



THE DUBLIN SOLICITORS' BAR ASSOCIATION

CONSTITUTION

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1 NAME

- 1.1 The name of the Association, save as hereinafter provided, is the "Dublin Solicitors' Bar Association"
- 1.2 The name of the Association may be amended or changed by a simple majority of the members attending and entitled to vote, voting therefor at a General Meeting.

2 OBJECTS

- 2.1 The objects of the Association are:
 - 2.1.1 To advise, help, assist and promote the welfare and interests of the members in the practice of the Solicitor's Profession.
 - 2.1.2 To take all such steps as may be necessary or desirable for the protection of the members and the Solicitor's Profession in general.
 - 2.1.3 To assist and co-operate with, where appropriate, other associations and bodies of solicitors, lawyers and others in Ireland or elsewhere.
 - 2.1.4 To promote where appropriate efficiencies in members' practices generally and economy in costs and outlays incurred by members.
 - 2.1.5 To purchase or otherwise acquire, property of any nature or kind for the furtherance of the Objects of the Association.
 - 2.1.6 To sell, improve, manage, develop, exchange, lease, mortgage, franchise, dispose of, turn to account, or otherwise deal with all or any of the property of the Association.
 - 2.1.7 To borrow in furtherance of the Objects of the Association.
 - 2.1.8 To make Charitable Donations.
- 2.2 The Association shall have power to do all acts and take all steps necessary for the advancement of its Objects.

3 MEMBERSHIP

- 3.1 The Association shall consist of:
 - 3.1.1 **OFFICERS**
 1. A President;
 2. A Vice-President;
 3. An Honorary Secretary;
 4. An Honorary Treasurer,
 5. A Programmes Director

all of whom must be Ordinary Members

3.1.2 A **COUNCIL**:

consisting of:

- 3.1.2.1 The Officers at paragraph 3.1.2 and
- 3.1.2.2 Ten Ordinary Members, to be elected annually by the members as hereinafter provided and
- 3.1.2.3 The Past Presidents of the Association. Each of those is a Council Member.

3.1.3 **ORDINARY MEMBERS**

MEMBERSHIP – INDIVIDUAL AND FIRM

- 3.1.3.1 Every Solicitor on the Roll of Solicitors with the Law Society of Ireland and practising in the County or City of Dublin or such other place as may be approved by the Council from time to time, or any firm of Solicitors approved by the Council, shall be eligible to apply for Ordinary Membership, or Firm Membership (as the case may be) of the Association and Ordinary Members shall be those Solicitors whose applications for Membership have been accepted pursuant to Rule 4.3 hereof.
- 3.1.3.2 Every firm of Solicitors shall be entitled to apply for Firm Membership and, if accepted, shall be deemed also to have included as individual members that number of solicitors in proportion to the fee paid. All other individual solicitors within the Firm shall be associate members.

3.1.4 **HONORARY MEMBERS**

Honorary Members shall be such persons, elected by a two thirds majority of the Council present and voting, who, in the opinion of the Council, merit such a distinction for that current year. Such Members shall have no voting rights.

3.1.5 **HONORARY LIFE MEMBERS**

Honorary Life Members shall be such members of the Solicitors Profession who, in the unanimous opinion of the Council present and voting, have given outstanding service to the Solicitor's Profession and/or the Association. Such Members shall have no voting rights.

3.1.6 **ASSOCIATE MEMBERS**

Associate Members shall be, Solicitors on the Roll of Solicitors and practicing outside the County or City of Dublin approved by a majority of the Council present and voting; such Associate Members shall have no voting rights.

3.1.7 **HONORARY ASSOCIATE MEMBERS**

Honorary Associate Members shall be such persons approved of by the majority of Council present and voting and who are:

- 3.1.7.1 newly qualified solicitors in their first year or,
- 3.1.7.2 Trainee Solicitors
- 3.1.7.3 solicitors who are 50 years in practice as a solicitor and who no longer wish to be Ordinary Members or
- 3.1.7.4 retired solicitors who are over forty years qualified and who no longer wish to be Ordinary Members.

Such Honorary Associate Members shall have no voting rights.

- 3.2 There shall be no Subscription payable by Honorary Members, Honorary Life Members and/or Honorary Associate Members.

