





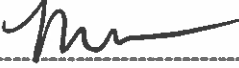


IRISH BUSINESS AND EMPLOYERS CONFEDERATION
RULES

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DEFINITIONS

In these Rules and in the Bylaws made pursuant to these Rules the following words and phrases will have the following meanings:

- 1.1 "Articles" refer to the Articles of Association of Ibec clg, a company limited by guarantee and registered with the Companies Registration Office;
- 1.2 "Associate Member" has the meaning ascribed to it in Rule 4.3;
- 1.3 "Audit Committee" has the meaning ascribed to it in Rule 10.2;
- 1.4 "Auditors" means the auditors or auditor for the time being of the Confederation;
- 1.5 the "Ibec Board" means the Ibec Board provided for in Rule 9;
- 1.6 "Bylaws" means the Bylaws made and in force from time to time pursuant to these Rules;
- 1.7 "company" means Ibec clg, a company registered under the Companies Acts and with whom the Confederation is associated;
- 1.8 "Comprehensive Member" has the meaning ascribed to it in Rule 4.2;
- 1.9 the "Confederation" means the Irish Business and Employers Confederation as governed by these rules;
- 1.10 "Deputy President" means the deputy president of the Confederation appointed in accordance with Rule 7.18;
- 1.11 "Chief Executive Officer" means the chief executive officer of the Confederation appointed in accordance with Rule 7.17
- 1.12 "Executive Directors" means the Executive Directors of the Confederation appointed in accordance with Rule 9.6.7;
- 1.13 the "Executive Management Team" means the Executive Management Team provided for in Rule 11;
- 1.14 the "Finance and Audit Committee" has the meaning ascribed in Rule 10.1;
- 1.15 "Member" means a member admitted to membership of the Confederation in accordance with Rule 4 and includes Ordinary Members and Associate Members and, where the context requires, includes a duly authorised representative of a Member;
- 1.16 the "National Council" means the body provided for in Rule 7;
- 1.17 "Nominations Committee" has the meaning ascribed to it in Rule 10.4;
- 1.18 "President" means the president of the Confederation appointed in accordance with Rule 7.18;
- 1.19 "Regional President" means the president of a Region appointed in accordance with Rule 18.6;
- 1.20 "Regional Vice-President" means the vice-president of a Region appointed in accordance with Rule 18.6;
- 1.21 "Regions" has the meaning ascribed to it in Rule 18;

- 1.22 "Remuneration Committee" has the meaning ascribed to it in Rule 10.1.3;
- 1.23 "Rules" means the rules of the Confederation contained in this document and any reference to a "Rule" or to "Article" will be interpreted accordingly;
- 1.24 "Sectors" has the meaning ascribed to it in Rule 19;
- 1.25 "Secretary" means the secretary of the Confederation appointed in accordance with Rule 9.13;
- 1.26 "Standard Member" has the meaning ascribed to it in Rule 4;
- 1.27 "Stakeholder" refers to those parties who have a significant role in the operation of the Confederation and/or whose role is significant for advancing the objects of the Confederation including, but not exclusively, staff, government and other members of the Oireachtas, public servants and other European and international officials and representatives;
- 1.28 "Treasurer" means the treasurer of the Confederation appointed in accordance with Rule 9.14;
- 1.29 "Trustees" means the trustees of the Confederation appointed in accordance with Rule 8; and
- 1.30 "Vice President" means the vice-president of the Confederation who may be appointed in accordance with Rule 7.22.

NAME AND REGISTERED OFFICE

- 2.1 The name of the Confederation will be the Irish Business and Employers Confederation.
- 2.2 The registered office of the Confederation will be Confederation House, 84-86 Lower Baggot Street, Dublin 2 unless otherwise determined by the National Council.

PRINCIPAL OBJECTS

The principal objects of the Confederation are:

- 3.1 to influence the formation of policy at national, European and international levels towards the development of an enterprise culture, the creation of economic, social and employment conditions favourable to the profitable growth and competitiveness of Irish business and employers and the development of productive employment;
- 3.2 to communicate and promote the views of Members separately or jointly on matters affecting or considered likely to affect their interests, including industrial relations, labour and social affairs, sectoral, regional and other policy issues to the Government or to any other appropriate national, European or international body, trade union, agency organisation, institution or individual or to the news media;
- 3.3 to promote, represent and support policies that aim to improve industrial relations and human resources management in particular;
 - 3.3.1 to co-ordinate through collective bargaining or consultation and negotiation, the policies and activities of Members in the field of industrial relations, human resources management and related areas,
 - 3.3.2 to collect, collate and disseminate information on remuneration and

conditions of employment, trade and economic and human resources matters and all related matters affecting the common or separate interests of the Members subject to it being in accordance with all relevant legislation and codes, including competition legislation and, where relevant, Ibec Trade Association and other Guidelines;

- 3.4 to provide services by way of information, audit, negotiation, training, advice, networking, research, representation and advocacy to Regions, Sectors, associations and consultative groups and to Members on all matters relating to;
 - 3.4.1 the remuneration and conditions of service of persons in the employment and/or service of Members,
 - 3.4.2 industrial, trade, economic and related areas as appropriate,
 - 3.4.3 the entry into negotiations and agreements relating to industrial relations, human resources management and business, trade and economic interests of Members,
 - 3.4.4 the collection and disbursement of monies in connection therewith,
 - 3.4.5 and to charge and accept for those services such fees, commissions, levies or contributions as the Confederation may from time to time determine;
- 3.5 to promote, encourage and procure changes in legislation and regulation in the interests of Members and to oppose the introduction of legislation or regulation or the making of statutory orders or guidelines which the Confederation considers would adversely affect such interests;
- 3.6 to promote and support policies for protecting the interests of private property and enterprise, individual freedom and freedom of contract;
- 3.7 to promote or appoint any company, entity, trust or person for the purpose of acquiring any of the property or liabilities of the Confederation subject to their remaining under the overall control of the Trustees of the Confederation or of providing any of the services of the Confederation;
- 3.8 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges that may be considered necessary or convenient for the purposes of the Confederation;
- 3.9 to provide, as deemed appropriate and necessary, legal advice and/or aid to Members in respect of matters affecting a common interest;
- 3.10 to borrow or lend money or contribute to any benevolent, pension or other fund or institution or to any association or organisation whatsoever for the defence of or in the interest of Members as the Confederation may from time to time determine, provided that the Confederation will not itself provide pecuniary benefits to Members save as provided for in these Rules;
- 3.11 to employ persons and engage consultants, advisers and others to carry out the objects of the Confederation and to remunerate them in such manner and to such extent as the Confederation sees fit and to grant pensions or gratuities (to include death benefits) and pay for the provision of annuities to any employees or former employees of the Confederation or its predecessors or the dependants of any such persons and to establish or support any non-contributory or contributory pension or superannuation funds or trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Confederation or of its Members;

- 3.12 to do all things incidental or conducive to the attainment of the foregoing objects subject to it being cognisant of and compliant with prevailing Competition laws and regulation;
- 3.13 and the Confederation may pursue the objects contained herein as principal or through any other company, entity or person approved by the National Council or the Ibec Board as agent of the Confederation or as otherwise appointed by or on behalf of the Confederation.

