

**Bye-Laws of the
Chamber of Commerce of Limerick
Approved by Members at OGM
Held on Friday 5th February 2021**

1. Members

- (a) Members shall be those who meet the criteria for membership as set out in this section and who apply for and are admitted to membership by the Board of the Chamber.
- (b) To be eligible for membership an applicant shall be based within the area of Limerick City and its region (hereinafter referred to as ‘Limerick’) and shall, in the opinion of the Directors have the capacity to contribute to the achievement of the purposes of the Chamber.
- (c) There shall be two categories of member of the Chamber.
- (i) Corporate members
 - (ii) Individual Members
- (d) ((i) The term ‘Corporate Member’ shall refer to such companies, agencies and other organisations as are admitted to membership of the Chamber.
- (ii) Each Corporate Member shall nominate persons from amongst its owners, partners, Directors, members, shareholders or employees to be Individual Members of the Company. Such nomination shall be for a period of three years. A Corporate Member may not change such nomination within the said three-year period other than in the event of the death of a nominee, the cessation of a nominee’s association with the Corporate Member or the resignation or removal of the nominee as an Individual Member, in any of which cases the Corporate Member may nominate persons eligible under this section to replace those who have died, ceased their association with the Corporate Member or resigned.
- (iii) The number of Individual Members to be nominated by each Corporate Member shall be as determined by the Board of Directors from time to time but shall, in any event, be related to the size of the Membership Fee paid by each Corporate Member with those paying a higher fee having a right to nominate a greater number of Individual Members.
- (iv) Each Individual Member nominated by a Corporate Member shall act in the best interests of the Chamber in accordance with her individual opinion and shall not act under the direction of the Corporate Member with regard to their membership of the Chamber in any way nor shall the Corporate Member seek to direct any Individual Member in this regard
- (e) The term ‘Individual Member’ shall refer to such individuals as apply to and are admitted to membership of the Chamber *and* to those persons nominated by the Corporate Members in accordance with Article 1(d)(ii) above.
- (f) For the purposes of these Bye-Laws all references below to ‘Member’ shall, save where otherwise indicated, refer to Individual Members as defined in this Article and all powers of Members shall be exercised by such Individual Members only.

- (g) For the purposes of these Bye-Laws all references below to Annual Subscription shall, save where otherwise indicated, refer to the subscription payable by or on behalf of Individual Members, whether such subscription is payable by the Individual Member herself or by the Corporate Member who has nominated the Individual Member.

2. Election of Members

- (a) An organisation wishing to become a Corporate Member or a person wishing to become an Individual Member of the Chamber shall apply in writing to the Chamber in a manner to be agreed by the Board from time to time. In order for such an application to be considered the applicant shall be proposed and seconded by two existing members of the Board.
- (b) The Nominations Committee of the Chamber as referred to at Article 16 below shall consider applications for membership and shall make a recommendation regarding each such application to the next ordinary Board Meeting following the receipt of the written nomination and seconding of an applicant. On being elected by the Board as a member the organisation or individual shall be so notified in writing and the requisite subscription requested.
- (c) Membership shall not be confirmed or a Certificate of Membership issued until such subscription is paid.
- (d) The notification of election sent to any Corporate Member elect shall include a request that it submit as soon as possible the names of those it wishes to nominate as Individual Members in accordance with Article 1 above.

3. Subscriptions

The Membership year shall be fixed and shall be from 1st January to 31st December of each year. Each Corporate Member shall be invoiced for its and each Individual Member shall be invoiced for her annual subscription in January of each year and the full amount of the subscription shall be payable by 28th February at the latest. The Board shall, from time to time adopt a subscription scheme in respect of those who are admitted to membership of the Chamber after the 31st of March which scheme shall have regard to the fact that the member shall benefit from such membership for less than 12 months in the first calendar year of membership.

