



**Club Constitution
of the
Buffalo Fenians Gaelic Athletic Association**

**Amended and approved by
Annual General Meeting
November 10, 2021**

CLUB CONSTITUTION AND RULES

1. In these Rules:

“The G.A.A.” means the National Governing Organization for the preservation and promotion of Gaelic Games and pastimes, known as the Gaelic Athletic Association.

“The Club” means the Club as set out in Rule 2 hereof. “The Official Guide” means the Official Guide of the G.A.A.

“Executive Committee” means Officers and ordinary Committee Members together.

“Secretary” means the Secretary for the time being, or any person appointed to perform the duties of the Secretary of the Club.

“Real Property” means the property of the Club of an immovable nature, comprising any Playing Pitches, Grounds or Buildings, whether of Leasehold or Freehold tenure, with all Fixtures or Fittings attached thereto and used therewith.

“Personal Property” means the property of the Club of a movable nature, comprising all Playing or Sporting equipment of the Club, as well as all Stock in Trade and Money or other Assets of the Club not already classified as fixtures or fittings on “Real Property”, as heretofore defined. Words importing the singular number only, include the plural number and vice versa, and words importing the masculine gender only, also include the feminine and vice versa.

CLUB CONSTITUTION AND RULES:

NAME

2. The official Name of the Club shall be *AN CUMANN LÚTHCHLEAS GAEL NA FIANNA BUABHALL*, the English version of which shall be Buffalo Fenians G.A.A. Club.

OBJECTS

3.1 The Objects of the Club shall be the promotion of the aims of the G.A.A., as outlined in the Official Guide.

3.2 The Membership, Income and Property of the Club shall be dedicated to and applied solely towards the promotion of these objects.

COLORS

4. The Club Colors shall be Green/Gold/Blue

MEMBERSHIP

5.1 There shall be four types of Membership of the Club: Full Members, Honorary Members, Social Members, and Youth Members. Full Members, Honorary Members, and Social Members all retain full voting privileges.

5.1.1 FULL MEMBERSHIP may be granted to persons, who having reached the age of eighteen years, subscribe to and undertake to further the aims and objects of the Club and the G.A.A. Full Social Membership may be held by members who do not wish to participate in

games but wish to retain Full membership rights.

5.1.2 YOUTH MEMBERSHIP may be granted to persons, not having reached the age of eighteen years, who subscribe to and undertake to further the aims and objects of the Club and the G.A.A.

5.1.3 HONORARY MEMBERSHIP may be granted to persons, who have reached the age of eighteen years, have rendered exceptional service to the Club or the games or activities of the G.A.A. An Honorary Member shall have the rights of a Full Member, but shall be exempt from paying the Club's Annual Membership Fee.

5.2 Social Members, who will have all rights and privileges of full membership as they pertain to voting rights and running for positions within the club, but shall not be permitted to play in official competitions.

5.3 Once granted, Full Membership of the Club and the G.A.A. shall continue for life, unless the member has been expelled or his resignation in writing has been accepted, in accordance with this Constitution and Rules or the Official Guide.

5.4 The rights of any member of the Club shall be conditional upon the member complying with the provisions of this Constitution and Rules and the Official Guide, including payment of any annual membership fee and levies.

5.5 Such rights may be withheld, restricted or suspended in accordance with this Constitution and Rules and the Official Guide.

5.6 Any person seeking admission as a Member of any Class of Membership, other than Honorary, shall complete and sign a prescribed Application Form, which must be returned to the Secretary together with the prescribed fee.

5.7 An Application for Full or Social Membership must be in the prescribed form signed by the Applicant and proposed by one Full Member and seconded by another Full Member who are not suspended or disqualified under this Constitution and Rules or the Official Guide.

5.8 An Application for Youth Membership must be in the Prescribed Form signed by the Applicant and one of his parents or Guardians, as well as being proposed by one Full Member and seconded by another Full Member, who are not suspended or disqualified under this Constitution and Rules or the Official Guide.

