



**Irish Association for Russian, Central and East European Studies**  
An Cumann Éireannach um Staidéar ar an Rúis agus ar Thíortha  
na hEorpa Láir agus Thoir

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**Irish Association for Russian, Central and East European Studies /  
An Cumann Éireannach um Staidéar ar an Rúis agus ar Thíortha na  
hEorpa Láir agus Thoir (IARCEES) Constitution  
(as amended 31 May 1987 and 10 May 2019)**

**1. Main Object**

The main object of the Irish Association for Russian, Central and East European Studies (IARCEES, henceforth “IARCEES” and “the Association”), established as the Irish Slavists’ Association (ISA) in 1975, renamed to Irish Association for Russian and East European Studies in 1995, and to Irish Association for Russian, Central and East European Studies in 2007, exists to advance education for the public benefit in Ireland by encouraging and promoting study and research in the field of the languages and cultures of the former Soviet Union and the countries of Central and Eastern Europe. To this end, it holds, at least once a year, a Conference at which papers shall be read and discussed on topics within the field of Slavonic languages and cultures.

**2. Powers**

IARCEES shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 2.1. To solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object.
- 2.2. To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which IARCEES shall consider calculated to promote its Main Object.
- 2.3. To make application on behalf of IARCEES to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 2.4. To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of and to develop and deal with all or any part of the property of IARCEES.
- 2.5. To borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of IARCEES to mortgage or charge all or any part of the property of IARCEES, present or future.



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- 2.6. To invest any moneys of IARCEES not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where IARCEES intends to accumulate funds over a period in excess of two years for any purposes.
- 2.7. To open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 2.8. Subject to clause 3, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 2.9. To grant pensions, gratuities, allowances or charitable aid to any person who may have served IARCEES as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by IARCEES and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by IARCEES; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by IARCEES and to subscribe or guarantee money for charitable objects.
- 2.10. To insure any or all of the Executive Members against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 2.11. To do all such other lawful things as IARCEES may think incidental and conducive to the foregoing Main Object.

### **3. Income and Property**

- 3.1. The income and property of IARCEES shall be applied solely towards the promotion of the Main Object(s) as set forth in this Constitution. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of IARCEES.
- 3.2. No Trustee or Executive Member shall be appointed to any office of IARCEES paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from IARCEES. However, nothing shall prevent any payment in good faith by IARCEES of:



- (a) reasonable and proper remuneration to any member or servant of IARCEES (not being an Executive Member) for any services rendered to IARCEES;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Executive Members or other members of IARCEES to IARCEES;
- (c) reasonable and proper rent for premises demised and let by any member of IARCEES (including any Executive Member) to IARCEES;
- (d) reasonable and proper out-of-pocket expenses incurred by any Executive Member in connection with their attendance to any matter affecting IARCEES;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which an Executive Member may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by IARCEES to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

#### **4. Additions, alterations or amendments**

IARCEES must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the IARCEES Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

#### **5. Winding Up**

If upon the winding up or dissolution of IARCEES there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of IARCEES. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the Main Object of IARCEES. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on IARCEES under or by virtue of Clause 3 hereof. Members of IARCEES shall select the relevant institution or institutions at or before the time of



dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## **6. Membership**

6.1. The following shall be eligible for membership of the Association:

- (i) Scholars of Russian, Central and East European studies in disciplines including, but not limited to, languages, literatures, history and political science.
- (ii) Persons with an interest, professional or otherwise, in these disciplines.

6.2. The Association may elect persons of distinction in the field of (Irish) Slavonic Studies to Honorary Membership of the Association.

6.3. Each member of IARCEES shall pay an annual subscription, the amount of which shall be determined from time to time at an Annual General Meeting of the Association. Membership may be terminated by a decision of the Committee for non-payment of the annual subscription or other good cause. A member wishing to resign may do so by serving notice in writing to the Executive at the Association's principal place of business.

## **7. General Meetings**

7.1. The Association shall hold at least one general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee. Each Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. An Annual General Meeting shall be called giving at least 14 days' notice.

7.2. An Extraordinary General Meeting may be called at any time by the Executive Committee, giving at least 7 days' notice of the meeting. An Extraordinary General Meeting shall also be convened at the written request of fifteen or more members of the Association.

7.3. The business of the Annual General Meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Executive Members.

7.4. Decisions of a General Meeting shall not be valid unless a quorum of eight members is present at the time a decision is taken. Every member present in



person shall have one vote. Where there is an equality of votes, the Chairperson shall be entitled to a second or casting vote.