MEMBERSHIP

- 4.1 The Confederation will consist of Members whether companies, organisations, institutions, firms, service providers or persons who are employers of labour or organisations of employers or other groups who, having accepted the principles, objects and Rules of the Confederation, will have been admitted to membership as hereinafter provided. Members must advise the Confederation of any subsidiary or associated companies or organisations which are included in the application for membership.
- 4.2 There will be 2 principal classes of ordinary membership of the Confederation – “Comprehensive Members” who will be entitled to all services and “Standard Members” who will be entitled to all services, save for sectoral representation. In addition there will also be the class of “Associate Member”.
- 4.3 Subject to Rule 4.4 below, the Ibec Board may admit, as “Associate Members”, (i) statutory bodies or agencies, non-commercial bodies or companies or organisations for which ordinary membership may not, for good and sufficient reasons, be deemed appropriate or (ii) any person who, or partnership, firm, company, association or federation which not being itself a Member, is a member of a group, body, association or federation which is a Member and may make regulations governing such membership. Such Associate Members will not be entitled to participate in or vote in any of the Confederation's affairs.
- 4.4 The Ibec Board will have authority to admit or refuse to admit into any class of membership (and, in that respect, may by Bylaw or otherwise designate new classes of membership with rights and obligations as it, in its sole discretion, may determine) of the Confederation any applicant coming within the provisions of the foregoing sections. The Ibec Board may delegate the implementation of any decision made by it under this Rule 14.3 to the Secretary. In the event of a refusal by the Ibec Board to admit any applicant to membership, the applicant will have the right of appeal to the National Council which will have absolute discretion in deciding whether to accept or refuse an application for membership and whose decision will be final.
- 4.5 Every application for membership will be accompanied by such payment, by way of entrance or re-admission fee, or subscription and the applicant will be entitled to such services as are agreed at the time of effecting membership but such membership will not take effect until the appropriate subscription, contribution or fee has been paid.
- 4.6 No right or privilege of membership is transferable or transmissible unless expressly provided by these Rules or by a decision of the Confederation.
- 4.7 It is a condition of membership that members
- 4.7.1 Ensure the payment of annual subscriptions. Failure to pay will result in loss of services, loss of nominating rights, and loss of representative rights and ultimately termination of membership.
 - 4.7.2 When availing of Ibec services, respect and adhere to competition laws

and regulations and the Confederations own policies and guidance in respect thereto

4.8 REGISTER OF MEMBERS

A register of Members of the Confederation (to include former Members other than those who have not been Members for more than 5 years) and its books of account will be kept, in accordance with regulations made under Section 12 of the Trade Union Act 1941, at the registered office and, subject to prior appointment, will be open during prescribed office hours, for inspection by any person having an interest in the funds of the Confederation. The fee chargeable for such inspection will be such as the Ibec Board will from time to time determine.

STRUCTURE

The Confederation will be divided into:

- 5.1 the National Council;
- 5.2 the Trustees;
- 5.3 the Ibec Board;
- 5.4 the Executive Management Team;
- 5.5 Regions, as determined by the National Council;
- 5.6 Sectors, as determined by the National Council in consultation with the Members concerned, according to the industry, trade, service or business carried on by the Members and/or the area in which such industry, trade, service or business is carried on; and
- 5.7 Consultative and negotiating groups, as determined by the National Council.
- 5.8 Each Region and Sector established in accordance with these Rules will have powers as provided in Rules 18 and 19 herein.

THE NATIONAL COUNCIL

- 6.1 may decide upon, promote and review values and objectives of the Confederation and approve policies and strategies appropriate to such values and objectives;
- 6.2 will provide a forum for the exchange of views of the constituent Members and groupings of the Confederation on relevant policy, sectoral and organisational development;
- 6.3 may establish any Region or Regions - or vary or amend the regional structure - as it may from time to time determine in order to maintain equitable and effective representation for the membership in general;
- 6.4 may establish any Sector or Sectors as it may from time to time determine;
- 6.5 may dissolve any Region, Sector, consultative group or negotiating group and, in such circumstances, will have power to obtain possession of any records, property or funds of the Confederation in the custody of the Region, Sector or group or any of its officers or members or of any other person or persons;
- 6.6 will, upon recommendation of the Ibec Board, ratify any agreement on behalf of the

- members to which the Confederation is invited to be a party to
- 6.7 will determine, upon recommendation of the Ibec Board, the following issues;
- 6.7.1 the setting of fees, contributions and levies,
 - 6.7.2 changing the name of the Confederation,
 - 6.7.3 the appointment of the Chief Executive Officer, President, Deputy President, Vice President, Trustees, Secretary and Treasurer,
 - 6.7.4 structural alterations to the National Council,
 - 6.7.5 in its sole discretion, approve or ratify proposals or recommendations arising from the discussions and negotiations as provided for and made by the Ibec Board;
- 6.8 will have the power to remove any member of the Ibec Board subject to the requirements laid down by law and these Rules. Where the National Council proposes to remove any such, member or officer, it will give at least 28 days notice in writing to the Board member in question who will have the right to a written reply of reasonable length to be circulated with the notice for the meeting called to consider any proposed removal;
- 6.9 may delegate responsibility to any sub committee established for the purpose as it deems appropriate and subject to adherence to appropriate corporate governance standards, The National Council will, subject to these Rules, determine the terms of reference, membership, rules, protocols, oversight and reporting procedures and duration of such committees so formed or delegations made;
- 6.10 will carry out such other functions as provided in these Rules or as it may, in its own discretion determine;
- 6.11 will be the final decision maker for all matters within the authority of the Confederation.

Composition

- 7.1 The National Council will consist of:
- 7.1.1 the President;
 - 7.1.2 the Deputy President;
 - 7.1.3 the Vice President (if one has been appointed pursuant to Rule 7.22);
 - 7.1.4 the 3 immediately preceding past Presidents;
 - 7.1.5 the chairperson of the Small Firms Association;
 - 7.1.6 each Regional President (and in the absence of any such Regional President, the relevant Regional Vice-President);
 - 7.1.7 the chairperson of each Sector and policy committee designated by the National Council and established in accordance with these Rules;
 - 7.1.8 5 other members nominated by the regions established in accordance with Rule 18;
 - 7.1.9 elected Members not exceeding 30 in number elected by the National

Council at an Annual General Meeting in alternate years, in accordance with procedures and protocols to be determined by the National Council. The term of office of each elected member will be 2 years but any such member will be eligible for election for a further term or terms;

- 7.1.10 co-opted Members not exceeding 25 in number nominated by the National Council for their expert knowledge and/or to maintain an equitable geographical or sectoral representation and approved by the National Council at an Annual General Meeting in alternate calendar years, in accordance with procedures and protocols to be determined by the National Council. The term of office of each co-opted member will be 2 years but any such member will be eligible for co-option for a further term or terms.

Nothing in these Rules shall preclude or prevent the Trustees from being members of the National Council if so recommended to the National Council by the Ibec Board.

7.2 Responsibilities

The National Council will in each year approve the rate or rates of subscription, entrance or re-admission fees and other contributions and levies which will apply to Members of each category in the succeeding year. The basis of calculating membership subscriptions and other contributions may be set, varied or amended by the National Council on the recommendation of the Ibec Board.

Term of office

- 7.3 The term of office of each member of the National Council, save as otherwise provided in these Rules or in the Bylaws, will be 2 years but any member will, subject to Rules 7.19 and 7.20, be eligible for membership for a further term or terms.
- 7.4 No person will be eligible for membership of the National Council unless such person is the chief executive officer of a Member company or organisation or other such senior representative who is authorised to represent and commit the company or organisation to the aims and objects of the Confederation.
- 7.5 No person may serve more than 5 consecutive terms as a member of the National Council without the express approval of the National Council
- 7.6 Any casual vacancy arising in the membership of the National Council may be filled as soon as may be by the National Council on the nomination of the Ibec Board. The term of office of the appointed member will be the remainder of the term of the former member causing the vacancy. The National Council may act notwithstanding any vacancy in its membership.
- 7.7 Any member of the National Council who is absent for half or more of the meetings of the National Council held in any calendar year may, at the discretion of the National Council and in the absence of special permission from the National Council, be deemed to have retired therefrom, but may, at the discretion of the National Council, be re-elected to membership.
- 7.8 A member of the National Council will also be deemed to have retired if he or she submits his or her resignation to the Secretary or is removed from office on foot of a resolution passed by a simple majority of members in attendance at a normal meeting of the National Council or ceases to hold a position of a type referred to in Rule 7.1.

