

REGISTERED CHARITY NO. CHY15856

UCD VOLUNTEERS OVERSEAS



[www.ucdvo.org](http://www.ucdvo.org)

## **Constitution**

**of**

## **UCD Volunteers Overseas**

***(Revised version adopted at the Board Meeting held on the  
thirteenth day of October 2009 amending the original Constitution  
dated the 19<sup>th</sup> day of January 2004)***

## *Constitution of UCD Volunteers Overseas*

**1. Name:** UCD Volunteers Overseas ("UCDVO"). UCDVO is an unincorporated society of University College Dublin.

**2. Main Object:** the Main Object for which the Society is established is: ***to relieve poverty in the developing world, through development projects funded by and worked on by students in UCD who with locals will carry out voluntary work overseas (the "Main Object")***.

**2.1** Opportunities to be involved in voluntary work shall be open to students, graduates and staff of the University. UCD Volunteers Overseas will seek the knowledge of the indigenous charities in whatever area of disadvantage it is engaged.

**3. Powers.** To the extent that the same are essential or ancillary to the promotion of the Main Object of the Society as heretofore set out, the Society may exercise the following powers:

- a) to send volunteers to countries in the developing world to share and develop their skills and understanding and to share their experience with others at UCD upon their return;
- b) To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the main object for which the Society is established.

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- c) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Society and generally to manage, invest and expend all monies belonging to the Society in furtherance of its Main Object.
- d) To invest and deal with the monies of the Society not immediately required for the purposes of its main object in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Society, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- e) To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments
- f) To accumulate capital for any purposes of the Society, and to appropriate any of the Society's assets to specific purposes, either conditionally or unconditionally, PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- g) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these

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objects or of similar charitable purposes and to exchange information and advise them.

- h) To make donations for charitable purposes either in cash or assets which the Society may deem expedient.
- i) To construct all buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Society's Main Objects, and to conduct, hold or promote meetings, lectures, shows and exhibitions to further the Society's Main Object.
- j) To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the Main Object in this Constitution and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Society as it thinks fit.
- k) To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Society and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant
- l) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Society's Main Object, and to obtain from any such Government

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authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- m) To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the Main Objects of the Society.
- n) To engage in any kind of publicity for the purposes of fostering the Main Object of the Society and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Society thinks fit
- o) To appoint and constitute such advisory committees as the Board may think fit.
- p) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Society's Main Object by any person or company.

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- q) To do all such other things as may be deemed incidental or conducive to the attainment of the Main Object.

**4. Society Members.** Membership of UCDVO shall be open to UCD students, graduates and staff. Any disputes as to eligibility for membership or revocation of membership shall be a matter for the Board's absolute discretion in accordance with any bye-laws or rules governing such matters made by the Board and as amended by the Board from time to time.

### **5. The Board of UCDVO**

**5.1 Number of Board Members.** The number of Board members shall be not less than 9 and not more than 16. The Board shall consist of UCD Staff, UCD graduates, and UCD students. The Health and Safety Officer for University College Dublin and a nominee of the Vice President for Students (with the agreement of the Societies Officer) shall be ex officio members of the Board, invited to be present at all board meetings. The Board will have power to nominate and co-opt up to 3 Board members, including individuals who fall outside the UCD staff/graduate/student categorisation.

### **5.2 Restrictions on Nomination and Appointment of Board Members.**

No person who is employed by UCDVO may become a Board Member.

### **5.3 Members shall be appointed to the Board as follows:**

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**5.31** There shall be three seats on the Board reserved for students of UCD. Every member of the UCDVO student group, composed of those undergraduate or postgraduate students enrolled (and included in a list maintained by the secretary of the society) as a UCDVO supporter will be eligible to vote in the student elections for Board membership. To be eligible for nomination to the Board, student candidates must be current registered students and must have served at least one summer abroad with UCDVO.

**5.32** There shall be at least six seats for UCD graduates and UCD staff. Every member of the UCDVO graduate and staff group, composed of those graduates and staff enrolled (and included in a list maintained by the secretary of the society) as a UCDVO supporter will be eligible to vote in the graduate and staff election for Board membership. To be eligible for nomination to the Board graduate candidates must be registered as graduates with UCD and staff candidates must either be current UCD staff or former UCD staff in receipt of a UCD pension.

