

Revision of Wanderers FC Club Rules – Explanatory Note

Wanderers FC current set of rules date back to 1998 and are in much need of review to reflect current best practice.

In 2017 a Rules Sub-Committee, chaired by Joe McDermott, was set up and with the assistance of Club Members with relevant experience, and our professional advisers in William Fry and HLB Ryan, set about reviewing the current rules.

In addition to looking at how the Rules approached day to day Club activities, the review paid particular attention to Club governance, potential Member & Trustee liabilities and ensuring the Rules supported the Club in being recognised as having Sporting Status from a Revenue perspective.

The sub-committee decided that rather than amending the current rules to address these concerns it would be more efficient to replace them in their entirety with a new set of rules.

Governance

Sections 2 & 3 cover how the Club is to be run and administered. They described who can be trustees; how officers and members of the Executive are elected; what powers they have etc and how Annual and Extraordinary meetings are convened and run.

In particular note that in relation to any resolution or rule change to be passed at an AGM or EGM, the proposed rules state they must be passed by a two thirds majority and that Members will be eligible to vote only when they have paid their second consecutive subscription.

Liability

Trustees and Members are potentially exposed should the Club incur liabilities in excess of its assets. Within a Club structure it is difficult to eliminate this entirely but some provisions have been introduced to mitigate it.

The existing rules currently only allow for individual trustees. Individual Trustees take on the role of trustee in their personal capacity and therefore incur potential liabilities in their personal name. The proposed rules expand this to also allow for Corporate Trustees. Corporate Trustees would be professional entities who could take on the full obligations of Trusteeship but do so with additional liability protection. It is important to note that it is not proposed to appoint any Corporate Trustee at the upcoming EGM, simply to pass rules which would allow for them in the future. All new Trustees, be they individual or corporate, would need to be elected by the Members at an AGM.

Section 5 'Limitation of Liability' aims to mitigate liability somewhat, however, we have been advised that to strengthen protection further would require incorporating the Club. That is changing its structure into a Company Limited by Guarantee.

At this point we are not proposing any change to the structure of the Club. We may revisit this in the near future, but if we do there will be further consultation with the Membership who would need to vote on such a change.

Sporting Status

Although we are most definitely a sporting body, the Revenue has specific requirements for a Club to meet their technical definition of a Club with Sporting Status. Formal confirmation of having Sporting Status gives certainty over various potential tax liabilities for the Club. The proposed Rules are drafted with getting formal Sporting Status in mind. One important change to the rules in this regard is what happens to Club assets should the Club be wound up (see Section 11). Existing rules provide for Club assets to be distributed to Members on dissolution, however, this is not consistent with getting Sporting Status. Instead Club assets are to be distributed to another institution which also has Sporting Status.

If any Member has any query, concern or comment regarding the proposed Rules we would ask that they first contact the Honorary Secretary (secretary@wanderers.ie) who may be able to provide additional information or feedback from our advisors.

Comments and queries can of course be raised at the EGM and representatives from the Club solicitors and accountants will be in attendance on the night.