

**Constitution
of
UCD Volunteers Overseas**

**(Revised version adopted at the Board
Meeting held on the
ninth day of October 2012 amending the
original Constitution
dated the 19th day of January 2004)**

Constitution of UCD Volunteers Overseas

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

2. Main Object: the Main Object for which the charity 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. The charity 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 charity as heretofore set out, the charity 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 charity is established.

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 charity and generally to manage, invest and expend all monies belonging to the charity in furtherance of its Main Object.

d) To invest and deal with the monies of the charity 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 charity, 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 charity, and to appropriate any of the charity'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 this Constitution of UCD Volunteers Overseas 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 charity 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 charity's Main Objects, and to conduct, hold or promote meetings, lectures, shows and exhibitions to further the charity'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 charity 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 charity 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 charity's Main Object, and to obtain from any such Government 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 charity.

n) To engage in any kind of publicity for the purposes of fostering the Main Object of the charity 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 charity 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 charity's Main Object by any person or company.

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

4. Members. Membership of the charity 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 byelaws 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 or his/her nominee and the Vice President for Students or his/her nominee shall be ex officio members of the Board, invited to be present at all board meetings. No tenure requirements shall apply to ex officio members, nor shall they have voting rights. 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 the charity may become a Board Member.

5.3 Members shall be appointed to the Board as follows:

5.31 There shall be three seats on the Board reserved for students of UCD. Every member of the UCDVO Student Society, composed of those undergraduate or postgraduate students enrolled (and included in a list maintained by the secretary of the UCDVO Student Society and shared with the Secretary of the charity) 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. The incoming Auditor of the UCDVO Student

Society shall be deemed to be elected to one of the three student seats on the Board.

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 charity) 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 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 reappointment 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.

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 UCD Volunteers Overseas, UCD International Centre, Gerard Manley Hopkins Centre, 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 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 charity, 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 the charity, ensuring that there are appropriate strategies in place to implement the policies of the charity;

(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 the charity for the preceding financial year;

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

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 charity);

(2) Taking minutes of Board Meetings, Annual General Meetings and other meetings of the charity;

(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 charity to the Board and to the Annual General Meeting of the charity.

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

(1) Maintain the financial records of the charity;

(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 International Office;

(4) Such other reasonable duties as requested by the Board from time to time.

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 (AGM) and shall be responsible for the conduct of any elections or votes at the AGM.

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 the charity 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 the charity 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 the charity in feeding back their proposals to the Board and in implementing strategies that have received Board approval.

12.2 The UCDVO Student Society is deemed to be an Action Group of the charity. The charity will grant to UCDVO Student Society a licence to allow UCDVO Student Society to use the name and logo attaching to and associated with UCDVO for the purposes of facilitating and encouraging broader student and

graduate involvement in the work of UCDVO, undertaking fundraising on behalf of and raising the public profile of UCDVO. The UCDVO Student Society will submit an annual report and financial returns to the charity and its continued recognition as an action group of the charity is at the discretion of the charity.

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 simple majority of votes of all the members of the Board. 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 charity will hold an AGM at which meeting all Board members (other than co-opted members) will be 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/her and the charity. 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 charity 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 charity 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 charity of:

- a) reasonable and proper remuneration to any member of the charity (not being an officer) for any services rendered to the charity;
- b) interest at a rate not exceeding 5% per annum on money lent by officers or any members of the charity to the charity;
- c) reasonable and proper rent for premises demised and let by any member of the charity (including any officer) to the charity;

d) reasonable and proper out-of-pocket expenses incurred by any officer in connection with their attendance to any matter affecting the charity;

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 charity 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 charity. 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 charity 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 and have been made in accordance with the charity's bye-laws.

18. Keeping of accounts. Annual audited accounts shall be kept and made available to the AGM, the Revenue Commissioners and the UCD International Office on request.

19. University Recognition. The charity shall be housed within and report to the UCD International Office. To this end, the charity shall comply with all reasonable requests from the Director of the UCD International Office.

19.1 Student members of the charity, wishing to support the work of the charity on campus shall operate as a Recognised Student Society and shall seek to retain that status within the University. To this end, the UCDVO Student Society shall comply with all reasonable requests from the Academic Council of the University or its officers authorised to act on its behalf and will operate in accordance with Article 12 of this constitution.

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;

(3) bye-laws consistent with this Constitution about the running of the charity (including, but not limited to, the operation of bank accounts and the commitments of funds).

(4) any other such bye-laws as may be deemed necessary for fulfilling the main objects of the charity as set out in Article 2.

Signed by: 1. *John J. Anderson*
Chair of UCD Volunteers Overseas

Signed by: 2. *Elizabeth Fuller*
Board Member of UCD Volunteers Overseas

Signed by: 3. *Edward Coburn*
Board Member of UCD Volunteers Overseas