

Constitution & By-Laws of Dublin 2019

1. Definitions

Within this document:

- 1.1. "Dublin 2019"** – Refers to the proposition to hold the 2019 World Science Fiction Convention ("**The Convention**") at the CCD Dublin on the dates 15-19 August 2019 ("**The Dates**")
- 1.2. "The Bid"** – Refers to the process of bidding for the right to hold the Convention as allowed for under the rules of the World Science Fiction Society ("**WSFS**").
- 1.3. "The Subscribers"** – Refers to a group of individuals who each paid a subscription towards the Bid start-up expenses and who founded the Bid.
- 1.4. "The Bid Chair"** – Refers to a person appointed by the Subscribers to run and operate the Bid.
- 1.5. "The Bid Committee"** – Refers to a group of people appointed by the Bid Chair to help them run and operate the Bid.
- 1.6. "The Company"** – Refers to the legally incorporated entity that shall be created as a vehicle for the financing and oversight of the Convention.
- 1.7. "The Board"** – Refers to a group of people initially appointed by the Bid Committee to oversee the Convention and the Convention Chair. Who will, when it is created, form the Board of Directors of the Company.
- 1.8. "The Convenor"** – Refers to a person appointed from within the Convention Board who is responsible for the running of the Board according to these rules.
- 1.9. "The Convention"** – Refers to the 2019 Worldcon being held in Dublin if the Bid is successful.
- 1.10. "The Convention Chair"** – Refers to a person(s) appointed by the Board to run and operate the Convention and Chair the Convention.
- 1.11. "The Convention Committee"** – Refers to a group of people appointed by the Convention Chair to help them run and operate the Convention.
- 1.12. "In Writing"** - Refers to written communication, such as by letter or email and which are addressed to an individual or group of individuals.
- 1.13. "Vote"** – Refers to a Vote (either electronic or in person) by the specified group. Votes outside of meetings can be held so long as at least two weeks are given for individuals to express their preference online. Proxy Votes are never permitted
- 1.14. "In Person"** – Refers to a live meeting of individuals in a format where all those attending can contribute verbally to the meeting. This meeting may be physically face to face or using a video conference option such as Skype, or a mix of the two – in which case the Chair of the meeting must ensure all participants regardless of means have full access to the meeting.
- 1.15. "Committee"** – Refers to the common European meaning of the word – and refers to the senior staff members of the body referred to and not to all appointed staff of that body.
- 1.16. "Committee Dispute Resolution"** – Refers to a separate document that details how disputes within the Committee shall be resolved.

2. Appointment of the Bid Chair

The Bid Chair was appointed by the Subscribers in a darkened room where large amounts of beer (probably Guinness) were consumed and a Bid Chair emerged.

3. Creation of the Bid Committee

- 3.1.** The initial members of the Bid Committee shall be appointed by the Bid Chair with the approval of the Bid Subscribers.
- 3.2.** Additional members of the Bid Committee shall be appointed by the Bid Chair with the approval of the current members of the Bid Committee.
- 3.3.** The Bid Chair may appoint people to Convention roles to sit on the Bid Committee on the understanding that their position will need to be confirmed by the Convention Chair once appointed.

4. Objective of the Bid Committee

- 4.1.** To run the Bid and win the right to hold the 2019 Worldcon in Dublin
- 4.2.** To appoint the initial Convention Chair
- 4.3.** To appoint the initial Board.

5. Appointment of the Initial Convention Chair

The initial Convention Chair shall be appointed at an In-Person meeting of the Bid Committee as follows:

- 5.1.** The Bid Chair shall ask the meeting for nominations for the role of Convention Chair. If no nominations are made the process is terminated and the initial Chair shall be appointed by the Board under article 13 of these rules. Each member of the Bid Committee may only make a single nomination and they may not nominate themselves.
- 5.2.** Each nominee shall then be asked if they wish to be the Convention Chair – if they decline their nomination is not counted.
- 5.3.** If only a single nomination has been made then that person shall be deemed to be the Convention Chair.
- 5.4.** If more than one person is nominated then a series of votes shall be held – where the bid committee members shall vote in a secret ballot for who they would prefer to be the convention chair. After each vote the nominee(s) with the fewest votes shall be eliminated. This shall continue until there is a single nominee remaining – who will be deemed to have been elected the Convention Chair
- 5.5.** If no single nominee can be determined then the initial Chair shall be appointed by the Board under article 13 of these rules.

6. Creation of the Board

The initial Board shall be appointed by the Bid Committee as follows:

- 6.1.** The Bid Chair shall nominate persons to form the initial Board. These persons shall have agreed In Writing to be members of the Convention Board, and the number nominated should allow for a Board of no less than 7 and no more than 11 members assuming all those nominated are approved. These persons may include the Bid Chair.