Meetings of the National Council

- 7.9 The National Council will meet as often as is found necessary or desirable for the control and management of the Confederation's affairs but no less than 4 times in each calendar year. Such meetings will be convened by the Chief Executive Officer or the Secretary on the instruction of the President or, in his/her absence, the Deputy President.
- 7.10 Meetings of the National Council will be conducted in accordance with the procedures set out in the Byelaws. Save in exceptional circumstances as determined by the President, meetings of the National Council will take place at such venue as determined at the immediately preceding meeting.
- 7.11 All officers who are also members of the National Council, including the Trustees, will absent themselves from any discussions of the National Council pertaining to their appointment or removal.
- 7.12 The Chief Executive Officer will report at each meeting of the National Council on all appropriately significant issues of relevance to the work of the Confederation.

AGM

- 7.13 The Confederation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Confederation and that of the next.
- 7.14 The annual general meeting shall be held at such time and place as the Ibec Board shall appoint. Each annual general meeting of the Confederation shall be held in the State unless all the members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting or at an EGM held since then.

EGM

- 7.15 All general meetings other than annual general meetings and other regular scheduled meetings of the National Council shall be called extraordinary general meetings.
- 7.16 The Ibec Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by at least 10% of the members of the National Council.

Appointments

- 7.17 The National Council will by a two-thirds plus 1 majority of members present at a meeting convened for that purpose appoint a chief executive officer of the Confederation who will be designated "Chief Executive Officer", the nominee for this post to be recommended by the Ibec Board in consultation with the Nominations Committee.
- 7.18 The National Council will by a two-thirds plus 1 majority of members present at a meeting convened for that purpose appoint a President, Deputy President, the nominees for such posts to be proposed by the Ibec Board in consultation with the Nominations Committee.
- 7.19 The term of office of the President and Deputy President so appointed will be 1 year. The President and Deputy President or either of them may be removed from office by a majority vote of not less than two-thirds plus 1 of the members of the National

Council present and voting at a meeting especially convened for that purpose of which not less than 21 clear days' notice in writing has been given and a replacement will be appointed in accordance with the other provisions of these Rules.

- 7.20 No person will be eligible to be elected as President, Deputy President or Vice President unless he or she is nominated by the Ibec Board and the National Council and is a chief executive officer or equivalent of a Member company or organisation and in the case of the President, has acted as the immediately preceding Deputy President. In the event that any of the President, Deputy President or Vice President ceases to hold a post of chief executive officer (or equivalent), he or she will immediately resign his or her position and a replacement will be appointed in accordance with the other provisions of this Rule.
- 7.21 The term of office of the immediate preceding past President will be one year.
- 7.22 The National Council may, in its sole discretion, appoint a Vice President, the nominee for such post to be proposed by the Ibec Board in consultation with the Nominations Committee. The Vice President will carry out such functions as the Ibec Board may deem appropriate. The term of office of the Vice President, where appointed, will be 1 year.

Trustees

- 8.1 The National Council may from time to time by a two-thirds plus 1 majority of members present at a meeting convened for that purpose ratify the appointment of 3 Trustees appointed by the Ibec Board and who will carry out the functions set out in Rule 12.12 and such other functions as the National Council may from time to time determine, the nominees for such posts to be appointed by the Ibec Board following consultation with the Nominations Committee.
- 8.2 The term of office of each Trustee will be up to a maximum of 5 years. A Trustee may be removed from office by a majority vote of not less than two-thirds plus 1 of the members of the National Council present and voting at a meeting especially convened for that purpose. Such termination may be initiated by the Ibec Board.

Ibec BOARD

Composition

- 9.1 Membership of the Ibec Board will consist of the following who will, with the exception of the Chief Executive Officer and the Treasurer be considered non-executive officers of the Ibec Board:
- 9.1.1 the President;
 - 9.1.2 the Deputy President;
 - 9.1.3 the Vice President (if appointed in accordance with Rule 7.22);
 - 9.1.4 the 3 immediately preceding past Presidents;
 - 9.1.5 the Treasurer;
 - 9.1.6 up to 8 members nominated by the National Council (who must be members of the National Council);
 - 9.1.7 up to 2 additional Board members to be co-opted by the Ibec Board as it deems appropriate;

9.1.8 the Chief Executive Officer.

9.2 The Chief Executive Officer will attend, where possible, all meetings of the Ibec Board and its sub committees (save the audit committee and as hereinafter provided for) and will report at each Board meeting on the operation, management and functioning of the Confederation.

9.3 The Executive Directors may, at the invitation of the Ibec Board, receive notice of and attend, at meetings, or parts thereof, of the Ibec Board

Eligibility of Nominees

9.4 Members of the Ibec Board will be drawn from the membership of Ibec and nominated on the following basis:

9.4.1 each nominee will be a serving CEO or equivalent position of a comprehensive and paid up member company,

9.4.2 nominations will best reflect the diversity of membership and the expertise and experience requirements of the Ibec Board as determined by the Ibec Board,

9.4.3 Members of the Dáil or Seanad Éireann, executive officers of other trade unions, or members whose subscription is unpaid, are ineligible for membership of the Ibec Board.

9.5 Co-Option

The Ibec Board shall have power at any time and from time to time to appoint any person to be a member of it to fill a casual vacancy or to appoint up to 2 additional members of the Ibec Board in accordance with Rule 9.1.7.

Responsibilities

9.6 The Ibec Board will act as the general committee of management of the Confederation and will have responsibility:

9.6.1 for devising and, in consultation with the National Council, implementing the strategies and policies of the Confederation,

9.6.2 for the collection and disbursement of monies on behalf of the Confederation (excluding, for the avoidance of doubt, the setting of subscriptions, fees or contributions),

9.6.3 to ensure that the investment of funds and/or borrowing are carried out in accordance with the agreement of the trustees, such agreement not to be unreasonably withheld,

9.6.4 for proposing the acquisition, leasing and disposal of property as agreed by the trustees, such agreement not to be unreasonably withheld,

9.6.5 for establishing policy committees to consider and advise on matters coming within the scope of these Rules and on such terms as it, in its sole discretion, will determine and dissolve such policy committees if and when it considers this appropriate,

