

## Small Firms Association (SFA) Constitution

### *Introduction*

The Small Firms Association (SFA) is established as a trade association within Ibec Limited (hereinafter referred to as Ibec).

### *Objectives*

The association has been established to achieve the following objectives:

- To promote the development of small firms in Ireland on domestic, European and/or international markets.
- To express, communicate, represent, lobby and promote the common interests of small firms in the Republic of Ireland to relevant stakeholders including:
  - government departments and agencies, Houses of the Oireachtas and members thereof including political parties and individuals, regulators, commentators, officials and other relevant agencies, associations, businesses, individuals and other appropriate stakeholders
  - the European Commission, Parliament, ECB and other relevant European agencies, regulators, political parties or other similar groups, individual politicians, bodies and individuals and officials as appropriate
  - the OECD and other international organisations and fora
  - the media including social and professional technology platforms and other means of mass communication
- To identify, interpret and assess national and international developments which may impact upon small firms and to facilitate change within small firms arising from those developments
- The association may provide analysis on small firms and other relevant market information and research and statistical information on the industry, both within the association and externally.
- To provide a forum for member exchange of appropriate, non commercially sensitive and legally compliant information, research, analysis or statistics. This may include provision of appropriate and aggregate market statistics and/or information to members, to the public at large or other relevant and appropriate recipients.
- The association will be a technical centre, providing guidance, member training and education, commentary and advice on legal and other regulatory developments of relevance to small firms.
- To improve the competitiveness of small firms.
- To assist in the establishment and maintenance of a favourable operating environment for small firms in Ireland and abroad.

### *Membership*

- Membership will be open to *organisations, companies and individuals* operating in all sectors of the economy in the Republic of Ireland, on payment of the appropriate subscriptions due, subject to the terms of this constitution.
- Membership shall be restricted to organisations and companies employing 50 people or less, and this limit may be revised by the SFA Council at its discretion.
- Independent business representative organisations may join the SFA as a group and avail of a special group discounted subscription rate. Such group members will not be entitled to vote at meetings of the Association.
- A member may resign at any time but will not be entitled to any refund of subscription.

- Membership of the association will lapse if a subscription is not paid within the terms as agreed with the SFA.

### *Operation*

Ibec provides the executive staff, office and support arrangements Ibec will manage the financial affairs of the association. This will include collecting subscription and other income and managing expenditure

### *General Meetings of the Association*

- The SFA shall hold an Annual General Meeting (AGM) annually at which Council members will be elected.
- Meetings of the Association will be held in SFA unless otherwise directed by the Council.
- The Council or at least 10% of members of the association may at any time by written notice require the Association Director to convene an Extraordinary General Meeting (EGM) of the association. In convening such a meeting, the Association Director shall give not less than 21 days written notice to members.
- Notice of general meetings shall include a list of the resolutions tabled and only those resolutions may be voted upon at that meeting.
- The quorum for general meetings of the association shall be 10 members. Decisions of the association may be made only where the required quorum is present and where there is a clear majority in favour.
- An ordinary resolution shall require a simple majority of the votes cast. A special resolution shall require a 75% majority of the votes cast.

### *Role of the Council*

- The affairs of the association shall be directed by a Council comprising 13 members.
- The Chair and the immediate past-Chair shall be ex officio on Council.
- The Council will include members who reflect the diversity of sectors, size of businesses and locations of the SFA's members. All Council members will be elected at the AGM save for those co-opted to fill vacancies arising between AGMs. No more than 3 members of the Council may be co-opted at any one time.
- Council members will be nominated by and drawn from member companies and elected by the members every year at the AGM, each member serving for a 3 year term which may be renewed up to a maximum of 3 times.
- Such a nomination shall be made in writing and signed by the person making it and by the nominee stating that s/he will serve if elected. This nomination must be delivered to the Director by 12 noon 14 days in advance of the AGM.
- If the number of candidates at the close of nominations is less than the number of vacancies, all the candidates will be deemed elected at the AGM to be members of the Council.
- A member of the Council shall cease to be a member if he or she resigns or ceases to hold office in the company in which he or she has hitherto held office or if the nominating body withdraws its nomination. Other grounds on which Council membership automatically terminates includes:
  - a) Long absence
  - b) Bankruptcy
  - c) Criminal conviction
  - d) Restriction or disqualification as a Director
  - e) Where removed by the Council by resolution of a majority of the Council held by secret ballot

- f) non payment of subscription fees
- The Chair will be an elected member of the Council save where co-opted to serve out the remaining term of the previous Chair.
- Council meetings will not take place unless a majority of Council members have indicated that they will attend.
- The Council may delegate such of its functions as are agreed to the Chair from time to time subject to such conditions as it sets out.
- In addition to strategy development and oversight, the Council shall monitor the governance of the association. The Council will ensure the association observes the Ibec guidelines on competition compliance, Regulation of Lobbying Act and other relevant guidance.