5.9 If and when the Application for Membership has been accepted by the Executive Committee, the new Member's particulars shall be submitted by the Club Registrar to the Central Council, by the process of Electronic Registration, for Registration and allocation of a personal membership number.

5.10 The Executive Committee shall have the power to investigate any matter, and to expel, suspend, warn, fine or disqualify Members from Club activities for breach of this Constitution and Rules or the Official Guide or for conduct considered to have discredited or harmed the Club or the G.A.A.

5.10.1 Such persons, if Full Members (including Honorary Members) or Youth Members, shall have the right to appeal to the Hearings Committee of the County Committee of the G.A.A., within seven days of being notified of such a decision.

5.10.2 Unless the offense is brought to the notice of the County Committee of the G.A.A. by the Club, and that body, having considered the merits of the case and having regard to the rights of the player or member, confirms the penalty imposed, the member continues to be a legal member

of the Association and is suspended from Club activities only.

SUBSCRIPTIONS

6.1 The Annual Subscription to be paid by members of the Club shall be determined by the Executive Committee and ratified at the Annual General Meeting.

6.2 The determined Annual Subscription shall be payable on election and thereafter annually, in advance of the date and in the manner decided by the Executive Committee. The date set shall be a date prior to March 31st each year.

6.3 The Executive Committee may from time to time prescribe the payment of an Entrance Fee by new or lapsed members in addition to the Annual Subscription above.

EXECUTIVE COMMITTEE

7.1 The business and affairs of the Club shall be under the management of an Executive Committee, and it shall be the controlling body of the Club.

7.2 The Executive Committee shall be comprised of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Registrar, Public Relations Officer, Youth Officer, one Men's Football Player Representative, one Women's Football Player Representative, and one Hurling Player Representative.

7.3 Nominations to serve on the Executive Committee shall be by any two Full Members whose membership fees are paid up to date in accordance with Rule 6.2 and who are not suspended or disqualified under this constitution and Rules or the Official Guide.

7.4 The Players' Representative shall have participated as a player for the Club within the previous 48 weeks.

7.5 The Executive Committee including the Players' Representative, shall be elected by the Full Members present, entitled to vote and voting at the Annual General Meeting.

7.6 Only Full, Honorary, and Social Members, whose Membership Fees are paid up to date in accordance with Rule 6.2 and who are not suspended or disqualified under this Constitution or Rules or the Official Guide, shall be eligible for election to the Executive Committee.

7.7 The outgoing Executive Committee shall conduct the Annual General Meeting.

7.8 The Executive Committee shall hold office until the conclusion of the following Annual General Meeting.

7.9 The Executive Committee shall meet at least once each quarter, and four members present shall constitute a quorum at a meeting of the Executive Committee.

7.10 The Chairperson, when present, shall preside over all meetings of the Executive Committee; in his absence, the Vice-Chairperson shall preside.

7.11 If both the Chairperson and the Vice-Chairperson are absent, the Committee shall elect a member present to preside at the Meeting.

7.12 The Secretary shall record the Minutes of each Meeting.

7.13 The Minutes shall specify the date of the Meeting, those present, and a brief account of the Meeting, and shall be read to the next Meeting.

7.14 Such Minutes, if agreed as being accurate or having been appropriately amended, shall be signed by the Chairperson and Secretary, having been first proposed and adopted.

7.15 The Executive Committee shall have the sole right to appoint Sub-Committees, as required.

7.16 The Executive Committee shall define the duties of such Sub-Committees, and retain control in all matters and activities which it considers of importance to the general welfare of the Club, including the disposal of any funds in the hands of such Sub-Committees.

7.17 The Executive Committee shall have power to nominate the Chairperson of such Sub Committees.

7.18 The Chairperson, Vice-Chairperson, Secretary and Treasurer of the Executive Committee shall be ex-officio members of all Sub-Committees.

