

ARBITRATION IRELAND – THE IRISH ARBITRATION ASSOCIATION

CONSTITUTION AND RULES OF MEMBERSHIP

As amended and approved at a Special General

Meeting of Arbitration Ireland

23rd September 2019

Article 1. - Interpretation

1. In this Constitution, unless the context otherwise requires “the Association” means Arbitration Ireland – the Irish Arbitration Association.
2. Words importing the singular number include the plural and *vice versa*, whether or not expressly so stated, save where the context otherwise requires.
3. Words importing the masculine gender shall be read as also importing the feminine gender.

Article 2 – Name and Establishment

1. The name of the Association is ‘Arbitration Ireland - the Irish Arbitration Association’ operating as ‘Arbitration Ireland’.
2. The Association was established on 8th June 2010.

Article 3 – Objects

The objects and purposes for which the Association is constituted are: -

- a) to actively promote internationally and domestically awareness of Ireland as a venue for arbitration amongst practitioners, arbitrators, academics, in-house counsel, arbitral institutions and others;
- b) to bring together all the interested bodies, firms and persons who practise in the field of arbitration and combine their talents to drive forward Ireland, in general, and Dublin, in particular, as a venue of the highest calibre, both for domestic and international disputes;
- c) to engage with persons of Irish origin or descent, or who have other ties to the country, and who are living outside Ireland, in order to promote Ireland and Dublin as a venue for international arbitration;
- d) to ensure an active and rigorous dissemination of thoughts, ideas and best-practice in arbitration in Ireland;

- e) to hold regular seminars, meetings, discussions or conferences to assist in developing Ireland as a centre of excellence in arbitration;
- f) to promote the study and the development of arbitration in Ireland and to collect and circulate statistical and other information and to form a collection of publications and documents of service or of interest to members of the Association;
- g) to do all such other lawful things as are incidental to or conducive to the attainment of the above objects or any of them.

Article 4 – Membership

1. There are four classes of membership:

i) **Individual Membership:**

Individual membership is open to any person who is interested in the objects of the Association and/or is involved in work related to international arbitration. An individual member shall be entitled to attend and vote at the AGM of the Association or any other special meeting of the Association.

ii) **Corporate Membership:**

Corporate membership is open to any firm or company which is interested in the Association's objects, and/or which is involved in work relating to international arbitration and which in the opinion of the Executive Committee is qualified to assist the advancement of the objects and purposes for which the Association is constituted.

A corporate member may be elected at a meeting of the Executive Committee by a majority of those present and voting.

Each body elected as aforesaid shall be entitled to nominate from time to time 5 representatives (with power to appoint alternatives) to attend and vote at the AGM of the Association or any other special meeting of the Association

Any representative so nominated shall be entitled to exercise on behalf of the firm or company which he/she represents all such powers as if he/she had been an individual member of the Association. Any such representative may be elected a member of the Executive Committee of the Association or hold any other office in the Association as if he/she were himself/herself a member.

iii) **Institutional Membership:**

Institutional membership is open to any professional body, educational body, state agency or other like body, interested in the Association's objects and/or with functions related to international arbitration and which in the opinion of the Executive Committee is qualified to assist the advancement of the objects and purposes for which the Association is constituted.

An institutional member may be elected at a meeting of the Executive Committee by a majority of those present and voting.

Each such member elected as aforesaid shall be entitled to nominate from time to time a representative (with power to appoint an alternative) to attend and vote at the AGM of the Association or any other special meeting of the Association

Any representative so nominated shall be entitled to exercise on behalf of the body which he/she represents all such powers as if he/she had been an individual member of the Association. Any such representative may be elected a member of the Executive Committee of the Association or hold any other office in the Association as if he/she were himself/herself a member.

iv) **Honorary Membership:**

The Association may elect any person as an honorary member for such period as the Executive Committee shall see fit. Honorary members shall pay no subscription and shall have such rights as the Executive Committee shall determine.

2. Any person, company, firm, or body desiring to become a member of the Association shall apply in writing to the Executive Director.

Article 5 – Officers

1. The Officers shall be: -
 - i) The President
 - ii) The Vice President
 - iii) The Secretary
 - iv) The Treasurer
 - v) The Public Relations Officer
2. Candidates for election as President, Vice President, Secretary, Treasurer and Public Relations Officer shall be nominated by the Executive Committee and shall be elected at the Annual General Meeting of the Association to serve for one year and until their successors have been elected.

Article 6 – President

1. The President shall preside at all meetings of the Association. He/she shall have power to call special meetings of the Association and of the Executive Committee. The President shall be eligible to serve two full years as President. After the expiry

of the said two full years the President shall not be eligible for re-election as President unless a further period of at least two years has elapsed.

