clear pathways of communication with any group invited to participate in the formulation of the strategic plan
- Organisational review and/or evaluation will inform the strategic plan
- The process will include a draft phase whereby selected groups can provide input into content prior to final sign off
- The plan will be clearly written
- The plan will also identify key performance indicators (ways of proving that the organisation has achieved its objectives), so that it can be determined whether the goals have been met
- The plan will outline the resources that are required for it to be carried out

Annual Planning

The organisation will always have an annual plan which sets out the work plan for each area of operation. The annual plan will include clear goals or key performance indicators that will form the basis of service review and evaluation. Annual plans will be developed in line with the longer term strategic plan of the organisation.

TERMINATION OF BOARD MEMBERSHIP

Resignation Procedure

If a member wishes to resign from the board, the following guidelines apply:

- Notification should be made in writing to the chairperson
- The period of notification is two months, so as to allow for a new member to be recruited
- If the member is either in the position of Chairperson or Secretary it is requested that three month's notice be given to enable other members to be inducted into the role
- The resigning member must complete their details on the appropriate CRO form (B10) so they can be deregistered as a board member with the Companies Registration Office

Termination Procedure

Termination of an individual's tenure on the board will occur if they have not attended consecutive meetings and other arrangements have not been made.

Termination of tenure will be by letter from the chairperson.

ROTATION AND RECRUITMENT OF DIRECTORS

Rotation of Directors and Officers

The following rules govern terms and rotation of board membership:

DIRECTORS

OFFICERS

Recruitment Procedure

The chair will instigate processes to recruit new members. In some instances this will be preceded by a skills audit so that people with the appropriate skills can be targeted.

Vacancies on the board will be advertised through agreed forums as agreed by the board. The steps that are to be followed include:

- Role to be advertised (Boardmatch, Activelink, local forums and other)
- Selection process (as agreed by the board and recorded in minutes)
- Selected candidate to be inducted

INDUCTION OF NEW DIRECTORS

Induction to the board will occur as soon as possible after an individual has been selected to join the board. In all cases this will take place before attendance at the first meeting. Induction is the responsibility of the chair and will involve a meeting in which the following will be introduced:

- The role and aims of the organisation
- Its core activities
- History

Also covered will be an introduction as to how the board functions, as well as the role and responsibilities of becoming a member of the board

The new board member will receive an induction pack which will include at a minimum:

- A copy of the board handbook
- Minutes of the previous six board meetings