



Mission & Objectives

Articles 1 – 9

Mission

1. The Irish Agresso User Group (IAUG) seeks to provide a forum for discussion and collective action Agresso issues, so as to enhance users' investment, maximise the business benefits that can be derived from it and proactively influence the future development of the product.
2. All references to 'Unit 4' in the Constitution will equally apply to any successor vendor of the Agresso/Unit 4 ERP product.
3. All references to Agresso refer to the product now branded as Unit 4 ERP, or to any future brand assigned to the product, formerly called Agresso.

Objectives

4. Provide a base for members to share their knowledge of and experience in using the Agresso suite of products and its complementary products.
5. Suggest potential improvements to Unit 4 and seek to influence its strategic development. Proactively maximise the influence of the IAUG customer base in realising the most favourable outcome.
6. Seek to establish proactive and regular communications between IAUG and Unit 4
7. Work in partnership with Unit 4 to identify areas of difficulty within the Unit 4 suite of products.
8. Develop relationships with other Unit 4 User Groups.
9. Develop relationships and proactive communication with Unit 4 preferred partners to maximise the business benefits for IAUG members of working with these partners.

Membership

Articles 10 - 18

Membership

10. Membership of IAUG is available to any organisation that meet the criteria of: being a current user, having purchased, or signed contracts to purchase any of the Unit 4 suite of products.
11. Membership may be granted, provided the organisation has applied to, and is approved by Council for membership and has paid the IAUG membership fees.
12. Where an organisation does not satisfy the criteria for membership, Council may approve them to attend its events. Such organisations will not be entitled to attend or vote at the AGM and cannot hold a position on Council but may attend upon the invitation of the Chair.
13. Each member organisation will nominate a person as the contact for all IAUG communication. Each organisation shall be entitled to send delegates to seminars and event organised by IAUG.
14. Unit 4 will be invited to attend Council meetings by the Chair. With the permission of the Council, non-members may attend IAUG meetings from time to time.
15. Any member organisation failing to pay their fees will cease to be a member of IAUG on the recommendation of the Treasurer and subject to Council approval.

Member Communication

16. All official communication from IAUG to its members as a body will be by electronic means. Members are therefore required to provide a current, working e-mail address to which IAUG correspondence can be sent.
17. Official communication will include notification of General Meetings, including seminars, events and the AGM.
18. Unit 4 may request minutes and attachments from IAUG for Council meetings (or portion of meetings) which they attend.

Code of Conduct

Articles 19 - 26

Code of Conduct

19. In order for IAUG to operate effectively and openly as a source of information and experience it is important that information posted on IAUG systems or discussed at IAUG events is not used in inappropriate ways. The code of conduct below is designed to protect this position and is binding on all member organisations and representatives. The IAUG Council reserves the right to discipline any member found to be in breach of the code of conduct.
20. IAUG circulation and contact details shall not be used for sales approaches, commercial mailings, or cold-calls, either by member individuals or their associated companies.
21. No IAUG information including, but not restricted to, lists of members should be released to any third party without the written authority of the Chair or Secretary.
22. No information, whether posted on IAUG systems, or presented at (or discussed during) IAUG events, shall be disclosed to third parties, unless it is already information in the public domain.
23. Individuals or companies, who may be representing IAUG members at events, or accessing information through IAUG systems, are bound by the IAUG constitution and code of conduct in the same way as the member they represent.
24. Presentations at IAUG events are wholly at the discretion of IAUG Council. They are not to be used as a platform for sales promotions by members or their representatives. As part of an IAUG event, the Council may permit marketing opportunities to selected organisations, where there is a benefit (e.g. sponsorship) to IAUG.
25. IAUG Council members are required to disclose to the Chair or Secretary any potential conflict of interest pertaining to the business of the Council.
26. Only IAUG Officers can issue official press or news releases on behalf of the IAUG.

