

# **THE LANTERN CENTRE**

**Instrument of Management**

**25 February 2009**

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## 1. PREAMBLE

In recent years Ireland has experienced a large influx of immigrant families, leading to a significant change in the level of cultural diversity in Irish society. The Lantern Centre was founded to manage the opportunities for learning and change which this situation presented. The founding vision cherished the aspiration that the Centre would become a place of hospitality to promote intercultural and interfaith dialogue and action.

The choice of the 'Lantern' theme for the Centre was inspired by the symbolism attached to it in the life of Nano Nagle who searched the back lanes of Cork each evening with her lantern seeking those who lacked food and shelter. Her example provided a model and a Religious Life rule for Edmund Rice who established the Presentation Brothers and the Christian Brothers. The Lantern Centre is sponsored by the European Province of the Christian Brothers, a Congregation with international links and possibilities for twinning with similar projects overseas.

The Centre consists of a reception/meeting area with a space suitable for social interaction. There are three conference rooms capable of accommodating up to seventy people two of which have kitchens capable of preparing light meals. There is a space behind the centre which has been developed as an intercultural garden dedicated to the celebration of the various cultures represented in the neighbourhood communities. The Centre, as a space, is available for rent by outside agencies or groups. The Management Committee is committed to a policy of gender equality and to the creation of fair employment conditions.

## **2. NAME**

The name of the organisation is the Lantern Centre (“the Centre”).

## **3. OBJECTS**

The Congregation of Christian Brothers, European Province has established the Centre to bridge current cultural and religious differences in the world to facilitate the emergence of a society which is multicultural in composition and purpose.

Working in collaboration with other related organisations from the public, private and voluntary sectors, the Centre seeks to:

- Provide a place of hospitality and dialogue which is accessible and affordable;
- Facilitate the formation and development of ethnic based groups (national, cultural, faith);
- Engage in interfaith dialogue and promote collaborative action towards the creation of a society which is sustainable, socially just and spiritually fulfilling;
- Offer opportunities for the celebration of feasts, festivals and other events of a cultural or cross cultural nature;
- Facilitate the formation and development of cross-cultural interest based groups (drama, film, music, sport );
- Provide accommodation to groups offering training, counselling and information services;
- Make representations to relevant agencies in relation to the provision of resources to implement the inclusion policies contained in the European and national guidelines to organisations;
- Organise professional development to enhance intercultural competence especially in schools;
- Participate in a representative role on committees and working groups related to the development of a more integrated society and more cross cultural collaboration;
- Undertake research to inform its representation role and its development programmes.

## **4. POWERS**

4.1 In furtherance of the above objectives, but not otherwise, the Board of Management of the Centre may exercise the following powers, subject to the approval of the Trustees:

- 4.1.1 Power to raise funds and to invite and receive contributions provided that in raising funds the Board of Management shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements by law;
- 4.1.2 Power to employ such staff as are necessary for the proper pursuit of

the objects and to make all reasonable and necessary provisions for the payment of salaries, pensions and superannuation for all staff;

- 4.1.3 Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.1.4 Power to appoint and constitute such advisory committees as the Board of Management may think fit;
- 4.1.5 Power to maintain and equip any properties necessary for the achievement of the objectives;
- 4.1.6 Power to authorise the opening and operation of bank accounts, as necessary, for the operation of the Centre and the Board of Management;
- 4.1.7 Power to hold conferences and meetings for the consideration of matters concerning or affecting the above main objects;
- 4.1.8 Power to collect, collate and publish information of assistance or benefit in furthering the main objects of the Centre;
- 4.1.9 Power to furnish and provide the Centre's property with such furniture, implements, machinery and conveniences as may be desirable;
- 4.1.10 Power to accumulate capital for any purposes of the Centre, and to appropriate any of the Centre's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years;
- 4.1.11 Power to organise and finance education and training courses concerned with the main objects of the Centre and to pay and provide for scholarships, exhibitions, prizes and other awards;
- 4.1.12 Power to obtain sponsorship, which is, considered to be of benefit in furthering the main objects of the Centre;
- 4.1.13 Power to do all such other lawful things as are necessary for the achievement of the objects.

