

## **The Society's Constitution**

1. The Society shall be called *Kilkenny Archaeological Society*. The business of the Society shall be carried on at the Society's registered office at Rothe House in the city of Kilkenny. If the name or place of office of the Society is changed, or if a new trustee is appointed, the Secretary shall within 14 days send notice thereof to the Registrar, Friendly Societies in the form prescribed by the statutory regulation in that behalf.
2. The aims and objects of the Society are as follows:
  - 2.1 To study and record the archaeology, history, and genealogy of County Kilkenny and to encourage their research
  - 2.2 To encourage the protection, and where appropriate the conservation, of monuments, buildings, artefacts and other matters of historical interest to County Kilkenny
  - 2.3 To promote awareness of the history and antiquities of County Kilkenny
  - 2.4 To publish items in accordance with the Society's objects, including an annual journal
  - 2.5 To maintain a meeting room, museum, and library
3. The Society shall hold general meetings that shall be open to all members. When occasion requires it shall also hold extraordinary general and special committee meetings, the former at which all members are entitled to attend and at the latter members of the committee only shall attend. Whenever possible, members shall be notified of all general meetings. Accidental failure to notify a member shall not invalidate a meeting.
4. The Society shall be composed of those who are members at the date of adoption of these rules together with any members elected in pursuance of this Rule. Ordinary members shall be elected by the Council and such Council shall be entitled to reject any application without assigning a reason for such rejection. A member may not be expelled except by a two-third majority at an Annual General Meeting or Special General Meeting. On the proposition of the Council the Society at the Annual General Meeting (AGM) may elect any person to be an honorary life member of the Society on account of exceptional distinguished service to the Society or to the ideals for which it was established. Such honorary members shall have full membership rights. Branches of the Society may be set up at the discretion of the Council. A representative of each branch shall be entitled to be a member of the Council.
5. The annual subscription payable by each member or by each family shall be such amount as shall be decided from year to year by the AGM. Only paid-up members may vote at meetings of the Society. Family membership gives entitlement to a maximum of two votes at meetings. An individual or family who has not paid the subscription in full by the 31<sup>st</sup> of December in any year is not entitled to the current year's journal, is deemed to have resigned, and is therefore not eligible to vote at the following AGM unless they have paid their outstanding subscriptions or re-joined prior to the AGM.

- 6 The chief officer of the Society shall be the President who shall be elected by the Society in general meeting and shall hold office for three years. The out-going President, now styled Past-President, shall hold a seat on Council for the next three years/the term of the new President and shall be eligible for election to any office save that of President. The President, or in his or her absence, the Vice-President, shall preside at general meetings.
- 7 The officers of the Society shall be: President, Vice-President, Cathaoirleach, Leas-Cathaoirleach, Honorary Secretary, Honorary Treasurer, Honorary Editor of the Society's Journal, Honorary Librarian, and Honorary Curator of the Museum. A member should hold only one office at any one time. All officers, except the President, and all Council members, except the Past-President and branch representatives, shall be elected individually at the AGM from the membership and shall hold office for one year but shall be eligible for re-election. No officer shall serve in the same office for more than three consecutive years.
- 8 The government of the Society shall be conducted by a Council consisting of the President, Vice-President, the officers, and not more than 20 ordinary members which shall include the Past President and branch representatives. No person may serve on the Council unless a paid up member of the Kilkenny Archaeological Society (KAS). His or her membership of the Council shall cease if and when his or her membership of the KAS ceases. One third of the entire Council shall constitute a quorum. The Cathaoirleach shall preside at Council meetings which shall be held at least six times each year. The Society shall have the power to remove all or any of the officers or Council in any lesser time than that for which they were elected to serve by a majority of the votes of the members present at an special general meeting convened for that purpose.
- 9 Each branch may appoint one ordinary member to the Council; this member should be declared and accepted by the AGM and form part of the Council before remaining members are elected.
- 10 The day-to-day business of the Society shall be delegated by Council to a Management Committee consisting of the Cathaoirleach and five Council members which shall meet at least monthly, or more often if necessary. All decisions of the Management Committee will be subject to review by the Council. This delegation of authority may be reviewed and altered by the Council at any time.
- 11 The Honorary Treasurer shall keep or cause to be kept books and accounts in respect of all moneys received by and all payments made for and on behalf of the Society and shall produce the same to the Council whenever required. Expenditure should be in accordance with the Society's aims and objectives. The Treasurer shall bring forward an annual budget. All lodgements shall be made in the name of the Society in those facilities where the Society maintains banking facilities. The Treasurer shall be responsible for the preparation of annual accounts for the Society to the 31<sup>st</sup> day of December. The books and accounts of the Society shall be open to the inspection of any member or person having an interest in the funds of the Society at all reasonable times and by arrangement with the Honorary Treasurer. A copy of such accounts, balance sheet or other document duly audited will be supplied on application. An Auditor, not a member of Council, shall be appointed at the AGM.
- 12 The proceedings of all Council, general and special meetings shall be minuted by the Honorary Secretary or someone appointed to do so.

