

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

IRISH SAILING ASSOCIATION COMPANY LIMITED BY GUARANTEE

(the “Company” or the “Association”)

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Company is Irish Sailing Association Company Limited By Guarantee.

2. COMPANY LIMITED BY GUARANTEE

The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014 (the “Act”).

3. OBJECTS

The main object for which the Company is established is to promote the sport of sailing in Ireland.

4. POWERS

In furtherance of the main object aforesaid, the Company shall have the following powers:

- (a) To act as the national, local or other authority for the sport of sailing in the Republic of Ireland and to supplement in Northern Ireland the activities of the Royal Yachting Association and to be a constituent member of World Sailing representing that organisation in the Republic of Ireland.
- (b) To establish, maintain and conduct an association, society or club for persons interested in the sport of sailing and others, and to provide club houses,

meeting places and all other facilities which are or may be provided by an association society or a club for its members or others.

- (c) To examine, study, investigate and consider and report on all matters affecting the sport of sailing and any persons interested therein or associated therewith and to collect and distribute information, statistics, opinions, and reports thereon.
- (d) To apply for, promote and obtain any Act of the Oireachtas, Act of Parliament, charter, privilege, concession, licence, or authorisation of any Government, State, or Municipality, Provincial order or Licence of any Government Department of other Authority for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association, or for effecting any other purpose which may seem expedient to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association or of the sport of sailing or of any association, society club, committee body or person interested therein or associated therewith.
- (e) To represent and protect the interests of any Club, association society, committee body or person interested in or associated with the sport of sailing.
- (f) To convene, arrange and hold regattas, races and competitions of all sorts, to create and stimulate interest in and to publicise the sport of sailing, to convene, arrange and hold exhibitions, shows, displays, meetings, conference and discussions, and to provide prizes bursaries, grants, and awards for competitors and others.
- (g) To act as secretaries, managers, and registrars and to provide services of any sort whatsoever for any association, society club, committee, body or person interested in or associated with the sport of sailing.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenience for the promotion or erections necessary or convenient for the work of the Association.
- (i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to promotion of its main objects.
- (j) To undertake and execute any trust which may lawfully be undertaken by the Association and may be conducive to its main objects.
- (k) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- (l) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by laws and subject also as hereinafter provided.
- (m) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect of the formation and registration of the Association.
- (n) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company 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 an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (o) To do all such other things as are incidental or conducive to the attainment of the above main objects or any of them provided that:
 - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority or the Ministry of Finance for Northern Ireland, Charities Branch, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law.

5. INCOME AND PROPERTY

The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the main objects of the Association as set forth in this Memorandum of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the

payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

6. WINDING UP

- (a) Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for—
- (i) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (ii) the adjustment of the rights of contributories among themselves,
- such amount as may be required, not exceeding €1.00.
- (b) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to the extent at least as great as it imposed on the Association under or by virtue of Clause 5 and Clause 6(b) hereof. Members of the Company 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 to some charitable object. Final accounts will be prepared and submitted to Revenue 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.

7. ADDITIONS, ALTERATIONS AND AMENDMENTS

No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. KEEPING OF ACCOUNTS

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

9. LIABILITY LIMITED

The liability of the members is limited.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

INTERPRETATION

1. **Definition:** In these Regulations:

“**Affiliated**” means, in relation to a Club, the Club that has been admitted to membership of the Association;

“**Association**” means Irish Sailing Association;

“**Board**” means the Board of Directors of the Association for the time being and from time to time;

“**Category 1 Club**” means a club constituted with open membership, which is engaged in the organisation of sailing and/or leisure boating activities for its members;

“**Category 2 Club**” has the meaning given to that term in Regulation 10;

“**Category 3 Club**” has the meaning given to that term in Regulation 11;

“**Category 4 Club**” has the meaning given to that term in Regulation 12;

“**Club**” means any club, association, society, incorporated body, company, school, committee or any other grouping or body having as one of its objects the promotion of and training in the sport of Sailing or leisure boating, which shall be elected to membership of the Association;

“**Ireland**” means the Republic of Ireland and Northern Ireland;

“**member**” means any person admitted to membership of the Company by the Board in accordance with regulation 6 (to include Personal Members and Affiliated Clubs)

from time to time and any person who agrees to become a member of the company and whose name is entered in the register of members.

