

Constitution of the Commercial Litigation Association of Ireland

Objects

1. The objects of the Commercial Litigation Association of Ireland (the 'CLAI' or 'the Association') shall be:-
 - (i) To provide a forum for commercial litigation practitioners to make representations in respect of matters of interest
 - (ii) To liaise with the Courts Service and court user committees and to co-ordinate responses and to respond to consultation papers;
 - (iii) To promote commercial litigation as a specialisation;
 - (iv) To support and advocate best practice in the litigation of commercial disputes in Ireland. Such 'best practice' includes arrangements for the fair, timely and cost-effective resolution of commercial disputes;
 - (v) To promote and enhance the legal education and training of those practising in the field of commercial litigation and in particular to organise CPD lectures and events; and
 - (vi) To promote Ireland and the Commercial Court and the other lists of the High Court as a forum for Irish and international commercial disputes.

Membership

2. Membership of the CLAI shall be open to any practising solicitor or barrister, any judge, and legal academics. The option of a 'firm-wide' membership will be available for firms of solicitors.
3. Applications for membership of the CLAI shall be made in writing to the Secretary on a form approved from time to time by the Committee for that purpose or via the CLAI's website, and on payment of the annual membership fee then in effect.
4. Membership shall cease if:
 - (i) The member resigns.
 - (ii) A member's subscription is in arrears, unless the Committee otherwise determines.

- (iii) The person is removed from membership by a decision of the Committee.

Financial Affairs

- 5. The CLAI shall open and maintain a bank account.
- 6. The CLAI may expend money from its resources solely in furtherance of its Objects described at §1.
- 7. The Treasurer, Chairperson, Vice-Chairperson and Secretary shall each be authorised signatories on any CLAI bank account.
- 8. All cheques shall be signed by the Treasurer and co-signed by one of the Chairperson, Vice-Chairperson or Secretary, and all items of expenditure (other than items of expenditure less than €500) shall be subject to the approval of the Committee.

The Committee

- 9. The administration of CLAI shall be entrusted to a committee (**'the Committee'**), which shall consist of at least twelve persons. The Committee shall elect from amongst its members the following, who shall be the Officers of the CLAI:-
 - (i) Chairperson,
 - (ii) Vice-Chairperson;
 - (iii) Secretary;
 - (iv) Deputy Secretary;
 - (v) Treasurer; and
 - (vi) Public Relations Officer.
- 10. The Committee shall meet on not less than six occasions in any calendar year. Such meetings may be held physically or remotely as determined by the Chairperson.
- 11. The members of the Committee shall be elected at the Annual General Meeting (**'AGM'**) of the Association and shall hold office until the following AGM. Nominations for election to the Committee can be made at any AGM by a proposer and seconder. In the event of a vacancy occurring in the membership of the Committee during its period of

office, the remaining members of the Committee shall have power to co-opt a person to fill the vacancy until the following AGM.

12. At every AGM, any of the elected members of the Committee may seek appointment to one of the roles set out at §9 above by a proposer and a seconder. In the event of a vacancy occurring in respect of the roles set out at §9 above during the Committee's period of office, the remaining members of the Committee shall have power to appoint a person to fill the vacancy until the following AGM.
13. The Committee may delegate any business to sub-committees comprising any number of members of the CLAI.
14. The Committee and the Officers of the Association shall have such powers as may be necessary to carry out their functions.

The Chairperson and Vice-Chairperson

15. The Chairperson shall preside at all meetings of the Association and of the Committee.
16. The Chairperson shall exercise the casting vote at any meeting of the Association or of the Committee in the event that a vote results in a draw between two or more options being voted on.
17. The Chairperson shall have the power to call a meeting of the Association and of the Committee.
18. The Chairperson shall be eligible to serve three full terms as Chairperson. After the expiry of the said three full terms, the Chairperson shall not be eligible for re-election as Chairperson unless a further period of at least three years has elapsed.
19. The Chairperson shall prepare and present a report at each AGM setting out the current state of membership of the Association, the activities of the Association for the past year, and such other general matters about which the Chairperson considers that the members may wish an update.
20. The Vice-Chairperson shall preside at all meetings of the Association and of the Committee and discharge all other duties of the Chairperson in his or her absence.
21. The Chairperson and Vice-Chairperson shall be a barrister or a solicitor.
22. Where the Chairperson is a barrister, the Vice-Chairperson shall be a solicitor and *vice versa*.

