

# IWLA Constitution

## 1. Definitions

### 1.1 In this Constitution:

- “IWLA” means the Irish Women Lawyers Association
- “Member” means any member of IWLA, whether honorary, full, associate or student, unless specifically stated otherwise.
- “The Standing Committee” shall consist of such persons as may be elected by the members or co-opted by the Standing Committee.
- “Ireland” and “Irish” refer to the whole island of Ireland.

## 2. Name, Business Year

2.1 The name of the association is “the Irish Women Lawyers Association”, hereafter referred to as “IWLA”.

2.2 The business and the membership year shall run from 01 January to 31 December.

## 3. Objects and Functions

3.1 IWLA is a non-profit making non-governmental organisation having philanthropic and educational aims.

3.2 The aims and objectives of IWLA are:

- a) To facilitate the advancement of women in the legal profession;
- b) To provide a common meeting ground for women lawyers by establishing a professional and social network;
- c) To enhance awareness of women’s contribution to the practice and development of the law;
- d) To keep under critical review the practices and values of the law that effect women and to promote justice and equality for all women;
- e) To enhance the legal knowledge and skills of female lawyers by promoting educational awareness both in the law and in areas that interact with or impacts upon the law;
- f) To promote career opportunities for women within the legal profession, including the dissemination of job availability information and the exploration of alternative work options;
- g) To promote the wider participation of women in the development of law and justice for all;
- h) To encourage female lawyers to develop their full potential within the European Union and the greater international legal community; and
- i) To promote gender balance at all levels of our institutions.

3.3 IWLA shall pursue its objects in particular by:

- a) facilitating networking opportunities for its members;

- b) holding conferences, seminars and other events;
- c) using the expertise of its members for the benefit of the wider community, and;
- d) in general, by undertaking any activity, including co-operation with existing institutions, organisations, and networks, to facilitate the achievement of the objectives of IWLA and all other activities auxiliary to the objectives and activities mentioned above.

3.4 IWLA shall have power to affiliate to and to co-operate with the European Women Lawyers Association (EWLA), the International Bar Association, any professional organisation representing lawyers, and any organisation or body having aims and objectives similar to those of IWLA.

3.5 IWLA may also engage in any other activity incidental or conducive to attaining the above objects or any of them.

## 4. Membership

### 4.1 Full Membership

Full membership shall be open to any woman who has a recognised qualification in a legal discipline, or who is a qualified lawyer (solicitor or barrister) according to Irish law (including the law of Northern Ireland), including any woman who is a judge in an Irish or international court, and to any woman who teaches law in a third-level institution in Ireland.

### 4.2 Associate Membership

– a) Associate Membership may be conferred by the Standing Committee on an organisation with an interest in IWLA's aims and objectives where that organisation is offering IWLA reciprocal membership of their organisation.

– b) Associate membership shall be open to any woman with an interest in IWLA's aims and objectives.

### 4.3 Student Membership

Student membership shall be open to any woman studying law at a university or other third-level institution recognised for this purpose by the Standing Committee, to any woman who is a trainee solicitor according to the rules of the Law Society of Ireland, to any woman studying for admission to the Bar of Ireland or the Bar of Northern Ireland and to any woman barrister who is a 'pupil' according to the rules of the Bar of Ireland or the Bar of Northern Ireland.

### 4.4 Applications for membership

Applicants shall address a written application for membership to the Standing Committee – in which they must state that they agree to abide by the Constitution. The applicant shall indicate in the application whether she is applying for full, associate or student membership. The application will be accepted when the applicant fulfils the conditions mentioned in Article 4.1, 4.2 or 4.3.

### 4.5 Honorary Membership

– a) The Standing Committee may confer honorary membership on any person in recognition of meritorious work or achievement in the legal field, or in support of the aims or objectives of the IWLA.

– b) The Standing Committee may review the honorary membership of any person at any time.

### 4.6 Corporate Membership

- a) An organisation is qualified to be a Corporate Member of IWLA if it has objects that are consistent with or supportive of the objects of IWLA.
- b) A Corporate Member will be entitled to nominate one authorised person to act as its woman delegate and vote at meetings or elections of the IWLA, or to be elected as a member of the Committee, on behalf of the Corporate Member. Individuals that fall under a corporate membership will not otherwise have the right to vote at meetings or elections of the IWLA or to be elected as a member of the Committee unless they are also an Ordinary Member of the IWLA, in which case they will have the right to vote at meetings or elections of the IWLA or to be elected as a member of the Committee in that capacity. For the avoidance of doubt, the Corporate Member woman delegate will only be entitled to one vote on behalf of the Corporate Member in meetings or elections of the IWLA.
- c) The Committee may from time to time determine the entitlements (if any) of the employees and associates of a Corporate Member.
- d) The Committee may resolve to create categories of Corporate Membership.