4. Liberty to Withdraw and Removal from Membership

- (a) Each Individual or Corporate Member shall be at liberty to withdraw from the Chamber, upon giving notice thereof in writing to the Chamber, and paying all arrears of contributions and other payments which are due. In the event of a Corporate Member withdrawing from the Chamber those Individual Members nominated by the Corporate Member shall also be deemed to have withdrawn their Individual Memberships, though they shall be at liberty to apply to be Individual Members in their own right.
- (b) A decision to remove a Corporate or Individual Member from membership of the Chamber may be made by the Board if -
- i. the Board considers that a Corporate Member has ceased to be a viable entity or
 - ii. the Board considers that a Corporate or Individual Member has acted in ways that are seriously prejudicial to the best interests of the Chamber
- (c) No such decision to remove an organisation or an individual from membership of the Chamber shall be taken unless and until the member has been advised in writing of the intention of the Board to do so and also advised of a period, which shall be not be less than 21 days, within which a case may be submitted as

to why such a decision should not be made. In the event of such a submission being made it shall be considered by the Board prior to its reaching a final decision. The final decision of the Board shall be communicated to the member as soon as may be after the decision has been made.

- (d) In the event of a Corporate Member being removed from membership of the Chamber those Individual Members nominated by the Corporate Member shall also be deemed to have been removed from their Individual Memberships, though they shall be at liberty to apply to be Individual Members in their own right.

5. Failure to Pay Subscriptions

If any Individual or Corporate Member shall refuse or neglect to pay any arrears due within one month of a formal written notice demanding such payment having been delivered or posted to the member's address, the Directors shall have power to deprive such Corporate or Individual Member of the privileges of membership of the Chamber. In the case of Corporate Members this may include the withdrawal of the privileges of Individual Membership from those nominated as Individual Members by the said Corporate Member.

6. Honorary Life Members

- (a) The Board shall have the power to elect from time to time as Honorary Life Members of the Chamber such individuals as, in the opinion of the Board, shall have rendered eminent and distinguished service to the state at large, to the Trade and Commerce of Limerick or to the Chamber. All persons so elected shall be exempt from the payment of the Annual subscription payable by Individual Members under the Charter and Bye-Laws of the Chamber. In order to be considered for election as an Honorary Life Member an individual shall be nominated and seconded in writing by at least two persons who are, at the time of such nomination, members of the Board of the Chamber. Any such nomination shall be accompanied by a citation setting out the reasons why the person being nominated should be considered for election as an Honorary Life Member.
- (b) In order for any such nomination to be approved not less than two-thirds of the members of the Board present at the meeting at which such election is voted on shall cast their votes in favour.

7. Voting Powers and Eligibility of Members to act as Directors

On being elected a member of the Chamber, and payment of annual subscription being up to date, each member shall immediately be eligible to vote at General Meetings or Ballots for the Election of Members to the Board of Directors, but shall not be eligible to serve as a Director until she has been a fully paid-up member for at least 6 months.

8. The Board of Directors

The Board of Directors shall be constituted as follows:

- (a) Members elected in accordance with the process as set out at Articles 9 below which number shall be not less than 15
- (b) Nominated Members as set out at Article 11 below the number of which shall not exceed 2
- (c) Co-opted members as set out at Article 12 below the numbers of which shall not exceed 2.

9. The Election of Directors and Officers

- (a) The elected members of the Board of Directors shall consist of 15 members duly elected in accordance with the procedures set out in this Article. The officers of the Chamber and the method of their election shall be as set out in this article.