“**Month**” means a calendar month;

“**Personal Members**” means any persons interested in the sport of Sailing or leisure boating whose application for membership of the Association has been accepted under one of the categories set out in Regulation 14, and

“**Sailing**” includes the sport of sailing, wind-surfing and leisure boating in all its branches whether under sail or under power.

2. **Construction:** In these Regulations, unless a contrary intention is stated, a reference to:
- (a) age shall mean the age as at 1 January in each year;
 - (b) the singular shall include the plural and vice versa;
 - (c) either gender includes the other;
 - (d) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;
 - (e) a person includes that person’s legal personal representative, permitted assigns and successors;
 - (f) time shall be construed by reference to whatever time may from time to time be in force in Ireland;
 - (g) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;
 - (h) ‘including’ means comprising, but not by way of limitation to any class, list or category;
 - (i) ‘writing’ shall include a reference to any electronic mode of representing or reproducing words in visible form; and
 - (j) a Regulation is a reference to a regulation of this Constitution and a reference to a paragraph or sub-paragraph is a reference to a paragraph or sub-paragraph of the Regulation in which it appears.

Headings: Headings are to be ignored in the construction of these Regulations.

OPTIONAL PROVISIONS

3. The optional provisions of the Act (as defined in section 1177(2) of the Act) shall apply to the Company save and so far as they are excluded or modified by these Regulations and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Association. The following optional provisions of the Act shall not apply to the Association:
 - (a) section 1196(3); and
 - (b) section 1199(9)¹.

OBJECTS

4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. **Number of members:** The number of members with which the Association proposes to be registered is unlimited but shall be a minimum of 3.
6. **Members:** The membership shall consist of such Affiliated Clubs and Personal Members as the Board may admit to membership.
7. **Classes of member:** There shall be the following classes of members:-
 - (a) Affiliated Clubs; and
 - (b) Personal Members.
8. **Affiliated Clubs:**
 - (a) **Application for membership:** Every application by a Club for membership of the Association shall be in writing and in such form as shall contain the particulars and information as the Board may from time to time determine as being necessary.
 - (b) **Designation:** On election to membership of the Association, an Affiliated Club shall be designated by the Board as either a Category 1 Club, a Category 2 Club, a Category 3 Club or a Category 4 Club. This designation shall be final and binding on the Affiliated Club.

¹ Comment: Section 1196(3) makes provision for rotation of directors. This has been dis-applied as the Association will have its own rotation provisions pursuant to regulations 64-66. Section 1199(9) provides as a default that each member will have one vote. This has been dis-applied given that certain members (e.g. Category 1 Club) will have more than one vote.