7.19 The Executive Committee shall have power from time to time to make, alter and repeal all such Regulations as they deem necessary, expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such Regulations set out:

- (a) The terms and conditions upon which guests, children of members of the Club and visitors shall be permitted to use the premises and property of the Club;
- (b) The times of opening and closing the Pavilion Grounds and Premises of the Club, or any part thereof;
- (c) The conduct of members of the Club in relation to one another;
- (d) The setting aside of the whole or any part or parts of the Club's premises for any particular time or times, or for any particular purpose or purposes;
- (e) The imposition of fines for the breach of any of the Club Rules or Regulations.
- (f) And generally, all such matters as are commonly the subject matter of the Club Rules.

7.20 The Executive Committee shall adopt such means as they deem sufficient, to bring to the notice of members of the Club all such Regulations and all alterations and repeals.

7.21 All such Regulations so long as they shall be in force, shall be binding upon all members of the Club, provided nevertheless that no Regulations shall be inconsistent with or shall affect or repeal anything contained in this Constitution and Rules or the Official Guide, and that any Regulations may be set aside by a special resolution of a General Meeting of the Club.

7.22 Each Full Member shall have the right to be heard by the Executive Committee upon any complaint or representation sent by him, in writing, to the Secretary.

7.23 A Special meeting of the Executive Committee may be called:

- (a) by the Secretary or
- (b) by the Secretary, for a date not more than seven days from the date of the receipt by him of a requisition duly signed by four members of the Executive Committee.
- (c) Such requisition shall set out the purpose for which the special meeting is required.

7.24 Any Member of the Executive Committee who shall have absented himself from three consecutive meetings, without reasonable explanation, shall be deemed to have resigned from the Executive Committee.

7.25 Should any Member of the Executive Committee resign, be deemed to have resigned, or his position otherwise lapse, the remaining members of the Executive Committee shall, at their discretion, have the power to fill the vacancy, by co-opting a replacement from the body of the Full Membership.

7.26 The service of any Member so co-opted on to the Executive Committee shall not be

reckoned in calculating the seniority of such Member, if subsequently elected to serve on the Executive Committee.

GENERAL MEETINGS

8.1 The Club shall in each year hold a general meeting as its Annual General Meeting, in addition to any other General Meetings in that year, and shall specify the meeting as such in the notice calling it.

8.2 All General Meetings, other than Annual General Meetings, shall be called Special General Meetings.

8.3 An Annual General Meeting shall be held at such time as shall be decided upon by the Executive Committee, but insofar as is practical shall be held before the end of November each year.

8.4 The following business shall be transacted at the Annual General Meeting:

- (a) Adoption of Standing Orders.
- (b) Minutes of the previous Annual General Meeting.
- (c) Consideration of the Annual Report submitted by the Secretary.
- (d) Consideration of the Financial Statements including the Report of the Accountant(s) or Auditor(s)
- (e) The Chairperson's Address.
- (f) Election of Officers and Members of the Executive Committee.
- (g) Notices of Motion.
- (h) Other Business

8.5 The Annual General meeting of the Club shall be called in the following manner:

8.5.1 The Executive Committee shall decide upon a date, time and place for the meeting, allowing adequate time to meet the time limits set out hereunder.

8.5.2 Once the date of the Annual General Meeting has been fixed, the Secretary shall give at least twenty-eight days notice in writing to the members of such date, at the same time inviting nominations for election to the Executive Committee for the following year and motions for consideration at the Annual General meeting, also specifying that such nominations and motions shall be received by him by a date not less than twenty-one days prior to the date fixed for the meeting.

8.5.3 The Secretary shall then, on or after the date specified for return to him of such Nominations and Motions, but so as to give the members ten days clear notice before the meeting, circulate to the members the following documentation:

- (a) Copy of the Agenda for the meeting.
- (b) Copy of the Annual Report of the Secretary.
- (c) Copy of the Financial Statements, including the Report of the Accountant(s) or Auditor(s)
- (d) Details of the Nominations for election to the Executive Committee.
- (e) Copies of any motions for consideration at the meeting.

8.6 In the event of the number of Nominees for any particular Executive Committee position being equal to or less than the number of positions to be filled, such Nominees shall be declared elected, and any positions left unfilled, due to the lack of Nominees or Nominees withdrawing, shall be filled by the new Executive Committee, as soon as practical after the Annual General

Meeting.