4 APPLICATIONS FOR MEMBERSHIP

- 4.1 Any solicitor or firm of Solicitors may apply for the appropriate category of membership for a particular year, by furnishing his or her or their name and address to the Secretary of the Association.
- 4.2 The Council shall determine the annual subscription for each year, as it in its absolute discretion may decide. The Annual Subscription shall be due and payable in advance on the 1st of January in each year.
- 4.3 The Council of the Association may accept or reject any application for membership or without any necessity to give reasons for its decision.
- 4.4 The Officers, Council, and all members, irrespective of category, shall be deemed to accept and be bound by this Constitution, together with the rules, regulations, recommendations, decisions and guidelines made hereunder and by the Council of the Association.

5 OFFICERS

- 5.1 At each Annual General Meeting, there shall be elected a Vice-President of the Association who shall be deemed to be automatically elected as President of the Association at the next following Annual General Meeting, save as otherwise provided by this Constitution.
- 5.2 On the resignation, retirement or incapacity of any Officer he or she shall return to the Association all documents and do all such acts as required by the Council or such persons delegated by it.
- 5.3 Should the President, or Vice-President die, retire, resign, or become incapable of carrying out his or her functions due to any incapacity or be unable or unwilling to fulfil his or her functions, or be incapable of taking up such position, or be obliged to relinquish office in accordance with paragraph 6. hereof then t one or more of the Council Members shall be appointed, decided on the basis of seniority as set out in Paragraph 8, to the vacant position or positions, to carry out the functions of such Officer, and to hold the said Office for such period as the Council may decide, not to exceed the period of time for which the person he or she is replacing would have held Office.
- 5.4 No Council Member shall hold more than one Officership of the Association at one time, save as provided in paragraphs 5 and 7 hereof.
- 5.5 No Council Member shall be entitled to hold the Office of Honorary Secretary, Honorary Treasurer or Programmes Director, unless he or she has served on the Council for at least two years.

6 PRESIDENT/VICE PRESIDENT

- 6.1 The President shall take the Chair at all meetings of the Association and of the Council. In the President's absence, the Vice President, or failing the Vice President, the most senior Council Member (as defined by paragraph 8 hereof, and not being a Past President of the Association) present and willing to so act, shall take the chair.
- 6.2 The Chairperson shall have a casting vote in addition to his or her own vote.

- 6.3 No Council Member shall be entitled to hold the office of President or Vice-President unless he or she has served on the Council of the Association for at least three years.
- 6.4 The President and/or Vice President shall automatically relinquish such office in the event that he or she accepts appointment as a member of either the Regulation of Practice Committee or the Complaints and Clients Relations Committee of the Law Society of Ireland or their equivalent successors.
- 6.5 The President shall convene a Management and Finance Committee to carry on the day to day management of the Association and to review the finances of the Association, subject to paragraph 17.1 hereof; this Committee shall meet at least nine times a year; and shall be composed of the officers of the Association and any other person or persons the President may invite to attend any meeting of this Committee.

7 DELEGATION OF POWERS AND DUTIES

- 7.1 In the event that any Officer is, for any reason, unable to fulfil his or her functions, the powers and duties of that Officer may be delegated to such other Officer or Council Member (for a period not exceeding 28 days) as the President in his or her discretion requires, or for such longer period as the Council may approve.

8 SENIORITY OF OFFICERS AND COUNCIL

- 8.1 Seniority shall be in accordance with the total number of years of service on the Council.
- 8.2 In the event of an equality of years of service seniority shall be decided by; firstly, the year of admission to the Roll of Solicitors, secondly, the term of admission to the Roll of Solicitors, and thirdly date of birth.

9 RESIGNATION OF OFFICERS AND COUNCIL

- 9.1 No Officer or Council Member shall be deemed to have resigned until his or her resignation is in writing and has been delivered to the Honorary Secretary or such person deputed by him or her to receive such resignation.
- 9.2 No member shall be deemed to have resigned from the Association until his or her resignation is in writing and has been delivered to the Honorary Secretary or such person deputed by him or her to receive such resignation.