2. The President shall be a member of all committees ex officio.

Article 7 – Vice President

The Vice President shall perform such duties as may be assigned to him/her by the President or by the Executive Committee and shall discharge the duties of the President whenever invited to do so by the Executive Committee owing to the disability or absence of the President.

Article 8 – Secretary

The Secretary shall keep a record of the proceedings of all meetings of the Association. He/she shall notify the officers and all members of a Committee of their election or appointment and shall issue notices of all meetings. He/she shall keep a roll of the members of the Association. He/she shall do and prepare such other matters as the Executive Committee may from time to time require.

Article 9 – Treasurer

The Treasurer shall collect and disburse all funds of the Association on the order of the Executive Committee and shall keep proper accounts in books belonging to the Association.

Article 10 – Public Relations Officer

The Public Relations Officer (PRO) shall be responsible for promoting the Association in Ireland and internationally and shall use all forms of media and communication to assist in fulfilling the objects of the Association.

Article 11 – Indemnity of Officers

Members of the Association acting on behalf of the Association shall be indemnified by the Association from all liabilities and expenses incurred by them in or about the discharge of their respective duties and with the authority of the Executive Committee or as ratified by the Executive Committee, except such as happen from their own respective wilful misconduct and no member shall be liable for any other member or for joining in any receipt or other act for conformity.

Article 12 – Executive Committee

1. The Executive Committee shall consist of (i) not more than eleven persons elected annually at the Annual General Meeting (ordinary members of the Executive), and (ii) the five officers of the Association who shall be members of the Executive Committee ex officio. The outgoing Executive Committee may nominate candidates for election as ordinary members of the Executive Committee including

but not restricted to members of the outgoing Executive Committee. Candidates for election as ordinary members of the Executive Committee may also be proposed by two members of the Association who shall, not less than seven days prior to the date of the Annual General Meeting, notify the Secretary in writing of their intention to nominate the particular candidate and certify that the candidate, if elected, is prepared to serve on the Executive Committee.

2. The Executive Committee may at its option co-opt up to four persons to serve on the Executive Committee until the next Annual General Meeting.
3. The affairs of the Association shall be managed by the Executive Committee which shall meet to dispose of business, adjourn and otherwise regulate its meetings as it thinks fit and may determine the quorum necessary for the transaction of business.
4. Unless otherwise determined, five members shall be a quorum. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body or in the officers of the Association.
5. The Chairman of the Executive Committee shall be the President or such one of their number as the Committee may elect from time to time in the absence of the President.
6. The Executive Committee, either on its own initiative or at the suggestion of any member in writing, may consider and report to the General Meeting of the Association such matters as, in the opinion of the Committee, concern the objects of the Association.
7. The Executive Committee shall appoint from its number or otherwise as it sees fit such subcommittees as it may deem necessary to accomplish the objects of the Association. Such subcommittees shall have the power to co-opt such persons onto the subcommittee as the subcommittee shall see fit. Such subcommittees shall report in writing to the Executive Committee and their terms of office shall expire at the next Annual General Meeting of the Association.
8. The Executive Committee shall fill all vacancies occasioned by death, suspension or resignation of all Officers or other members of the Executive Committee. Such appointees shall hold office until the next Annual General Meeting of the Association.
9. All disbursements of funds of the Association must be approved by the Executive Committee.
10. The Executive Committee may delegate its powers to any Officer or to any other members of the Executive Committee or to any sub-committee consisting of such Officers, other Members of the Executive Committee or other members of the Association, as it thinks fit.

Article 13 – International Advisory Board

The Executive Committee shall be entitled to appoint an International Advisory Board consisting of prominent arbitration practitioners based outside Ireland whose role shall be to provide advice and expertise to the Association. A member of the International Advisory Board shall be automatically elected an honorary member of the Association for the duration of their membership of the International Advisory Board. The members of the International Advisory Board shall serve for a term of three years from date of appointment subject to the right of the Executive Committee to change the composition of the International Advisory Board at any time. The Executive Committee shall appoint a new International Advisory Board at the expiry of the said three years. Members of the International Advisory Board shall be eligible for re-appointment to the new Board.

