

**Companies Act 2014**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**CONSTITUTION**

**OF**

**GCH ATHLETICS COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM**

1. The name of the Company is GCH ATHLETICS COMPANY LIMITED BY GUARANTEE
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014.
3. The objects for which the company is established are:-
  - (a) To promote, develop and organise the sport of Athletics in Galway and anything ancillary to the above.  
In furtherance of the foregoing main object, the company shall affiliate with the Athletics Association of Ireland(AAI) or its successor and the appropriate County Board and Provincial Council of the AAI and shall have the following subsidiary objects:
    - (i) To promote the coaching of and engagement in athletics in line with current best practice
    - (ii) To provide a positive and safe environment for all its members
    - (iii) To accept and enforce the rules and regulations set down by the Athletic Association of Ireland (AAI)and the International Association of Athletic Federations(IAAF) regarding athletics
    - (iv) To ensure sport for young members in the company is fun, and conducted in an encouraging atmosphere in line with AAI guidelines and best practice
    - (v) To provide equal opportunities whenever possible for successful participation, irrespective of ability or disability.

- (b) To engage in any business which may seem to the Company capable of being conveniently carried on in connection with the above main object.
- (c) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, electronic payments, circular notes and other such instruments.
- (d) To employ the funds of the Company in such a manner as is deemed best in the interest of the company subject to clause 3 of this Memorandum.
- (e) To purchase, take on, lease or in exchange, hire or by any other means, acquire and protect any freehold, leasehold or other property, lands or buildings or any estate or interest and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.
- (f) To make, maintain and publish such Rules and Regulations as may be considered necessary for the attainment of the above objects.
- (g) To employ such officials, staff or employees, not also being a director of the Company, as are deemed advantageous or necessary to the Company from time to time.
- (h) To borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities of all kinds and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, whether present or future and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake; provided that no mortgagee or other person or company that advance money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.
- (i) To invest any monies requiring investment in any manner which may be thought fit whether Trustee investments or otherwise with power from time to time to vary such investments.
- (j) To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Company thought fit, whether Trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to

vary such investments.

- (k) To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge or any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Company.
- (l) To pay or remunerate any person, firm or Company other than a director of the company, for rendering services for and on behalf of the Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of the Company.
- (m) To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (n) To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, members, employees and people using its premises and any property of which the Company may be a trustee, manager, agent or custodian, against liability, loss and damage of every description.
- (o) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any Company/Club carrying on or proposing to carry on any business which the company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company/club or to acquire an interest therein, amalgamated with or enter into any arrangement for co-operation, or for mutual assistance with any such Company/Club and to give, issue or accept cash, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any debentures or other securities so received.
- (p) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- (q) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- (r) 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 a pension scheme covered by Part 30 or the Taxes Consolidation Act, 1997 and provided that such 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 or benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (s) To pay all or any expenses of, incidental to or incurred in connection with the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- (t) To do all or any of the above things on any part of the world and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company and to contract for the carrying on of any operation connected with the Company's main object(s) by any person or company.
- (u) To negotiate sponsorships and engage in other fundraising activities to advance the main objectives of the company.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa.

## **Income and Property**

- 4 The income and property of the Company shall be applied solely towards the promotion of the main object(s) as set forth in this Constitution. No portion of the Company'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 the Company.

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member or servant of the Company (not being an officer) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by an officer or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any officer) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any officer in connection with their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which an officer may be a member holding not more than one hundredth part of the issued capital of such Company;

## **Winding Up**

- 5 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Company. 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 the Company under or by virtue of the Income and Property clause 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 the property shall be given or transferred to some charitable object.

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.

### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

6. 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.

### **KEEPING ACCOUNTS**

7. Annual accounts shall be kept and made available to the Revenue Commissioners on request. Where the gross annual income exceeds €250,000 the accounts will be audited.

### **LIMITED LIABILITY**

8. The liability of the members is limited.

### **GUARANTEE**

9. 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 –
  - a). 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 the costs, charges and expenses of winding up; and
  - b). the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

### **ACCUMULATION OF FUNDS**

10. Prior permission must be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of five years for any purposes.

**COMPANIES ACT, 2014**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**GCH ATHLETICS COMPANY LIMITED BY GUARANTEE**

**PRELIMINARY**

The Regulations contained in the Companies Act, 2014 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles: - “the Act” means the Companies Act, 2014.

