

# CONSTITUTION

-of-

## **Irish Meteorological Society**

### **1. Name**

The name of the Body is **Irish Meteorological Society**. Throughout this document the term “Society” will also be used.

### **2. General**

The Irish Meteorological Society is a voluntary, non-profit organisation established to pursue the Main Object set out in Section 3 below. The IMS will act in full compliance with Irish law and, in particular, with Charities Acts enacted by the Oireachtas.

The Society will rely upon the voluntary efforts of its members and will not employ staff, nor will it own land or buildings. It will engage in activities that will help to achieve its Object. Where appropriate, it will act in concert with other organisations whose objects are compatible with that of the Society.

### **3. Main Object**

The Main Object for which the Society is established is

*The promotion of interest in meteorology in Ireland and facilitating the dissemination of information on meteorology.*

(In this context “meteorology” is taken to mean weather, climate, and related environmental matters.)

This will be achieved through the organisation of events such as programmes of public talks and conferences and by providing access to relevant articles and other information so that all sectors of Irish society can gain a better understanding of meteorological information and thus be better placed to derive benefit from the information and to contribute to public debate on these matters.

### **4. Activities**

The Society shall organise activities that aim to achieve its Object. These activities may include:

- Programmes of talks on topics connected to its Main Object,
- Conferences or Symposia on relevant topics,

- Outings or field trips to places that have a connection to the Society's Main Object,
- Publication of relevant articles in a manner that can be made available to its Members,
- Financial contribution to educational or research activity that helps to achieve the Society's Main Object and that is carried out under the aegis of a third-level educational institute.
- Collaboration with other Meteorological Societies and with the European Meteorological Society [EMS], in particular.

In organising its activities, the Society may take actions to publicise the events or to raise funds to help meet the costs.

The Society shall seek opportunities to work in partnership with other bodies whose objectives have some similarity to those of the Society.

In pursuance of its activities, the Society will put in place public liability insurance cover in respect of any act or omission which is, or is alleged to be, a breach of trust or breach of duty by the Society, provided the Society acted in good faith in the performance of Society activities.

## **5. Powers**

The Society shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- To open one or more bank accounts in the name of the Society for the purpose of receiving money and of making payments.
- To accept and receive any donation of property or money including member subscriptions, gifts, legacies, contributions and grants.
- To support any charitable association or institution, trust or fund which the Society shall deem likely to promote its Main Object.
- To make application on behalf of the Society to any authority, whether governmental, local, philanthropic, commercial or otherwise, for financial funding of any kind.
- To raise funds in such manner as may be considered expedient and in compliance with the law.
- To invest any moneys of the Society not immediately required for use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the

Society intends to accumulate funds over a period in excess of two years for any purposes.

- To procure services which help the Society to achieve its Main Object.
- To do all such other lawful things as the Society may think incidental and conducive to the foregoing Main Object.

## 6. Membership

### 6.1 Ordinary Membership

The Society shall be composed of members who shall subscribe to the Main Object of the Society. It is open to any individual to apply for membership by completion of the Society's application process. Payment of the annual subscription shall be required to admit an individual to membership. Membership shall be valid for one calendar year or part thereof. Renewal of membership shall require the member to complete the appropriate application process and pay the annual subscription within the first three months of the new calendar year. Membership data and other data will be managed in accordance with the GDPR Regulations.

Membership of the Society is not transferable and shall cease:-

- (a) on the member's death;
- (b) on failure of the member to pay an annual subscription, decided upon by a general meeting of the Society, within three months of the due date;
- (c) if the member resigns by serving notice in writing to the Society's Executive Committee.

### 6.2 Honorary Life Membership

From time to time the Society at its Annual General Meeting awards **Honorary Life Membership of the Irish Meteorological Society** to nominated persons who have made an exceptional contribution to the field of Meteorology or to the Irish Meteorological Society. Honorary Life Members are exempt from subscribing an annual membership fee to the Society.

## 7. Governance

General Meetings of all members of the Irish Meteorological Society shall provide overall governance of the Society. Between General Meetings, an Executive Committee, elected by General Meetings, shall manage the Society's activities. The Members of the Executive Committee shall be the Trustees of the Society as defined in the Charities Act.

### 7.1 General Meetings

Every calendar year the Society shall organise a General Meeting of its members, as its Annual General Meeting, to make decisions on the policies and direction of the Society and to consider the specific matters listed below:

- Consideration of the annual accounts;
- Consideration of the annual report;
- Amount of the Annual Subscriptions;
- The election of the Society's President, Vice-President, Secretary and Treasurer; these four office-holders shall be members of the Executive Committee and shall be Trustees of the Society as defined in the Charities Act.
- The optional election of up to two additional Executive Committee members who shall also be Trustees of the Society, giving a minimum of four and a maximum of six Trustees.

The Society's Annual General Meeting shall take place every calendar year at such time and in such a manner as may be determined by the Executive Committee. An Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual General Meeting.

All general meetings other than Annual General Meetings shall be known as Extraordinary General Meetings.