10 STATUS OF THE ASSOCIATION

- 10.1 The Association shall be an unincorporated body, save as hereinafter provided.
- 10.2 The Council may, subject to ratification at an Extraordinary or Annual General Meeting, re-form, convert, or incorporate the Association into such legal entity as the Council recommends to the said Meeting.
- 10.3 The Council may, subject to ratification by an Extraordinary General Meeting or Annual General Meeting set up, form, and maintain Associated Bodies, for the purposes outlined in the Objects set out in paragraph 2 hereof.

11 SERVICE OF PRESIDENT

- 11.1 The President shall not serve for more than one year, save as otherwise provided by this Constitution.

11.2 The President may serve for more than one year if, in the unanimous opinion of the Council Members attending and entitled to vote, this would be for the benefit of the Association, and subject to ratification by the next Annual General Meeting.

12 HONORARY TREASURER

12.1 At each Annual General Meeting the Honorary Treasurer shall be elected as provided by this Constitution.

12.2 The Council shall decide the Accounting Year for the Association.

12.3 The Honorary Treasurer shall conduct the financial affairs of the Association and have custody of all appropriate Financial, Banking and Insurance documentation belonging to the Association.

12.4 The Honorary Treasurer may with the approval of Council appoint a bookkeeper to keep the books of the Association under his or her supervision.

12.5 The Honorary Treasurer shall receive all membership subscriptions.

12.6 The Honorary Treasurer shall keep full and accurate books of account and records showing the financial affairs, receipts and disbursements of the Association.

12.7 At the Annual General Meeting the Honorary Treasurer shall issue to the members attending a Statement of Account showing the financial position of the Association up to the end of the previous Accounting Year, duly signed by the Honorary Auditor or Auditors appointed for that purpose.

12.8 All cheques and negotiable instruments drawn on any of the Association's accounts in excess of a figure to be determined by a majority of the Council shall be signed by not less than two of the Officers of the Association. All other cheques and negotiable instruments drawn on any of the Association's accounts may be signed by the Treasurer.

12.9 The Honorary Treasurer shall ensure that Accounts shall be opened and maintained in the name of the Association in whatever Financial Institutions the Council resolves and shall cause all monies received by or on behalf of him or her to be lodged to these Accounts.

13 HONORARY SECRETARY

13.1 At each Annual General Meeting the Honorary Secretary shall be elected as provided by this Constitution.

13.2 The Honorary Secretary, save as herein provided, shall have the custody of all property and documents belonging to the Association and shall conduct all correspondence of the Association, save where this function is delegated by the Council to another person or persons. All correspondence received by him or her shall be brought to the attention of the Council.

13.3 Minutes of all Meetings of the Council shall be taken and retained by the Honorary Secretary.

13.4 The Honorary Secretary shall have authority to delegate certain of his or her functions to Council Members or to employees of the Association as he or she in his/her absolute discretion shall see fit.

14 PROGRAMMES DIRECTOR

14.1 At each Annual General Meeting the Programmes Director shall be elected as provided by this Constitution.

14.2 The Programmes Director shall have primary responsibility for the management of the Association's educational programmes.

15 SERVANTS/AGENTS/EMPLOYEES

15.1 The Association shall be empowered to employ or retain any servants, agents, or employees as the Council in its opinion deems fit.

16 HONORARY AUDITORS AND AUDITORS

16.1 Subject to ratification at the Annual General Meeting, the Council, by majority vote, may resolve to appoint and retain an Auditor or firm of Auditors or Accountants, and in this regard the Council shall be entitled to agree and discharge the appropriate fees in relation thereto.

17 COUNCIL

17.1 The management of the Association shall be vested in the Council.

17.2 The Council shall consider all such matters as shall arise from time to time concerning the members in the practice of the Solicitor's Profession.

17.3 The Council may make such rules, regulations, recommendations, guidelines and take all necessary decisions, concerning the members as may be deemed expedient.

17.4 The President, after discussion with the Council, may appoint such Committees as he or she deems necessary to carry out the objects of the Association.

17.5 Should any vacancy occur among the Council Members, the Council may co-opt a member of the Association to fill such vacancy.

17.6 The Council may hear and consider all issues and/or complaints raised by members and shall do all such acts and things as may be deemed necessary or expedient in relation to same.