7.5. None of the following matters may be brought into effect unless the same shall have been approved at a General Meeting of IARCEES by not less than two-thirds of members present, or through postal/digital vote by not less than two-thirds of members eligible to vote:

- (a) to change the name of IARCEES;
- (b) to make any alteration, addition or amendment to the IARCEES Constitution;
- (c) to wind up IARCEES;
- (d) to appoint a new trustee;
- (e) to remove an Executive Member;
- (f) to employ any person on remuneration;
- (g) to incur capital expenditure;
- (h) to incur borrowings.

7.6. The accounts for each financial year, which runs from 1 April every year, together with such additional evidence as may be necessary to demonstrate the full financial position of the Association, shall be audited and presented to the Annual General Meeting. The Auditor shall be elected at the General Meeting for the following General Meeting, and the accounts submitted to the Auditor by the Treasurer ahead of the General Meeting. The accounts shall be circulated with the agenda for General Meetings.

## **8. The Executive (Charity Trustees)**

8.1 The number of the Executive Members shall be not less than three (3) and, unless and until determined by IARCEES in general meeting, not more than twelve (12). The officers shall be the President, a Vice-President, the Secretary and the Treasurer.

8.2 The President, Secretary and Treasurer shall be elected to hold office until the next Annual General Meeting of the Association, but will normally be eligible for re-election in their respective offices, up to a maximum period of three years. The President shall have served on the Executive Committee for a minimum of three years, including in the capacity of Vice-President or Member of Conference Organising Committee. The President's term of office may be prolonged by one year. The Secretary, upon retirement from that office, shall become an ordinary member of the Executive Committee for a period of one year.



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- 8.3 The Vice-President shall be the person entrusted by the Annual General Meeting with the responsibility for arranging and convening the next Annual Conference of the Association, and shall hold office until the next General Meeting.
- 8.4 Every nomination of a person for election to the Executive Committee must be supported by two members of the Association at the Annual General Meeting. Outside of General Meetings, additional members may be co-opted until the next General Meeting.
- 8.5 No remuneration shall be payable to any of the Executive Members in respect of their services as Executive Member. The Executive Members may be paid expenses properly incurred by them in attending and returning from meetings of the Executive, General Meetings of IARCEES, or otherwise in connection with the business of IARCEES, as determined by the Executive Committee.
- 8.6 The business of IARCEES shall be managed by the Executive Committee, who may exercise all such powers of IARCEES as are not by this Constitution required to be exercised by IARCEES in general meeting, subject nevertheless to the provisions of this Constitution and to such directions as IARCEES in general meeting may give. No such direction given by IARCEES in general meeting shall invalidate any prior act of the Executive which would have been valid if that direction had not been given.
- 8.7 All cheques and other negotiable instruments and all receipts for moneys paid to IARCEES shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the Executive shall from time to time by resolution determine.
- 8.8 IARCEES shall keep minutes:-
- (a) of the names of the Executive Members present at each meeting of the Executive Committee and of any sub-committee;
  - (b) of all resolutions and proceedings at all IARCEES General Meetings, meetings of the Executive Members and of any sub-committees.
- 8.9 The office of Executive Member shall be vacated if an Executive Member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

## **9. Proceedings of the Executive**

- 9.1 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum for meetings of the Executive Committee may be fixed by the Executive and, unless so fixed, shall be two (2). Questions arising at any



meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.

- 9.2 The Executive Committee may delegate any of its powers to sub-committees consisting of such member or members of the Executive and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. A sub-committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the sub-committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

#### **10. Trustees for the purpose of holding property of IARCEES**

The property of IARCEES shall be vested in and held by the Trustees for the time being of IARCEES upon trust for IARCEES as beneficial owner, to be dealt with at all times as and only as the Executive Committee may, in accordance with the main objects, direct. The Trustees shall, at the request of the Executive Committee and at the cost of IARCEES as beneficial owner, transfer or convey the trust property to such persons, at such times and in such manner as the Executive Committee shall direct. The Trustees shall be indemnified out of the assets of IARCEES against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property. The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the Executive Committee for that purpose. The number of the Trustees shall be not less than three. IARCEES in general meeting shall have the power of appointing new Trustees.

#### **11. Address**

The address of IARCEES shall be IARCEES, c/o Department of Russian and Slavonic Studies, Trinity College Dublin, Dublin 2, D02 PN40, Ireland.