#### *Role of the Chair*

- The Chair of the association should be a recognised industry leader and will hold the position of CEO or equivalent.
- The Council shall elect a Chair to hold office for a two-year term. No person may hold the office of Chair for more than two terms.
- Any member of Council may put themselves forward for election as Chair, provided they have a proposer and a seconder from amongst the Council members.
- In the event of the Chair resigning or ceasing to be a member of the Council, the Council shall have the power to elect a replacement to serve the remainder of the term. This period of office is not counted for the purpose of the requirement set out above.
- The Chair will preside over meetings of the Council and the AGM and EGMs where called.
- S/he will lead the association at external meetings representing the association on matters of significance to its strategy. The SFA Director will also attend all such meetings. In the event that the Chair cannot attend the Council may if appropriate, appoint an alternative who may be the SFA Director.
- The Chair and others who attend meetings or otherwise, engage and lobby with government or government departments or agencies are required to record and register such interactions on the Regulation of Lobbying Register. Where the SFA Director is not involved in such interactions, the Chair and/or others involved will register the interaction and promptly notify the Director of both the interaction and the registration.
- The Chair will be accountable to the Council and should work with Ibec to ensure the smooth running of the association.
- The Chair may delegate his/her function from time to time to other Council members as the demands of the role require.
- The Chair will be a member of the National Council of Ibec and will represent the interests of the association at National Council meetings and events. This role is non delegable. Where there is a potential or perceived potential conflict of interest between the role of chair and that of his/her employment or other occupation, then the Chair will so inform the Council and absent him/herself from any discussions and decisions of the Council on the issue in question.
- The Chair and Director will keep each other informed about emerging policy and other developments affecting the strategy of the Association and will meet regularly.

#### *Role of the Association Director*

The Director of the SFA and secretariat shall be appointed by Ibec in consultation with the Chair. The Director will report to the Chair of the association on matters pertaining to the association's activity. Managing the day to day business of the association is the

responsibility of the association Director in accordance with the strategy set down by the Council and in accordance with the overall strategy and governance requirements of Ibec.

The Director will be the principal representative of the association and will be the principal policy advisor to the Council. The Director will be the spokesperson for the association and will represent the association to the media, on social and professional technology platforms and other stakeholders save where it is appropriate for the Chair or other member to do so or as decided by the Council.

### *Meetings*

The Chair of the Council will Chair all meetings of the association. If the Chair fails to attend within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, the members of the Council present shall select one of their members to Chair the meeting.

Minutes of Council meetings will be kept by the Director and a report of the meeting should be circulated to members of the Council as soon as reasonably possible following the meeting and in any event no later than one month after the meeting.

### *Voting*

Decisions of the Association should be consensual where possible. In the event that a vote is required, a secret ballot will be held. The scrutineers will be the association Director and an SFA council member. At meetings of the association, each member in attendance shall have one vote. The Chair will have a second or casting vote in the event of a tied vote. Voting taken at a meeting that is not quorate will be invalid.

### *Adjournment*

The Chair of any meeting may with the consent of the meeting adjourn any meeting from time to time for a term not exceeding 14 days. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

### *Sub-committees*

- The Council may establish and maintain sub-committees and project groups, and may delegate matters to them for such period as is appropriate and subject to regular and on going reporting to the Council. All final decisions on the work and output of the sub committee/project group so established, rest with the Council.
- The Council may appoint technical advisors to advise and assist it.

### *Revision of the constitution*

- This constitution may be amended at a general meeting, provided that 75% of the votes cast are in favour of amendments, of which at least 21 days notice has been given.

### *Winding up of the association*

- The association may be wound up or merged by resolution of a general meeting and in accordance with the constitution.