## **5. TRUSTEES**

The Trustees of the Centre shall be the Provincial Leadership Team for the time being of the Congregation of Christian Brothers, European Province.

## **6. BOARD OF MANAGEMENT**

- 6.1 The conduct, management and financial administration of the Centre shall be under the control of the Board of Management, who shall exercise the powers hereinafter conferred, subject to the general supervision and control of the Trustees for the time being.
- 6.2 The Centre shall be conducted in accordance with the mission, ethos and spirit of the Congregation of Christian Brothers.
- 6.3 The members of the Board of Management will be chosen on the basis of their willingness to serve, ability, governance, experience and support of the ethos, mission and philosophy of the Centre.
- 6.4 The members of the Board of Management will not be entitled to any remuneration for their services, but the Board of Management may authorise payment to any member of any reasonable and proper out of pocket expenses incurred by him / her in the performance of his / her duties or otherwise in connection with the affairs of the Centre.
- 6.5 In carrying out their duties and responsibilities, the members of the Board of Management will:
  - (a) Act honestly and ethically in what the Trustees considers to be in the best interests of the Centre;
  - (b) Exercise the powers and discretions conferred upon him / her in good faith in the interests of and for the benefit of the Centre as a whole;
  - (c) Exercise reasonable care, skill and diligence in the performance of their office; and
  - (d) In accordance with the Code of Practice set out in Paragraph 8.

## **7. APPOINTMENT OF BOARD OF MANAGEMENT**

- 7.1 The members of the Board of Management will consist of both members of the Congregation of Christian Brothers and members of the lay community and such other persons as the Trustees think fit.
- 7.2 The Trustees of the Centre shall appoint the members of the Board of Management following recommendations from the Board of Management.
- 7.3 The Board of Management shall consist of not more than twelve persons and not less than five people and shall include the following:
  - 7.3.1 Up to a maximum of three nominees of the Trustees;
  - 7.3.2 Further persons drawn from groups associated with the Centre and other organisations with links to the Centre or involved in similar work, or with expertise required by the Board to bring the total membership of the Board up to the maximum allowed membership.
- 7.4 The term of office of a member of the Board of Management shall be for three years and a member may be re-appointed for one successive term. However, in the case of the initial appointees to the Board of Management, a maximum of four members, as the needs of the Board may determine, may be invited to

offer themselves for reappointment for a period of one year following the expiry of a consecutive period of six years service. This is intended to ensure continuity of membership within the Board of Management.

- 7.5 The Trustees may, from time to time, increase the number of persons who may be appointed to the Board of Management (Subject to the provisions of Paragraph 7.1).
- 7.6 The Trustees shall fill any vacancy which occurs on the Board of Management. A member of the Board of Management, appointed to fill a mid-term vacancy, shall hold office for the unexpired period of the replaced member's term.

