

**CONSTITUTION**  
**OF THE**  
**IRELAND RUSSIA BUSINESS ASSOCIATION**

**Article 1 - Name**

1. The Association shall be called the “Ireland Russia Business Association”

**Article 2 - Objects**

1. The objects of the Association shall be
  - (a) To promote greater economic and business ties between Ireland and Russia.
  - (b) Provide companies and business leaders with the necessary information and assistance to conduct business between Ireland and Russia.
  - (c). Promote cross investments and launching new joint ventures between companies and business leaders from Ireland and Russia.
  - (d) To promote and foster mutual understanding between the peoples of Russia and Ireland
  - (E) Build strategic relationship and co-operation in many different fields including the educational field.

### **Article 3 – Application for Membership**

1. Applicants for membership of the Association, whether companies, firms, or individuals (including students) shall apply to the Board of the Association, using the appropriate form, and submitting with their entrance fee (if any) together with the annual subscription, as set out at Article 4 below or determined by the Board of the Association from time to time.
2. (a) It shall be the prerogative of the Board to refuse an application for membership if, for any reason such refusal is deemed to be in the interests of the Association.  
  
(b) In refusing any application for membership, the Board shall not be obliged to give any reason for such refusal.

### **Article 4 - Members**

1. The Association shall consist of a Patron Members ,Honorary Members, Corporate Members, individual which shall be businesses incorporated or otherwise, and Ordinary Members who shall be individuals who in the opinion of Board, have made a significant contribution in achieving the objects of the Association or in the field of Irish/Russian relations.
2. Patron Members shall be those persons who shall have contributed €2,000 as an initial start up subscription , to help establish the Association.
3. The Board of the Association shall invite the Ambassador and consuls of Russia in Ireland, to be Honorary Members of the Association.
4. The Honorary Members shall not be required to pay an annual subscription, but may be called upon to host functions to promote the aims of the association.
5. (a) Subscriptions  
The entrance fee (if any) and annual subscription in the absence of a

decision of the Board shall be:

(ii)	Subscription Patron Members (after first year)	€ 1,000
(iii)	Subscription Corporate Members	€450
(iv)	Subscription Ordinary Members	€100

(b) Subscriptions shall be levied immediately after the accounting year-end of the Association and shall be due for payment within one month of issue.

Any Member whose subscription or entrance fee (if any) remains unpaid for a period of one month after issue shall not be entitled to attend or vote at any General Meeting.

(c) The subscription rates payable may change from time to time and shall be determined by the Board before the accounting year end, for payment in the following accounting year.

#### 6. Resignation

A member may resign by writing to the Secretary/Treasurer and such registration shall be effective on receipt of such writing by the Secretary/Treasurer.

### **Article 6 – The Board**

1. (a) The Board of the Association shall consist of:
  - (i) A Chairman, who shall be directly elected by the Association members in accordance with Article 11, subject to sub article 1 (c) below.
  - (ii) A Vice-Chairman, who shall be elected by the Board from amongst its members, subject to sub article 1 (c) below.
  - (iii) The immediate past Chairman, as an ex-officio member, but only for the Board immediately following the end of his/her Chairmanship.
  - (iv) Ordinary Board Members who shall be individual persons and whose numbers shall not exceed 12, subject to sub-article 3 below; of whom

three shall be officers, owners or employees of Corporate Members; one shall be a Patron Member; one shall be an Ordinary Member.

(b) All of the foregoing save the immediate past Chairman, the Vice Chairman and will be elected under the provision of election procedures as defined in Article 11, subject to sub article 1 (c) below, save that in the first year or until the end of the first annual general meeting, whichever shall be the earlier, the Members of the Board of the Association shall be appointed in writing by the majority of the Patron Members and the restriction at sub article (iv) above shall not apply.

(c) The Chairman and Vice Chairman shall be appointed directly by the members of the Board at each annual general meeting.

