

**Certificate no. 474499**

**COMPANIES ACT, 2014**

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

**CONSTITUTION**

**OF**

**ATHLETIC ASSOCIATION OF IRELAND COMPANY LIMITED BY GUARANTEE**

**Incorporated on 26<sup>th</sup> August 2009**

**(As amended by Special Resolutions passed on 3<sup>rd</sup> December 2011, 28<sup>th</sup> April 2012, 26<sup>th</sup> April 2014, 23<sup>rd</sup> April 2016, 28<sup>th</sup> April 2018 and 27<sup>th</sup> April 2019)**

**MEMORANDUM OF ASSOCIATION**

1. The name of the company is Athletic Association of Ireland Company Limited By Guarantee (also using the name “Athletics Ireland”) (hereinafter called the “Association”).
2. The company is a company limited by guarantee, registered under *Part 18* of the *Companies Act 2014* (hereinafter referred to as “*the Act*”).
3. The Main object for which the company is established is:

throughout the island of Ireland, to foster the development of Track and Field Athletics, Road Running, Race Walking, Cross Country Running, Trail Running, Mountain Running and Ultra Distance Running (all collectively hereinafter called “Athletics”) and associated disciplines, whether in competition or otherwise, and to disseminate technical and other information to entities affiliated to the Association;
4. In pursuance of the above objects the company shall have the following subsidiary objects:
  - (i) establish friendly and loyal co-operation between all members of the Association (hereinafter called “Members”) for the benefit of Athletics;
  - (ii) ensure that no discrimination whether on grounds of racial, religious, political or gender based, or any other kind of discrimination be allowed in Athletics, and to take all practicable measures to prevent such discrimination;
  - (iii) compile articles and regulations governing national competitions for men and women of all ages in Athletics;

- (iv) strive to ensure that for all elected positions in the Association, including the Board, there shall be no discrimination on the grounds of race, religion, politics, gender or any other discrimination;
- (v) ensure that all Athletics meetings between Members, including National, Provincial, County and Club Championships or games, shall be held under the laws and articles of the IAAF and the Association;
- (vi) commit the Association to the promotion of gender equality throughout all levels of the organisation;
- (vii) commit the Association to organising its activities in accordance with the principles of good corporate governance at all times;
- (viii) strive to resolve any dispute that may arise between Members if called upon to do so;
- (ix) enforce, through its rules and regulations, the Irish Anti-Doping Rules as published by Sport Ireland as amended from time to time;
- (x) co-operate and comply with the rules and regulations of the International Association of Athletics Federations (IAAF) and co-operate with such other sporting associations as the Board shall deem appropriate from time to time;
- (xi) promote, through its rules and regulations, adherence to the Safeguarding Guidance for Children and Young People in Sport as published by Sport Ireland and any other relevant regulatory authorities in Ireland and as amended from time to time;
- (xii) promote, through its rules and regulations, adherence to the Child Protection Guidelines issued by the relevant regulatory authorities in Ireland and as amended from time to time; and
- (xiii) acquire and take over the entire of the property, undertaking, assets and liabilities of the unincorporated association known as the Athletic Association of Ireland.

5. In furtherance of the above objects, but not otherwise, the company shall have the following powers which it may exercise at its discretion: -

- (i) to carry on any business which may be seen by the Association as capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Association's property, rights or interests;
- (ii) subject to such consents as may be required by law, to purchase, take on lease or in exchange, hire or otherwise acquire and to hold, manage, develop, sell, dispose of, lease or deal in any way with any real or personal property and any interest therein and in particular any land, buildings, offices and any rights or privileges necessary or convenient

for the purposes of the Association and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Association;

- (iii) subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of or binding on the Association in such manner and on such terms and conditions as may be thought fit and to grant security in respect of such borrowings and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Association and to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Association, or all of such methods, the performance of the obligations of and the repayment of payment of the principal amounts and interest of any person, firm or Association or of the Association or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Association's holding company or a subsidiary or associated company;
- (iv) to invest funds of the Association not immediately required for its purpose in or upon such investments, securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law;
- (v) to adopt, publish, amend and administer from time to time standards of eligibility for membership of the Association and for competing in events promoted by the Association as may be determined by the Association in accordance with its constitution, rules and regulations and to do all such acts and things necessary to ensure conformity to and compliance with such codes and standards as may be adopted or promulgated by the Association and to govern Members, competitors and/or coaches or persons in any way connected with the objectives of the Association;
- (vi) to levy, charge, collect and receive subscriptions, levies, fees and other payments from persons whether Members or not and expend the same in furthering all or any of the objects of the Association or providing for the expenses of the Association;
- (vii) to do all or any of the above things in 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 in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Association's main object by any person or company;

- (viii) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the company as an employee, or to wives, husbands, children or other dependents of such person provided that such pension, 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 pensions 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.; and
- (ix) to do all such other lawful things as may be incidental to or conducive to the attainment or furtherance of the said objects or any of them.