9.6.6 for appointing representatives, upon the recommendation of the

- Nominations Committee, to participate in national, European or international-level discussions and negotiations with the Government, the European Commission and/or the Irish Congress of Trade Unions and/or any other relevant national, European, international or other appropriate representative body on matters concerning the remuneration and conditions of employment of persons employed by Members and all other matters properly within the scope of the objects as set out in these Rules and Byelaws,
- 9.6.7 for appointing, subject to such terms and conditions as it thinks fit, and removing Executive Directors of the Confederation who will be designated as "Executive Directors" and a Secretary of the Confederation, the nominees for such posts to be proposed by the Chief Executive Officer in consultation with the Nominations Committee,
- 9.6.8 for the recruitment, remuneration, conditions of employment, provision of pensions, gratuities and annuities to employees, former employees and dependants of such persons and the dismissal of employees of the Confederation. These functions will normally be exercised on behalf of the Ibec Board by the Chief Executive Officer in consultation with the Executive Management Team (save in respect of the appointment of members to the Executive Management Team),
- 9.6.9 for all other matters relating to the provision of establishment, administration and related services and as further detailed, along with the Boards operating procedures, in the Byelaws,
- 9.6.10 any matter delegated to it by the National Council, subject to the National Council having the power to so delegate.
- 9.7 The Ibec Board will report on these matters to the National Council and will, not later than 1 month before the end of each financial year of the Confederation, submit to the National Council an estimate of income and expenditure for the succeeding year, together with a recommendation regarding the rate or rates of subscription and the composition of subscription considered appropriate for such succeeding year.
- 9.8 The chairperson of the Ibec Board will be the President (or, in his or her absence, the Deputy President).
- 9.9 Subject to Rule 7.19, the term of office of each member of the Ibec Board, other than the President, Deputy President and, where appointed, Vice President will be 2 years, but any member may, at the discretion of the National Council, be re-appointed for a further term or terms, provided however that no person (other than the Chief Executive Officer or the President, who may continue as a member in his or her capacity as immediate past President following the expiry of his or her term as President) may serve more than 5 consecutive terms as a member of the Ibec Board.
- 9.10 The Chief Executive Officer and the Executive Management Team will have responsibility for implementing the decisions of the Ibec Board.
- 9.11 The Ibec Board may entrust to and confer upon an executive director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers., subject to such delegation not being the delegation of a duty entrusted to the Ibec Board by the National Council.
- 9.12 Any appointment of a non Executive Director is subject to the prior approval of the National Council upon recommendation of the Ibec Board and its Nominations

Committee.

- 9.13 Subject to ratification by the National Council, the Secretary shall be appointed by the Ibec Board for such term, and upon such conditions as it may think fit, and any Secretary so appointed may, subject to ratification of the National Council, be removed by it.
- 9.14 Subject to ratification by the National Council, the Treasurer shall be appointed by the Ibec Board and, subject to ratification by the National Council, any Treasurer so appointed may be removed by it.

COMMITTEES

The Ibec Board will establish the following sub-committees, the membership of which will be determined by the Ibec Board and which may include such members as the Ibec Board may decide, whether members of the Ibec Board or National Council or not. Each Committee established by the Ibec Board will report to it and will have the following powers and duties:

- 10.1 a finance and audit committee (to be called "the Finance and Audit Committee") to oversee the finances of the Confederation and to ensure that an annual audit and preparation of annual accounts is satisfactorily completed, to consider the post audit report to the Ibec Board, risk management and internal control matters and to carry out the functions referred to in this Rule and, to carry out any further functions assigned to it by the Ibec Board;
- 10.2 a remuneration sub-committee (to be called "the Remuneration Committee") to establish the overall budgetary provision for staff remuneration and the determination of the terms of contract, salary, pension rights, performance related pay and other special benefits of the Chief Executive Officer, Secretary and other executive officers appointed by the National Council and members of the Executive Management Team; and
- 10.3 a nominations sub-committee (to be called "the Nominations Committee") to consider and recommend to the Board, appointments to national or international institutions or bodies and to propose individuals for the roles of President, Deputy President, Vice President (if required), Executive Director, Treasurer, Secretary and Trustee as well as to other appropriate bodies involving the nomination of Ibec members or staff.
- 10.4 The Ibec Board will have the right to delegate such of its other powers, duties and functions to the Finance and Audit Committee, the Remuneration Committee or the Nominations Committee or such other committees as it considers it appropriate to establish and will determine the terms of reference of any such committee.
- 10.5 The Finance and Audit Committee will consist of:
- 10.5.1 the Treasurer
- 10.5.2 up to 3 other members as decided by the Ibec Board, one of whom will be appointed the Chair
- 10.5.3. the Chief Executive Officer and/or other executives may be invited to attend meetings of the Finance and Audit Committee upon invitation of the Chair as he or she deems appropriate.
- 10.6 The Remuneration Committee will consist of:
- 10.6.1 the President who will be the chairperson thereof,
- 10.6.2 the Deputy President,

10.6.3 the immediate Past President.

10.7 The Nominations Committee will consist of:

10.7.1 the President,

10.7.2 the Deputy President who will be the chairperson thereof,

10.7.3 1 member of the Ibec Board nominated by the Board, and

10.7.4 the Chief Executive Officer save in matters pertaining to his or her position.

Termination of office

10.8 The term of office of an Ibec Board member shall be vacated if the Member:-

10.8.1 dies,

10.8.2 ceases to be a member of Ibec or leaves his or her employment with the member company whom he or she represented, or with Ibec in the case of an executive director,

10.8.3 is adjudged bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally,

10.8.4 becomes prohibited from being a Director by reason of any judicial order,

10.8.5 becomes of unsound mind,

10.8.6 resigns his or her office, or employed position with Ibec if an Executive Director; or

10.8.7 is convicted of an indictable offence unless the Ibec Board otherwise determine,

10.8.8 is for more than 3 consecutive meetings absent without permission of the Ibec Board from meetings of the Ibec Board held during that period, providing that the Ibec Board pass a resolution that by reason of such absence he or she has vacated office,

10.8.9 is removed from office of Director, or in the case of an Executive Director, from his employment with Ibec

10.8.10 is requested in writing by all his or her co-Ibec Board members or a majority thereof to resign,

10.9.11 has failed to observe, in an extent deemed significant by the Ibec Board, the Rules of the Confederation

10.9.12 if the Treasurer resigns or his/her employment otherwise terminates with Ibec

Removal and Replacement

10.9 The National Council may resolve in a meeting, by a two thirds majority plus one of

those in attendance, of which extended notice has been given, to remove any Ibec Board member before the expiration of his or her period of office notwithstanding anything in these Rules or in any agreement between the Confederation and such Ibec Board member.

- 10.10 The National Council may, by ordinary resolution, appoint another person in place of a Ibec Board member removed from office under the last preceding Rule and, without prejudice to the powers of the Ibec Board to appoint any person to be an Ibec Board member, may appoint any person to be an Ibec Board member either to fill a casual vacancy or as an additional Ibec Board member.

EXECUTIVE MANAGEMENT TEAM

- 11.1 The Executive Management Team will consist of the Chief Executive Officer and the Executive Directors as designated by the Chief Executive Officer and will carry out the functions ascribed to it by the Ibec Board and more particularly detailed in the Bylaws.
- 11.2 The Chief Executive Officer will report at each meeting of the Ibec Board on the operations and functioning of the Executive Management Team and in a manner decided by the Board.
- 11.3 The Chief Executive Officer will ensure minutes are kept of all Executive Management Team meetings.

ROLES OF PRESIDENT, CHIEF EXECUTIVE OFFICER, DEPUTY PRESIDENT, VICE PRESIDENT, TRUSTEES, TREASURER AND SECRETARY

Term of office

- 12.1 The term of office of each of the President, Deputy President and (if appointed in accordance with Rule 7.22) Vice President will be 1 year.
- 12.2 No President will serve more than 2 terms.
- 12.3 No Deputy President will serve more than 2 terms as Deputy President but will, at the end of his/her term, be automatically nominated as President.
- 12.4 No Vice President will serve more than 2 terms as Vice President.