“the Directors means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes a person occupying the position of Director by whatever name called.

“Company Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“the Seal” means the Common Seal of the Company.

“the Office” means the registered office for the time being of the Company.

“A Member” of the company means any person who has been admitted to membership for that particular calendar year and has not ceased to be a member for any reason during that particular year.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the act, or any statutory modification thereof in force at the date which these Articles become binding on the Company.

## **MEMBERS**

2. The number of members with which the Company was initially registered is three but there is no upper limit or restriction on the number of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
4. The rights attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
5. All Company members shall register annually with the AAI and shall be subject to the rules and regulations of the AAI.
6. Membership of the Company is open to all individuals.
7. All members are subject to the constitution, rules, regulations, codes of ethics and codes of conduct of the Company, AAI and the Irish Sports Council (ISC).
8. Members shall be required to renew their membership with the Company on an annual basis. Full membership is only valid where a subscription has been paid in full or in a manner agreed by the Directors.
9. All coaches and assistant coaches and committee members must be members of the Company unless they are members of another AAI club.
10. The membership fee and other fees payable shall be set by the Board of Directors of the Company at their discretion.
11. No person shall be refused membership to the Company on the grounds of race, colour, creed, religion, gender, sexual orientation, impairment or disability.
12. The Company reserves the right to accept or reject membership of the Company. If they are refused, the applicant must be notified by the Board of Directors or Secretary as to the reasons for their refusal.
13. The Company reserves the right to admonish, sanction, suspend or expel any member of the Company in accordance with its own rules and regulations and the rules and regulations of the AAI.
14. If a member wishes to transfer from the Company to another club or vice versa, they must follow the procedures set down by the AAI.

## **GENERAL MEETING**

15. All general meetings of the Company shall be held in the State and can be held in person or virtually.
16. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting



as its Annual General Meeting (AGM) in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one AGM of the Company and that of the next.

(2) So long as the Company holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the AGM shall be held at such time and at such place in the State as the Directors shall appoint.

- 17 All General Meetings other than the AGM shall be called Extraordinary General Meetings (EGM)
- 18 The Directors may, whenever they think fit, convene an EGM and EGM shall also be convened on such requisition or shall also be convened when there is a written request from one third of the membership.

### **NOTICE OF GENERAL MEETINGS**

- 19 Subject to Sections 181 of the Act, an AGM and an EGM 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 Company (other than an AGM or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the articles of the Company entitled to receive notices from the Company
20. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

21. All business shall be deemed special that is transacted at an EGM, and also that is transacted at an AGM with the exception of the items listed under Section 22(a-g). All special resolutions require a 75% majority of members present at the relevant meeting in favour of the resolution unless otherwise specified in this constitution. All items under Section 22 (a-d, f & g) in additions to items listed in Section 59 and Section 60 can be passed by a simple majority of members present at the AGM or a plurality of votes in the case of Section 22(e).

22. The AGM shall be held for the following purposes and the business of the meeting shall be conducted in the order listed below:
- a) To approve the minutes of the previous AGM;
  - b) To receive and approve the Annual Report of the Board;
  - c) To receive and approve the Annual Accounts;
  - d) To confirm the election of the Chair if required;
  - (e) To elect or re-elect the following Officers in the following order: Secretary, Treasurer, Public Relations Officer, Development Officer. (See Section 40)
  - (f) To confirm the appointment of the following Officers Juvenile Committee Chair and the Senior Committee Chair. (See Section 40)
  - (g) To confirm the appointment of Auditors and approve their fees, if applicable;
  - (h) To decide on any resolution which may have been submitted to the meeting in accordance with these Regulations;
  - (i) To transact any other business of which due notice has been given.
23. No business shall be transacted at any general meeting unless a quorum of members is present at the time, when the meeting proceeds to business; save as herein otherwise provided, twelve members present in person shall be a quorum.
24. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
25. The Chair, of the Board of Directors shall preside as Chair at every general meeting of the Company, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chair of the meeting.
26. If at any meeting no Director is willing to act as Chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.
27. The Chair may, with the consent of any meeting at which a quorum is present, (and shall, if so directed by the meeting) adjourn the 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 at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at any adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided by secret ballot or on a show of hands. All Officers shall be elected or confirmed by secret ballot subject to Section 48. All other items can be decided by a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded:

