

# CONSTITUTION

of the

## SOCIETY FOR IRISH LATIN AMERICAN STUDIES

1 July 2003

Amended on 24 June 2005

### **Article 1. Name, Authority, and Conditions of Operation**

- (a) The Society shall be called THE SOCIETY FOR IRISH LATIN AMERICAN STUDIES.
- (b) The Society will be organised within the meaning of the articles 60-79 of the Swiss Civil Code (*Code Civil Suisse et code des obligations – Associations à but non lucratif*), as now enacted or hereafter amended.
- (c) The Society shall encourage diversity amongst its Members (e.g., gender, age, origin, ideology, religion, etc.), accepting and respecting cultural differences and recognising that no one culture is intrinsically superior to another.
- (d) The Society is open to any point of view, to any historical period, and to any approach.

### **Article 2. Aims**

- (a) The Society's Scope of Study is the migration of people from Ireland to Latin America, their settlement, lives, and achievements, as well as those of their descendants, together with contemporary presence of Ireland and people of Irish ancestry in the life and culture of Latin America, and the presence of Latin Americans in Ireland.
- (b) The Society is organised exclusively for research, scientific and educational purposes within the Scope of Study, more specifically to collect, preserve and make public of the scattered, decaying and hidden treasure of Irish Latin American historical material that lies about in old family archives, and half forgotten official records, as well as in old pamphlets and periodicals which have not found their way into the public libraries, but still exist in out-of-the-way places.
- (c) The Society shall promote, foster, organise, and co-ordinate various activities concerning the Scope of Study, including but not limited to:
  - undertake research projects
  - publish studies and essays
  - fund fellowships, grants, and research prizes
  - organise field trips
  - develop educational programmes

- organise conferences
- open and maintain museums or memorial centres
- restore landmarks and interesting places
- organise social events for its Members

### **Article 3. Registered Office and Duration**

- (a) The Society's registered office is located at: Maison Rouge, Burtigny (1268), Switzerland.
- (b) The Society shall exist until the General Meeting decide its dissolution.

### **Article 4. Organisation**

- (a) The governing bodies of the Society shall be the General Meeting, the Executive Committee, and the Auditor/s.

### **Article 5. Financial Resources**

- (a) The funds of the Society shall comprise Membership fees, extraordinary Member contributions, donations, bequests, revenues from paid activities, and public grants.
- (b) The fiscal year of the society shall be from 1 May to 30 April.
- (c) The Executive Committee shall be responsible for keeping the Society's financial accounts in order and especially for the audit at the end of the fiscal year. The Auditors shall be appointed by the General Meeting, and shall control and approve the accounting procedures of the Executive Committee. The General Meeting shall approve the Audit's Report before a change in the Executive Committee.
- (d) The Executive Committee shall choose the person or persons responsible for the funds of the Society and authorise them to sign cheques.
- (e) The Society's financial commitments shall be warranted by its assets.
- (f) No Member of the Society shall be personally liable for its debts or obligations of any nature whatsoever, nor shall any of the property of the Members be subject to the payment of the debts or obligations of this Society.

### **Article 6. Membership**

- (a) Eligibility. Any person or institution interested on the Aims of the Society (Art. 2) shall be eligible for Membership, provided that he or it has paid the appropriate fee.

- (b) Types of Members. There shall be three types of Members: Senior, Student, and Honorary. Only Senior Members may vote at the General Meeting.
- (c) Types of Membership. There shall be two types of Membership: Annual and Life, being Life twenty-five times Annual.
- (d) Membership fee. The fee for Annual and Life Membership shall be decided by the Executive Committee. The fee for Senior Members will be double the fee for Student Members. Honorary Members will have no obligation to pay fees.
- (e) To become a Member, candidates must submit their enrolment form and pay their Membership fee, and the Executive Committee or its delegated bodies must accept it.
- (f) Membership will cease under one of the following circumstances:
  - Resignation. In any case of resignation, Membership fees shall remain due by the Member.
  - Dismissal for misconduct or other serious reasons. Membership fees due for three or more years shall be considered a serious reason. In any case of dismissal, the Member may appeal to the General Meeting.
- (g) If possible, a newsletter will be published by the Society and distributed amongst Members and other persons interested on the Society.