#### 4.6A Wise Women Working Group

- a) The Standing Committee may establish a IWLA 'Wise Women Group' by inviting Honorary Members and past Chairpersons to consider and advise on matters which will sustain the work of IWLA as defined in Article 3 above
- b) The Chairperson of the Standing Committee will liaise with the Wise Women Group on matters agreed by Standing Committee.

#### 4.7 Rejection of an application for membership

- a) The Standing Committee has the power to approve or reject each application for membership of IWLA.
- b) Within a reasonable time after making a decision to approve or reject an application for membership, the standing committee will give the relevant applicant a notice stating whether or not her application was successful. The Standing Committee is not required to give any reason for the rejection of an application for membership of IWLA.
- c) If an application for membership is rejected, any subscription fee accompanying the application must be refunded to the applicant.

#### 4.7A Membership entitlements not transferable

Members' rights, privileges and obligations are personal to each Member. Such rights, privileges and obligations must not be transferred to any other person, and will terminate upon cessation of a Member's membership or, in the case of a person who has entitlements by virtue of their employment or association with a Corporate Member, upon cessation of employment or association with that Corporate Member.

#### 4.8 Payment of annual membership fees

Each member (other than honorary members and the President of IWLA) shall be obliged to pay promptly the appropriate annual membership fee.

#### 4.9 Right to participate in the membership activities

All categories of members have the right to participate in all the membership activities of IWLA, its meetings and workshops.

#### 4.10 Voting Entitlements

All members shall be entitled to vote at General Meetings of IWLA.

#### 4.11 Right to act as an officer of IWLA

Only full members shall be eligible to act as officers of IWLA. Accordingly, the right to be appointed as President or elected as Chairperson or to act in the capacity as Vice Chairperson of the Standing Committee, as Treasurer or as Secretary is restricted to full members.

#### 4.12 Right to be elected to the Standing Committee

All members are eligible for election to the Standing Committee as ordinary members of that committee.

#### 4.13 Prohibition on use of membership

No member shall use her membership of, or any office held with, IWLA as a means of promotion of her personal business or aims.

#### 4.14 Dispute Resolution Process

– a) Disputes between individual members or between members and IWLA shall be referred to the Standing Committee.

– b) The standing Committee shall delegate the task of facilitating a resolution where possible or adjudicating where necessary, to a Disputes Sub-committee made up of no less than 3 members of the Standing Committee. The Sub-committee shall be responsible for considering written and/or oral submissions from the parties in dispute. Where necessary, the Sub-committee shall furnish a decision in the matter to both parties within 14 days of its review.

– c) Either party may appeal the decision of the Sub-committee to an Appeals Sub-committee which shall be made up of no less than 3 members of the Standing Committee, none of whom shall have been members of the Disputes Sub-committee and one of which must be the Chairperson of the IWLA. The decision of the Appeals Sub-committee shall be furnished to both parties within 14 days of its review, and its decision is final.

– d) In circumstances where a member of the Standing Committee is a party to a dispute then such member may not be a member of the Disputes Sub-committee

– e) In circumstances where the Chairperson is a party to a dispute, then she shall delegate her role in the Appeals Sub-committee to the Vice-Chairperson of the Standing Committee.

– f) In circumstances where the dispute is between a member and the Standing Committee, the sub-committees referred to at (b) and (c) above shall be made up of ordinary members of IWLA jointly agreed by the member concerned and the Standing Committee. Such sub-committees shall report their findings to the President of IWLA.

## 5. Constitutional Bodies of IWLA

The constitutional bodies of IWLA shall be:

- a) the Standing Committee and Subcommittees; and
- b) the General Meeting.

## 6. Standing Committee

### 6.1 Role of Standing Committee

The Standing Committee shall manage the affairs of IWLA and represent it vis-à-vis third parties.

The day-to-day management may be delegated by the Standing Committee.

### 6.2 Membership of Standing Committee

All members of the Standing Committee must be members of IWLA in good standing.

### 6.3 Renumeration of Standing Committee Members

All members of the Standing Committee shall be unremunerated.