9. **Category 1 Club:** The Board shall designate an Affiliated Club as a Category 1 Club unless at the request of such Affiliated Club, and being satisfied that it complies with the criteria resolved by the Board from time to time for so designating, the Board shall declare that such Affiliated Club shall be a Category 2 Club, a Category 3 Club or a Category 4 Club.
10. **Category 2 Club:** As a general policy, but without impairing or limiting the absolute discretion which is hereby vested in the Board in designating the category of an Affiliated Club, a Category 2 Club will be a club, association, society or similar body that is committed to working with the ISA on a nationwide basis, to promote activities for specific strategic interest groups at national level.
11. **Category 3 Club:** A Category 3 Club will, again without impairing or limiting the absolute discretion which is hereby vested in the Board in designating the category of an Affiliated Club, be a club, association, society, company, school, committee, vocational group or incorporated body which has as one of its objects the organising, co-ordinating or teaching of Sailing or leisure boating in any form for persons who may or may not be members of a Category 1 Club.
12. **Category 4 Club:** A Category 4 Club will, again without impairing or limiting the absolute discretion which is hereby invested in the Board in designating the category of an affiliated Club, be a constituted organisation that is committed to the promotion of participation and/or competition, on a nationwide basis in a particular class or classes of boat. Category 4 Clubs shall be known as ISA Affiliated Class Associations.
13. **Unincorporated body:** In relation to an unincorporated body which is entitled to membership of the Association, the following provisions shall apply:
 - (a) **Registration of Secretary:** The body itself shall not be registered as a member but the Board shall cause to be entered on the register from time to time the secretary of such unincorporated body or such other person as the unincorporated body may in writing nominate and such person who is for the time being so entered (to the exclusion of the other persons constituting the unincorporated body) shall be the member of the Association in right of that body and such person's membership shall for all the purposes of these Regulations be treated as constituting the membership of such unincorporated body.
 - (b) **Acts of Unincorporated Body:** Every act done by such unincorporated body according to its own constitution (being an act which could be effectively done only by a member) shall be deemed to have been done by the person on the register of members in right of such unincorporated body and to be effective accordingly.
14. **Personal Member and Categories of Personal Member:** Every application by a Personal Member for membership shall be in such form as shall contain the

particulars and information as the Board may from time to time determine. There shall be five categories of Personal Members, namely:

- (a) Ordinary Member: available to persons who are 19 years of age and over;
 - (b) Junior Member: available to persons under the age of 19 years;
 - (c) Affiliated Personal Member: members of an Affiliated Category 1 Club, be they ordinary, family or other categories.
 - (d) Temporary Personal Member: available only to such persons as the Board shall designate from time to time and such membership shall be for such periods and on such terms as the Board shall decide, with the Board having power to withdraw such temporary Personal Membership at any time; and
 - (e) Honorary Member: honorary membership may be conferred by the Board upon such persons as it may determine from time to time. Unless a shorter period is stipulated at the time of conferring, honorary membership shall be conferred for life.
15. **Notification of admission to membership:** A Club that has been elected to membership of the Association or any persons who have been accepted to membership of the Association shall be informed by the Association that it or they have been admitted to membership of the Association.

SUBSCRIPTIONS AND AFFILIATION FEES

16. **Rates of subscription:** The rates of subscriptions for Personal Members of the Association shall be determined from time to time by the Association in general meeting. Subscriptions fees for Personal Members shall become due on the 31st March each year.
17. **Affiliated Personal Members:** In determining the rates of subscriptions for Affiliated Personal Members, the Board shall give recognition to the fact that these persons have also paid subscriptions to the Affiliated Club of which they are members.
18. **Category 1 Club affiliation fee:** The affiliation fee payable by a Category 1 Club and the manner and timescale in which it is to be paid shall be approved and adopted from time to time by the members at their Annual General Meeting or, if appropriate, at an Extraordinary General Meeting. If no such fees are adopted as aforesaid at any general meeting in any year the fees then in being shall continue to apply until new fees have been approved and adopted by the members in general meeting.
19. **Refund of overpayment of subscription:** The Board has authority to refund overpayment of subscription by or on behalf of members and to make regulations governing the submission and verification of claims of overpayment.

20. **Category 2 Club, Category 3 Club, Category 4 Club affiliation fee:** The affiliation fee payable by a Category 2 Club, a Category 3 Club or a Category 4 Club and the manner and timescale in which it is to be paid shall be as determined by the Board from time to time.
21. **Special affiliation fee:** The Board is authorised in relation to any Affiliated Clubs where, in the opinion of the Board, circumstances make it inequitable to impose an affiliation fee either as a Category 1 Club, a Category 2 Club, a Category 3 Club or a Category 4 Club to agree a special affiliation fee with any such Club.
22. **Arrears of subscription:** A member shall not be entitled to any of the rights or privileges of membership whilst his or its subscription is in arrears.
23. **Membership of multiple clubs:** The Board has authority to refund duplicate fees paid by an Affiliated Club for Affiliate Personal Member in respect of any of its members who are also a member of one or more other Affiliated Clubs.