## **8. PROCEEDINGS OF BOARD OF MANAGEMENT**

- 8.1 The Board of Management shall meet as often as is required for the discharge of its duties but shall hold at least six meetings per year, which will coincide with the Centre's working calendar.
- 8.2 At least 5 days notice of every ordinary meeting shall be given to members of the Board of Management.
- 8.3 The Board of Management may regulate its meetings as it sees fit. The Board of Management may, from time to time, make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Instrument of Management.
- 8.4 No business shall be transacted at a meeting of the Board of Management unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, one more than half the members, present in person, shall be a quorum.
- 8.5 The Chairperson shall preside at all meetings of the Board of Management. If, at any meeting of the Board of Management, the Chairperson is absent, then the members present may choose one of the other members as Chairperson for that particular meeting.
- 8.6 At meetings of the Board of Management, the Board will discuss matters arising from the last meeting, reports from the Centre, plans for the future, reviews of progress in various areas, budgets and financial reports, and other reports and issues, as they see fit, which need to be discussed.
- 8.7 A special meeting may be called at any time by the Chairperson or by five members of the Board of Management upon not less than three days notice being given to the other members of the Board of Management of the matters to be discussed. The Trustees may request a special meeting of the Board if they deem such is required from time to time.
- 8.8 Every matter requiring a vote shall be determined by a majority of votes of the members of the Board of Management present and voting on the question; in the case of equality of votes, the Chairperson shall have a casting vote.
- 8.9 All acts done by any meeting of the Board of Management or a Sub-Committee, or by any person acting as a member of the Board of Management, shall as regards all persons dealing in good faith with the Centre

notwithstanding that there was some defect in the appointment of any member of the Board of Management or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board of Management and had been entitled to vote.

8.10 A resolution in writing, signed by all the members of the Board of Management for the time being, shall be effective as a resolution passed at a meeting of the Board of Management duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Board of Management.

8.11 The following matters must be brought to the attention of and be approved by the Trustees:

8.11.1 The amendment or alteration of this Instrument of Management;

8.11.2 The recommendation for the winding up or dissolution of the Centre.

## **9. CODE OF PRACTICE OF BOARD OF MANAGEMENT**

**CONFIDENTIALITY** - The discussions of the Board of Management are confidential and may not be disclosed outside the confines of the Board of Management except where legally required to do so. Unless specified otherwise, the decisions of the Board of Management are confidential to the Centre and may not be disclosed outside the Centre. Where members of the Board of Management are in doubt about the confidentiality status of any matter they should seek clarification from the Chairperson.

**CORPORATE RESPONSIBILITY** - The Board of Management can only act together corporately and have no authority outside Board of Management meetings unless specifically authorised by the Board of Management. Once the Board of Management has made a decision, the members of the Board of Management are expected to demonstrate support for the decision.

**COMMITMENT** - The members of the Board of Management are expected to be fully committed to the aims and principles of Centre and to attend meetings of the Board of Management regularly.

**CONFLICT OF INTEREST** – The members of the Board of Management may not get any material gains from their position as a member of the Board of Management of the Centre. Where a member becomes aware of a potential conflict of interest between his / her own interests (whether personal or financial) and that of the Centre or that of another organisation with which he / she is employed / involved, it must be declared and that member must withdraw from that part of the meeting at which such discussions / decisions shall take place.

**CONDUCT** - The Board of Management is expected to act in such a way as not to



bring the Centre or the Board of Management into disrepute and to treat the other members of the Board of Management and staff of the Centre with dignity and respect.

**CONTRIBUTION** - The members of the Board of Management are expected to make a contribution to the Centre in other ways as well as attending meetings of the Board of Management for example becoming members of a sub-committee or other working groups.

**PLANNING AND POLICY FRAMEWORK** - The Board of Management has the responsibility to ensure that the Centre's missions, principles, values and long term needs and priorities are regularly reviewed and take into account the influence, ethos and spirit of the Congregation of Christian Brothers.

**ANNUAL PLAN** - The Board of Management will draw up an annual plan in order to provide a clear picture of how progress will be made towards achieving the Centre's aims and priorities. It is the role of the Board of Management to ensure that these plans reflect the Centre's aims and priorities and the Board of Management will be responsible for monitoring progress of the annual plan.

**POLICY** - The Board of Management shall oversee the drafting and implementation of policy guidelines as it may deem necessary in regard to the provision of services by the Centre and in particular with regard to the identity of persons to whom such services shall be made available and the circumstances in which the Centre shall be entitled to provide any such services for a particular person. Such policy guidelines shall be subject to the approval of the Members.