(a) By the Chair, or

(b) By three members present in person. Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

29. If a poll is duly demanded it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded subject to Section 190.
30. Where there is an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
31. Subject to Sections 193 to 195 of the Act, a resolution in writing signed by the members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
32. Every member, aged 16 or over, shall have one vote. Parents shall hold one vote on behalf of their child/children who are members of the Company and have yet to reach the age of 16. This is one vote only and not one vote per child and one parent may exercise this vote. Parents who are Company members in their own right may vote with this right for themselves and also cast another vote on behalf of their child/children as outlined above.
33. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by their committee, receiver, guardian, or other person appointed by that Court.
34. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.
35. Votes must be made personally and there is no voting by proxy.
36. A body corporate cannot be a member of the Company.

## **ANNUAL SUBSCRIPTIONS**

37. The Directors shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance on 1<sup>st</sup> January in each year. A person becoming a member of the Company after the 1<sup>st</sup> January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 1<sup>st</sup> day of January in any year, that member shall not be entitled to any rebate of their Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

## **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

38. (a) A member may by notice in writing to the Membership Secretary of the Company resign their membership of the Company,
- (b) Membership of the Company shall automatically cease on any member's death.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company, legal proceedings may be instigated by the Company to redress the situation provided that he/she shall have been given notice and shall have been afforded an opportunity of giving orally or in writing to the Directors an explanation or defence as he/she may think fit.

## **DIRECTORS**

39. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the Constitution or a majority of them.
40. From the date of the first AGM of the Company, held after adoption of these Articles, the Board shall consist of the following Directors:
- (a) Chair
  - (b) Treasurer
  - (c) Company Secretary
  - (d) Public Relations Officer (PRO)
  - (e) Company Development Officer
  - (f) Juvenile Committee Chair
  - (g) Senior Committee Chair
41. Unless otherwise determined by Ordinary Resolution of the members, the number of Directors shall be subject to a maximum of 9 and shall not be less than 5.
42. The Board, as elected by the Membership, shall have the power to co-opt up to 2 additional Directors to complement the skill set and experience of the Board, as it sees

fit. Additional Directors will serve for a period up to the date of the next AGM and can be re-appointed by the Board in each subsequent year, for a maximum of 4 years.

### **CHAIR**

- 43 The Chair of the Board shall serve for a term of two years and can be re-elected for a further term of two years. The Chair shall be nominated by the outgoing Board, and his/her election shall be confirmed by a simple majority of the members at the AGM following such nomination.  
The Chair shall act under the supervision, control, and direction of the Board as decided by resolution.  
He/She will be responsible for chairing all Board Meetings and all General meetings and will act as the Principal Officer of the Company.
- 44 If, in the office of Chair, a casual vacancy occurs the Directors shall nominate an individual to perform the duties of Chair for the remainder of the year in which the vacancy occurred.
- 45 If, in the office of Chair, a permanent vacancy occurs, the Directors shall nominate an individual(s) to perform the duties of Chair for the remainder of the year and an election shall be held at the next following AGM at which a new Chair shall be elected to serve the remaining term up to the AGM.

### **APPOINTMENT of OFFICERS**

- 46 Officers elected at the AGM listed under Section 22(e) must be nominated by a member and seconded by another member and such nomination must be received in writing by the Company Secretary in advance of the AGM. This notification must be received not less than 3 nor more than 21 days before the date appointed for the meeting. In the event that there are no nominees in advance of the AGM then a retiring officer and/or a member present at the meeting can offer themselves for re-election or election respectively.
- 47 The Juvenile Committee Chair and the Senior Committee Chair shall be nominated by their outgoing respective Committees in advance of the AGM and their election shall be confirmed by a simple majority of the members at the AGM following such nomination.
- 48 Officers elected at the AGM other than the Chair and the Committee Chairs shall be elected by a plurality of the Voting Members at the AGM and if only one person is nominated, they are deemed elected without a vote. In the event of a vacancy occurring by resignation or otherwise of an Officer during his/her term of office or otherwise, the board may appoint a replacement officer to serve until the following AGM.
- 49 Officers other than those elected at the AGM shall be appointed by the incoming Board for the forthcoming year. The officers of the company other than those elected at the AGM include:

- (a) Assistant Treasurer
- (b) Membership Secretary
- (c) Club Children's Officer
- (d) Designated Liaison Person

### **BORROWING POWERS**

50. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF DIRECTORS**

51. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering by the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
52. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
54. As per Section 166 of the Act, the Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

(c) of all resolutions and proceedings of all meetings of the Company, and the Directors and of committees of Directors.

### **DISQUALIFICATION OF DIRECTORS**

55. The Office of Director shall be vacated if the Director:-
- (a) holds any office or place of profit under the Company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with their creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any order made under Chapter 4 of Part 14 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns their office by notice in writing to the Company; or
  - (f) is convicted of an indictable offence unless the Directors otherwise determine; or
  - (g) the Director is for more than 6 months absent, without the permission of directors, from meetings of the directors held under the period;
  - (h) the Director is either directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by Section 231 of the Act.

### **VOTING ON CONTRACTS**

56. A Director may not vote in respect of any contract in which he/she is interested or any matter arising there from.

### **ROTATION OF DIRECTORS AND OFFICERS**

57. At the first AGM of the Company, all the Directors shall retire from office.
58. No Officer or Director may serve for more than 4 year consecutively in the same position.
59. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also reduce or increase the rotation periods.
60. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Director before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract between him and the Company.

## PROCEEDINGS OF DIRECTORS

61. The Directors shall meet at least six times per year and for the purposes of business, and can otherwise adjourn and regulate their meetings as they think fit . Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chair shall have a second or casting vote. A Director may at any time summon a meeting of Directors.
62. The quorum necessary for the transaction of the business of the Directors is a minimum of 3 Directors.
63. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
64. If at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.
65. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
66. A committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.
67. A committee may meet/adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chair shall have a second or casting vote.
68. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
69. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be valid as if it had been passed at a meeting of the Directors duly convened and held.



### **JUVENILE COMMITTEE**

- 70 The business and affairs of the Juvenile Section of the Company shall be managed by a Juvenile Committee. The committee shall comprise of a minimum of five members to include the Chair and a Committee Secretary and a maximum of nine members. This committee shall operate under the guidance of the Board and the chair of this committee shall be confirmed at the AGM. The Committee's responsibilities include:
- a) Managing the Juvenile Section of the club.
  - b) The committee is responsible for organising training and events for the Juvenile section of the club.
  - c) Ensuring parents of members are involved and communicated with.
  - d) Ensuring best practice in terms of child welfare and governance.
  - e) This committee is responsible for the appointment or reappointment of coaches and leaders in the juvenile section on a calendar year basis.
  - f) The committee may appoint officers or sub committees to manage certain aspects or matters of the Juvenile section.

### **SENIOR COMMITTEE**

- 71 The business and affairs of the Senior section of the Company shall be managed by a Senior Committee. The committee shall comprise of a minimum of three members to include the Chair, Committee Secretary and a maximum of nine members. This committee shall operate under the guidance of the Board and the chair of this committee shall be confirmed at the AGM. The committee's responsibilities include:
- a) Managing the Senior Section of the Club.
  - b) The committee is responsible for organising training and events for the Senior section of the club.
  - c) This committee may appoint officers or a sub-committee to complete certain tasks or examine issues relevant to the senior section.
  - d) This committee is responsible for the appointment or reappointment of coaches and leaders in the senior section on a calendar year basis.
  - e) The committee is responsible for engaging with members and potential members.

### **COMPANY SECRETARY**

72. The Company Secretary whose responsibilities under the direction of the Board shall include the following:
- a) Administering Company Correspondence
  - b) Recording the minutes of Board Meetings

c) Maintaining the statutory records of the Company.

### **THE SEAL**

73. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Company Secretary or by a second Director or by some other person appointed by the Director for that purpose.