CESSATION OF MEMBERSHIP

24. **Retirement of a member:** A member wishing to retire from the Association shall notify the Association in writing but shall remain liable for his or its subscription for the then current year.
25. **Suspension of membership:** The Board may in its discretion at any time cancel or suspend the Association membership of any member.
26. **Cancellation of membership:** The Board may cancel the membership of any member whose subscription remains unpaid for more than one month after it shall have become due provided that it shall be in the discretion of the Board to reinstate such member if the Board shall think fit.

AFFILIATED CLUBS

27. **Information to be provided by Category 1 Clubs:** Subject to the provisions of Regulations 28, Affiliated Clubs shall supply to the Association each year such information as the Board may reasonably require within a timeframe set by the Board.
28. **Information to be provided by Other Affiliated Clubs:** Each Category 2 Club, Category 3 Club and Category 4 Club shall supply to the Association in each year such information as the Board may reasonably require, in a timeframe set by the Board.

PRIVILEGES OF MEMBERSHIP

29. **Receipt of Annual Report:** All members shall be entitled to view a digital copy of the Association's Annual Report.

30. **Right to receive notice of, attend and vote at general meetings:** All voting members shall be entitled to receive a notice of and, subject to these Regulations, to attend and vote at all general meetings of the Association.

GENERAL MEETINGS

31. **Annual general meetings:** The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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 Company and that of the next.
32. **Extraordinary general meetings:** The Board shall convene an extraordinary general meeting upon the requisition in writing of: (a) five Affiliated Category 1 Clubs; or (b) 100 members or members of the Association representing not less than one-tenth of the total voting rights of all the members having at the said date the right to vote at general meetings of the Association (whichever is less) and the remaining provisions of section 178 of the Companies Act (as modified by section 1203 of the Act in its application to companies limited by guarantee) shall apply to such requisition except as modified by these Regulations.
33. **Notice:** In accordance with section 181 of the Act, a meeting of the Association, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice

In addition to the means of service of notices specified in the Act, any notice of a meeting may be served on members by electronic means through the digital communication channels of the association and the email addresses notified by both Affiliated Clubs or Personal Members to the Association from time to time.

34. **Omission to give notice:** The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETING

35. **Business at general meetings:** All business shall be deemed special that is transacted at an Extraordinary general meeting and all that is transacted at the Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheet and the reports of the Board and

auditor, the election of the directors of the Association and the appointment and fixing of the remuneration of the auditors.

36. **Chairman of general meetings:** At all general meetings the chair shall be taken by the President. If the President shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling or unable to act as chairman, the directors present at the meeting shall elect one of their number to be chairperson of the meeting.
37. **Quorum:** No business shall be transacted at any General Meeting unless a quorum of voting members is present at the time when the meeting proceeds to business and for all purposes the quorum shall be five members personally present and entitled to vote.
38. **Quorum not present:** If, within 30 minutes after the time appointed for a general meeting, a quorum is not present then:
 - (a) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
 - (b) in any other case:
 - (i) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day, time and place as the directors may determine; and
 - (ii) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the members present shall be a quorum.
39. **Adjournment by chairman:** The Chairman may with the consent of the meeting adjourn any general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
40. **Demand for a poll:** The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

41. **Votes of members:** In relation to the votes of members the following provisions shall apply:
 - (a) Ordinary Personal Members and Affiliated Clubs shall, subject to these Regulations, be entitled to attend and vote at general meetings of the Association in the manner provided in this Regulation 41.