## **10. ROLE AND RESPONSIBILITIES OF BOARD OF MANAGEMENT**

- 10.1 The Board of Management shall have the ultimate legal and financial responsibility for the affairs of the Centre. The day-to-day management of the Centre shall be exercised by the Centre Director as delegated by the Board of Management.
- 10.2 The Board of Management shall have the following role and responsibilities:
  - 10.2.1 To set the views, principles and long-term aims and priorities of the Centre and review as necessary;
  - 10.2.2 To make all major policy decisions and ensuring that these policies are carried out;
  - 10.2.3 To review and approve the annual plan and strategy for the Centre and to monitor the progress of the annual budgets and plans;
  - 10.2.4 To prepare and submit an annual report and certified financial accounts to the Trustees;
  - 10.2.5 To approve the Budget submitted by the Centre Manager;
  - 10.2.6 To ensure that proper accounts of the Centre are prepared as well as Minutes of all proceedings and decisions are kept;
  - 10.2.7 To ensure sufficient use of resources, in particular that all monies available for the work of the Centre are spent according to the agreed plans and budgets and that all monies are properly accounted for;
  - 10.2.8 To ensure that the Centre's property is kept in good condition and repair, that furnishings and equipment are adequate and suitable;

- 10.2.9 To ensure that both the property of the Centre and the contents of any such property are adequately insured and review the insurance policies and premiums on an annual basis;
- 10.2.10 To open bank accounts as necessary for the operation of the Centre;
- 10.2.11 To ensure compliance with all statutory and legislative requirements;
- 10.2.13 To appoint the Centre Director;
- 10.2.14 To provide support and guidance to the Centre Director to whom the day to day task of managing the Centre is delegated;
- 10.2.15 To accept legal responsibility for the employment of all staff;
- 10.2.16 To arrange for the appropriate induction for members of the Board of Management following an organised orientation programme;
- 10.2.17 To fundraise for and on behalf of the Centre;
- 10.2.18 To approve and oversee the use and display of the name and logo of the Centre or any derivation thereof that may be established by or under the control of the Centre;
- 10.2.19 To approve all donations made and received on behalf of the Centre;
- 10.2.20 To approve the appointment of all staff members of the Centre; and
- 10.2.21 To review and approve all and any submissions and/or applications to all funding agencies to include any local, statutory or international authority/agency made for or on behalf of the Centre and any funding received from such funding agencies.

## **11. VACATION OF OFFICE OF BOARD OF MANAGEMENT**

- 11.1 The office of a member of the Board of Management will be vacated if:
  - 11.1.1 He/she is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his / her creditors generally; or
  - 11.1.2 He/ she becomes incapable by reason of illness or injury of managing and administering his/her own affairs; or
  - 11.1.3 He/she resigns his / her office by notice in writing to the Trustees; or
  - 11.1.4 He/she is convicted of an indictable offence unless the Directors otherwise determine; or
  - 11.1.5 He /she is absent from a meeting of the Directors for three consecutive meetings without explanation and the Board of Management resolved that his /her office be vacated;
  - 11.1.6 If in the opinion of the majority of the Trustees the member of the Board of Management is not acting in accordance with Clause 6.3.

## **12. CHAIRPERSON**

- 12.1 The Chairperson of the Board of Management shall be appointed by the Trustees of the Centre for a three-year term and may be reappointed for successive terms.
- 12.2 The Chairperson shall have the power on behalf of the Centre to perform all

acts and execute all documents to make effective the actions of the Board of Management. However the Chairperson does not have authority to act independently of the Board.