**5.33** There shall be a maximum of three seats on the Board for other individuals, including individuals who fall outside the staff/graduate/student categorisation co-opted in accordance with article 5.1. The Board will have power to nominate and co-opt these members as and when it deems appropriate.

**6. Tenure of Board Members.** Board members shall retire in the manner provided hereafter:

**6.1** Students shall serve a one-year term from date of appointment. Upon completion of their term, student Board

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members shall be eligible for re-election by UCDVO Student Society Members.

**6.2** All other Board members shall serve a three-year term from date of appointment with a possible two-year extension after which there must be a break in Board membership for at least one year before that candidate can be considered for re-nomination and re-appointment to the Board.

**6.3** To achieve a necessary balance between Board continuity and renewal of Board expertise, staff members, graduate members and external members shall retire by rotation. At the end of two years after the adoption of this constitution and thereafter every year, one-third of the Board members (except the Chairperson) or if their number is not a multiple of three then the lowest whole number nearest to one-third, shall retire from office.

**6.4** The Board members to retire by rotation shall be those who have been longest in office since their last appointment but as between two or more who have been in office an equal length of time, the Board members to retire shall, in default of agreement between them, be determined by lot.

**6.5** Retirement of a Board Member by rotation shall happen automatically by operation of the Constitution.

**6.6** A Board Member who retires by rotation may, if willing to act and if re-nominated, be re-appointed a Board Member for a further term provided that: (a) in the case of a student member provided that no student shall hold office for more than three consecutive one-year terms; and (b) in the case of any other Board member no such person shall hold the office of Board Member continuously for more than six consecutive years, or:

**7. Removal of Board Members.** A Board Member shall retire and cease to be a Board Member where the Board Member:-

- resigns by notice in writing given to UCDVO, Ground Floor, James Joyce Library Building, University College Dublin, Belfield, Dublin 4; or
- becomes incapable of discharging his or her duties as a Member of the Board; or
- is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- is convicted of an indictable offence unless the Board Members otherwise determine; or
- is requested in writing by a majority of his or her fellow Board Members to resign; or
- is absent for three or more consecutive meetings of the Board, unless the other Board Members otherwise determine.

**8. Election of Officers.** The Board shall elect Board members to the positions of Chairperson, Secretary, Senior Treasurer and Treasurer.

**8.1** Upon adoption of this Constitution, each officer appointed shall hold office for a three-year term following his or her appointment, whereupon he or she shall retire.

**8.2** An Officer who retires in accordance with Clause 6 may, if willing to act and if re-nominated, be re-appointed an Officer for

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one further term. Prior to appointment as Officer, the individual concerned may have served as a board member in accordance with the provisions of Clauses 5 and 6.

**8.3** If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Board members present at a meeting may choose one of their number to be chairperson of that meeting.

### **9. Duties of Officers.**

**9.1** The duties and responsibilities of the Chairperson shall include (but not be limited to):

- (1) overseeing the governance and performance of the Society, setting the agenda for meetings and facilitating the effective contribution of other Board members;
- (2) in conjunction with the other Board members and working with the Manager of UCDVO, ensuring that there are appropriate strategies in place to implement the policies of the Society;
- (3) chairing meetings of the Board and ensuring that the Board functions effectively and efficiently;
- (4) preparing and providing to the Annual General Meeting and the Revenue Commissioners and any other appropriate statutory Regulator an annual statement in respect of the activities and financial accounts of UCDVO for the preceding financial year;

In the event of an equality of votes, the Chairperson shall have a second or casting vote.

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**9.2** The duties and responsibilities of the Secretary shall include (but not be limited to):

- (1) Maintain the relevant registers (students, graduates and staff of the members of the Society);
- (2) Taking minutes of Board Meetings, Annual General Meetings and other meetings of the Society;
- (3) Circulating documentation before, during and after meetings;
- (4) Such other reasonable duties as may be requested by the Board from time to time;
- (5) Making an Annual Report on the activities of the Society to the Board and to the Annual General Meeting of the Society.

**9.3** The duties and responsibilities of the Senior Treasurer shall include (but not be limited to):

- (1) Maintain the financial records of the Society;
- (2) Propose the annual financial statements to the Board and to the Annual General Meeting;
- (3) Cooperate with the auditors in the audit of the financial statement and transmitting those statements to the Revenue Commissioners and to the UCD Societies Officer;
- (4) Such other reasonable duties as requested by the Board from time to time.