- (b) Each Ordinary Personal Member shall be entitled to one vote each.
 - (c) Each Category 1 Club shall be entitled to such number of votes as is equal to the total number of Affiliated Personal Members declared by that Affiliated Club (with Family Units of each Category 1 Club counting as two votes) in the most recent declaration of members submitted and paid by the Category 1 Club to the Association prior to the date of the general meeting.
 - (d) Each Category 2 Club, Category 3 Club and Category 4 Club shall be entitled to one vote each.
42. **Notification of representative of an Affiliated Club:** The following provisions shall apply:
- (a) Not less than 48 hours before a general meeting of the Association each Affiliated Club shall notify the Association of the name of a person who will attend that General Meeting and who shall be authorised to vote, either on a show of hands or on a poll, on behalf of that Affiliated Club. In default of such notification, the Secretary for the time being of that Affiliated Club, on production of proof of his holding that position at any time prior to the commencement of the meeting, shall be entitled to attend and vote at each such general meeting of the Association.
 - (b) At any time and from time to time an Affiliated Club shall be entitled to serve on the Association by way of a general notice the name of a nominated person or its secretary who shall be the person entitled to attend and vote at meetings on its behalf and until a further or amending notice is served by the Affiliated Club the person so named shall be that Club's duly appointed representative and a particular notice under Regulation 42(a) above shall not be required.
43. **Objection to qualification of a member:** No objection shall be raised to the qualification of any voting member except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
44. **Method of voting:** Votes may be given either personally or by proxy.
45. **Proxy notice:** The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Association.
46. **Deposit of proxy notice:** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in

the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time for taking the poll, and in default the instrument of proxy shall not be treated as valid.

47. **Form of proxy notice:** An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

“IRISH SAILING ASSOCIATION (the “Company”)

I, _____ being a member of the above named Association (the “Member”) of _____ hereby appoint(s) _____ of _____ or failing him or her _____ of _____ as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the _____ day of _____, 20____ and at any adjournment thereof.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number			
Number or description of resolution:	In Favour	Abstain	Against
1			
2			
3			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			

Signed this _____ day of _____ 20____

48. **Authority of proxy notice:** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

49. **Validity of vote by proxy:** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
50. **Names of candidates to office of directors:** The Honorary Secretary shall, at the general meeting cause the names of all candidates nominated for election as directors and the names of their proposers and seconders together with such other information as the Board may have stipulated to be distributed to each member attending either personally or by proxy and entitled to vote and the provisions of Section 144(4) of the Act shall not apply.
51. **Voting for candidates:** To the extent that the number of persons who have been nominated for election as directors in accordance with Regulation 62 is equal to or less than the number of vacancies for directors, the members attending the meeting (personally or by proxy) shall vote on the nominations by a show of hands (or poll if so demanded). To the extent that the number of persons who have been nominated for election as directors exceeds the number of vacancies for directors, the members attending personally or by proxy shall vote by poll by completing ballot papers in relation to the nominations and may vote for any number of candidates up to, but not exceeding, the number of vacancies to be filled. A ballot paper containing more votes than the number of vacancies to be filled shall be treated as a spoiled paper.
52. **Determination of result of a ballot:** Properly completed ballot papers alone shall be taken into account in determining the result of the poll by ballot. The result of the ballot shall be declared by the chairman of the meeting. In the event of the poll by ballot failing to determine the directors to be elected because of an equality of votes, the candidates or candidate to be elected from those having an equal number of votes shall be determined by lot.

DIRECTORS

53. **Number of directors:** There shall be a minimum of 3 directors and no more than twelve directors of the Association (including the President). They shall collectively constitute the Board of the Association.
54. **Appointment of directors:** The directors of the Association may from time to time appoint any person to be a director of the Association, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors of the Association shall not at any time exceed the number provided for in Regulation 53. Any director so appointed pursuant to this Regulation 54 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