And it is hereby declared that in the construction of this clause the word “company”, except where used in reference to the Association, 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.

Provided always that: -

- (A) if 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; and
- (B) 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.

6. The liability of the Members is limited.

7. The income and property of the company shall be applied solely towards the promotion of its main objects as set forth in this memorandum of association. No portion of the Association’s income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members. No member of the Board shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:

- (a) reasonable and proper remuneration to any Member or officer or servant of the Association (not being a Board member) for any services rendered to the Association;

- (b) interest at a rate not exceeding 5% per annum on money lent by Board members or other Members to the Association;
  - (c) reasonable and proper rent for premises demised and let by any Member (including any Board member) to the Association;
  - (d) reasonable and proper out of pocket expenses incurred by any Board member in connection with his attendance to any matter affecting the Association; or
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Board member may be a member holding not more than one hundredth part of the issued capital of such company.
8. Every Member undertakes to contribute to the assets of the company in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro.
9. If upon the winding up or dissolution of the company 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, but shall be given or transferred to such other charitable 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 an extent at least as great as is imposed on the Association under or by virtue of clause 7 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
11. No addition, alteration or amendment shall be made to or in the provisions of Clauses 5, 7, 8 and 9 of this Memorandum for the time being in force unless the Revenue Commissioners shall have approved the same in writing.

# ARTICLES OF ASSOCIATION

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## ARTICLES OF ASSOCIATION

### INTERPRETATION AND PRELIMINARY

1. In these Articles:

- (a) the following words and expressions shall have the following meanings unless there is something in the subject matter or context inconsistent therewith: -

"the Act" means the Companies Act 2014;

"address" includes any number or address used for the purposes of communication by way of post, electronic mail or other electronic communication;

"advanced electronic signature" has the meaning given to those words in the Electronic Commerce Act, 2000;

"Affiliate" means a person or entity who or which is affiliated to the Association subject to and in accordance with the terms for affiliation as set out in these Articles, the Bye-laws or Other Rules and "Affiliated" and "Affiliation" shall be construed accordingly;

"Affiliate Member" means an Affiliate who or which is a Member;

"AGM" means an annual general meeting of the Association (and, for the avoidance of doubt, therefore a reference to an AGM includes, where the context admits or requires, reference to a Congress);

"Annual County Board Convention" means an annual convention of Clubs in a particular County;

"Annual Provincial Convention" means an annual convention of County Boards and Clubs in a particular Province;

"these Articles" means the articles of association of the Association of which this article is the first, as such articles may be amended and be in force from time to time, and references to particular Articles shall be construed accordingly;

"Association" means Athletic Association of Ireland Company Limited By Guarantee, the company whose Articles of Association these Articles are;

"Athletics" means any one or more of Track and Field athletics, Road Running, Race Walking, Cross Country Running, Mountain Running and Ultra Distance Running;

“the Board” means the members of the board of directors for the time being of the Association constituted in accordance with these Articles;

“Board Member” means a member for the time being of the Board (and, accordingly, a director of the Association);

“Bye-laws” means the bye-laws of the Association as they may be adopted and amended and be in force from time to time;

“CEO” means the chief executive officer of the Association;

“Child Protection Guidelines” means the Child Protection Guidelines issued by the Association as amended from time to time;

“Clear Days” in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is stated to take effect;

“Club” means any club involved in the teaching, operation and/or management of Athletics and associated disciplines in Ireland and which is Affiliated;

“Coaching and Development Committee” means the committee referred to as such in Article 78(e)(i);

“Code of Ethics” means the Code of Ethics and Good Practice for Children’s Sport published by the relevant regulatory authorities in Ireland as amended from time to time;

“Competition Committee” means the committee referred to as such in Article 78(e)(ii);

“Congress” means every second AGM, being one at which Board Members and other persons are elected;

“Connacht” means the Province of Connacht comprising the Counties of Galway, Leitrim, Longford, Mayo, Roscommon and Sligo or such other Counties as may be determined by the Board from time to time;

“County” means one of the 32 counties of Ireland;

“County Board” means, in relation to a County, the board consisting of representatives from Clubs in that County established pursuant to the Bye-laws;

“Delegate” means a person who:

- (i) is a Registered Member or a member of Athletics Northern Ireland, and is duly appointed by a County Board or Provincial Council to represent it as a delegate (or, where there is no County, is duly appointed by the relevant Provincial Council to represent that County) at any general meeting of the Association and notified in writing by the



County Board or Provincial Council to the CEO before the general meeting; or

- (ii) is duly appointed by an Affiliate Member to represent it at any general meeting of the Association and notified in writing by the Affiliate Member to the CEO before the general meeting;

“EAA” means the European Athletic Association.