### 6.4 Constitution of Standing Committee

In addition to the officers there shall be a maximum of 10 ordinary members on the Standing Committee who may be elected at the AGM or co-opted by the Standing Committee.

### 6.5 Standing Committee Meetings

#### – a) Number of Meetings

The Standing Committee shall hold a minimum of nine committee meetings per membership year save where extraordinary circumstances prevent it from so doing.

#### – b) Quorum

The quorum for such meetings shall be three members of the Standing Committee and the Chairperson or the Secretary.

#### – c) Notification of Meetings

The dates, times and venues for such meetings shall be decided in advance and notified in a timely manner to all members of the Standing Committee.

#### – d) Minutes

Minutes of all Standing Committee meetings shall be taken by the Secretary or, where she is unable to attend such a meeting, by a person nominated by her or by the Chairperson for that purpose.

#### – e) Minimum attendance at Meetings

Each committee member shall attend a minimum of 60% of the meetings outlined in Article 6.5(a), by personal attendance or through Information and Communication Technology. A committee member who fails to attend 3 consecutive meetings shall be deemed to have resigned from the Standing Committee. A new committee member may then be co-opted as provided for in Article 7.3.

## 7. The Officers

### 7.1 President

– a) Following the Annual General Meeting in each year, the Standing Committee shall appoint a President who shall oversee the affairs of the Association in a non-executive capacity.

– b) The provisions of this constitution shall apply in full to the holder of the office of President, other than the requirement to pay a membership fee.

### 7.2 Other Officers of IWLA

The other officers of IWLA shall be the Chairperson, the Vice Chairperson, the Treasurer and the Secretary. The Chairperson and the members of the Standing Committee shall be elected at the Annual General Meeting. The other positions of Vice Chairperson, Treasurer and Secretary shall be filled at the first Standing Committee meeting following the Annual General Meeting.

### 7.3 Co-option to fill vacancies

– a) The Standing Committee shall have the power to co-opt members to fill any vacancies that may arise through death or resignation or for any other reason.

– b) Any member so co-opted shall hold office only until the next Annual General Meeting.

### 7.4 Removal of a Standing Committee Member

– a) A member of the Standing Committee may be removed as a member of the Standing Committee at any time by resolution of the Standing Committee, provided that the following procedure is observed:-

At least 14 days before the meeting at which the resolution is to be passed, the Standing Committee member must be given written notice of the meeting specifying:

- i. the proposed resolution for the removal of the Standing Committee member; and
  - ii. the reasons for the proposed resolution; and
  - iii at the meeting, before the passing of the resolution, the Standing Committee member must be given an opportunity to make submissions to the Committee in the member's own interests.
- b) If a resolution is passed by the Standing Committee to remove the Standing Committee member from her position in accordance with this article, the Standing Committee member must be given written notice of such removal.
- c) If a member of the Standing Committee is removed from a position under this article, the position will be deemed to be a casual vacancy and it may be filled by the co-option of another member of IWLA by the Standing Committee.

## 8 Sub-Committees.

### 8.1 Establishment

The Standing Committee may establish one or more subcommittees composed of IWLA members from time to time, as appropriate, to work on specified tasks related to the work of IWLA.

### 8.2 Exercise of powers by sub-committee

Any sub-committee may exercise powers delegated to it by the Standing Committee and shall, in exercise of such powers or in any respect, conform to any regulations that may be imposed on it by the Standing Committee.

### 8.3 Chairpersons of sub-committees

Each sub-committee shall be chaired by a member of the Standing Committee, and shall be composed of current members of IWLA, appointed by the Standing Committee.

### 8.4 Resignation of chairperson of a sub-committee

Any chairperson or member of a subcommittee may resign from the position by notice in writing to the Chairperson of the Standing Committee.

## 8A Working Groups

### 8A.1 Establishment

The Standing Committee may, from time to time, establish one or more working groups composed of IWLA members for the purpose of carrying out specific projects

### 8A.2 Exercise of remit of working group

Any working group may have tasks delegated to it by the Standing Committee and shall, in exercise of its pre-defined purpose or in any respect, conform to any regulations that may be imposed on it by the Standing Committee.

### 8A.3 Working group reporting structure

Each working group shall report to a designated member of the Standing Committee within agreed timeframes and shall be composed of current members of IWLA, appointed by the Standing Committee.

## 9. Termination of Membership

9.1 Membership ends upon:

- a) Failure to pay membership fees as provided for under article 11.2 or other fees properly due to IWLA.
- b) Breach of article 4.11 or article 12 and or
- c) As provided for in article 14.