The Secretary and Deputy Secretary

23. The Secretary shall keep a record of the proceedings of all meetings of the Association and all meetings of the Committee.
24. The Secretary shall notify the Officers, any members co-opted onto the Committee, and all members of a sub-committee of their election or appointment.
25. The Secretary shall issue notices of all meetings of the Committee and of all General Meetings of the Association, and circulate agendas in advance of each.
26. The Secretary shall keep a roll of the members of the Association, including a record of the email address or other contact details to which notice may be sent to that member.
27. The Secretary shall be responsible for all external correspondence of the Association.
28. The Secretary shall be responsible for recording the progress of *ad hoc* matters discussed and actions agreed to be taken by the Committee.
29. At the end of their tenure, the outgoing Secretary shall ensure the prompt transfer of the roll of members to the newly-elected Secretary.
30. The Deputy Secretary shall discharge all duties of the Secretary in his or her absence.

The Treasurer

31. The Treasurer shall collect and disburse all funds of the Association on behalf of the Committee.
32. The Treasurer shall be responsible for the Association's bank accounts.
33. The Treasurer shall keep proper records and books of accounts for the Association.
34. The Treasurer shall prepare and present a report at each AGM setting out the current state of the Association's finances, a report on the subscriptions to the Association including any recommendation from the Committee for a change to same, and such other financial matters in respect of which the Treasurer considers members may wish an update.
35. At the end of their tenure, the outgoing Treasurer shall ensure the prompt transfer of the financial books and records of the Association, as well as the authority over its bank accounts, to the newly-elected Treasurer.

The Public Relations Officer

36. The Public Relations Officer shall be responsible for promoting the Association, the events organised by the Association, and the objects of the Association.
37. The Public Relations Officer shall be responsible for notifying members in writing of events organised by the Association.
38. The Public Relations Officer shall be responsible for managing and keeping up-to-date all content on the CLAI website and associated social media accounts.

Subscriptions

39. The subscriptions for members shall be fixed at the AGM. In advance of this, the Committee shall first consider the subscriptions and the Treasurer's report to the AGM of the Association and shall provide to Members a recommendation in relation to the proposed subscription rates.
40. All subscriptions shall be due at the commencement of the calendar 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.

Annual Meetings

41. The Association shall hold an AGM each year at such time and place, including remotely, as may be determined by the Committee. The AGM of the Association shall be chaired by the Chairperson, or if the Chairperson is not available, by the Vice-Chairperson, or other Officer of the Association. Fourteen days' notice shall be given of the holding of the AGM.
42. All members shall be entitled to attend and speak at the AGM. Resolutions may be passed by a simple majority of members present and voting.

Extraordinary meetings

43. The Committee shall be entitled to hold an Extraordinary General Meeting ('EGM') at such time and place as it may determine, including remotely. The Committee shall convene an EGM if requested to do so by a requisition signed by thirty members of the Association.
44. All members shall be entitled to attend and speak at the EGM.

Resolutions may be passed by a simple majority of members present and voting.

Notices

45. Any notice required by these rules to be given to members of the CLAI shall be validly given if sent by hand, by post or by e-mail to the member personally.

Amendments to the Constitution

46. This Constitution may be altered at any Annual or Extraordinary General Meeting by a resolution passed by a two-thirds majority of members present and voting.
47. Notice of any proposed amendment shall be given in writing to the Secretary at least fourteen days before such General Meeting and notified to each member by the Secretary at least seven days before such General Meeting.