- 12.3 The Chairperson of the Board of Management shall be the representative of the Board of Management at all times and ensure that all orders and resolutions of the Board of Management are carried out.
- 12.4 The Chairperson in addition to chairing meetings will be seen as the focal point of the Centre with a coordinating and representative role. To these general tasks are added those associated with running meetings.
- 12.5 The Chairperson shall have the responsibility to:
  - 12.5.1 Maintain an overview of the aims and objectives of the Centre;
  - 12.5.2 Ensure that decisions are taken in line with the aims, policies and objectives of the Centre;
  - 12.5.3 Represent the interests of the Centre whenever the opportunity presents;
  - 12.5.4 Oversee the planning and preparation of agendas for meetings of the Board of Management and ensuring that the business dealt with by the Board of Management covers the range of issues pertinent to the Board of Management;
  - 12.5.5 Ensure that time is allocated appropriately to agenda items at the meeting;
  - 12.5.6 Lead the Board of Management towards well thought out decisions and clear mandates for action;
  - 12.5.7 Ensure that each Board of Management member contributes to the best of his or her ability and that all issues relevant to a discussion are raised; and
  - 12.5.8 Provide support, guidance and appraisal for the members of the Board of Management.

### **13. SECRETARY OF THE BOARD**

- 13.1 The Board of Management shall appoint the Secretary of the Board and shall determine his/her terms of office.
- 13.2 The Secretary shall have the following responsibilities:
  - 13.2.1 Convene all meetings of the Board of Management in conjunction with the Chairperson;
  - 13.2.2 Prepare and circulate the agenda for meetings of the Board of Management in consultation with the Chairperson. Request to include additional items on the agenda should reach the Secretary three days before the meeting;
  - 13.2.3 Keep the Minutes of all meetings of the Board of Management;
  - 13.2.4 Oversee the administration of the Board of Management's business;
  - 13.2.5 Maintain a file of all Board of Management Minutes and papers; and
  - 13.2.6 Ensure that Board of Management correspondence is dealt with.

### **14. SUB-COMMITTEES**

- 14.1 The Board of Management may delegate any of its powers to Sub-Committees, which shall consist of at least *one member of the Board of*

*Management* of the Centre and such other persons as the Board sees fit. Where necessary, the Board of Management may co-opt persons with particular expertise on to a Sub-Committee.

- 14.2 The Board of Management shall determine the terms of reference, membership and role of all Sub-Committees.
- 14.3 All Sub-Committees established by the Board of Management shall be responsible to the Board of Management.
- 14.4 All Sub-committee shall make regular reports on their work to the Board of Management and forward the minutes of their meetings to the Board of Management. Any recommendation made by a Sub-Committee will be submitted to the Board of Management for ratification.

**15. CENTRE DIRECTOR**

- 15.1 The Board of Management may appoint the Centre Director and shall determine his /her term of office. The Board of Management will ensure that they appoint a person who has the necessary knowledge and experience to fulfill the role of the Centre Director. The purpose of the role is to translate Board policies and decisions into effective action.
- 15.2 The Board of Management of the Centre shall determine the powers and authority of the Director.
- 15.3 The Centre Director reports to the Board of the Centre at the Board meetings and to the Chairperson in between meetings.
- 15.4 The Board authorises the Centre Director to take any action necessary for the discharge of these duties subject to the limitations on his authority or to the specific restrictions of authority by the Board.
- 15.5 The Centre Director will receive formal supervision and must participate in a formal appraisal scheme on annual basis.
- 15.6 The Centre Director will oversee the budgets of the ministry activities of the Centre and ensure that there is transparency and accountability particularly where funding for any such activity is received from a governmental agency.
- 15.7 The Centre Director will establish and oversee effective marketing and public relations for the ministry activities of the Centre.