- (b) (i) The offices of President, Vice President, Deputy Vice-President, Immediate Past President and such other offices as the Board may from time to time decide shall be filled by members who are, at the time of appointment, members of the Board of the Chamber.
- (ii) The Vice-President shall be deemed to be the President-Elect and the Deputy Vice-President shall be deemed to be the Vice-President elect unless otherwise determined by the Board.
- (iii) The power to elect all officers other than the Immediate Past President shall lie with the Board which shall, in accordance with the terms of the Charter, consider the matter at its first meeting following the Annual General Meeting.
- (c) Only Members who have been full contributing Members for a period of at least six months shall be eligible to serve as Directors. Members elected as Directors shall serve for a minimum period of three years unless they resign or are removed from the Board. For the purposes of this section, such members of the Board who are Individual Members of the Chamber due to their nomination as such by a Corporate Member, shall be eligible to serve their full three year term as Directors and shall be deemed to be Individual Members of the Chamber for the whole of that term whether or not they cease to be nominated as Individual Members by the relevant Corporate Member.
- (d) The following shall be the procedure for election of Directors to the Board which shall take place on an Annual basis.
- i. For the purposes of this section the following shall not be required to retire whether or not they would be required to do so save for the terms of this Section –
 - a. The President
 - b. The Vice-President
 - c. The Deputy Vice President
 - d. The Immediate Past President
 - ii. Four elected Directors shall be required to retire from the Board by rotation each year provided that four Directors shall have served as Directors for not less than three years. In the event that less than four Directors have served as Directors for three years or more, the number to retire shall be the number of Directors who have served for three years or more.
 - iii. In the event that more than four Directors have served as Director for three years or more, the Directors to retire shall be those who have served for the longest period and, in the event of equality of service between two or more Directors, those to retire shall be selected by ballot among those Directors.
 - iv. In the event that any member declares her intention to retire from the Board and not continue as a Director or seek re-election to the Board then that member shall be one of the Directors chosen to retire by rotation.
 - v. Directors required to retire by rotation shall be eligible for re-election to the Board.
 - vi. The number of Directors necessary to fill all vacancies amongst the elected members of the Board shall be elected by ballot of eligible members, which Ballot shall take place prior to the Annual General Meeting,
 - vii. The nomination and ballot for Directors shall be conducted in accordance with procedures which shall be decided by the Directors from time to time. Any such procedures shall include

the following provisions -

- a. The giving of notice to members at least 30 days before the date set for the Annual General Meeting of the names of serving Directors, the names of those Directors who are retiring and the procedure for nominating those seeking election to the Board of Directors, together with any necessary forms for such nomination
 - b. The provision of a list of those eligible for election to the Board of Directors
 - c. The closure of nominations not less than 14 days before the day set for the Annual General Meeting
 - d. The provision of ballot papers to all those eligible to vote in the election of Directors not less than 10 days before the date set for the Annual General Meeting
 - e. A closing date for the receipt of ballot papers
 - f. A procedure for the counting of ballot papers and the recording, certification and announcement of the results of the ballot
- (c) In the event of any vacancy occurring in the Board of Directors during the year the position shall be filled by the co-option by the Board of the person failing to be elected but receiving the next highest number of votes at the previous election. If sufficient such candidates are not available to fill the vacancies on the Board the Board may co-opt any eligible member to the Board. Any person so co-opted shall continue to serve until the next Annual General Meeting following her co-option. For the avoidance of doubt it is hereby determined that any such co-opted member shall be eligible to stand for election and that the period of co-option shall not be taken into account in determining their length of service on the Board when those due to retire by rotation are being chosen.

10. The Nomination of Directors

At their first Board meeting following the Annual General Meeting, the Directors shall consider which organisations to request to nominate persons to fill the two nominee positions on the Board referred to at Article 8(b) above. The Directors may seek nominations from appropriate organisations, provided that the purposes and values of the nominating organisation are consistent with those of the Chamber. The term of office of such nominated member shall be three years unless their nomination is withdrawn by their nominating organisation. In the event that such nomination is withdrawn the Board may, at its absolute discretion, request a new nominee from the organisation which has withdrawn its original nominee or request a nomination from a different organisation.

11. The Co-option of Directors

- (a) In accordance with Article 8 (c) above the Board may co-opt up to two individuals to be members of the Board. Such co-opted members shall have the same rights and duties as the elected and nominated members.
- (b) In considering who to co-opt, the Board shall have regard to the following –
 - i. Any specific skill needs of the Chamber
 - ii. The extent to which specific areas or sectors of the community may not be already represented on the Board

- (c) The term of office of any Board member so co-opted shall be one year. The same member may continue to be co-opted by the Board from year to year at its discretion.

12. General Meetings

There shall be three classes of General Meeting of the Chamber; Annual General Meetings, Ordinary General Meetings and Special General Meetings. All duly paid-up members shall be eligible to attend and vote at General Meetings.

(a) Annual General Meetings

An Annual General Meeting shall be held each year within six months of the end of the Chamber's accounting year. The business to be conducted at the Annual General Meeting so convened shall include the announcement of the result of the ballot for the election of Board Members, the presentation of the report of the President and the presentation of the accounts of the Chamber.

(b) Ordinary General Meetings

One or more Ordinary General Meeting may be held each year as determined by the Board in addition to any Annual or Special General Meetings held in that year. Matters to be discussed at an Ordinary General Meeting shall be notified to Members in writing at least 5 days in advance of the Meeting.