Responsibilities

- 12.5 All Ibec Board members should ensure impartiality in carrying out his or her duties and should not use the position of Ibec Board member to promote his or her firm or to restrict the voice of other member companies who may be competitors to his or her employer or nominating company or committee .
- 12.6 Ibec Board members will declare any conflicts of interest at meetings of the Ibec Board and will absent themselves from any discussions and/or decisions in relation thereto.

President

- 12.7 The President will have responsibility for the overall leadership of the National Council and Ibec Board and for setting and achieving the overall values and goals of

the Confederation in representing the interests of its member constituents. In doing that he or she will:

- 12.7.1 be a guardian of the interests of the Members by ensuring that the Confederation pursues its agreed objectives as set out in these Rules;
- 12.7.2 chair the National Council and Ibec Board meetings;
- 12.7.3 chair the Remuneration Committee and such other committees as he or she considers appropriate following consultation with the Ibec Board and the Chief Executive Officer;
- 12.7.4 support the Chief Executive Officer with advice and direction and be responsible – following consultation with appropriate committees - for all aspects of the Confederation's relationship with the Chief Executive Officer, including terms and conditions of employment;
- 12.7.5 from time to time delegate any or all of his or her authority to the Deputy President for any temporary period of time as agreed between the President and the Deputy President;
- 12.7.6 ensure that the Ibec Board meets on a regular basis and is informed by the management of the Confederation of the performance and issues arising within the Confederation's business;
- 12.7.7 ensure that the Audit Committee, Nominations Committee, Finance Committee and Remuneration Committee are established;
- 12.7.8 promote the maintenance of a good relationship between the Confederation and its stakeholders;
- 12.7.9 ensure that the Ibec Board maintains a full complement of high quality Executive Directors who will adequately serve the ongoing needs of the membership of the Confederation;
- 12.7.10 represent the organisation in his or her role as President in BusinessEurope and other appropriate stakeholders by his or her attendance and participation in significant meetings and events of the Confederation; and
- 12.7.11 carry out such other functions as set out in these Rules.

Deputy President

12.8 The Deputy President will:

- 12.8.1 deputise for the President when he or she is absent or unavailable and carry out such other functions and duties as directed by the President from time to time;
- 12.8.2 support the President as requested by him or her;
- 12.8.3 serve as a member of the Ibec Board;
- 12.8.4 serve as a member of the Remuneration Committee and as chairman of the Nominations Committee; and
- 12.8.5 carry out such other functions as set out in these Rules.

Vice President

- 12.9 The role of the Vice President (if any) will be as set out in the Bylaws.

Chief Executive Officer

- 12.10 The role of the Chief Executive Officer is to be responsible and accountable for the implementation and management of the Confederation's objectives and, in particular, he or she will be responsible for the matters set out hereunder and in the Bylaws:
- 12.10.1 in consultation with the National Council and Ibec Board, the development and implementation of policy and strategy issues;
 - 12.10.2 managing the Executive Management Team and staff of the Confederation;
 - 12.10.3 ensuring that the Executive Directors bring independent judgement to bear on the strategies of the Confederation and its performance and resource allocation;

publicly representing and speaking for the Confederation to a wide spectrum of key stakeholders, policy makers and other political, economic, regulatory and social representatives, the media and other opinion formers both nationally and internationally;
 - 12.10.4 ensuring the appropriate representation of the Confederation at significant national, international and other fora as decided by the Ibec Board;
 - 12.10.5 ensuring that the agreed policies and objectives of the Confederation are carried out and communicated effectively and efficiently and with due regard, where achievable, for co-ordination and compatibility of policy direction and delivery;
 - 12.10.6 save as set out elsewhere in these Rules, all matters relating to staff; and the internal administration, finances and governance of the Confederation;
 - 12.10.7 reporting to the National Council, the Ibec Board and the President.
- 12.11 The Chief Executive Officer may, with the prior approval of the Ibec Board and upon such conditions as the Board sets, delegate such of the functions outlined above as he or she considers appropriate.

Trustees

- 12.12 The role of the Trustees is as set out below:
- 12.12.1 all real and personal estate whatsoever belonging to the Confederation shall be vested in the Trustees and the Trustees will not unreasonably withhold from the Ibec Board authority for the purchase or divestiture of any such assets;
 - 12.12.2 the Trustees are hereby empowered to bring or defend, or cause to be brought or defended, any action, suit, prosecution or complaint in any court of law or other judicial or quasi judicial authority concerning the

property rights, or claim to property or assets of the Confederation;

- 12.12.3 the Trustees will oversee the collection and disbursement of the income and assets of the Confederation and will account annually to the National Council on the management of the said income and assets; and
- 12.12.4 the Trustees will meet with the Ibec Board and any subcommittee thereof including the Finance and Audit Committee, the Treasurer, the Auditors and any other officer or executive of the Confederation with responsibility for financial matters on any issue within their remit.

Secretary

- 12.13 The Secretary will be responsible for:
 - 12.13.1 taking all reasonable efforts to ensure observance with these Rules and the Confederation's legal and compliance obligations;
 - 12.13.2 ensuring the proper administration of the Confederation and its constituent groupings;
 - 12.13.3 notifying, attending, minuting, and advising as required, the National Council, the Ibec Board meetings and such sub committee and other meetings as required; and
 - 12.13.4 ensuring the Ibec Board and its sub committees are aware of their compliance and good governance obligations.

Treasurer

- 12.14 The role of the Treasurer is as set out below and (subject to the Rules herein) is as a member of the Finance and Audit committee;
 - 12.14.1 to account, at least annually, to the Trustees or to the Members at meetings of the Confederation, a just and true account of all monies received and paid by him on behalf of the Confederation,
 - 12.14.2 to present to the National Council, a statement of affairs in relation to the collection and disbursement of the monies of the Confederation.

FUNDS - APPLICATION AND INVESTMENT

The funds of the Confederation will be applied as authorised by the National Council in carrying out any or all of the objects specified in these Rules and may also be applied in indemnifying:

- 13.1.1 members and persons dealing with them, employed by them or otherwise in their service;
- 13.1.2 the Treasurer;
- 13.1.3 the Trustees; and
- 13.1.4 the President and other members of the Ibec Board, Finance and Audit and other Ibec Board or National Council Sub Committees, Executive Management Team, Secretary and employees of the Confederation;

against loss occasioned by carrying out the instructions or directions of the National Council or Ibec Board or otherwise complying with these Rules and the Bylaws. In all matters concerning indemnification, the decision of the National Council will be final.

- 13.2 Such funds of the Confederation as are not required for immediate use to meet the usual accruing liabilities and expenses of the Confederation may, with the agreement of the Trustees, be applied to invest in or purchase such stocks, funds, shares, securities or other investments or property of whatsoever nature and wheresoever situate and whether producing income or not and whether with security or not as the Ibec Board will recommend.

DISSOLUTION

14.1 The Confederation may be dissolved at any time upon a resolution carried by a majority vote of two thirds of the voting Members of the Confederation present and voting at a meeting especially convened for that purpose of which not less than 21 clear days' notice in writing will be given and, at any such meeting, 20 per cent of all Ordinary Members of the Confederation will form a quorum. Adequate provisions will be made for satisfying all liabilities existing at the date of dissolution

1. The profits, if any, or other income of the company shall be applied to the promotion of its objects and no distributions will be made to members.
2. All assets which would otherwise be available to members to be distributed shall be transferred on its winding up to another organisation whose objects are the promotion of commerce or charity with similar objects.