## **Article 7. The General Meeting**

- (a) The General Meeting is the highest authority of the Society, and includes all its Members.
- (b) The General Meeting shall have the authority to execute the following powers:
  - Adopt and amend the articles of the Constitution
  - Elect the Members of the Executive Committee and the Auditor/s
  - Discharge the Executive Committee and the Auditor/s
  - Approve reports, accept the accounts, and vote budgets
  - Approve other matters submitted to its consideration
  - Decide the dissolution of the Society, provided that this decision is backed by at least two thirds of the present Members, and being the present members at least one half of the total number of Members
- (c) General Meetings may be held personally or through other media, including but not limited to, electronic means. Decisions must be documented.
- (d) General Meetings must be called by the Executive Committee with twenty days notice. Extraordinary General Meetings may be called by the Executive Committee as required.

- (e) The General Meeting is presided by the President or by other Member of the Executive Committee.
- (f) Decisions shall be by a majority of those present and voting at a General Meeting of the Society.
- (g) Votes shall be public.
- (h) The General Meeting shall be held at least once a year. The Executive Committee shall summon a General Meeting in the last two weeks of Full Term.
- (i) During the General Meeting, the following items shall be discussed and approved:
  - Annual Report of the Executive Committee
  - Treasurer's Report and Auditor's Report
  - Election of Auditor/s
  - Any other business, including comments or motions from any Member present
- (j) Extraordinary General Meetings: the Executive Committee shall summon an Extraordinary General Meeting within three weeks of being presented with a Requisition to that effect signed by at least one tenth of the Society's total Membership.

#### **Article 8. The Executive Committee**

- (a) The Executive Committee is responsible for the management of the Society, and for the strategy to attain its Aims.
- (b) Composition: the Executive Committee shall consist of at least five Members appointed by the General Meeting for a term of three years. Appointed Members shall be eligible for re-election to the Executive Committee. The Executive Committee shall appoint the President, the Vice-President, the Treasurer, the Secretary, and the Director/s from among the Members of the Executive Committee.
- (c) Meetings and quorum: The President or Secretary shall summon a meeting of the Executive Committee when appropriate, and shall give sufficient notice. Four shall be a quorum, of whom the President or the Vice-President may be one. Meetings may be held personally or through other media, including but not limited to, electronic means. Decisions must be documented.
- (d) Attendance: all Members of the Executive Committee shall attend its meetings unless they have good reason for absence and shall send apologies if they are unable to attend.
- (e) Decisions: unless stated otherwise in these Articles, the Executive Committee shall reach its decisions through a simple majority of those present and voting.
- (f) The Executive Committee shall have the authority to execute the following powers:

- develop the strategy necessary to attain the Society's Aims
  - summon Ordinary and Extraordinary General Meetings
  - decide whether or not candidates are accepted as Members of the Society, and about the dismissal of Members
  - supervises the application of the Society's Constitution, adopt rules and procedures, and administer the Society's assets
- (g) The Executive Committee shall be in charge of the accounting procedures and book-keeping. At the end of each term, the Society's accounting books shall be submitted by the Executive Committee to the Auditor/s elected by the General Meeting.
- (h) The Executive Committee shall have the authority to hire Members or other persons to perform a time-limited mandate. The Executive Committee may hire or dismiss employees, whether on a paid or *pro causa* basis.

**Article 9. The Auditor/s.**

- (a) The Auditor/s shall vouch the accounts with a view to expressing an opinion that they convey a true and fair view of the financial condition of the Society.

**Article 10. Dissolution.**

- (a) Only the General Meeting may decide the dissolution of the Society; see Art. 7(b)
- (b) In the case of dissolution of the Society, the Executive Committee shall ensure the liquidation. If there is a residual asset, it will be assigned to an institution with similar objectives.

**Article 11. Definitions**

"He" or "His" may also mean "She" or "Her", according to the sex of the person concerned.

"Consent of Executive Committee" – A simple majority of those present and voting.

"Member of the Executive Committee" – Anyone who is entitled to vote at meetings of the Executive Committee.

"Scope of Study" – The migration of people from Ireland to Latin America, their settlement, lives, and achievements, as well as those of their descendants, together with contemporary presence of Ireland and people of Irish ancestry in the life and culture of Latin America, and the presence of Latin Americans in Ireland.

"Latin America" - South America, Central America, the Caribbean, and parts of North America with historical and cultural influence from Latin American communities.

**Article 12. Authority.**

(a) Articles 60-79 of the Swiss Civil Code (*Code Civil Suisse et code des obligations*), as now enacted or hereafter amended, shall prevail.

The present articles of Constitution have been adopted by the Constitutive General Meeting of 1 July 2003, and modified by the General Meeting of 24 June 2005.