The Executive Committee may convene an Extraordinary General Meeting. If, at any time, there are not sufficient Executive Committee Members capable of acting to form a quorum of Executive Committee Members, any three Executive Committee Members, acting together, may convene an Extraordinary General Meeting.

The quorum for Annual General Meetings and Extraordinary General Meetings shall be 12.

At all general meetings, each member shall have one vote. Proxy votes will not be allowed. In the event of a tie on a vote, the Chairperson of the General Meeting shall have a second, casting vote.

The President of the Society shall preside as chairperson at every general meeting of the Society and every meeting of the Executive Committee. In the absence of the President, the Vice-President shall assume these duties. In the absence of both the President and Vice-President, the Trustees present shall elect one of their number to be chairperson of the meeting.

Where there is an equality of votes at a general meeting or Executive Committee meeting, the chairperson of the meeting shall be entitled to a second or casting vote.

A general meeting of the Society shall be called:

- (a) In the case of the Annual General Meeting, by not less than 14 days' notice;

- (b) In the case of an Extraordinary General Meeting, by not less than 7 days' notice.

Notice of a meeting shall be given in such a way that the time between receipt of the notice by a member and the day before the meeting shall be greater or equal to the notice period.

The non-receipt of notice of a meeting by any member shall not invalidate the proceedings at the meeting.

## **7.2 Matters Reserved to the General Meeting**

None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Society:

- (a) to make any alteration, addition or amendment to this constitution;
- (b) to wind up the Society;
- (c) to remove a Trustee;
- (d) to incur capital expenditure on any one purchase or contract in excess of €3000 in any calendar year;
- (e) to appoint a new Trustee of the Society, with the proviso that, in the event of a Trustee's term of office being terminated, the Executive Committee can appoint a temporary Trustee until the following General Meeting;
- (f) to change the name of the Society.

## **7.3 The Executive Committee / Society Trustees**

All Executive Committee members/Trustees shall be elected for a three year term, and may be re-elected for one more consecutive three year term.

Every effort shall be made to ensure that not all Executive Committee members are elected in the same year, so as to ensure a degree of continuity.

The Executive Committee shall have ordinary meetings at least six times in a calendar year. A quorum of 3 Executive Committee members shall be required to constitute a valid ordinary meeting.

The powers of the Executive Committee shall include:

- Decisions on the specific activities to be undertaken by the Society.
- Decisions on how the funding of activities may be arranged, including associated activities, fundraising and applications for grants and sponsorship.

In carrying out its functions, the Executive Committee may call upon the assistance of other Society members to help develop and organise programmes of activities.

If a Trustee dies, does not renew membership of the Society, or ceases to be qualified for the position of charity Trustee under section 55 of the Charities Act, 2009, his/her term as Trustee will be terminated. In that case, the Executive Committee may appoint another Trustee in a temporary capacity until the following Annual General Meeting.

## **8. Finances**

All funds held by the Society will be lodged in bank accounts in the name of the Irish Meteorological Society. Best practice will be used in the management of the accounts. A full statement of financial accounts will be presented for approval to every Annual General Meeting, and the Executive Committee will monitor the Society's finances on a regular basis.

The Society will comply with the requirements in relation to financial management and reporting laid down in the Charities Acts.

The finances of the Society will be derived from the following sources of funds:

- Member Subscriptions
- Conferences Fees
- Grants from public or private bodies
- Sponsorship by public or private bodies
- Donations and Bequests
- Fundraising activities

The Society will comply with all stipulations set out by the source of the funds.

## **9. Compliance with the Charities Acts**

The Society will comply with all provisions of the Charities Acts and with all directions of the Charities Regulator. As part of its commitment to this, the Society will comply with the requirements set out in sections 10, 11 and 12 below.

## **10. Income and Property**

**10.1** The income and property of the Society shall be applied solely towards the promotion of the Main Object as set forth in this Constitution. No portion of the Society's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society.

**10.2** No Executive Committee Member shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:

- (a) reasonable and proper remuneration to any member or servant of the Society (not being an Executive Member) for any services rendered to the Society;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Executive Members or other members of the Society to the Society;
- (c) reasonable and proper rent for demised premises and let by any member of the Society (including any Executive Member) to the Society;
- (d) reasonable and proper out-of-pocket vouched expenses incurred by any Executive Member in connection with their attendance to any matter affecting the Society;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which an Executive Member may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Any payment by the Society to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

## **11. Additions, alterations or amendments**

The Society must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Society which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

## **12. Winding Up**

If upon the winding up or dissolution of the Society there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Society. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society. 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 Society under or by virtue of Section 10 above. Members of the Society 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.

## **Trustees Statement**

The Trustees of the Irish Meteorological Society declare that the above Constitution was adopted by a general meeting of the Society, properly constituted, on 7<sup>th</sup> of October, 2021.

\_\_\_\_\_ Date:

Conor Sweeney  
President and Trustee

Date:

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Richard Coughlan  
Vice-President and Trustee

Date

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Séamus Walsh  
Secretary and Trustee

Date:

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Nicole Beisiegel  
Treasurer and Trustee