(c) Special General Meetings

Special General Meetings may be convened by the President, as provided for in the Charter, and shall be convened when required on a requisition signed by six Members; such requisition must state the precise matter to be discussed and no other subject shall be introduced at such a Meeting.

13. Procedures at General Meetings

- (a) No business shall be transacted at any General Meeting unless a quorum is present when the meeting begins. 20 members shall be a quorum unless the members of the Chamber shall determine a higher number.
- (b) If, within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairperson may appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (c) The President of the Chamber, if present shall preside as Chairperson or in her absence the Vice-President shall so preside.
- (d) If neither the President nor the Vice-President is present at any Meeting, the members present shall choose one of their number to be Chairperson.
- (e) The Chairperson with the consent of any meeting at which a quorum is present may adjourn the meeting from time to time and from place to place but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
- (f) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded and a declaration by the Chairperson that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that

effect in the book of proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution.

- (g) In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a further or casting vote.

14. Meetings of Board of Directors

- (a) Meetings of the Board of Directors shall be held on the Second Monday of each Month unless if for any reason that day should be found inconvenient; the President shall have power to convene the meeting for any other day or not convene the meeting if the Directors consider that a meeting is not necessary in that particular month. In any event, however, a minimum of six Board meetings shall be held in any calendar year.
- (b) The Board may adjourn and otherwise regulate its members as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the President shall have a further or casting vote.
- (c) Votes of Directors elected in accordance with Article 10 above at Board meetings may be made by proxy provided that the Form of Proxy duly signed by the person appointing the proxy is lodged with the Chamber Office not less than 24 hours prior to the commencement of the meeting. A Director may not appoint a proxy for more than two consecutive meetings of the Board.
- (d) The Agenda for Directors meetings shall be sent to Directors in an agreed format at least 5 days prior to the Board meeting.
- (e) The quorum for conducting business at Directors meetings shall be seven Directors, provided that the Directors present who have been elected in accordance with Article 9 above number fifty percent of the total number of Directors present plus one. If a quorum is not present the meeting shall stand adjourned to the same time and place a week hence at which time the meeting shall be held even if a quorum is not present provided that the Directors present who have been elected in accordance with Article 10 above number fifty percent of the total number of Directors present plus one.

15. Removal of Directors

- (a) The office of a member of the Board shall be vacated if such member:
- i. Has been deemed through a judicial process to be of unsound mind, or
 - ii. Resigns her office by notice in writing to the Board, or
 - iii. Is convicted of an indictable offence unless the members of the Board determine otherwise or
 - iv. Ceases to be a member of the Chamber in accordance with the provisions of Article 4 above
- (b) (i) A Director may be deemed to have resigned from the Board where she misses three consecutive Board meetings without explanation and if the Board so determines.
- (ii) In the event of such absence occurring and it being so determined by the Board, the member shall be written to by the Chamber, advised of the Board's intention to remove her from the Board and

state that any reasons as to why such a decision should not be made should be submitted to the Board within 21 days.

- (iii) The member shall not be removed from the Board unless and until the said period of 21 days has elapsed and the Board has considered any submission made by the member as to why such decision should not be made
- (c) For the avoidance of doubt, in the event that a Director's term of office is terminated for whatever reason, the Director will also be deemed to have vacated any office of the Chamber held by them as of the date of the termination of their term of office as Director. A remaining member of the Board shall be appointed to the office so vacated.

16. Notices of Meetings

- (a) The following notice periods for General meetings shall apply:
 - 5 days for Special General Meeting
 - 5 days for Ordinary General Meeting
 - 3 days for Annual General Meeting
- (b) Notice of meetings may be sent or delivered by post or by hand to the Members business address. Members may elect to receive notice of meetings by email or other forms of electronic communication in which case their address shall be deemed to be the last e-mail or other electronic address provided by the Member to the Corporation. The accidental non-receipt of such a notice by any member shall not invalidate the proceedings at, or decisions of any Meeting.