2. The restriction in relation to the class of members composing the Board and the limit on the number of Board Members as set out at sub article 1 (a) (iv) above shall not apply in the elections at the first Annual General Meetings.
3. The Board shall be empowered to co-opt additional members to ensure that all aspects of the cultural and economic activities of the Association are properly represented, but so that the Ordinary Board Members shall not at any time exceed eight. Such co-opted members shall hold office until the end of the next Annual General Meeting of the Association.
4. Board members shall have the right to nominate an alternate representative to attend Board Meetings on their behalf.

## **Article 7**

1. The Association shall be a non-profit making organisation and on its dissolution or liquidation, any surplus funds remaining shall be paid to the Patron, Corporate and Ordinary members who are listed on the Register of Members as fully paid members at the date of dissolution, in equal shares.

### **Article 8 - Secretary/Treasurer**

1. The Board may employ or appoint a Secretary/Treasurer who shall keep a Register of Members and a Minute Book, together with such books, records and bank accounts that comply with generally accepted commercial practice and such books shall be kept in a manner that is in accordance with generally accepted accounting principles.

### **Article 9 - Accounts**

1. The account year-end shall be 31 December. The accounts of the Association shall be audited annually and shall be submitted to the Members for approval in General Meeting. The Association shall not be responsible for expenditure incurred in its name by unauthorised persons.

### **Article 10 - Bank Accounts**

1. All monies received by the Association shall be paid into an account in the name of the Association at bankers appointed by the Board, and cheques and other instruments drawn on and directions to the bankers shall be signed by no less than two people being both the Secretary/Treasurer and Chairman or in the absence of either of them by at least one of them and a person so appointed by the Board.

### **Article 11 - Election Procedures**

1. The members of the Board other than the outgoing Chairman, the Vice Chairman, shall be elected at the Annual General Meeting, subject to the provisions in Article 6.1 (c).

2. Nomination proposal papers shall be sent to each member six weeks before the Annual General Meeting inviting nominations. Each member will be provided with a schedule listing the number of Board Meetings attended by each Board member during the year since the last Annual General Meeting. Nominations must be received by the Secretary four weeks before the Annual General Meeting.
3. Nomination proposal papers shall provide for nominations of Board Members in the following categories:
  - (a) Chairman
  - (b) Corporate Nominee
  - (c) Patron Nominee
  - (d) Ordinary Nominee

The requirement for categories (a) – (d) shall not apply for the elections at the first Annual General Meetings.

4. No Secondary will be required.
5. On receipt of the nomination papers by the Secretary, a ballot paper shall be drawn up and sent to members, which paper when completed must be received by an independent assessor, appointed by the Board, on a date seven days prior to the Annual General Meeting. Ballot papers received after that date shall be invalid.
6. Ballot papers shall categorise Nominees in accordance with their proposed Board status, i.e. the four categories as set out at sub-article 3 (a) – (d) above. This requirement shall not apply for the elections at the first three Annual General Meetings.
7. Patron Members and Corporate Members shall have five votes and every other Member shall have one vote; Corporate Members shall vote by representative.

8. All Ordinary Board Members, save for the Chief Patron's appointee, shall be elected at the Annual General Meeting and shall hold office for a period of one year and may be re-elected but may not hold office for more than three consecutive years. Any such Ordinary Board Member can again be eligible for re-election after one year.
9. In the event of there being a tie for the last place, the vacant place shall be filled by lot from amongst those tying. The result of the ballot shall be announced at the Annual General Meeting.
10. At the Inaugural General Meeting of the Association the first members of the Board shall be nominated and elected by the members present at that meeting. Those elected shall hold office until the first Annual General Meeting.

#### **Article 12 - Meeting of Board**

1. A meeting of the Board may be called at any time by the Chairman or Vice Chairman of the Board, or by any one member of the Board, after consultation with and by agreement of the Chairman or Vice Chairman. At least two Board meetings shall be held in any calendar year, in addition to any special meeting called by the Chairman or Vice Chairman, or any one member of the Board following consultation with and by agreement of the Chairman or Vice Chairman. The quorum for a meeting of the Board shall be four persons. The Chairman or person acting as Chairman at a Board meeting shall have a second or casting vote in the event of a tie on any issue.