55. **Honorary Treasurer and Honorary Secretary:** The Board shall appoint annually following the AGM an Honorary Treasurer and an Honorary Secretary.
56. **Term of appointment of Honorary Treasurer and Honorary Secretary:** The Honorary Treasurer and Honorary Secretary, so appointed, may act in these capacities for a maximum of three years.
57. **Election of President:** The President of the Association shall be elected annually by the members of the Association voting at the Annual General Meeting of the Association. The President shall be a member of the Board of Directors ex officio while holding such office. If a President fails to be re-elected, he shall cease to be a member of the Board unless elected as a director in accordance with Regulations 50 to 52.
58. **Term of office of President:** A President who has held that office for three consecutive years shall not be eligible for re-election to that office for a period of one year.
59. **Appointment of a director to a particular function:** The Board may at its absolute discretion, subject to Regulation 57, designate or appoint any director to any particular function of the Association for such period subject to Regulation 60, as the Board shall decide and at its discretion remove or terminate such designation or appointment.
60. **Term of office of director:** A director shall not hold that position for more than five consecutive years. This Regulation shall not preclude any director from election as President.
61. **Definition of 'year':** For the purpose of Regulations 56 to 60 inclusive, a year shall be calculated as the period between one Annual General Meeting and the Annual General Meeting for the next succeeding year.
62. **Nomination of proposed director:** A candidate seeking nomination to be elected as a director (other than pursuant to Regulation 54) shall be proposed in writing for that office by either (i) two Personal Members and supported by a Category 1 Club or (ii) one Category 1 Club. Such nomination properly completed shall be delivered to the Association not less than 7 days prior to the date fixed for the Annual General Meeting at which elections shall take place. Each Category 1 Club shall be entitled to support only one nomination for director, at each general meeting. An incumbent director, eligible for re-election, may be nominated by the Board for re-election.
63. **Removal of a director:** Any director of the Association may, subject to the provisions of section 146 of the Act, be removed from office at a general meeting by a simple majority of the votes cast. Additionally or alternatively, a director appointed by the Board pursuant to section 144(3)(b) of the Act may at any time prior to the next following annual general meeting of the Association be removed at a Board meeting for which the agenda, listing the motion for removal, has been

circulated at least 14 days in advance of the meeting and provided not less than two-thirds of those present support the motion.

64. **Retirement of directors by rotation:** At each annual general meeting of the Association one-quarter of the Directors for the time being, or, if their number is not four or a multiple of four, then the number nearest one-quarter shall retire from office.
65. **Directors to retire:** The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot.
66. **Eligibility for re-election:** Subject to Regulation 60, a retiring director shall be eligible for re-election.
67. **Disqualification of directors:** In addition to the circumstances set out in section 148(2) of the Act, the office of director shall also be vacated if the director:
 - (a) holds any office or place of profit under the Association;
 - (b) makes any arrangement or composition with his creditors generally;
 - (c) becomes of unsound mind;
 - (d) is no longer either (i) a Personal Member or (ii) a member of an Affiliated Club;
 - (e) ceases to hold office by reason of any order made under the Act; or
 - (f) is removed from office by a resolution duly passed pursuant to an Order of the Courts or pursuant to the Acts or these Regulations.
68. **Interest in contracts:** A Director may not vote in respect of any contract in which he is interested or any matter arising from or in connection with that contract and section 161(7) of the Act shall not apply in relation to the Association.
69. **Title of Flag Officer:** Each member of the Board of Directors shall be awarded the courtesy title of Flag Officer of the Association.

POWERS OF THE BOARD

70. **Delegation to committees:** The Board may from time to time delegate any of their powers to committees or sub-committees consisting of such member or members of the Board as they think fit. Any committee or sub-committee so formed shall, in the exercise of its powers so delegated, conform to any regulations that may be imposed on it by the Board. The Board may at its discretion at any time and from time to time nominate and authorise any person who is not a director of the Association to attend meetings of committees or sub-committees so established in a

consultative or advisory capacity only. The meetings and proceedings of any committee formed by the directors shall be governed by the provisions of sections 160(10) to (12) of the Act (inclusive) and the provisions of this Constitution regulating the meetings and proceedings of directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the directors.