Governance

Articles 27 - 57

Meetings

27. A General Meeting of IAUG is required to conduct certain business and an Annual General Meeting (AGM) will be held at minimum once in any 18-month period.
28. The following business is to be conducted at the AGM:
 - a. Receive a Chair's report on the IAUG's activities for the period under review.
 - b. Receive and Approve a Financial Report on income and expenditure within the period under review and Statement of the Financial Position.
 - c. Approve the Annual Membership Fees for the next calendar year.
 - d. Election of members to Council.
 - e. Any Other Business
29. Members wishing to raise agenda items or resolutions at the AGM must submit them in writing to the Chair at least one month prior to the meeting. These items will then be included in the agenda if approved by the Council.
30. Only those IAUG members attending the meeting shall be entitled to vote. Attendance at meetings includes visual &/or oral presence by electronic conferencing facility, when remote facilities are available.
31. Any other full IAUG meetings are to be held at the discretion of the Council or upon the request of 20% of IAUG members.
32. All votes at the meeting shall be by way of a show of hands with a simple majority being required, unless there is a subsequent resolution to amend the IAUG constitution. In this case two thirds of the members attending the meeting must vote in favour of the resolution.
33. The General Meeting delegates the day to day management of the IAUG to the Council, elected for this purpose.

Council

34. Council meetings are to be held at least four times a year to promote the IAUG's interests as directed by the AGM. Copies of minutes of these meetings are to be available to all members once they have been approved by the Council Officers.
35. The Council is responsible for the promotion of the interests of IAUG and the arrangement of the AGM. It shall be constituted as follows:
36. The IAUG Council shall constitute a maximum of 12 elected members.
37. No member organisation (or group of companies) shall have more than one elected representative on the Council.
38. From the elected Council Members, the following Officers are to be appointed, either at the AGM or at the first Council meeting following the AGM:
 - a. Chair
 - b. Vice Chair & Secretary
 - c. Treasurer
39. The Council can co-opt any additional members to assist in specific projects, etc. However, any such co-opted members are not entitled to vote and are not to be counted as part of Article 37 above. Details of any such co-options must be made by the Chair at the next full IAUG meeting.
40. In any vote taking place at a Council meeting then each Council member including elected Council officers shall be entitled to one vote only if they are present at the meeting or in attendance by the remote conferencing facility, when these remote facilities are available.
41. Unit 4 is not entitled to vote or to have representatives elected as members of the Council.
42. A quorum for a Council meeting is 4 and must include one of the elected officers. All Council members must receive notification of the meeting for the meeting to be valid.
43. The Chair shall have an extra casting vote where a deadlock arises.
44. Council members that do not attend three consecutive meetings, without notice to the Chair or Secretary will be deemed to have resigned.

Elections to Council & Terms of Office

45. Council Members are elected for a three-year term.
46. Council members who have served a three-year term may present themselves for re-election at the end of the third year.
47. Notwithstanding Article 45, the Council may make provision by way of one-year term extensions to ensure that not all council members term expire in the same year.
48. Officers are elected for a two-year term.
49. Officers who have served a two-year term may present themselves for re-election at the end of the second year for one additional term.
50. The entire Council can be voted out if two thirds of the members attending the AGM vote in favour of such a resolution. A new Council membership must be elected at this same meeting in accordance with this constitution.
51. Appointments to the Council of the IAUG are voluntary in nature and thus dependent on the goodwill and support of member organisations.

Finance

52. IAUG shall be self-financing and shall not raise any loan to operate its business.
53. The IAUG may charge fees in respect of membership, events and access to services, and may seek sponsorship from third parties.
54. Invoices will be issued for fees and all sums are due within 30 days of the invoice date.
55. The annual membership fees are payable at the rate as determined at the previous year's AGM.
56. Membership fees will cover the year to 31 December.
57. All fees and other income will be lodged in the IAUG bank account and expenditure will be drawn from that bank account.

Amendments

Articles 58 - 62

Amendments

58. Any change or amendments to the constitution must be approved at an AGM or an Extraordinary General Meeting by a simple majority.
59. Where any dispute arises over the terms and articles of the constitution, the constitution is subject to and shall be construed in accordance with the laws of the Republic of Ireland and is subject to the non-exclusive jurisdiction of the courts of the Republic of Ireland.

Dissolution

60. IAUG can be dissolved if 75% of members entitled to vote approve such a resolution.
61. For the purpose of such a resolution proxy/postal votes will also be available.
62. If upon the dissolution of the Irish Agresso User Group, there remain, after the satisfaction of all its debts and liabilities, any asset whatsoever, they shall be paid or distributed equally among the member organisations who are full members at the date of dissolution.