8.7 A Special General Meeting may be called by the Executive Committee at any time, provided ten days clear notice, in writing, shall be given to the members, specifying the purpose of such Special General Meeting,

8.8 The Executive Committee shall call a Special General Meeting for a date not more than twenty-eight days from the receipt by the Executive Committee of a requisition, in writing, signed by twelve members of the Club, and ten clear days notice, in writing, shall be given to the Members.

8.8.1 Such Requisitions by members of the Club shall set out the purpose for which the Special General Meeting is required, and shall be lodged with the Secretary.8.8.2 If the Special General Meeting is not called for a date within the twenty-eight days stipulated, then the Requisitioners may themselves convene a Special General Meeting, if necessary using newspaper advertisements to notify the members of such meeting.

8.9 No other business, outside that specified in the Notice, shall be transacted at a Special General Meeting.

8.10 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty percent of Full Members eligible to vote shall be a quorum at a General Meeting.

8.11 If within half an hour after the time appointed for a General Meeting, a quorum of members is not present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if at the reconvened meeting a quorum of members is not present within half an hour after the time appointed for the meeting, the members then present shall be a quorum.

8.12 The Chairperson, and failing him the Vice-Chairperson, shall preside as Chairperson at every General Meeting of the Club.

8.13 If there is no such Chairperson, or if at any meeting he is not present within thirty minutes after the time appointed for the holding of the meeting, the members then present shall choose someone of their number who is a member of the Executive Committee to be Chairperson of the meeting, and if there shall be no Member of the Executive Committee present, then the members shall elect any one of their number to be Chairperson of the Meeting.

8.14 The Chairperson may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.15 Failure to comply strictly with the time limits set out in this Constitution and Rules or the non-receipt of Notice of a Meeting by any persons entitled to receive notice shall not invalidate the proceedings at that meeting, but shall entitle the majority of members present to seek and be granted an adjournment of the meeting to such date by which they would be given an adequate time to be furnished with and consider the contents of any relevant documentation.

VOTING

9.1 Only Full Members, whose membership fees are paid up to date in accordance with Rule 6.2, and who are not suspended or disqualified under this Constitution and Rules or the Official

Guide, shall be eligible to vote at a General Meeting.

9.2 A Chairperson of a General Meeting, Executive Committee meeting or any Sub-Committee meeting shall, in the event of a tie, whether on a show of hands or on a ballot, have a casting vote in addition to his vote as a member, other than for the election to any position, when the outcome in the event of a tie shall be decided by lot.

9.3 At any General Meeting a resolution put to the vote of the meeting shall be decided on the show of hands, unless, before or on the declaration of the result of the show of hands, a ballot is demanded:

(a) by the Chairperson

(b) by at least five members present and entitled to vote.

9.4 Unless a ballot is so demanded, a declaration by the Chairperson that a resolution has on the show of hands been carried, or carried unanimously, or by a particular majority, or lost, shall be final, and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes in favor of or against such a resolution.

9.5 If a ballot is so demanded, the same shall be taken in such manner as the Chairperson directs, and the result of the ballot shall be deemed to be the decision of the meeting at which the ballot was demanded.

9.6 A Secret Ballot shall be carried out to decide the result of any contest for any elective position.

ASSETS AND TRUSTEES

10.1 The Club shall have power to acquire, hold and develop, sell, lease, mortgage charge, exchange or sell Real and Personal Property, and to borrow or raise money in promotion of the objects of the Club, subject to the overall authority of the Central Council of the G.A.A..

10.2 The Real Property shall not be leased, mortgaged, charged, exchanged, sold, conveyed, transferred or otherwise dealt with without the consent of the Central Council of the G.A.A., or as may be set out in any separate Declaration of Trust.

10.3 The Real Property, including the proceeds of sale thereof until otherwise directed by the Club, shall be vested in five full members of the G.A.A. as Trustees, who shall hold same in trust for the Club.

