

Revised Bye-laws and Objectives of The Dublin City Centre Business Association Ltd. March 2002/  
March 2003

1. NAME

The Association shall be called The Dublin City Centre Business Association Ltd. (Registration No. 109877)

It is a Company limited by Guarantee, and not having a Share Capital, with a Memorandum and Articles of Association dated 23<sup>rd</sup> April 1985, and incorporated under the Companies Acts 1963-1983 on 30<sup>th</sup> September 1985.

It may also be referred to as "Dublin City Business" for logo and promotional purposes.

2. ADDRESS

The address of the Association shall be for the time being 21 Dawson Street, Dublin 2, or at any other location which the Council may approve.

3. OBJECTS

The objects for which the Association is established are:-

- (a) The promotion of Dublin City Centre as the primary attractive shopping, business and entertainment centre both day and night.
- (b) The preservation of existing institutions, traditions and cultural amenities in the City.
- (c) The establishment of an active liaison with Governmental Institutions, Local Authority and Other Bodies.
- (c) To deal with all matters affecting the City Centre of Dublin.

4. MEMBERSHIP

The Association is a voluntary one and membership is open to individuals, companies or bodies who work or carry on business in the City Centre.

In the exercise of its ultimate authority, Council is not bound to accept any application, or to give any reason for the refusal of an application for membership.

All elected and paid up members carry equal rights.

An annual membership fee will be paid and the level of this will be determined by the Council.

5. THE D.C.C.B.A. LIMITED

Between four and eight Directors and a Company Secretary will serve as the Board of the Company.

Directors will serve a term of three years, with up to two Directors offering themselves for re-election at the Annual General Meeting.

Proposals for the election or re-election of Directors will be dependent upon the recommendation by the Management Committee, with the subsequent approval of Council, and its recommendation to the membership at the Annual General Meeting.

The Directors shall elect their Chairman annually at their first meeting after the Annual General Meeting.

A quorum shall be 3 Directors and the Company Secretary.

In the absence of available Directors to make a quorum for a Board meeting, one nominee, authorised by Council and the Management Committee can attend the necessary Board meeting, if so invited by the Chairman and Company Secretary. That nominee may not exercise a vote if called upon to vote.

The Directors shall:

Ensure:

- X compliance of audit, legal, health and safety regulations;
- X compliance of the Constitution and Articles of Association of The D.C.C.B.A. Ltd.;
- X the managed development of the Association;

Review:

- quarterly Management Committee reports;
- periodical audited reports, including the subsidiaries of the Association;

Approve:

- contracted services, internal or external, above a threshold of €10,000 per annum;
- expenditure on fixtures, fittings and refurbishments above €10,000 in aggregate, or on any one item;
- employed staff salaries;
- rule changes of the Association's Constitution, or Articles of Association, subject to the approval of the members at an Annual General Meeting or Extraordinary General Meeting.

Provide:

- a final board of appeal for internal dispute and conciliation procedures;

## 6. COUNCIL

Membership shall include the Chairman of the Association, up to two Vice Chairmen and forty-eight Members. A quorum shall be 15 members.

Members of Council will be elected for a twelve month term at the Annual General Meeting of the Association. They shall serve for a period of up to three years, subject to one third of the total membership resigning each year. That one third may offer themselves for re-election by the Annual General Meeting.

Members of Council who attend less than 50% of Council meetings in a calendar year cannot offer themselves for re-election in the following year.

Council shall:-

Approve:

- X Annual Accounts of the Association for recommendation of acceptance by the membership at its Annual General Meeting;
- X rule changes of the Association's Constitution and/or Articles of Association for recommendation to the membership for their approval at an Annual General Meeting or Extraordinary General Meeting;
- X the appointment of Chief Executive upon the recommendation of the Directors and the Management Committee;
- X membership fees.

Provide:

- an Appeal Committee for internal dispute and conciliation procedures.

Appoint:

Council will elect from among their number a Vice Chairman and a Treasurer to serve from the end of the last Council meeting before the Annual General Meeting until the first Management Committee meeting immediately after that Annual General Meeting.

Nominate:

At the Council meeting preceding the AGM Council shall agree to make a nomination for the appointment of a Chairman of the Association to the Annual General Meeting. This nomination shall be confirmed if supported by a majority of the members present and voting at that meeting.

Council shall also similarly make nominations in respect of the appointment as necessary of Auditors, Solicitors, Bankers and other professional services.

## 7. MANAGEMENT COMMITTEE

Membership shall include the Chairman, up to two Vice Chairmen, the Chief Executive and up to eleven Members.

The Committee is:-

Enabled to:

- appoint sub-committees;
- contract secretarial and/or membership services;
- develop the Association in accordance with its Constitution and Articles of Association;
- monitor the management and accountability of the Association's subsidiary companies.

Responsible for:

- annual budget setting, including cash flow, capital expenditure, administrative costs and membership, and compliance thereto;
- quarterly, audited reporting of business achieved by The D.C.C.B.A. Ltd.;
- communication and consultation with The D.C.C.B.A. Ltd. Board, Council, and membership on periodic bases within the calendar year, as well as recording minutes of all meetings;
- developing constructive business and third party alliances, based on written policies approved by Council, in line with the Association's Constitution and Articles of Association proposing, on a unanimous basis, considered and necessary amendments to the Constitution, or Articles of Association, in writing to the Board of The D.C.C.B.A. Ltd. and to Council.

## 8. ANNUAL GENERAL MEETING

This shall be held as early as possible each year, but not later than 31<sup>st</sup> March. Fourteen days' notice at least shall be given to all members.

Non-receipt of a notification by a Member does not invalidate the holding of the Annual General Meeting.

All paid up Members of the Association shall be entitled to attend and vote at General Meetings.

A quorum for a General Meeting will be twenty members.

The Chairman of the Council shall act as Chairman of the General Meetings and shall have a second vote as a casting vote.

A General Meeting may be requested at any time by:

- (a) a resolution of Council to have such a meeting;
- (b) a request to the Council signed by ten Members of the Association stating the items to be placed before the meeting.

9. FINANCE

The Accounts of the Association shall be kept by the Honorary Treasurer and shall be open for inspection at any reasonable time by any Council Member on application to the Honorary Treasurer.

The books, documents and accounts of the Association shall be certified by the Council, or by an Auditor appointed by the Association.

All cheques drawn on the Association's account must bear the signature of the Chairman and one other signature *from three Officers or Directors*.

No Member shall have power to pledge the credit of the Association.

10. BANKING

No more than two bank accounts will be opened and maintained in the name of the Association. These accounts will be used for the banking of all Association funds.

11. WINDING UP

In the event of the Association winding up the assets of the Association, they shall be distributed in the following order:-

- (a) payment to creditors
- (b) refund of the unexpired portion of Members' subscriptions
- (c) remainder as determined by the Council.