## 10. General Meetings

10.1 Entitlement to attend and convening meetings

- a) All members of IWLA are entitled to attend, and vote at General Meetings. The General Meeting may be either an Annual General Meeting or an Extraordinary General Meeting. The General Meeting may be combined with a conference/seminar.
- b) The Standing Committee may, whenever it thinks fit, convene a General Meeting of IWLA.

10.2 Convening an Annual General Meeting

- a) The Standing Committee must, at least once in each calendar year and within 6 months after the end of each financial year of IWLA, convene an Annual General Meeting.
- b) Adoption of Resolutions

An Annual General Meeting may adopt resolutions on the following:

- i Membership fees
- ii Formal approval of the Standing Committee's actions, including its annual report and the annual accounts.
- iii Election of members of the Standing Committee.
- iv Passing of resolutions enabling the Standing Committee to undertake certain actions within the framework of the objectives and activities of IWLA.
- v Any motion duly proposed by members
- vi Amendments to the Constitution.
- vii Dissolution of IWLA and
- viii Appropriation of assets.

10.3 Record of resolutions

Resolutions of the Annual General Meeting shall be entered in minutes signed by the President and another officer of IWLA, which shall be kept by the Secretary.

10.4 Quorum

- a) Quorum

The quorum for an Annual General Meeting shall be 10 ordinary members of IWLA, the Chairperson and at least one other officer of IWLA.

- b) Quorum not present

If within 30 minutes after the time appointed for an Annual General Meeting a quorum is not present the meeting is dissolved and it stands adjourned to the next week at the same time and place as the Chairperson appoints by notice of the meeting to members.

#### 10.5 Motions

##### – a) Motions in Writing

Notices of any motion to be moved at an Annual General Meeting pursuant to article 10.2 including any motion to amend the Constitution shall be in writing and must be signed by a proposer and seconder, both of whom shall be paid up members of IWLA.

##### – b) Notice period for motions

Any such notices of motion must be delivered to the Secretary 7 days (or in the case of a motion proposing an amendment to the Constitution 14 days) before the meeting at which it is intended that the said motion be moved.

##### – c) Notice period for Annual General Meeting

At least 14 days notice in writing of an Annual General Meeting, specifying the business to be transacted and the date, day, time and place of such meeting shall be sent by electronic mail or ordinary prepaid post to all members of IWLA.

##### – d) Decision by majority

Resolutions shall be taken to be carried if a simple majority of the votes cast on the motion are in favour of it.

##### – e) Casting vote in a tie

In the event of a tie the Chairperson of the meeting shall have the casting vote

#### 10.6 Extraordinary General Meeting

##### – a) Meeting called by Standing Committee

The Standing Committee may on its own authority call an Extraordinary General Meeting of the Association which may adopt resolutions as set out in article 10.2 and article 14.2.

##### – b) Meeting called by members

The Standing Committee shall call an Extraordinary General Meeting on receipt by the Secretary of a request in writing signed by 7 members of IWLA and where such request is received by the Secretary, she shall ensure that an Extraordinary General Meeting is held within 21 days from the date of receipt of such request.

##### – c) Notice period for Extraordinary General Meeting

At least 14 days notice in writing of an Extraordinary General Meeting, specifying the business to be transacted and the date, day, time and place of such meeting shall be sent by electronic mail or ordinary prepaid post to all members of IWLA.

##### – d) Quorum

The quorum for an Extraordinary General Meeting shall be 10 ordinary members of IWLA, the Chairperson and at least one other officer of IWLA.

##### – e) Quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the Extraordinary General Meeting:

– i. if convened by the Standing Committee, is dissolved; and

– ii if convened on request of the members, stands adjourned to the next week at the same time and place as the Chairperson appoints by notice of the meeting.

##### – f) Simple Majority



Resolutions shall be taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

– g) Casting Vote

In the event of a tie the Chairperson of the meeting shall have the casting vote.

– h) Record of resolutions

Resolutions on Extraordinary General Meeting shall be entered into minutes signed by the Chairperson and kept by the Secretary.

10.7 Requirement for a quorum

If a quorum is present at the time the first item of business is transacted, it is taken to be present for the whole meeting

10.8 Chairperson of General Meetings

The Chairperson of the Standing Committee, or in her absence the Vice Chairperson, shall preside as Chairperson at each General Meeting of IWLA.

10.9 Role of Chairperson of General Meeting

The Chairperson of a general meeting:

– a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting:

– b) may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

– c) may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chairperson under this article is final.