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**9.4** The duties and responsibilities of the Treasurer shall include (but not be limited to):

- (1) Assisting the Senior Treasurer in the performance of his/her duties;
- (2) Such other reasonable duties as requested by the Board from time to time.

**10. Returning Officer.** The Returning Officer shall be appointed by the Annual General Meeting and shall be responsible for the conduct of any elections or votes at the Annual General Meeting.

**11. The Establishment of Certain Committees.** The Board Members may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**11.1** A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Members present may choose one of their number to be chairperson of the meeting.

**11.2** A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

**12. The Establishment of Action Groups.** The Board may establish Action Groups, which are wholly or partly composed of persons who are not Board Members of UCDVO for the purpose of considering and making recommendations to the Board on any matters referred to such Action Groups by the Board, having such terms of reference which may, without prejudice to the generality of the foregoing, include the areas of administration, communication, volunteer liaison, fundraising and finance, and research and development, as the Board Members may from time to time prescribe.

**12.1** The purpose of such Action Groups will be to facilitate and encourage broader student and graduate involvement in the work of UCDVO and allow people to identify with the organisation as a whole. The Action Groups shall operate exclusively to make recommendations to the Board which recommendations the Board may accept or reject. The Action Groups will work closely with the Manager of UCDVO in feeding back their proposals to the Board and in implementing strategies that have received Board approval.

**13. Meetings.** The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote.

**13.1** The quorum necessary for the transaction of the business of the Board may be fixed by the Board.

**13.2** The Society will hold an annual general meeting at which meeting all Board members (other than co-opted members) will be

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elected. Members of the Board shall be elected in accordance with procedures laid down by the returning officer. The holding of the AGM shall be the effective date for the rotational retirement of Board Members, as provided for in Clause 6.

### **14. Manager.**

The Board from time to time may appoint any person (not being a Director) to the office of "UCDVO Manager" for such period and on such terms as it thinks fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his/her duties, powers and functions. The Board may revoke such appointment, but without prejudice to any claim such Manager may have for damages for breach of any contract of service between him and the Society. A Manager shall not be a member of the Board and he/she shall not attend Board meetings except on the invitation of the Board and he/she shall not be entitled to vote at any meetings of Board Members.

### **15. Income and Property**

The income and property of the Society shall be applied solely towards the promotion of its Main Object as set forth in this Constitution. No portion of the body'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 the members of the body. No officer 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 body. However, nothing shall prevent any payment in good faith by the Society of:

- a) reasonable and proper remuneration to any member of the Society (not being an officer) for any services rendered to the Society;

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- b) interest at a rate not exceeding 5% per annum on money lent by officers or any members of the Society to the Society;
- c) reasonable and proper rent for premises demised and let by any member of the Society (including any officer) to the Society;
- d) reasonable and proper out-of-pocket expenses incurred by any officer 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 officer may be a member holding not more than one hundredth part of the issued capital of such company.

#### **16. Winding-up**

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its 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 Object of the body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 15 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.

**17. Additions, alterations or amendments.**

No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

**18. Keeping of accounts**

Annual audited accounts shall be kept and made available to the Annual General Meeting and the Revenue Commissioners and the Societies Officer of UCD on request.

**19. University Recognition**

UCDVO shall seek to gain and to retain the status of Recognised Society within the University. To this end, UCDVO shall comply with all reasonable requests from the Academic Council of the University or its officers authorised to act on its behalf.

The Societies Officer shall have the right to examine the financial accounts of the Society at any time and to this end shall be a signatory on the bank mandate. This action will not be taken without informing the Chair of the Board.

**20. Byelaws**

The Board in general meetings may from time to time make, vary and repeal:

(1) bye-laws consistent with this Constitution to govern proceedings at general meetings;

(2) bye-laws consistent with this Constitution about any committee and sub-committees;

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(3) bye-laws consistent with this Constitution about the running of UCDVO (including the operation of bank accounts and the commitment of funds).

Signed by: 1. Jimi Phelan  
Chair of UCD Volunteers Overseas

Signed by: 2. Maurice Deery  
Board Member of UCD Volunteers Overseas

Signed by: 3. Jack J. Moran  
Board Member of UCD Volunteers Overseas

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