17.7 The Council may, from time to time, delegate any of its powers to Committees.

18 ARBITRATION

18.1 Subject to the provisions as set out in this paragraph the Council may offer a dispute resolution forum by way of Alternative Dispute Resolution or a Mediator between members, or members and others.

18.2 The Council may set up a Panel of Arbitrators/Mediators and form a Scheme of Alternative Dispute Resolution to whom members may refer any dispute or disagreement.

18.3 The nomination of an Arbitrator/Mediator, or panel of Arbitrators/Mediators, in each particular case, shall be the sole function of the President.

18.4 Members requiring Alternative Dispute Resolution or Mediation shall sign a prior Agreement accepting the terms of appointment of the Arbitrator/s/Mediator/s.

19 ANNUAL GENERAL MEETING

- 19.1 The Annual General Meeting shall be held in the month of either October or November each year on such date as the Council shall decide.
- 19.2 Notice in writing of the date and place of the Annual General Meeting shall be sent to each member at least fourteen days prior to the date fixed for the Meeting.
- 19.3 No Motions shall be heard or dealt with at the Annual General Meeting unless seven days' notice of same has firstly been received by the Honorary Secretary.
- 19.4 The Agenda at the Annual General Meeting shall be as follows:-
- 19.4.1 The Minutes of the previous Annual General Meeting, and every Extraordinary General Meeting held since the last Annual General Meeting, shall be read by the Honorary Secretary, if the Meeting decides, or may be adopted by the Meeting, if the Meeting so decides.
 - 19.4.2 The Honorary Secretary shall prepare and circulate the written report of the Council which shall include all relevant regulations, recommendations, decisions and guidelines as appropriate made by the Council since the last Annual General Meeting.
 - 19.4.3 The Financial Statements of Account shall be prepared and circulated to the Annual General Meeting and put to the Meeting for the adoption thereof.
 - 19.4.4 The presentation of the Reports of any Committee of the Council.
 - 19.4.5 The election of the Honorary Auditors in accordance with Paragraph 16 hereof.
 - 19.4.6 The appointment of two or more Scrutineers for the election of Officers and Council Members to be elected by the meeting
 - 19.4.7 Motions, properly before the Meeting.
 - 19.4.8 Any other business.
- 19.5 A quorum at the Annual General Meeting shall be 25 Ordinary Members and only Ordinary Members may vote at the Annual General Meeting
- 19.6 Only members, and invited guests of the President, shall be entitled to attend the Annual General Meeting.

20 EXTRAORDINARY GENERAL MEETINGS

- 20.1 Notice in writing of the date and place of an Extraordinary General Meeting shall be sent by the Honorary Secretary to each member at least fourteen days prior to the date fixed for the said meeting.
- 20.2 An Extraordinary General Meeting may be called by:
- 20.2.1 The President, or
 - 20.2.2 The Council, by a majority of two thirds attending and voting therefor, or

- 20.2.3 Notice in writing, requesting same, signed by at least 25 Ordinary Members, and delivered to the Honorary Secretary.
- 20.3 A quorum at an Extraordinary General Meeting shall be 25 Ordinary Members. Only Ordinary Members may vote at an Extraordinary General Meeting.
- 20.4 The notice convening the Extraordinary General Meeting shall state thereon
- 20.4.1 The time, date, and place thereof.
- 20.4.2 The Agenda.
- 20.4.3 Any proposals/resolutions/motions required to be put before the Meeting.