- 15.8 The Centre Director will approve and sign all funding applications / submissions made to any funding agency (governmental or otherwise) for or on behalf of any ministry activities.
- 15.9 The key duties and responsibilities of the Centre Director are to:
  - 15.9.1 Advise the Board on all matters related to the discharge of the Board's responsibilities and ensure that Board members receive adequate and timely documentation where this is necessary or useful for their proper consideration of any matter on the agenda;
  - 15.9.2 To attend Board meetings except where the Board decides otherwise and discuss with the Board all aspects of the Board's business;
  - 15.9.3 Maintain regular communication with the consultants and other persons or companies with whom the Board has contractual relations for the purposes of its plans for development;
  - 15.9.4 Exercise continuous control over the operating effectiveness and costs of the Centre in relation to its development contracts and take action necessary to improve effectiveness in such areas as is required;
  - 15.9.5 Negotiate all contracts / employments / licenses on behalf of the Board;
  - 15.9.7 Be capable of identifying project milestones and ensuring that all relevant persons have a clear vision of how to achieve such milestones in a timely and logical manner;
  - 15.9.8 Initiate any research as requested by Board from time to time;
  - 15.9.9 Without undue delay, bring to the notice of the Board any actual or projected cost over-runs or departures from approved budgets or works;
  - 15.9.10 Maintain good working relations with Local Authorities and other Government Agencies;
  - 15.9.11 To be responsible for the day-to-day running expenses and for ensuring that the expenditure shall not exceed income;
  - 15.9.12 Marketing and public relations of the Centre; and
  - 15.9.13 Any other duties as the Board of Management may determine.

## **16. EMPLOYMENT**

- 16.1 The Board of Management is the ultimate employer of all staff in the Centre.
- 16.2 The Centre Director with the Board of Management shall recruit and select staff for the Centre and shall identify current and future staffing needs. The approval of the Board of Management must be sought prior to the appointment of additional staff to the Centre.
- 16.3 The Board of Management will establish conditions of services and all employment related policies such as recruitment, salaries and pensions will require the approval of the Board of Management before they can be adopted or advised. All staff of the Centre will be required to ensure that they comply with all aspects of the policies and conditions of the service.
- 16.4 The Board of Management will establish conditions of services in compliance with current employment legislation; all employment related policies (such as recruitment, salaries and pensions) will require the approval of the Board of Management before they can be adopted or revised. All staff of the Centres will be required to ensure that they comply with all aspects of the policies and conditions of the service.
- 16.5 In all matters concerning employment law and employment legislation, the Board of Management shall monitor, approve and, when necessary, amend the procedures, which implement the policies adopted.
- 16.6 The terms and conditions of employment of the members of the staff shall be a matter for determination by the Board of Management in accord with current employment legislation and the Board of Management shall have the power to take disciplinary action against any member of staff. Such disciplinary action will be in keeping with the terms of employment of the staff member in question and current employment legislation.
- 16.7 The dismissal of a member of staff shall be a matter for determination by the Board of Management and, prior to reaching any decision to dismiss a member of the staff, the Board of Management shall give such person a right to make representation to it whether personally or by a representative appointed by such staff member. The provisions of current, relevant labour legislation shall be observed.
- 16.8 No member of the Board of Management, in his/her individual capacity, shall, in any way, interfere with the administration of the Centres by the Directors or with the performance of duties assigned to any office or any member of staff.

## **17. AMENDMENT AND ALTERATION**

No alteration or amendment may be made to this Instrument of Management without the approval of the Trustees.

**18. INDEMNITY**

The Trustees of the Centre shall indemnify each member of the Board of Management of the Centre against all losses or liabilities which he / she may sustain or incur in the course of or in connection with the execution of his / her duties as a member of the Board of Management and no member shall be liable for any loss or damage sustained by the Centre as a result of or in connection with the execution of his / her duties as a member of the Board of Management except where any of the foregoing is attributable to any negligence, wilful default or bad faith on the part of such member.

**19. NOTICE**

Any notice required to be served on any Member or a member of the Board of Management shall be in writing and shall be served by the Secretary or the Board of Management on any Member or member of the Board of Management either personally or by post in a prepaid letter addressed to such member at his or her last known address in the State, and any letter so sent shall be deemed to have been received within 10 days of posting or by email properly addressed and any so sent shall be deemed to have been delivered at time of sending regardless of whether they have been received or not.

**20. REVIEW**

This Instrument of Management will be reviewed after one year.