10.4 10.4- In accordance with NYS Regulations for maintaining a status of non-profit organization, the Buffalo Fenians will maintain a committee of three Trustees who will perform all duties of Trustee, in accordance with the laws of the state of New York, The laws of the United States of America and the Rules of the GAA that follow below. The Trustees shall be appointed by the Chairman at the time.

10.4.1- The Trustees of the Buffalo Fenians will have the following roles and responsibilities.

a. The Trustees may request an examination of Club books at any time following 14 days notice to the club Treasurer

b. Prior to any resolution by the Executive committee to outlay club funds in any amount exceeding \$5000, the Executive must obtain a minimum 2-1 majority of trustees in agreement with the proposed expenditure.

c. In the event that an executive committee ceases to be formed at an AGM or through any

action an executive committee is no longer in place for any reason, the Trustees shall oversee the income and expenditure of the club until a new committee is formed.

d. In the event that the club ceases to exist, any funds remaining at time of winding down, shall be held in trust by the trustee's for use by a future entity of the GAA operating in the Buffalo, NY area.

10.5 The Trustees shall hold office until their retirement or death, unless replaced in accordance with Rule 46, of the Official Guide.

10.6 By way of acceptance of their appointment the Trustees of the Real Property shall sign a Declaration of Trust, as approved by Central Council of the G.A.A., and which shall contain the provisions for appointment, removal and replacement of Trustees as well as regulating the conduct of the Trustees in performing their duties and exercising their powers under the trust.

10.7 The Trustees of the Real Property, having first obtained the consent of the Central Council of the G.A.A. where necessary, shall exercise their powers and perform their duties as directed by the Club from time to time.

10.8 The Directive of the Club shall be given by a resolution of the full members of the Club, passed by a majority of the members present and voting at a duly convened General Meeting and when so passed shall be binding upon all members of the Club.

10.9 A Certificate signed by the Secretary shall, in favor of any person relying on same, be conclusive evidence that a Directive, complying in all respect with the provisions of this Rule was duly given to the Trustees.

10.10 The Personal Property shall be vested in the Chairperson, Treasurer, and Secretary who shall hold same in Trust for the Club.

10.11 The Trustees of the Personal Property shall invest and use such property in accordance with the Directives of the Executive Committee, of which an entry in the Minute book shall be conclusive evidence.

10.12 The Club shall indemnify and save harmless its Trustees in respect of any loss or expenses bona fide incurred by them in or about the execution of the Trust.

BOOKS AND ACCOUNTS

11.1 The Executive Committee shall open a Bank Account or Accounts with an approved Bank on behalf of the Club, and all cheques drawn on the said account shall be signed by the Treasurer and countersigned by one of either the Chairperson or Secretary.

11.2 The Executive Committee shall cause proper Books of Account to be kept in respect of:

(a) All sums of money received and expended by the Club, and the matters in respect of which such receipts and expenditures take place; and

(b) All Sales and Purchases of goods by the Club; and

(c) The Assets and Liabilities of the Club.

11.3 The Books of Account shall be kept at such place or places as the Executive Committee shall think fit, and shall at all reasonable times be open to the inspection of the members of the Executive Committee.

11.4 The Executive Committee shall from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the Accounts and Books of the Club, or any of them shall be open to the inspection of Full Members of the Club not being

an Executive Committee member, and no member (not being an Executive Committee Member) shall have any right of inspection of any Account or Book or Document of the Club except as authorized by the Executive Committee.

11.5 An independent suitably qualified Person or Persons shall be appointed as Accountant(s) or as Auditor(s) (if an Audit is deemed appropriate by the Executive Committee) to Report on the Financial Statements of the Club, for presentation at the Annual General Meeting.

11.6 The Books and Accounts of the Club shall be presented to such Accountant(s) or Auditor(s) by the Committee in sufficient time to enable the Report of such Accountant(s) or Auditor(s) to be available and considered at the Annual General Meeting of the Club.

11.7 The Financial Statements shall be approved by the Executive Committee, and signed by two of three Officers –Chairperson, Secretary, Treasurer – on behalf of the Executive Committee. 11.8 The Executive Committee shall cause to be prepared and laid before the Annual General Meeting an Account of Income and Expenditure and a Balance Sheet made up to a date not more than six months before such a meeting.