21 NOMINATIONS

- 21.1 Nominations for the positions of Vice-President, Honorary Secretary, Honorary Treasurer and Programmes Director shall be in writing and signed by two Ordinary Members of the Association and shall be delivered to the Honorary Secretary together with the written consent of the Nominee by the 15th day of September in each year.
- 21.2 In the event of there being more than one valid nomination for the position of Vice-President, Honorary Secretary, Honorary Treasurer and/or Programme Director an election shall be held at the Annual General Meeting. The Nominee obtaining the highest number of valid votes shall be deemed elected to the position for which he or she has been nominated. In the event of an equality of votes, seniority shall be decided by; firstly, the year of admission to the Roll of Solicitors, secondly, the term of admission to the Roll of Solicitors, and thirdly date of birth.
- 21.3 Nominations for the positions of Council Members shall be in writing and signed by two Ordinary Members and shall be delivered to the Honorary Secretary at the offices of the Association together with the written consent of the Nominee no later than seven days before the Annual General Meeting. The Nominee must be an Ordinary Member.
- 21.4 In the event of the number of members nominated for membership of the Council being equal to or less than the number of vacancies to be filled, the said nominated members shall be declared elected at the Annual General Meeting.
- 21.5 In the event of the number of members nominated as Council Members being greater than the number of vacancies, an election shall be held.
- 21.6 An election conducted for the purposes of Paragraph 21.5 shall be by secret ballot and held in such manner as may be prescribed by the Council.
- 21.7 Every election shall be overseen and all votes examined and counted and the validity thereof or otherwise determined by the Scrutineers.
- 21.8 The result of the ballot shall be declared by the Chairperson, and the Officers and Council elected shall take up office immediately at the conclusion of the said Meeting.
- 21.9 If the Honorary Secretary shall not have received any nominations for the office of Vice-President, Honorary Secretary, Honorary Treasurer and Programmes Director, or any of them, any two Council Members present may propose and second a Council Member entitled to hold that Office at the Annual General Meeting, subject to that Nominee's indication of his or her willingness to serve.

21.10 The Chairperson of any Annual General Meeting may adjourn such meeting or a portion of the business of such meeting if for any reason the Chairperson is of the opinion that the business of the meeting requires further discussion or may be more expeditiously disposed of at such adjourned meeting.

22 COUNCIL MEETINGS

22.1 At least nine Council Meetings shall be held in any twelve month period on such dates as may be agreed by the Council from time to time. They may also be called by the President, or by any two Officers, or by any six members of the Council on giving notice of same to all Council Members and to Past Presidents.

22.2 Seven Council Members present, to include the Officers, shall be a quorum at meetings of the said Council.

22.3 Notices calling Council Meetings may be given by ordinary pre-paid post, electronic communication, document exchange or by hand, directed to the recipient at his or her last known business or electronic address, or may be transmitted in any way that the Council resolves.

22.4 At all Council Meetings the President, or in his or her stead, the Chairperson, shall have a casting vote.

22.5 No Past President shall have the right to vote at any Council Meeting unless he or she has attended at least 3 of the preceding 12 Council Meetings.

22.6 No Past President shall have the right to vote at any Council Meeting following the third anniversary of the cessation of his or her office.

23 SOCIAL FUNCTIONS

23.1 The Association may hold social functions, and, the President, with the consent of the Council, shall be at liberty, on behalf of the Association, to invite to such social functions any number of official guests at the expense of the Association.

24 CONDUCT OF MEMBERS

24.1 If any member shall be guilty of conduct which in the opinion of the Council is injurious to the character and interests of the Association or any of its members, the Council may require that member to resign. If he or she does not so resign within fourteen days from the date of such request, or give an explanation satisfactory to the Council, the Council may revoke his or her membership without necessity to show cause.

25 NOTICES

25.1 Each member shall communicate his or her business and electronic address from time to time to the Honorary Secretary, or person deputed therefor, and all Notices sent to or delivered at such address shall be deemed to have been duly received by such member.

25.2 Notices may be sent by ordinary pre-paid post, electronic communication, document exchange or by hand, to the last given business or electronic address of said member, or may be transmitted in any way as the Council resolves, and shall be deemed duly received by the said member 24 hours after the sending thereof.

26 PROCEDURE

- 26.1 If any question shall arise by way of Point of Order at any meeting as to the validity of any procedure surrounding or leading up to any nomination, vote, Motion, Notice, ballot, election or proceeding under this Constitution, such question shall be decided by the Chairperson of the meeting whose decision shall be final and conclusive.
- 26.2 No resolution put to, or nomination made at, any meeting of the Association shall be considered until proposed and seconded by two members.