Article 14 – General Meetings

1. The Annual General Meeting shall be held upon such date after the 1st of March in each year as the Executive Committee shall appoint and fifteen members shall constitute a quorum.
2. At least fourteen days' clear notice of the Annual General Meeting shall be given to each member.
3. At the Annual General Meeting there shall be presented a report by the President of the proceedings of the Association for the preceding year together with a report from the Treasurer. The ordinary business of the Annual General Meeting shall also include the election of the Officers and of the ordinary members of the Executive Committee and the appointment of auditors. Any other business at the Annual General Meeting shall be deemed special business.
4. Any resolution which a member wishes to have considered at the Annual General Meeting shall be served on the Secretary with the name of the proposer and seconder at least twenty-eight clear days prior to the date of the Annual General Meeting.
5. The Executive Committee may convene a Special General Meetings at any time it thinks fit. The Executive Committee shall also convene a Special General Meeting on the written requisition of fifteen members of the Association stating the purpose for which the meeting is required. All the business of a Special General Meeting shall be deemed special business. Fifteen members shall constitute a quorum at a Special General Meeting.
6. At least fourteen days' clear notice of a Special General Meeting shall be given to each member.
7. The Notice of any General Meeting shall state the place day and hour of the Meeting, and in any case where there is to be special business, the general nature of that special business. The Notice should also indicate whether the meeting is an Annual General Meeting or a Special General Meeting.

8. If, at any meeting, neither the President nor the Vice President be present or shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act as Chairman the members present shall choose a member present to be Chairman of the meeting.

Article 15 – Voting at General Meetings

1. Unless a poll is demanded in writing by at least three members, a declaration by the Chairman at a General Meeting that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. If a poll be demanded by three members or more, the same shall be taken in such manner and either at once or after an interval or adjournment as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Association in General Meeting. On a show of hands or at a poll, every member present and entitled to vote shall have one vote, whether he/she be the nominee of a representative member or an individual member. In the case of an equality of votes at any General Meeting, the Chairman shall have a second or casting vote.
2. Only fully paid up members of the Association may vote at a General Meeting.

Article 16 – Subscriptions

1. The subscriptions for members shall be fixed at the Annual General Meeting of members. The Executive Committee shall first consider the subscriptions and shall report to the Annual General Meeting of the Association the rates, which, in their opinion, are desirable.
2. All subscriptions shall be due at the commencement of the year in respect of which they are payable and no part shall be returnable in the event of the dissolution of the Association or cessation of membership.
3. Any member who has failed to pay the subscription due for any year by a date to be set by the Executive Committee shall cease to be a member of the Association.

Article 17– Amendments

These Articles may be amended at any Annual or Special General Meeting of the Association by a vote of at least two-thirds of those present and voting provided that notice of any proposed amendment or new Article shall be given in writing to the Secretary at least twenty-eight clear days before such General meeting and forwarded by him to each member at least fourteen clear days before such General Meeting.

Article 18 – Notices

Any notice required to be given to any member of the Association may be served by email to the member's nominated email address. The Executive Committee may entirely at its own option in the alternative serve any member by post or by text message or by any other standard means of communication.

Article 19 - Discipline

1. Where the Executive Committee is of the opinion that the conduct of any member, whether within or outside of his or her capacity as a member of the Association, is such as to be injurious as to the character, reputation or interests of the Association, the Executive Committee may vote by simple majority of the members present and voting, to request the member in question to attend at an Executive Committee Meeting on a specified subsequent date for the purposes of explaining his or her alleged misconduct.
2. Any member so invited to attend at a subsequent date for the purpose of explaining his/her alleged misconduct shall be notified in advance of the conduct which is alleged to constitute misconduct and of the alleged evidence of such alleged misconduct.
3. The member shall be entitled to attend at the Executive Committee Meeting and to be accompanied thereat, should he/she so wish, by a representative of his/her choosing.
4. In the event that the member contests the preliminary conclusion of misconduct or the evidence of his/her alleged misconduct, he/she shall notify the Executive Committee in advance of his/her refutation of the evidence or allegation of misconduct and appropriate arrangements shall be made by the Executive Committee, including, if it so chooses, the appointment of a sub-committee to determine the allegation and to recommend to the Executive Committee an appropriate course of action.
5. Where the member in question fails to attend at the Executive Committee meeting on the specified subsequent date and the Executive Committee remains of the view that his/her conduct is such as to be injurious to the character, reputation or interests of the Association, the Executive Committee may vote by simple majority of the members present and voting to formally request the member in question to resign his/her membership.
6. Where the member in question attends at the Executive Committee meeting on the specified subsequent date but despite his/her explanations, the Executive Committee remains of the view that his/her conduct is such as to be injurious to the character, reputation or interests of the Association, the Executive Committee may vote by simple majority of the members present and voting to formally request the member in question to resign his/her membership.
7. Where any such request is issued by the Executive Committee and the resignation of the member in question is not received within a period of three weeks from the date of the issue of the said request, the Executive Committee may expel the member from the Association by way of a simple majority vote at the next

Executive Committee meeting following the expiration of the said period of three weeks.

Article 20 – Termination of Association

The Association may be dissolved at any time by resolution passed by a simple majority at a General Meeting. Such Resolution will be effective on a date to be determined by the said meeting and the assets of the Association, if any, may be disposed of as instructed by such meeting.

23rd September 2019