SUBSCRIPTIONS AND CONTRIBUTIONS

- 15.1 Each Member of the Confederation will pay the annual subscription or other contribution in force from time to time in accordance with these Rules.
- 15.2 Subscriptions and contributions for ordinary and associate membership will be fixed by the National Council annually. The National Council may at its discretion make other suitable financial arrangements for Associate Members or such other classes of members.
- 15.3 ~~Where exceptional services involving abnormal expense are provided by the Confederation to a Member, the Secretary may authorise the making of arrangements for that Member to pay an additional contribution for such services.~~
- 15.4 ~~The Secretary may request a Member to produce an auditor's certificate of numbers employed in support of the subscription or contribution payable. Refusal by a Member to accede to this request within 1 month thereof will be deemed sufficient reason for suspending such Member from membership of the Confederation and the suspension will continue until the certificate has been received or as otherwise decided by the Ibec Board.~~
- 15.5 If arrears of subscription or contribution remain unpaid by a Member for a period of 90 days after the date upon which they become payable, the Secretary may send to the Member concerned by registered post a notice specifying a date by which the arrears must be paid. Failure to comply with this notice may, in respect of the relevant Member, lead to the withdrawal of Confederation services and/or representation and such withdrawal will continue while all arrears remain unpaid. The non-receipt of such arrears within a period of 365 days after the date upon which they become payable will render the Member liable to such penalty as provided in these Rules.

RESPONSIBILITY OF MEMBERS

- 16.1 Each Member:
- 16.1.1 will engage with the Confederation in a spirit of co-operation and propriety and have due regard for its Rules, Byelaws and Guidelines.
 - 16.1.2 will make available to the Confederation on request information relating to the numbers, turnover, remuneration and terms and conditions of employment of its employees;
 - 16.1.3 undertakes with the Confederation that it will preserve the confidentiality of and not directly or indirectly reveal, report, publish, disclose, transfer or use for its own or any other purposes Confidential Information except where the Confidential Information is in the public domain or must be disclosed by such Member in compliance with any requirement of law, in response to a requirement of any securities exchange, regulatory or governmental authority or court having jurisdiction over that Member or in order to obtain tax or other clearances or consents from the Revenue Commissioners or other relevant taxing or regulatory authorities. "Confidential Information" for the purposes of this Rule means any and all information which is used in or otherwise relates to the business or affairs of the Confederation or which is received or obtained by a Member as a result of its membership of or association with the Confederation.

CESSER

- 17.1 A Member may at any time by written notice to the Secretary resign from membership of the Confederation. In the event of resignation, a Member will not have any claim against the Confederation for refund of monies paid into the funds of the Confederation on account of subscription, contribution or otherwise.
- 17.2 The National Council may at its absolute discretion suspend or expel from membership any Member who:
- 17.2.1 is in breach of Rule 15 or 16 above;
 - 17.2.2 is in breach of any other Rule or such of the Bylaws or Guidelines or of any rules of any Sector or Region as the National Council may from time to time specify; or
 - 17.2.3 is in breach of or acting in a manner inconsistent with, any or all of the objects of the Confederation as set out in these Rules, whether the breach be by way of departing from a predetermined and agreed course of action taken and endorsed by the relevant Member's Sector or Region or for any other reason deemed sufficient by the National Council; or
 - 17.2.4 in the reasonable opinion of the National Council, has brought or may bring, the name of the Confederation into disrepute or has been guilty of conduct which, in the reasonable opinion of the National Council, renders such Member unfit for continued membership.
- 17.3 Notice of intention by the National Council to consider action under Rule 17.2 above will be sent by registered post to the Member concerned and such Member will have the right to make a submission, either written or verbal, to the National Council or to any committee thereof which may be convened for the purpose.
- 17.4 A decision of the National Council to suspend or expel a Member in accordance with

the foregoing provisions will be by simple majority vote of the members of the National Council present and voting at a meeting of which not less than 21 days' clear notice will have been given specifying the National Council's intention to consider the matter.

- 17.5 Any Member who has been suspended or expelled from membership in accordance with this Rule 17 or Rule 15 may be readmitted as a Member upon such conditions as the National Council may make.

REGIONS

- 18.1 Each Region established in accordance with the provisions of these Rules and the Bylaws will consist of such Members or their subsidiaries, associated companies or organisations as will have a place of business within the relevant Region. No Member or its subsidiary, associate company or organisation will be entitled to be represented as Member in more than 1 Region.
- 18.2 A Region under these Rules will operate for the purposes of consultation and discussion on matters of common interest and the provision of relevant services to the Members of the Region on matters within the objects of the Confederation.
- 18.3 Each Region will elect a committee from among its Members to be known as the Regional Executive Committee.
- 18.4 The term of office of each member of the Regional Executive Committee will be two years, but any member will be eligible for a further term or terms.
- 18.5 Membership of each Regional Executive Committee will be made up of member companies operating within that region and the Ibec Board will strive to ensure that the membership of each such Regional Executive Committee best reflects the diversity of membership of its region.
- 18.6 Each Regional Executive Committee will elect a President and Vice President, both of whom will be either a Chief Executive Officer or hold equivalent position authorising him or her to act on behalf of their employing organisation.
- 18.7 Each Regional Executive Committee should meet at least twice annually and will have an Annual General Meeting of the members of the Region and such other meetings as the Regional Executive Committee, in consultation with the Regional President, decides.
- 18.8 The Ibec Board will be entitled, by way or Bylaw or otherwise, to prescribe rules and regulations relating to the operation and function of each Region and to revoke any existing rules and regulations.

SECTORS

- 19.1 Each Sector established in accordance with the provisions of these Rules and the Bylaws will consist of Members who carry on the same or related industries, trades, businesses or services and will have such title as the National Council may determine. A Member is entitled to apply for membership of any Sector for which it qualifies subject to any restriction deemed appropriate by the relevant Sector committee and subject to payment of the relevant Sector subscription. Membership of a Sector is limited to Members. Any dispute in relation to membership entitlement may be referred to the Ibec Board.
- 19.2 A Sector will operate for the purposes of consultation and the discussion of matters of common interest, the making of relevant representations and/or of negotiation and/or

the provision of relevant services to members of the Sector on matters within the objects of the Confederation. A Sector so established may not enter into any commitment binding on Members who are not members of the relevant Sector.

- 19.3 Each Sector will elect a committee from among its members, which best reflects the diversity of membership of its sector and its membership the members of which will serve for a term of 2 years renewable. Each such committee will elect a chairperson and vice-chairperson from among its members. Each Sector chairperson and vice-chairperson will serve for a term of 2 years but will, at the discretion of the Sector committee, be eligible for re-election for 1 further term which need not be consecutive upon the first.
- 19.4 Each Sector will hold an annual general meeting to consider the affairs of the Sector which all members of the Sector will be invited to attend. The election of the Sector committee should take place at every second annual general meeting and committee members will remain in office until the new committee is elected.
- 19.5 No person will be eligible for election to a Sector committee unless such person is the chief executive officer or an executive director of a Member company or organisation or a senior executive thereof who is authorised to act on behalf of the company or organisation.
- 19.6 Each Sector Committee will meet as often as may be found necessary and desirable and all meetings and activities of will observe and comply with competition laws and regulations and Ibec Trade Association and other relevant guidelines.
- 19.7 All financial arrangements of the Sector including the levying of charges will be as determined by the National Council upon recommendation of the Ibec Board, and implemented by the Chief Executive Officer in consultation with the Executive Management Team.
- 19.8 The National Council will be entitled, by way of Bylaw or otherwise, to prescribe rules and regulations relating to the operation and function of each Sector and to revoke any existing rules and regulations.