11.9 All Books of Account, including all documents, vouchers, statements and notes, as well as all minute books, notes of meetings, original and copy correspondence and all such documents are the property of the Club, and no person shall have any personal title to or interest in such documents to the exclusion of the Club.

11.10 The Club shall define the End of the Financial Year of the Club.

INCOME AND PROPERTY

12.1 No portion of the Income and Property of the Club shall be paid or transferred directly or indirectly by way of profit, dividend, bonus or otherwise howsoever to the Members of the Club.

12.2 No Officer shall be appointed to any Office within the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club in respect of such Office, provided however nothing shall prevent any payment in good faith by the Club of:

- (a) reasonable and proper remuneration to any Member or Officer of the Club for any services rendered to the Club (other than as an Officer);
- (b) reasonable and proper remuneration to any company of which a Member or Officer of the Club is a director or shareholder, for any services rendered to the Club;
- (c) interest at a rate not exceeding 5% per annum on money lent by Officers or other Members of the Club to the Club;
- (d) reasonable and proper rent for premises demised and let by Officers or other Members of the Club (including any Officer) to the Club;
- (e) reasonable and proper out of pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the Club;
- (f) fee's, 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.

WINDING UP

13.1 A resolution to Wind Up a Club shall be passed only at a General Meeting, specially summoned for the purpose of such resolution, if supported by not less than three-fourths of those present and entitled to vote.

13.2 Any decision to Wind Up a Club shall be subject to the approval of the County Committee.

13.3 If upon such Winding Up, there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid or distributed amongst the members, but the Trustees shall continue to hold same in trust for the appropriate County Committee of the G.A.A., to be used or disposed of as such County Committee shall direct, but shall in no instance pay or distribute such property amongst Officers, Members or Employees of the Club.

ADDITIONS TO AND AMENDMENTS OF RULES

14.1 Additions to and Amendments of this Constitution and Rules may be made at an Annual General Meeting or at a Special General Meeting called for that purpose, providing that the Resolution proposing same is carried by a vote of two-thirds of the members present and voting, that same do not conflict with the Official Guide, and that prior approval has been given by the County Committee for the change.

14.2 Members wishing to propose Additions to or Amendments of this Constitution and Rules must send notice of the proposed Additions or Amendments in writing to the Secretary not later than twenty-one days before the Annual General Meeting, or Special General Meeting as provided by Rule 8.5.2 hereof.

14.3 Where appropriate, no Addition or Amendments shall be made to or in the provisions of the Main Object(s) (3), Income and Property (12) and the Winding-Up (13) Clauses in this Constitution and Rules for the time being in force, unless the same shall have been previously approved, in writing, by the Revenue Commissioners.

COMPLIANCE WITH PROVISIONS OF OFFICIAL GUIDE

15. This Constitution and Rules shall be read in conjunction with and subject to the Official Guide.

INTERPRETATION OF CLUB CONSTITUTION AND RULES

16. The Executive Committee shall be the sole authority for the Interpretation of this Club Constitution and Rules (with the exception of Rules 5.11.1, 5.11.2 and 5.11.3) and of any byelaws and regulations made herein; and the decision of the Executive Committee upon any question of interpretation, or upon any matter affecting the Club and not provided for, shall be final and binding on the members, subject to appeal to the Hearings Committee of the County Committee in accordance with the provisions of Rule 5.11.2, and shall not under any circumstances be subject to appeal to any Court of Law.

GENERAL

17.1 A Notice may be given by the Club to any Member either personally or by sending it by post or electronically to him at his last known address.

17.2 Where a Notice is sent by post, service of this Notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the Notice, and shall be deemed to have been affected at the time which the letter would be delivered in the ordinary course of post.

17.3 The failure to give notice of any meeting or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

17.4 This Constitution and Rules shall be taken as an amendment of and in substitution for any existing Constitution and Rules of Buffalo Fenians G.A.A. Club as of the 10th day of November 2021.