- 13 Not later than 31<sup>st</sup> day of May in every year the Honorary Secretary shall send to the Registrar of Friendly Societies the annual return in the form prescribed by the Registrar, of the receipts and expenditure, funds and effects of the Society and of the number of members together with a copy of any special report of the Auditors. A copy of the last annual balance sheet of the Society, together with the report, if any, of the Auditors shall always be hung up in a conspicuous place at the registered office of the Society.
- 14 The Council may, whenever it shall be necessary, convene a special general meeting on giving not less than seven days' notice, save whenever there shall be a pressing emergency and the Council resolve by two-thirds majority of those present to hold a meeting at shorter notice. Any 25 members or one-tenth of the total number of the members of the Society if this is greater may require the Honorary Secretary to convene a special general meeting and if the Honorary Secretary shall refuse or neglect to do so or if there shall not be any Secretary they may themselves convene the meeting giving 14 days' notice by post. At such a meeting 50 members shall constitute a quorum and there shall be discussed only such matters as are set out in the notice of the meeting.
- 15 It shall be the right of one-fifth of the total number of the members of this Society, or if the number of members is 1000, then of such number of members as is prescribed by the Act, to apply, by written application to the Registrar, signed by them in the forms respectively provided for the purpose by the statutory regulations, for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon.
- 16 Four trustees shall be appointed by the Council to hold the property of the Society in Trust and all the property shall be vested in them and under their control. The Trustees shall deal with all the property as directed by the Council and may with such consent invest the funds of the Society or any part thereof to any amount in any investment in which Trustees are for the time being by Law authorised to invest such funds and notwithstanding any existing restriction or limitation, such investment shall include Prize Bonds, Building Societies, Finance Companies and Investment Banks. An entry in the Minute book of such a direction or a copy certified by the Secretary of such direction shall be conclusive evidence thereof. The Trustees shall hold office until removed by the Council or until resignation. The Council may appoint a new Trustee to fill any vacancy created by resignation or otherwise or may appoint a Bank or other Corporation to be sole Trustees and may in such event pay the proper fees and other charges necessarily incurred in connection therewith.
- 17 The Society may hold, purchase, take on lease, rent or otherwise possess in the names of the Trustees of the Society any lands or property and it may sell, exchange, mortgage, lease, let or build upon that land (with power to alter and pull down buildings and again rebuild) and a purchaser, assignee, mortgagee or tenant shall not be bound to enquire as to the authority for any sale, exchange, mortgage, letting or lease by the Trustees and the receipt of the Trustees shall be discharge for all sums of money arising from or in connection with such sale, exchange, mortgage, letting or lease of all or any part of the Society's property. All property belonging to the Society whether acquired before or after registration shall vest in the Trustees for the time being of the Society for the benefit of the members thereof. Such Trustees shall have power to borrow on behalf of the Society in such amounts as may be

authorised by the Council who in turn shall have power to authorise such borrowing or other transaction contemplated by this rule. The Trustees shall also have power to secure such borrowing by way of mortgage or charge, extending over any property held by them for and on behalf of the Society.

- 18 The Society may be wound up by a resolution supported by a three-fourth majority of members present and voting. In the event of winding up, the property of the Society shall be transferred (after payment of outstanding debts and liabilities) to the Borough or County Councils of Kilkenny, Duchas the Heritage Service, the Royal Society of Antiquaries, the National Museum, the National Library, the National Archives, An Taisce or to any one or more of them or other suitable institutions for the benefit of and in trust for the citizens of Kilkenny. Every effort must be made to locate the collections of the Society in Kilkenny.
- 19 It shall not be lawful for any general or other meeting or for the Society at any meeting by any rule or by any resolution entered into at any such meeting thereof to direct the division or distribution of the funds of this Society otherwise than for carrying into effect the aims, objects and the general interests and purposes of this Society as declared by these rules.
- 20 These rules shall supersede all existing rules which are hereby revoked. The decision of the Council as to the interpretation of the rules shall be final and binding. These rules shall stand and be in full force, and it shall and may be lawful for the Society to add to, alter, amend and rescind the same, or make standing orders, rules and regulations for the better government thereof, when and as often as the same may become necessary. But such by-laws, rules and regulations must be agreed to by three-fourths of the members present at a general meeting, specially convened for the purpose by a written or printed notice signed by the Honorary Secretary and on a motion by Council or on a requisition signed by 25 or more of the members. Said requisition or notice to be publicly read by the Honorary Secretary at two usual meetings of the Society. Any proposal for a change in the rules must specify the rule which is to be amended and must include the proposed new wording of that rule. Any agreed alterations to the by-laws rules or regulations must be duly entered by the Honorary Secretary in a register to be kept for that purpose, and no new rule or amendment of the rule shall be valid until registered.
- 21 If any dispute shall arise between a member or any person claiming through a member or under the rules or any person agreed who has ceased to be a member or any person claiming through such person agreed and the Society or any officer of the Society it shall be referred (in the event of the Council failing to make a satisfactory arrangement of the matter) pursuant to the Friendly Societies Act, 1896 to the Registrar.
- 22 The Council shall deliver to every person on demand, and without charge, a copy of the Rules.