NEGOTIATING GROUPS

- 20.1 The National Council will have power to form groups for the purpose of conducting negotiations with trade unions or with other bodies or groups of persons regarding rates of pay and conditions of employment or other matters that come within the objects of the Confederation. A negotiating group may not enter into any commitment binding upon Members who are not members of the relevant negotiating group.
- 20.2 Each negotiating group so formed will elect a committee from among its members (to be known as "the Negotiating Group Committee") and each such committee will appoint its own chairperson and secretary and, subject to these Rules, may determine its own rules and procedures. The secretarial, administrative and advisory services to be provided to each group by officials of the Confederation will be a matter for discussion between the Negotiating Group Committee and the Chief Executive Officer or his/her nominated representative.
- 20.3 Each negotiating group will comply with general Confederation policy as expressed by the National Council and will, upon request, report to the National Council, Ibec Board, the Chief Executive Officer or his or her nominated representative on all matters appertaining to the conduct and policies of the group.
- 20.4 Particulars of every settlement concerning wages and conditions of employment will be conveyed to the Confederation as soon as possible for record purposes.

- 20.5 The National Council will be entitled, by way of Bylaw or otherwise, to prescribe rules and regulations relating to the operation and function of each negotiating group and to revoke any existing rules and regulations.

CONSULTATIVE GROUPS

- 21 The National Council may form consultative groups for the purpose of exchanging views and information on matters of common interest that come within the objects of the Confederation.

ALTERATION OF RULES AND BYLAWS

- 22.1 The power to alter, amend and revoke the Rules and the Bylaws of the Confederation will vest in the National Council acting by a resolution passed by a two thirds plus one majority of its members present and voting at a normal meeting. Any proposed alteration or amendment to or revocation of these Rules will be notified to the appropriate authority as soon as is practicable after the alteration, amendment or revocation is approved by the National Council. No Bylaw will be made that contravenes any of these Rules.
- 22.2 Changes to the Rules and Bylaws may be proposed by recommendation of a sub committee of the Ibec Board established for that purpose.

PRECEDENCE

23. In the event of an inadvertent conflict between these Rules and any Bylaw or Bylaws, these Rules will prevail.

Bylaws-

These Bylaws set out the procedural and operational governance arrangements of the Confederation.

They may be changed and adapted by authorisation of the Ibec Board.

NATIONAL COUNCIL MEETINGS

The following procedural rules will apply to all meetings of the National Council.

Venue

- i) Subject to Rule 7.10, meetings of the National Council will take place at the registered office of the Confederation unless otherwise determined by the National Council at its immediately preceding meeting or by the Chief Executive Officer in exceptional or emergency circumstances.

Notice

- ii) Subject to Rules 7.19, 10.9 and 14.1 and except in cases of emergency as determined by the Chief Executive Officer, at least 14 clear days' notice of all meetings will be given to every person entitled to attend. Details of the venue of the meeting and an agenda will be circulated at that time and detailed papers will be circulated at least 5 days prior to the holding of each meeting.

Agenda

- iii) The agenda for each meeting will be set by the Chief Executive Officer, in consultation with the President and the Ibec Board and will be circulated by the Secretary with the notice provided for in paragraph ii) and will, for the avoidance of doubt, exclude matters which are solely in the interest of individual Members.

Chairperson/Quorum/Voting

- iv) At each meeting of the National Council, the President or the Deputy President and 10 members of the National Council will form a quorum and the President or, in his/her absence, the Deputy President, will preside as chairperson or, in the absence of the Deputy President, the members of the National Council present, being no fewer than 10 in number, may form a quorum and may appoint a chairperson from their number for the meeting.
- v) Except as otherwise provided in the Rules, decisions and resolutions will be determined by a simple majority of votes decided by show of hands or by a secret ballot as the chairperson will decide and if upon any question the votes are equal, the chairperson will have a second or casting vote.

Adjournment

- vi) The chairperson of any meeting may, with the consent of the members present, adjourn the meeting from time to time and from place to place. No notice need be given of an adjourned meeting unless it is proposed to transact other business in addition to that left unfinished at the meeting from which the adjournment took place.

Minutes

- vii) Proper minutes will be recorded of all resolutions and proceedings of the National Council and every minute signed by the chairperson of the meeting to which it relates or by the chairperson of a subsequent meeting. Such minutes will be kept at the registered office of the Confederation and will be open for inspection to Members by prior appointment, subject to payment of an appropriate administrative fee not exceeding €50.

Attendance of Persons in a Non Voting Capacity

- viii) The President, in agreement with the Deputy President and in consultation with the Chief Executive Officer, may, at his or her discretion, invite representatives of Member companies or organisations or other persons to attend meetings of the National Council in a non-voting capacity.

Electronic Meetings

- ix) All or any of the members of the National Council can take part in a meeting, by use of conference telephone, video-conferencing or other telecommunications equipment designed to allow all persons participating to hear each other speak (an "Electronic Meeting").

- x) A person taking part in this way will be counted as being present at the meeting and an Electronic Meeting will be considered to be a valid meeting for the purposes of passing resolutions and making decisions of the National Council.
- xi) The provisions of these Rules, in so far as they relate to the summoning of meetings of the National Council, the transaction of business, quorum, voting, adjournment and the keeping of minutes, will apply to an Electronic Meeting as if it were a meeting of the National Council at which all of those taking part were in the physical presence of each other.

NOTICE OF GENERAL MEETINGS

- an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Confederation (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen days' notice in writing at the least. The notice shall specify the day, the place and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner authorised by these Rules to such persons as are under these Rules entitled to receive such notices from the Confederation
- A general meeting, notwithstanding that it has been called by a shorter notice than that specified in the last preceding Rule, shall be deemed to have been duly called if it is so agreed:-
 - (a) In the case of a general meeting for the purpose only of passing one or more special resolutions, by a majority of the members having a right to attend and vote thereat, being a majority together representing not less than 90% of the total voting rights at that general meeting; and
 - (b) in the case of any other general meeting, by the Auditors and by all the members entitled to attend and vote thereat.
 - (c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Ibec BOARD MEETINGS

Frequency

- i) The Ibec Board will meet as often as is found necessary or desirable or as directed by the National Council but no less than 6 times in each calendar year. Meetings will be convened by the Secretary.

Quorum

- ii) 5 members of the Ibec Board present in person will constitute a quorum for the purposes of a meeting of the Ibec Board.

Voting

- iii) Decisions of the Ibec Board (including, for the avoidance of doubt, nominating individuals for the role of President, Deputy President, Treasurer, Secretary and Trustees and, where required, Vice President in consultation with the National Council) will be made by simple majority of members present at any meeting unless otherwise specified in these Rules. In the event that there is an equality of votes in favour of and against any decision or resolution, the Chairperson will have a second and casting vote.

COMMITTEES

Finance & Audit Committee Terms of Reference

Section 1 - Membership

The Committee shall be appointed by the Ibec Board and shall consist of not less than three independent non-executive directors. The President shall not be a member of the Committee. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than three (3) members as a result of the vacancy. At least one member of the Committee shall have recent and relevant financial experience.

The Board should select the Treasurer who will be a member of the committee. The Treasurer or his/her nominee, shall act as Secretary to the Committee.

Section 2 - Meetings & Minutes

Attendance

A quorum shall comprise three members. Only members of the Finance & Audit Committee are entitled to attend and vote at Committee meetings. The Chief Executive Officer, while not a member of the Committee, will normally attend meetings.

Frequency

Meetings shall be convened at the discretion of the Treasurer, but shall be held at least four times per annum. Such meetings should coincide with key dates in the financial planning and reporting cycle.

Minutes

The Treasurer shall be responsible for recording the minutes of each meeting. Minutes of meetings will be circulated to all Members in advance of their formal adoption by the Committee.