71. **Chairperson of committee:** A chairperson of any committee or sub-committee appointed pursuant to Regulation 70 who has held office for four consecutive years shall be eligible for re-appointment for a further four years but shall not thereafter be eligible for re-appointment as a chairperson of that committee for a period of one year.
72. **Joint venture committees:** The Board may from time to time appoint members of the Association or other persons to sit on joint venture committees established jointly by the Association and any other body with similar or allied interests.
73. **Non-attendance at committee meetings:** If any member of any committee or sub-committee (including the chairperson), fails to attend any meeting of such committee or sub-committee for a period of one year he shall, unless the Board otherwise determines, be deemed to have retired from such committee or sub-committee as the case may be and shall not be eligible for re-appointment to that committee or sub-committee for a period of one year.
74. **Removal of persons from committee:** The Board shall have the power at any time to remove any person from any committee or sub-committee and, if deemed appropriate, to replace him.

PROCEEDINGS OF THE BOARD

75. **Frequency of Board meetings:** The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but it shall meet at least three times in every year. Section 160(1) of the Act shall be modified in its application to the Association.
76. **Requisition of Board meeting:** Any three members of the Board by notice in writing addressed to the Honorary Secretary of the Association stating as far as practicable the business to be transacted may require the Honorary Secretary to convene a meeting of the Board. Section 160(3) of the Act shall not apply to the Association.
77. **Quorum:** Four members personally present shall form a quorum at a meeting of the Board. Section 160(6) of the Act shall not apply to the Association.
78. **Attendance at Board meetings:** In accordance with section 161(6) of the Act, a meeting of the Board or a committee may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video

or other communication) to each of the others and to be heard by each of the others. A director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place:

- (a) where the largest group of those participating in the conference is assembled; or
- (b) if there is no such group, where the chairperson of the meeting then is; or
- (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

79. **Chair of Board meetings:** The President shall take the chair at meetings of the Board. If the President shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling or unable to act as chairman, the directors present at the meeting shall elect one of their number to be chairperson of the meeting.

CHIEF EXECUTIVE OFFICER

80. The Chief Executive Officer of the Association may be appointed only by the Board for such time, at such remuneration, on such terms and upon such conditions as it may think fit. The Board shall be empowered to place upon the Chief Executive Officer such additional duties and responsibilities as it may think fit with power to vary same from time to time. The Chief Executive Officer shall at all times be subject to the control and direction of the Board and shall not, without the express approval of the Board, act otherwise than within the parameters and policies approved by the Board. The Board may appoint such further officials as it shall deem necessary.

ACCOUNTS

81. Copies of the financial statement for each financial year of the Association, the directors' report for the relevant financial year and the auditor's report on the financial statement (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 10 clear days before the date of the meeting, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

82. **Modes of service of notice:** A notice or any other document may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members or transmitted by electronic mail to any electronic mail

address for the member that has been furnished to the Association or by posting the notice on the website of the Association but the accidental omission to give such notice or other document to or the non-receipt of such notice or other document by any such member shall not invalidate any meeting or resolution passed or election connected therewith.

83. **Deemed service:** The provisions of section 218(5) of the Act shall apply in relation to the Association and shall apply to notices served upon the persons listed in section 180(1) of the Act (as modified by section 1204 of the Act in its application to companies limited by guarantee).

WINDING UP OR DISSOLUTION

84. The provisions of Clause 5 of the Memorandum of Association relating to winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Regulations.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Constitution.

Names, addresses and descriptions of subscribers

CLAYTON LOVE, JUNIOR

18 Coach Street,
Cork
Company Director

JOHN A PETCH

Seaview Farm,
Kilbriain
Co Cork
Farmer

CHARLES E RONALDSON

54 Clifton Road,
Bangor,
Co Down
Civil Engineer

PERCY H GREER

Southward,
Greenfield Road,
Sutton
Co Dublin
Company Director

FRANK LEMASS

7 de Vesci Terrace,
Monkstown
Co Dublin
Company Director

BARRY BRAMWELL

Killinchy,
Co Down
Medical Practitioner

BRIAN S FREEMAN

Athgoe
Shankill
Co Dublin
Company Director

Dated this 4th day of March 1971
Witness to the above signatures.

JOHN J WALKER
Solicitor
31 Westmoreland Street
Dublin