#### **Article 13 - Annual General Meeting**

1. An Annual General Meeting shall be held in each year in addition to any other General Meetings in that year. The Annual General Meeting shall be held not later than three months after the accounting year-end. The Annual General Meeting shall be specified as such in the notice convening such meeting. Fourteen days' notice for such Annual General Meeting shall be given to the members.

2. The business of an Annual General Meeting shall consist of considering the audited accounts of the preceding account year; receiving the Report of the Secretary/Treasurer; the election of a Chairman and Ordinary Board Members in accordance with the procedures set out in Article 11, subject to the provisions in Article 6.1 (c). The business of the Meeting shall also include the reading of the minutes of previous General Meeting and the transaction of any other appropriate business. The outgoing Chairman or in his absence, the outgoing Vice Chairman, or in his absence such person as shall be selected by the Board Members present, shall be appointed Chairman of the Annual General Meeting.

#### **Article 14 - General Meetings**

1. A General Meeting of the Association, other than an Annual General Meeting, may be convened by the Board or by notice in writing being given to the Board by three quarters of the Members, having the right to attend and vote at such meetings.
2. The Board shall within fourteen days of the receipt of such notice, call a General Meeting of the Association, by giving to the members fourteen days notice of such meeting and specifying the purpose, time and venue thereof.
3. On any matter or resolution requiring a decision Patron Members and Corporate Members shall have five votes and every other member shall have one vote.
4. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands passed by a majority of the paid up Members present and voting (weighted by their voting entitlement.)
5. The quorum for any General Meeting of the Association shall be one fourth of the combined number of Corporate Members and Patron Members. Should a quorum not be present within thirty minutes after the time stated for the commencement of the meeting, the meeting shall be adjourned and the members notified accordingly. The meeting shall

be reconvened for a date 14 days forward and will then proceed, whether a quorum is present, or not.

6. The Chairman or in his absence, the Vice Chairman, or in his absence such person as shall be selected by the Board Members present shall be appointed Chairman of the General Meeting.

#### **Article 15 - Amendments to Constitution**

1. The Constitution may be amended at any time by a majority of votes cast (weighted by the voting entitlement) by the Members at a General Meeting of the Association duly convened in accordance with Article 14. The proposed amendment(s) shall be notified to the Members at least twenty one days prior to the holding of the required General Meeting.

#### **Article 16 - Dissolution**

1. The Association shall be dissolved, if at a General Meeting of the Association duly convened in accordance with Article 14, or at a General Meeting convened by the Board, a resolution to dissolve the Association is passed by a three quarters majority of the paid up members (weighted by their voting entitlement) present and voting.
2. Arrangements will then be made for the disposal of the property and assets of the Association and for payment of debts; any surplus to be treated in accordance with Article 7.

#### **Article 17 - Regional Branches**

1. The Board may establish or dissolve regional branches of the Association.

2. As a regional representative arm of the Association, each regional branch is ultimately accountable to the Board for its activities. The activities of each regional branch must be consistent with the provisions of the Constitution as interpreted from time to time by the Board.
3. The management structure of each regional branch shall be decided by its members subject to each electing its own Chairman.
4. Each regional branch shall be responsible for maintaining proper accounts and having them audited annually. In addition, each regional branch must make its accounts available for inspection by the Board.
5. The Chairman of the Board or his/her designate shall be invited to attend the meetings of the management of each regional branch as a non-voting member and the Chairman of each regional branch or his/her designate shall correspondingly be invited to attend all meetings of the Board as a non-voting member.
6. The Chairman of each regional branch shall be authorised to open bank accounts in the name of that branch subject to the approval of the Association as to the type, location and other details of any account and as to the required signatories on each account.
7. Each regional branch shall keep an up-to-date Membership roll. All members of the Association within each branch's region shall also be listed on the membership roll of that branch. Communications from the Association to be sent to members generally including those of a particular regional branch shall be sent by that regional branch to its members.
8. The Board in consultation with the management of each regional branch respectively shall decide all matters relating to subscriptions.

## **Article 18 – Associations**

1. The Board in its discretion may cause the Association to enter into association with like minded organisations in Russia.

END.