Section 3 - Duties and responsibilities

The duties and responsibilities of the Finance & Audit Committee are to assist and where relevant make recommendations to the Ibec Board on the discharging of its responsibilities as they relate to financial management, external financial reporting, external and internal audits, ensuring that an effective system of internal control, comprising financial, operational controls, compliance and risk management, is maintained and operated, and in particular:

Finance

The Committee shall have the following duties and responsibilities with respect to Finance:

- To provide strategic direction to Ibec on issues pertaining to income and expenditure including the setting and collection of subscription income;
- To recommend the annual draft budget to the Ibec Board and Trustees;
- To liaise with the Trustees in recommending the budget and expenditure and allocation of

each of the constituent entities through which the Confederation operates;

- Review the quarterly financial forecasts;
- Review and monitor Ibec's financial performance, the achievement of approved financial targets by Management and the setting and collection of subscription income;
- Review and recommend to the Ibec Board and the Trustees for approval the financial aspects of Ibec's annual business plan;
- Review and recommend to the Ibec Board and Trustees for approval, any changes in accounting policies or significant transactions which impact the financial statements in a significant manner;
- Review and monitor and report to the Ibec Board and Trustees the policies and procedures that management have developed to identify and manage the principal risks of the business, including the results of the implementation of appropriate systems to manage these risks.

Audit

The Committee shall have the following duties and responsibilities with respect to Audit:

- Review and recommend for approval to the Trustees and the Ibec Board the Confederation's and any associated companies annual accounts;
- Ensure the annual accounts comply with any relevant legislation and regulation and that they give at the end of the financial year a true and fair view of the state of affairs of the Confederation;
- Performing any other functions relating to the Confederation's audit and financial management that are delegated to it by the Ibec Board and performing any additional functions prescribed by the Ibec Board and/or Trustees liaising with and accounting;
- To review the risks to the profit and loss and balance sheets of both organisations within the Confederation;
- Review annually with management and the External Auditor, and report to the Ibec Board and Trustees, on the appropriateness of accounting policies, disclosures, forecasts, reserves, and judgments regarding accounting choices and ensure they are fair, accurate and in accordance with accounting standards;
- To report to the Ibec Board and Trustees on the management of the funds and property of the Confederation on a regular and at least annual basis;
- To provide the Trustees with such financial information as they may require;
- To approve a policy in relation to expenditure including appropriate limits that are preapproved for named individuals;
- The Committee will review and approve the quarterly management accounts. The Committee shall provide a report to the Ibec Board on the results of its review at the next regular Board meeting;
- Review quarterly the expenses of the President, the Chief Executive Officer and the Ibec Board.

Internal Controls

The Committee shall have the following duties and responsibilities with respect to Internal controls:

- To assist the Ibec Board in fulfilling its responsibilities in ensuring the appropriateness and completeness of the system of internal control, reviewing the manner and framework in which management ensures and monitors the adequacy of the nature, extent and effectiveness of internal control systems, including accounting control systems and thereby maintaining an effective system of internal control;
- Review the results of the reports of the internal and external auditor with respect to the state of Ibec's internal controls systems.

External Auditors

The Committee shall have the following duties and responsibilities with respect to External Auditors:

- To consider and recommend the appointment, reappointment and removal of the External Auditor, the audit fee and any questions of resignation or dismissal.
- To discuss with the External Auditor before the audit commences the nature and scope of the audit.
- To discuss matters arising from the interim and final audits and any other matters the External Auditor may wish to discuss.
- To resolve disagreements regarding financial reporting between Management and the External Auditor.
- To review the External Auditor's Management letter and Management's response and any other communications addressed to the Ibec Board.
- To monitor and review at least annually the performance, qualifications, expertise, resources and independence of the External Auditor.
- To annually assess the effectiveness of the external audit process

Internal Audit

The Committee shall have the following duties and responsibilities with respect to Internal Audit:

- To review and approve an Internal Audit plan on at least an annual basis.
- To monitor and review the effectiveness of the internal audit programme, ensure co-ordination between the Internal and External Auditors and ensure that the internal audit function is adequately resourced and that adequate attention is paid to value for money auditing.
- To receive reports from the Internal Audit function.

Section 4 - Reporting procedures

The Treasurer shall report formally to the Ibec Board and the Trustees on the Committee's proceedings after each meeting on all matters within its duties and responsibilities.

The Executive will ensure that all information relevant to the discharge by the Committee of its responsibilities, as detailed above is provided to the Committee.

Section 5 - Review

On an annual basis, the Committee will review the effectiveness of its operations and report to the Ibec Board on its findings and recommendations.

On an annual basis, the Committee will review these terms of reference and make recommendations on updating or amending them to the Ibec Board as appropriate.

EXECUTIVE MANAGEMENT TEAM

1. The Executive Management Team will consist of the Chief Executive Officer and the Executive Directors as set out in Rule 11.1.
2. The Executive Management Team will meet have responsibility for implementing the decisions of the Ibec Board and its sub committees and carrying on such other functions as may from time to time be delegated to it by such bodies and will:
3. Develop and present proposals on policy formation to the Ibec Board on a regular basis
4. Give regular and timely updates to the Ibec Board on the implementation progress of their decisions
5. Support the Chief Executive Officer
6. Act in the best interests of the Confederation at all times and will, as appropriate, disclose any potential or actual conflict of interest or other potential reputational risk to the Chief Executive Officer
7. Communicate accurately and in a timely and effective manner, with the Ibec Board on all key operational matters and will keep the Board apprised of significant issues as they arise
8. Lead and motivate staff in delivering a high quality professional service to Members
9. Implement appropriate human resource management processes and practices

USE OF ELECTRONIC COMMUNICATIONS

Notwithstanding any other provision of the Rules, whenever any person (including, without limitation, the Secretary and Members) is required or permitted by these Rules or otherwise to give or receive information in writing, such information may be given or received in electronic form, whether as an electronic communication or otherwise in such manner or form and subject to such restrictions as the Ibec Board will determine from time to time in its absolute discretion and subject to the following provisions of this Rule:

The manner or form (including any relevant restrictions) of or relating to electronic communications between the National Council, the Ibec Board, the Executive Management Team, the Sectors, the Regions and the Members will be governed by such terms and conditions of electronic communication as may be made by the Ibec Board at any time and from time to time. The Ibec Board may at any time supplement, vary or revoke any such terms and conditions.

The terms and conditions of electronic communication issued by the Ibec Board pursuant to this Rule may include without limitation provisions designed to:

- i) ensure the security of electronic communication;
- ii) establish and authenticate the identity of the giver or recipient, as the case may be, of the information;
- iii) record the consent of the giver or recipient of the information by electronic means or in electronic form; and
- iv) prescribe the method of determining the date and time at which any electronic

communication is to be treated as sent or received.

For the avoidance of doubt, any giver or recipient of information who has notified the Confederation in writing of his/her/its election to give or receive information in electronic form whether as an electronic communication or otherwise may at any time, by notice given in accordance with the terms and conditions of electronic communication issued by the Ibec Board, elect to give or receive the information in any one of the other forms permitted by these Rules.

Form E. - Reg. 8.

Register Number: 454 T

Partial Amendment

TRADE UNION ACTS, 1871 TO 1990

Acknowledgement of Registry of Amendment of Rules

The foregoing Amendment of the Rules of
IRISH BUSINESS AND EMPLOYERS CONFEDERATION
is registered
this Tuesday, 6th day of June, 2017


For Registrar of Friendly Societies

Copy kept.