- 6.2.** The members of the Bid Committee shall Vote on each of the Bid Chairs nominees – and each nominee that receives the approval of a majority of the Bid Committee shall be elected to the Board.
- 6.3.** If at the end of the process fewer than 7 Board members have been elected then article 6.1 and 6.2 will be repeated until at least 7 members have been elected.

7. Duties of the Board

- 7.1.** To appoint from amongst the members of the Board a Convenor who will take on the task of organizing the Board and Chairing its meetings.
- 7.2.** To appoint the Convention Chair and over-see their running of the Convention and removing them if required.
- 7.3.** To over-see the Convention – to ensure the proper and appropriate administration of the Convention.
- 7.4.** To over-see the finances of the Convention as required by Irish Law.

8. Appointment of the Board Convenor

At any Board meeting – if there is no Convenor in post –the first order of business of the meeting shall be to appoint a Convenor using the following process

- 8.1.** The meeting shall ask each attending member of the Board if they wish to become the Convenor.
- 8.2.** Once all attending members of the Board have made their wishes clear and if there is more than one candidate – a Vote of the Board will be held and the candidate gaining the most Votes will be elected the Convenor.
- 8.3.** If only one candidate emerges then they are automatically elected as the Convenor.
- 8.4.** If there is no candidate to be the Convenor the meeting may proceed without a Convenor after arranging another meeting to take place within 6 weeks where a new Board member can be appointed who will be the Convenor.
- 8.5.** This process can be used at any time to appoint a new Convenor as required
- 8.6.** The Board Convenor may not be the same person as the Convention Chair and if they are appointed to be the Convention Chair they should step down as Board Convenor and a new Convenor should be appointed by the Board at the earliest opportunity.

9. Operation of the Convention Board

- 9.1.** The Convention Board shall meet at least once in any 12-month period.
- 9.2.** For a meeting to be valid - all members of the Convention Board shall have been sent notice of the meeting In Writing at least 4 weeks prior to the meeting and all efforts will have been made to allow Board members to attend the meeting in person or online.
- 9.3.** Meetings shall normally be called by the Convenor. However if there is no Board Convenor any member of the Convention Board, seconded by another member may call a meeting.
- 9.4.** Unless otherwise stated all Votes of the Board shall be deemed to have been carried if they receive assent by a majority of Board members.

9.5. Proxy Votes are not allowed.

9.6. If for any reason the Board needs to make a decision when there are fewer than 7 members – the decision requires ratification by a Vote of the Convention Committee.

9.7. Once the Company has been formed, all Board members must meet the requirements under the laws of the Republic of Ireland to be a director of a limited company. If at any time a Board Member is unable to meet this requirement they must immediately resign from the Board.

10. Appointment of New Board Members

10.1. New members of the Board may only be appointed if there are currently fewer than 11 existing members.

10.2. A person may be considered for membership of the Convention Board if their name is put forward by two existing members of the Board and the person has agreed to be a Convention Board member In Writing.

10.3. A person under consideration is elected to the Board by a Vote of the existing members. They are deemed to have been elected if they receive the approval of a majority of the existing members.

10.4. If there are fewer than 7 existing members the appointment requires the approval of the Convention Committee before the new Board member can take their position.

11. Removal from the Convention Board

11.1. The Convention Board may remove any Convention Board member they deem not to be fulfilling the role of Board member.

11.2. A motion to remove a Board member needs to be signed by two existing Board members and sent In Writing to all members of the Board.

11.3. Upon receipt of this motion the Board shall call a meeting within 4 weeks of receipt – the agenda for which shall include the proposed motion.

11.4. A Vote on the motion shall be taken by the Board at that meeting and requires a two-thirds, majority Vote of Board members to have been passed.

11.5. If the Vote is successful, but on its enactment the Board would consist of fewer than 7 members the decision must be ratified by a Vote of the Convention Committee before the removal comes into effect.

11.6. Otherwise a successful Vote comes into effect immediately and the Board member in question shall cease to be a member of the Board.

12. Resignation from the Board

A member may resign from the Board by sending a letter of resignation to each member of the Board In-Writing. They are deemed to have resigned from the Board 7 days from the letter being sent.

