

THE WHEEL

TERMS OF MEMBERSHIP OF THE WHEEL

This document is the Terms of Membership (the “Terms”) as referred to in the Constitution of Rotha (trading as The Wheel) (“The Wheel”) and should be read in conjunction with the Articles of Association section of that Constitution. This document deals with the arrangements that apply for membership of The Wheel.

The Wheel has three types of membership for which it applies a fee, subject to certain exceptions as determined by the Directors of The Wheel: Full Members, Associate Members and Individual Members. See definitions section overleaf. Only Full Members are legal members of The Wheel.

The Directors of The Wheel will consider applicants meeting the below criteria for membership of The Wheel:

1. Organisations who qualify to become Full Members of The Wheel in accordance with the criteria set out below and their full membership subscriptions are paid (except in the case where an organisation is entitled to free membership, or where a bursary may apply). An organisation is entitled to free full membership in circumstances where the organisations' income is less than €25,000 per annum.

Applicants for membership will be required to complete a membership application and to pay the appropriate annual fee for their category of membership, where applicable. Upon acceptance, the term of membership shall be one calendar year and renewal of membership shall occur upon receipt of payment of the annual fee. Notification of renewal shall be circulated at least three weeks in advance of the renewal date. Members who do not pay the annual fee shall cease to be members. In the case of free membership, renewal will be automatic, unless that organisation has advised The Wheel that it does not wish for its membership to be renewed. The Directors may request such information from any organisation as they consider necessary to determine that organisation's continued entitlement to free membership. If an organisation ceases to be entitled to free membership, its membership will only be renewed upon receipt of a membership application and the appropriate annual fee. Any organisation that ceases to be entitled to free membership must notify The Wheel that it is no longer entitled to free membership.

2. They subscribe to The Wheel's values: Probity, Integrity, Inclusive, Facilitative, Proactive, Professional, Transparent and Knowledgeable (A detailed context for our values and beliefs as contained in our Strategy 2017 – 2020 is extracted for convenience into Appendix I of this document). The mechanism for subscribing to these values is by signing up to them on the membership application form.
3. They support The Wheel's vision: A thriving community and voluntary sector at the heart of a fair and just Ireland.

The following terms apply to all members:

Members are requested to quote their membership number to avail of preferential member rates and services.

The Wheel reserves the right to withdraw membership from members that do not adhere to the Terms (see below process for reviewing membership of a current member of The Wheel).

A member may terminate their membership at any time.

The Board of Directors of The Wheel reserves the right to amend, alter or add to the Terms. This will be done in consultation with existing members and notification of any such amendment, alteration or addition will be sent in writing to all members with 21 days' notice.

Full Members

An organisation which applies to become a Full Member of The Wheel must be an independently governed non-profit organisation. This is defined as being where the Board is independent (usually indicated by the fact that less than 50% of Board members are appointed by a government, statutory or other body) and that the organisation has the ability to be self-directional in terms of deciding its own mission and vision – and even ultimately that it can make the decision to cease operations.

Individual Members

Individuals in their personal capacity, not representing an organisation, are eligible for Individual Membership. Individual Members entitled to the benefits of affiliation with The Wheel, but are not legal members of The Wheel.

To become an Individual Member, the individual must sign up to the same terms as Full Members set out on page 1 of this document.

The names of Individual Members which appear on the register of members at the date of these Terms shall be removed from the register of members upon service of the notice referred to in article 5(d) of the Articles of Association to be adopted at the 2019 AGM. Once an Individual members name is removed from the register of members, they will cease to be a legal member of The Wheel.

Associate Members

An organisation which does not meet the requirements of Full Membership may become an Associate Member. Associate Members are entitled to the benefits of affiliation with The Wheel, but are not legal members of The Wheel.

To become an Associate Member, the organisation must sign up to the same terms as Full-Members set out on page 1 of this document.

Process of reviewing the membership of a current member of The Wheel:

1. Any concerns about any Full Member's, Individual Member's or Associate Member's adherence to The Wheel's values that are brought to the attention of The Wheel staff or its board will be reviewed by The Wheel's senior management team.
2. The reasons for the concern will be researched by the senior management team.