### **ACCOUNTS**

7. The Directors shall cause proper books of accounts to be kept in relation to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - (b) all sales and purchase by the Company; and
  - (c) the assets and liabilities of the Company.
75. The books shall be kept at the office or, subject to Section 283 of the Act. At such other places as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
76. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
77. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the AGM of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the AGM of the Company.
78. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the AGM of the Company together with a copy of the Directors report shall, not less than 21 days before the date of the AGM, be sent to every person entitled under the provisions of the Act to receive them.

### **TREASURER**

79. The treasurer whose responsibilities under the direction of the Board shall include the following:
- a) Financial Management of the company.
  - b) Keeping proper books & records of all financial transactions of the Company.

- c) Preparation of accounts and financial information for the board.
- d) Preparation of the Financial Statements of the company for the AGM and other stakeholders.

### **AUDIT AND AUDIT EXEMPTION**

- 80. Where appropriate auditors shall be appointed and their duties regulated in accordance with Section 333, Section 334 and Section 335 of the Act.

### **CLUB CHILDREN'S OFFICER**

- 81. The Club Children's Officer shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Officer so appointed may be removed by them. The responsibilities of the Club Children's Officer are determined by the Board, from time to time at its discretion and shall include but are not limited to the implementation of best practice regarding the welfare and protection of children and vulnerable adults.
- 82. The Company shall strive to follow the principles, policy and practice guidelines contained in the Irish Sports Council Code of Ethics and Good Practice for Children's Sport and the Athletics Association of Ireland Code of Ethics and Good Practice for Children in Athletics and any updated versions of these policy documents which are issued in the future.

### **DESIGNATED LIAISON PERSON**

- 83. The Designated Liaison Person shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Officer so appointed may be removed by them. The responsibilities of the Designated Liaison Person are determined by the Board, from time to time at its discretion but shall include the responsibility for reporting allegations or suspicions of child abuse to TULSA Child and Family Agency and /or An Garda Siochána. If no Designated Liaison Person is appointed the role sits with the Company Chair.

### **NOTICE**

- 84. A notice may be given by the Company to any member either personally, by sending by post to him/her registered address or by electronic means such as email or text. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been affected in the case of the notice of a meeting at the expiration of 24 hours after

the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

85. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member
  - (b) every member being a personal representative or the Official Assignee in bankruptcy of a member where the member but for their death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the Auditor (if any) for the time being of the Company.

No other person shall be entitled to receive notices of general meetings

### **CHANGES TO THE CONSTITUTION**

- 86 Any proposed changes to this constitution can only be made by special resolution passed at an AGM or an EGM. Any proposed changes must be provided in writing to the Company Secretary at least 7 days in advance of the meeting. A resolution to the change the constitution requires the support of 75% of those present and entitled to vote.

### **DISSOLUTION**

87. (a) The Company may be dissolved by a special resolution passed at an AGM or EGM provided such a resolution is supported by three-quarters of those present and entitled to vote.
- (b) Terms of the proposed resolution must be received by the Company Secretary at least forty-two days before the AGM or EGM at which the resolution is to be brought.
- (c) At least twenty-eight days' notice of the proposed resolution shall be given in writing by the Company Secretary to all members.
- (d) If a resolution is passed as described the Board shall be responsible for the winding up of the assets and liabilities of the Company.  
If a resolution is passed as described the Company shall give notice in writing to all members of the decision to wind up the company.

We, the persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

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BRIAN BRUTON  
101 DANGAN HEIGHTS  
NEWCASTLE  
GALWAY  
Ireland  
Company Director

Brian Bruton  
\_\_\_\_\_

NIAMH HENNELLY  
HEADFORD  
GALWAY  
CO GALWAY  
Ireland  
Company Director

Niamh Hennelly  
\_\_\_\_\_

MARGARET SHERIDAN  
11 MCBRIDE AVENUE  
MERVUE  
GALWAY CITY  
Ireland

Margaret Sheridan  
\_\_\_\_\_

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Dated 17 February 2020

Signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

Witness to the above signatures:

SINEAD FLOOD  
THE BLACK CHURCH  
ST. MARY'S PLACE  
DUBLIN 7

Sinead Flood  
\_\_\_\_\_

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