10.10 Non Receipt of Notice

The accidental omission to send notice to any member or the non-receipt of the notice by any member shall not invalidate the proceedings at either the Annual General Meeting or any Extraordinary General Meeting.

## 11. Finance and Fees

11.1 The resources of IWLA shall consist of:

– a) Annual membership fees, conference fees and fees for other events

– b) Subsidies from public authorities

– c) Grants, donations, and bequests made to IWLA

– d) Any other sources

11.2 Payment of membership fees

– a) Due date, amount and discretionary reduction.

Membership fees are due by the 1st January of each year. The Standing Committee shall be entitled from time to time to decide the amount of membership fees, and shall have discretion to allow reduced rates for certain categories e.g. students or unemployed.

– b) Removal from membership list for non-payment

If a member's annual membership fee is not paid by the 1st day of March following the start of the membership year, the Standing Committee shall have the power in its discretion, to temporarily remove the member's name from the membership list until the fee is paid. If the fee

remains unpaid by the 1st July or the date of the Annual General Meeting, whichever is sooner, the Standing Committee shall have the power, in its discretion, to remove that member's name from the membership list.

#### 11.3 Fees for Events

Fees for Conferences, Seminars and other events shall be levied separately in advance and shall depend on the cost of the event. If the total fees income exceeds the actual cost of the event, the excess shall be allocated to IWLA assets.

#### 11.4 Collection of fees and keeping of books

The Treasurer is responsible for collecting the fees and for keeping proper books of account.

#### 11.5 Remuneration of Standing Committee Members

All members including the members of the Standing Committee and of all sub-committees contribute to the aims of IWLA on an unpaid basis. Save where approved in advance by the Standing Committee no remuneration shall be due to any member in respect of work done for IWLA. Reasonable expenses incurred may be refunded where the Finance subcommittee so agrees.

#### 11.6 Approval of expenditure

All expenditure on behalf of IWLA must be approved by a finance sub-committee set up by the Standing Committee for that purpose.

## 12. Correspondence and public statements on behalf of IWLA

12.1 Only a member duly authorised, in advance, by the Standing Committee may make a public statement, including any statement in writing, on behalf of IWLA. No other member of IWLA shall hold herself out as doing so. Breach of this rule is a serious matter which may result in membership being terminated.

12.2 All officers of IWLA are individually authorised to engage in correspondence on behalf of IWLA in accordance with their terms of reference.

12.3 Other members of the Standing Committee may be authorised by decision of the Standing Committee, or in writing by the Chairperson or vice-Chairperson, to engage in correspondence on behalf of IWLA.

## 13 Amendment of the Constitution

#### 13.1 Amendment by a simple majority

This Constitution may be amended by a simple majority of members voting at an AGM or EGM.

#### 13.2 Notice Period

The proposal for amendment must be circulated to all members at least 14 days before the General Meeting as provided for at article 10.5 above.

## 14. Resignation and discipline of members

#### 14.1 Method of Resignation and Effectiveness

Any member may at any time resign her membership of IWLA by giving notice in writing to the Secretary, such resignation to be effective as of the date of the receipt of such notice by the Secretary.

#### 14.2 Suspension or Expulsion of Members

a) If any member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Standing Committee is prejudicial to the interests of IWLA, the Standing Committee may, by resolution, suspend that member's rights or expel the member from IWLA, provided that the following procedure is observed:

– At least 14 days before the Standing Committee meeting at which the resolution is to be passed, the member must be given written notice of the meeting specifying:

– a) the allegations against the member; and

– b) the proposed resolution to suspend or expel the member; and

– c) at the Standing Committee meeting, before the passing of the resolution, the member must be given an opportunity to make submissions to the Standing Committee in the member's own interests.

b) If a resolution is passed by the Standing Committee to suspend a member's rights or expel the member from IWLA in accordance with this article, the member must be given written notice of such suspension or expulsion and if applicable the Secretary will promptly remove the member's name from the register of members.

c) A member whose rights have been suspended in accordance with this article will not be entitled to exercise any rights or privileges of membership (including voting rights) for the period determined by resolution of the Standing Committee.

d) A member who has been expelled in accordance with this article will not be eligible for re-admission as a member of IWLA except where approved by the Standing Committee.

## 15. Dissolution of IWLA

In circumstances where IWLA is dissolved by a decision of the Standing Committee, any remaining assets shall be transferred to one or more organisations with similar or related aims and objectives nominated by the Standing Committee.