27 TRUSTEES

- 27.1 The Association may, at an Annual or Extraordinary General Meeting, if it considers it desirable, appoint, by simple majority vote, at least two, and not more than four, Trustees of the Association, with the prior consent of such Trustees. Such Trustees must be Ordinary Members of the Association for the period of their Trusteeship.
- 27.2 The rights and duties of the said Trustees shall be declared at the time of their appointment.
- 27.3 No Trustee may be removed without the consent of the majority of Council present and voting for such removal at a Council Meeting.
- 27.4 The maximum period of service for a Trustee shall be set by Council.

28 BURSARY/GRANT/SCHOLARSHIP FUND

- 28.1 The Association shall be empowered to establish a Bursary/Grant/Scholarship fund for the benefit of any person or persons who are trainee solicitors or solicitors as defined in the Solicitors Act 2001 or any amendment thereof or any person intending to be such a trainee solicitor, by way of trust deed, with such charitable objects, rules and regulations as the Council shall determine with power to incorporate such trust ("The Fund").
- 28.2 The majority of Council present and voting shall be empowered to nominate Trustees to the Trust Fund from time to time.
- 28.3 Such Trustees must be Ordinary Members of the Association for the period of their Trusteeship.
- 28.4 The rights and duties of the said Trustees shall be declared at their appointment.
- 28.5 No Trustee may be removed without the consent of the majority of Council present and voting for such removal at a Council Meeting.
- 28.6 The maximum period of service for a Trustee shall be set by Council.

29 EXPENSES OF COUNCIL AND OFFICERS

- 29.1 The Management and Finance Committee shall be required to approve any expenses for the Officers and Council in excess of such sum as the Council shall resolve. All lesser sums shall be approved by the Treasurer.
- 29.2 In the absence of the approval of the Management and Finance Committee or the Honorary Treasurer, for any expenses incurred, or to be incurred, the Council may resolve to adopt a list of expenses for the Council and Officers in each year of their Office, which resolution shall require to be passed by at least two thirds of the Council Members present and voting.

- 29.3 The financial position and Bank statements of the Association and its Trusts shall be submitted to the Auditors or Honorary Auditors for their approval prior to the Annual General Meeting.
- 29.4 Should it occur that the President incurs, or may incur, expenses as a result of the performance of his or her functions in his or her year of Office then the Council shall be empowered to refund or contribute to said expenses provided the resolution so requiring shall have been passed by the majority vote of all Council Members present and voting.
- 29.5 The Council may authorise the issue, on behalf of the Association, to the President, Treasurer, Vice President and Secretary a credit card with such financial institutions and on such terms as may be approved of by Council.

30 INDEMNITY

- 30.1 Every Officer Council Member and Trustee of the Association shall be indemnified by the Association against all claims, costs, losses and expenses to include Insurance Premia, which the Association and/or any such Officer or Trustee may properly incur or for which they may become liable by reason of any contract entered into or act or thing done by such Officer or Trustee, or incurred in any way in the discharge of his or her duties including travelling expenses and it shall be the duty of the Council to pay same out of the funds of the Association.
- 30.2 No Officer, Council Member or Trustee shall be liable for any act, neglect or default of any other Officer, Council Member or Trustee, or for any loss or expense incurred by the Association by reason of any defect in the title to any property acquired by the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the Bankruptcy, Insolvency or Tortious Act of any person with whom any monies, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her Office or in relation thereto. This paragraph shall not, however, protect any Officer, Council Member or Trustee from the lawful consequences of any act of his or her dishonesty or the wilful deliberate and knowing commission by him or her of any breach of his or her trust or Office.

31 AMENDMENT OF THIS CONSTITUTION

- 31.1 This Constitution or any part thereof may be amended by a resolution carried by a two-thirds majority at least of the Ordinary Members present and voting at an Extraordinary General Meeting duly convened for the purpose thereof.

32 REPEAL

- 32.1 It is hereby declared that the existing Dublin Solicitor's Bar Association Constitution, and any and all amendments thereto heretofore in force, is hereby repealed in full and superseded by this Constitution as and from the 30th day of October 2003.

Dated this.....day of 20

AARON MCKENNA
 PRESIDENT

EAMONN SHANNON
 VICE – PRESIDENT

[as amended by resolutions passed at an EGM held on the 25th October 2005]
 [further amended by resolutions passed at an EGM on the 21 October 2009]
 Further amended by resolutions passed at an EGM held on the 30 September 2013