

## 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 (in relation to “Full Members”) 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 Board of Directors of The Wheel (the “Directors”): Full Members, Associate Members and Individual Members. See definitions section in this document.

Only Full Members are legal members of The Wheel. Associate Members and Individual Members are not legal company law members of The Wheel and have no membership rights under company law.

The Directors 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 organisation’s 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. Organisations which 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 the appropriate annual fee by the renewal date. Any organisation that ceases to be entitled to free membership must notify The Wheel that it is no longer entitled to free membership.

2. Applicants subscribe to The Wheel’s values as approved by the Directors outlined in detail on our website at <https://www.wheel.ie/about-us/wheels-values>. The mechanism for subscribing to these values is by signing up to them on the membership application form.
3. Applicants support The Wheel’s vision as outlined in The Wheel’s strategy.
4. Under these Terms, political parties, constituency offices and any affiliated political organisations are not eligible for membership of The Wheel.

### **The following terms apply to all members:**

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 by emailing [membership@wheel.ie](mailto:membership@wheel.ie).

The Directors reserve 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 governing body of the organisation is independent (usually indicated by the fact that less than 50% of the governing body 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 (the “Individual Members”). Individual Members are entitled to the benefits of affiliation with The Wheel, but are not legal members of Rotha t/a The Wheel.

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

### **Associate Members**

An organisation which does not meet the requirements of Full Membership may become an Associate Member (the “Associate Members”). Associate Members are entitled to the benefits of affiliation with The Wheel, but are not legal members of Rotha t/a The Wheel.

To become an Associate Member, the organisation must sign up to the same terms as Full Members set out in 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 Directors 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, a report from the executive will be brought to The Wheel Governance and Nominations sub-group at its next scheduled meeting.
4. Following the meeting of the Governance and Nominations sub-group and agreement that this warrants further action, the matter will be referred to the next meeting of the Directors.

### **Cessation of membership of Full Members**

5. If the Directors concur with a recommendation of the Governance and Nominations sub-group in relation to the cessation of membership of a Full Member for failure to observe the membership terms as set down in the Terms of Membership of The Wheel, the Full 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 I)
6. As per the process laid out in Article 6 of the Constitution, within 14 days of such a decision of the Directors, the Full Member will receive notice in writing 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 Directors. Alternatively, or in addition, the relevant Full 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 I)
7. Where Full Membership is cancelled by the Directors, the Full Member may appeal the decision to the membership of The Wheel at the next Annual General Meeting (AGM) and the process for doing this is outlined in the Constitution in Article 7. (Ref Appendix I)

#### **8. Cessation of membership of Individual Members or Associate Members**

If the Directors concur with a recommendation of the Governance and Nominations sub-group in relation to the membership of an Individual Member or an Associate Member, the relevant member will be informed of the Directors’ decision, the proposed cessation of membership and the reasons for it, in writing within 14 days. If the relevant Individual or Associate Member wishes to contest this decision, they must notify the Company Secretary in writing who will organise for them to be heard in a meeting of the Directors. Alternatively, or in addition the Individual or Associate Member may submit a written statement which shall be taken into consideration by the Directors in making their final determination, by way of vote, on the cessation of membership. If, following this final determination, the Directors decide to terminate the membership of an Individual or Associate Member, the member shall cease to be a member of The Wheel with immediate effect.

***Approved at a meeting of the Board of Directors on 1 March 2022***

## APPENDIX I: Extract from The Wheel Constitution

adopted at an EGM on 4 April 2022

### MEMBERSHIP

4. Those organisations listed in the register of members of the Company at the date of adoption of this Constitution 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**”), and are described within the Terms of Membership of The Wheel as “Full Members”, 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. For the avoidance of doubt, the persons referred to as “Individual Members” and “Associate Members” within the Terms of Membership of The Wheel shall not be members of the Company and shall have none of the legal rights or responsibilities attaching to membership of the Company.
5. Membership of the Company shall cease:
  - (a) on the member’s winding up or dissolution;
  - (b) if the member resigns by notice in writing to the Secretary at the Company’s Office;
  - (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; or
  - (d) if the directors serve a notice upon the member terminating its membership in accordance with Section 1199(8) of the Act.
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 its intention to appear, be heard by the Directors, either in person or through its 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 (provided that notice of the General Meeting has not yet issued to members);
- (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.