3. If the senior management team feel that the concerns equate to the member not adhering to The Wheel's terms of Membership, a report from the executive will be brought to The Wheel Governance sub-group at its next scheduled meeting.
4. Following the meeting of the Governance sub-group and agreement that this warrants further action, the matter will be referred to the next meeting of the Board of Directors of The Wheel.
5. If the Board concur with the recommendation of the Governance sub-group, the member will be informed that The Wheel is triggering clause 5 (c) of the Constitution which states that "*Membership of the Company shall cease if the Directors determine that such member has failed to observe the membership terms as set down in the Terms of Membership of The Wheel*". (Refer to Appendix II)
6. As per the process laid out in Clause 6 of the Constitution, within 14 days of such a board decision, the member will receive in writing notice of this decision and the reasons for it. They will also be informed that if they want to contest this decision they should contact the Company Secretary in writing who will organise for them to be heard in a meeting of the board of Directors. Alternatively, or in addition, the relevant member may submit a written statement which shall be taken into consideration by the Directors in making their final determination of cessation of membership. (Ref Appendix II)
7. Where membership is cancelled by the board, the member may appeal the decision to the members of The Wheel at the next AGM and the process for doing this is outlined in the Constitution in clause 7. (Ref Appendix II)

Approved at AGM on 18 June 2019

Appendix I: Extract from The Wheel Strategic Plan 2017 – 2020

OUR VALUES

What we stand for

Our core belief is that people, through their active participation in the work of community and voluntary organisations, play a critical and effective role in improving and enriching life in Ireland:

- We believe that a strong, vibrant, independent and autonomous community and voluntary sector is critically important for sustaining a fair and just society and a healthy democracy
- We believe that the societal value created by the community and voluntary sector is a unique, precious and transformative contribution that benefits all of society
- We believe that a healthy democracy results from a vigorous and positive interplay between representative and participative democratic processes and structure

These core beliefs are consistent with our vision of “*a thriving community and voluntary sector at the heart of a fair and just Ireland*” and these beliefs have shaped our values:

- We value our **membership** for their work in creating a fair and just Ireland
- We value **transparency, accountability** and **high standards** of practice and governance within our membership and the sector because they increase the impact of our work
- We value the diversity of the community and voluntary sector and believe it is a **strength**
- We value the community and voluntary approach because it **puts people and communities first** and is driven by the pursuit of the common good
- We value **regulation** that enhances public trust and is sensitive to the needs of the community, voluntary and charity sector
- We value **collaborative** working as a way of increasing the value and impact of our work and strengthening our sector
- We value **citizens’ active participation** in society so they can influence the decisions that affect them
- We value people’s **freedom** to organise, to be heard and to be respected
- We value the interdependence of people’s lives and the sense of **solidarity** that comes from people acting together
- We value a society where there is harmony and **balance with nature**

APPENDIX II: Extract from The Wheel Constitution

[to be ratified at the AGM in June 2019]

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons who meet the membership terms as set down in the document entitled the Terms of Membership of The Wheel, as may be amended by the Directors from time to time (the “**Terms of Membership of The Wheel**”), shall be the members of the Company and shall be entered in the register of members kept in accordance with Section 1201 of the Act.
5. Membership of the Company shall cease:
 - (a) on the member’s death;
 - (b) if the member resigns by notice in writing, to the Secretary at the Company’s Office; or
 - (c) subject to the provisions of Article 6 and Article 7, if the Directors determine that such member has failed to observe the membership terms as set down in the Terms of Membership of The Wheel.
6. A member of the Company who has been determined to have failed to observe the membership terms under the provisions of Article 5(c) shall receive not less than 14 days’ notice in writing of such determination, the proposed cessation of membership and short particulars of the grounds thereof. Such member shall, upon giving notice in writing to the Secretary of his intention to appear, be heard by the Directors, either in person or through his duly authorised agent, at a meeting of the Directors, such meeting being one previously scheduled in the normal course of business or a meeting called specifically for the purpose of hearing such member. Alternatively, or in addition, the relevant member may submit a written statement which shall be taken into consideration by the Directors in making their determination of cessation of membership. The relevant member shall not be present for the Directors’ vote on such cessation of membership or take further part in the proceedings otherwise than as the Directors shall permit.
7. Where membership is ceased by determination of the Directors in accordance with Articles 5(c) and 6, the former member may appeal the decision of the Directors to the membership of the Company at a General Meeting in accordance with the following:
 - (a) the appeal shall take the form of a special resolution for the re-instatement of membership of the relevant former member at the next General Meeting of the Company;
 - (b) the intention to make an appeal must be notified by the former member to the Directors and Secretary in writing within five business days of the determination of cessation of membership by the Directors;

- (c) upon such notice, the Secretary shall notify the former member of the date of the next General Meeting of the Company then scheduled, noting that if another General Meeting is called, the appeal shall be tabled at such earlier meeting;
- (d) the former member and the Directors will be provided with equal opportunities to address the membership in relation to the reasons to re-instate the member or maintain the Directors' decision to cease membership respectively; and
- (e) where the membership passes a special resolution to re-instate the former member, such former member's re-instatement shall be effective immediately; however, no retroactive membership rights shall apply for the period during which the membership was ceased; or
- (f) where the membership does not pass a special resolution to re-instate the former member, such decision is final and no further rights of appeal apply.