13. Appointment of the Convention Chair

At any time when there is no Convention Chair in post – the Board shall appoint a Convention Chair using the following process

- 13.1.** Nominees for the office of Convention Chair shall be sought by the Board by informing the Bid and/or Convention Committee In Writing that the process has started and asking for nominations. The Board shall allow at least 2 weeks for nominations to be made.
- 13.2.** Nominations should be made to the Board Convenor In Writing and should include the acceptance of the person being nominated to be the Convention Chair
- 13.3.** If there is a single nominee a simple Vote of the Board will be held and if the nominee receives the approval of a majority of the Board members they shall be deemed to have been elected the Convention Chair. If not articles 13.1 / 13.2 shall be repeated to add additional candidates.
- 13.4.** When there is more than one nominee the Board will choose amongst the candidates using the "Alternative Vote" system. When one nominee has the Votes of a majority of the Board they shall be deemed to have been elected to be the Convention Chair. If at any point in the process the remaining candidates all have the same number of Votes – the remaining candidates shall be deemed to have been elected joint-Chairs.
- 13.5.** If the Convention Chair(s) are not members of the Board – they will have the right to attend all Board meetings and be included in all Board communications.

14. Dismissal of the Convention Chair

- 14.1.** The Board may dismiss the Convention Chair at any time if it is considered necessary.
- 14.2.** A motion to dismiss the Convention Chair will be considered if it has been signed by three members of the Board and/or Convention Committee and sent In-Writing to all Board members.
- 14.3.** The Convention Chair shall be given at least 4 weeks' notice of the motion before any Vote on the motion takes place.
- 14.4.** For the motion to be passed it must receive Votes in favour by a majority of the Board members.
- 14.5.** If the Convention Chair is removed the Board Convenor shall act as temporary Convention Chair until another Convention Chair can be appointed under article 13.

15. Resignation of the Convention Chair

- 15.1.** The current Convention Chair may resign at any time by informing the Board In Writing that they wish to resign.
- 15.2.** They will be deemed to have resigned immediately after the resignation has been received by the Board
- 15.3.** The Board will immediately start the process detailed under article 13 to select a new Convention Chair – the Board Convenor acting as temporary Convention Chair until that process is complete.
- 15.4.** Articles 15.3 shall apply if the Board learn that the Convention Chair has become incapacitated and is unable to perform their duties. (i.e. they have fallen under a moving train)

16. Creation of the Convention Committee

- 16.1.** All members of the Convention Committee, other than the Chair, are appointed to the Committee by the Convention Chair. They may be removed by the Convention Chair at any time.
- 16.2.** The initial Convention Committee shall consist of the Convention Chair and those members of the Bid Committee appointed to Convention Roles and accepted in that role by the Convention Chair.
- 16.3.** The existing members of the Convention Committee shall be consulted by the Convention Chair on any new appointments to the Committee – but the final decision on their appointment shall be the Convention Chair's.
- 16.4.** The Convention Committee shall include all Division and Deputy Division heads and any other role in the Convention of equivalent responsibility (as determined by the Convention Chair).

17. Operation of the Convention Committee

- 17.1.** The Convention Committee shall hold meetings on a regular and frequent basis
- 17.2.** A Committee meeting shall normally be called by the Convention Chair
- 17.3.** If a formal Vote is required, all Committee Members have a Vote as defined under article 16.4
- 17.4.** Proxy Votes are not allowed

18. Duties of the Convention Chair and Committee

- 18.1.** Convention Policy shall normally be set by the Convention Chair
- 18.2.** The Chair shall consult the Committee on all significant decisions. But this may be no more than informing the Committee In Writing of their decision.
- 18.3.** The Committee will hold a binding Vote on a policy, possibly overruling the Chair if
 - 18.3.1. The Chair calls the Vote as they believe this policy requires the agreement of the committee
 - 18.3.2. The Committee Votes by a two thirds majority to hold Vote on the policy. This first Vote been called if two committee members call for the vote at a meeting or In Writing to the Committee.
 - 18.3.3. The adoption of the Committee Dispute Resolution policy
 - 18.3.4. The decision on the policy will then be determined by a simple majority of the Votes of the Committee.
- 18.4.** Other than when a Vote on a policy has been made by the Committee under article 18.3 the decision of the Chair is binding on the Committee.
- 18.5.** Any conflict of opinion in the Committee should follow the procedures set out in the Committee Dispute Resolution.
- 18.6.** If any member of the Committee believes the Chair is not fulfilling these duties they may apply to the Board for adjudication.

19. Amendments to these Rules

- 19.1.** All proposed amendments shall be sent to the Board In Writing and the Board shall Vote on the amendment within 4 weeks of its proposal. Proposed amendments should be signed by at least two people who are either members of the Board or the Convention Committee.
- 19.2.** A Vote in favour of the amendment by a majority of all existing Board members is needed to approve the amendment.
- 19.3.** Approved amendments shall then be sent to the Convention Committee who shall Vote on the amendment within 4 weeks of it coming from the Board.
- 19.4.** A Vote in favour of the amendment by a majority of voting Convention Committee members is needed to ratify the amendment.
- 19.5.** Constitution amendments shall come into effect immediately upon receiving the assent of both the Board and the Convention Committee.