17. Committees

- (a) The Board may from time to time, appoint such committees as are considered necessary or expedient for the efficient and effective operation of the Chamber. Each such committee shall conduct its business in accordance with terms of reference, rules and procedures which shall be determined by the Board prior to the first meeting of the committee. The Board shall also appoint a Chairperson of each such committee who shall submit a written progress report on the work of the said committee to each meeting of the Board unless otherwise directed by the Board and to the Members if so determined by them in General Meeting.
- (b) With the exception of the Executive Committee, the Nominations Committee and the Appeals Committee, committees may co-opt members of the Chamber or any other person considered suitable for the particular task being undertaken by the committee subject to ratification by the Board.
- (c) Without prejudice to the generality of the power to appoint committees, the Board shall appoint from amongst its members an Executive Committee to progress business that it is necessary to progress between meetings of the Board. The Executive Committee shall include the President, Vice President Immediate Past President, a nominee of the President and a nominee of the Board. Such Executive Committee shall carry out its business in accordance with rules and procedures that shall be determined by the Board.
- (d) Without prejudice to the generality of the power to appoint committees, the Board shall appoint a Nominations Committee to consider, inter alia, applications for membership of the Chamber and make recommendations to the Board regarding such applications and such other matters as the Board may determine from time to time. The Nominations Committee shall include the Vice President, Immediate Past President and a nominee of the Board.

- (e) Without prejudice to the generality of the power to appoint committees, the Board shall appoint an Appeals Committee to consider, inter alia, appeals made in accordance with Article 18 below and such other matters as the Board may determine from time to time. The Appeals Committee shall consist of the President, the CEO and the President of another Irish Chamber of Commerce.
- (f) Without prejudice to the generality of the power to appoint committees, the Board may appoint such advisory forums as it sees fit and may invite such persons as it considers appropriate to participate in such forums. Such invitations may be issued to individuals in their personal right or on the basis of any office they occupy, have occupied or have been chosen to occupy in the future. Any such forum shall carry out its business in accordance with rules and procedures that shall be determined by the Board.

18. Appeals

Any decision of the Chamber with regard to the matters specified in this Article may be appealed by the organisation or individual the subject of the decision. All appeals shall be made in writing in accordance with procedures which shall be adopted by the Board from time to time. Appeals shall be considered by the Appeals Committee as defined in Article 17 (e) above which shall make a recommendation to the Board regarding the appropriate response to the appeal. The final decision on all appeals shall rest with the Board which shall, however, accept the recommendation of the Appeals Committee other than for stated, substantial reasons. The following are the matters to which this Article shall apply:

- (a) A decision as to whether or not to admit an organisation or individual to membership of the Chamber
- (b) A decision as to whether or not to remove an organisation or individual from membership of the Chamber
- (c) A decision as to whether or not to remove the privileges of membership from an organisation or individual
- (d) A decision as to whether or not a nomination for election to the Board of Directors was properly lodged
- (e) A decision to terminate the office of a Director of the Board of the Chamber

19. CEO

- (a) The Chamber shall be served by a Chief Executive Officer (CEO) who shall be appointed by the Board from time to time on such terms and conditions as the Board sees fit.
- (b) The CEO shall not be eligible to be a Director of the Board of the Chamber
- (c) The CEO shall have the authority and responsibility of managing the Chamber in all its activities subject to such policies as may be adopted and such directions as may be issued by the Board of Directors from time to time. In particular, the CEO shall develop such operational plans as may be necessary for the achievement of the goals and objectives of the Chamber as set out by the Board from time to time.
- (d) The CEO shall have the right to attend Board meetings and Committee meetings other than such meetings or parts of meetings as may be determined by the Board from time to time.
- (e) The CEO shall make such reports to the Board of Directors and the Members as are necessary to keep them fully informed of the state of affairs (including the financial affairs) of the Chamber and, in particular, the extent to which goals and objectives are being met, and shall have the power to perform all such acts as are necessary to implement the decisions of the Board. The CEO shall also have the

power to delegate the obligation of reporting to the Board where appropriate to a suitable person , who shall attend and report to a Board Meeting to the extent required to implement such delegation.

- (f) The CEO shall also advise the Board on matters of strategy and policy and shall facilitate the Board in determining strategies and policies that are appropriate to the purposes of the Chamber.
- (g) The Board shall annually review with the CEO the performance of the Chamber and the CEO to support the CEO in the performance of her functions.