“EGM” means an extraordinary general meeting;

“electronic communications” has the meaning given to those words in the Electronic Commerce Act, 2000;

“electronic signature” has the meaning given to those words in the Electronic Commerce Act, 2000;

“*ex officio*” means, in relation to a person who is *ex officio* a member of the Board, any Principal Committee, committee, sub-committee or similar body (each of the foregoing a “Relevant Body”), that such person has the right to attend and speak at, but not to vote or be counted in the quorum for the purposes of, any meeting of a Relevant Body of which he is *ex officio* a member (unless specified otherwise in relation to a particular person and a particular Relevant Body);

“Finance and Risk Committee” means the committee referred to as such in Article 78(e)(iii);

“High Performance Committee” means the committee referred to as such in Article 78(e)(iv);

“IAAF” means the International Association of Athletics Federations;

“Ireland” means the island of Ireland;

“Sport Ireland” means Sport Ireland as established by the Department of Transport, Tourism and Sport;

“ISAA” means The Irish Schools Athletics Association;

“TUAA” means The Irish Universities Athletics Association;

“Juvenile” means, in relation to any particular day, a person who will be under the age of 19 years on the 31<sup>st</sup> December in the year in which that day falls;

“Juvenile Committee” means the committee referred to as such in Article 78(e)(v);

“Leinster” means the Province of Leinster comprising the Counties of Carlow, Dublin, Kildare, Kilkenny, Laois, Louth, Meath, Offaly, Westmeath, Wexford and Wicklow or such other Counties as may be determined by the Board from time to time;

“Member” means a person who is admitted to membership of the Association in accordance with these Articles and whose name is entered on the register of Members of the Association and “Membership” shall be construed accordingly;

“month” means a calendar month;

“Munster” means the Province of Munster comprising the Counties of Clare, Cork, Kerry, Limerick, Tipperary and Waterford or such other Counties as may be determined by the Board from time to time;

“Other Rules” means any articles, bye-laws, conditions, constitution, laws, orders, procedures, regulations, rules, terms of reference or other provisions (by whatever name called) providing for or regulating any aspect of the affairs of the Association (other than these Articles, the Bye-laws and the Rules of Competition) or of the IAAF in force from time to time;

“Principal Committee” means one of the committees listed in Article 78(e) and any committee created as a Principal Committee by Congress;

“Province” means one of Connacht, Leinster, Munster and Ulster, each of which shall comprise the Counties determined from time to time by the Board;

“Provincial Council” means a council elected at the Annual Provincial Convention of the relevant Province and referred to in Article 16;

“qualified certificate” has the meaning given to those words in the Electronic Commerce Act, 2000;

“Registered Member” means any individual including each person in a group (e.g. a family) who is or are duly registered as (a) member(s) of a Club and whose membership of that Club has not either lapsed or been terminated by such Club and who has paid all fees, subscriptions or periodic contributions payable to the Association under these Articles, the Bye-laws or Other Rules;

“Registered Office” means the registered office of the Association for the time being;

“Rules of Competition” means the IAAF rules on competition as in force from time to time, as amended from time to time by Congress;

“Seal” means the common seal of the Association;

“Secretary” means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association;

“Standing Orders Committee” means the committee referred to as such in Article 78(j);

“Strategic Plan” means the Strategic Plan of the Association as may be formulated from time to time;

“Term” means a period of two years;

“Ulster” means the Province of Ulster comprising the Counties of Antrim, Armagh, Cavan, Derry, Donegal, Down, Fermanagh, Monaghan and Tyrone or such other Counties as may be determined by the Board from time to time; and

“year” means a calendar year except in the context of elections to any office under these Articles, where “year” shall mean the period from the conclusion of one Congress to the conclusion of the next;

- (b) reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time modified or re-enacted;
- (c) words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter gender and vice versa; and words importing persons shall include corporations;
- (d) any expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any modes of representing or reproducing words in a visible form provided that the expression shall not include writing in electronic form except as provided in these Articles and/or, where it constitutes writing in electronic form sent to the Association, the Association has agreed to its receipt in such form;
- (e) unless the contrary intention appears, the use of the word “address” in these Articles in relation to electronic communications includes any number or address used for the purpose of such communications;
- (f) expressions referring to execution of any document shall include any mode of execution under seal or under hand or under any mode of electronic signature as shall be approved by the Board and expressions referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Association has approved; and
- (g) “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture (whether or not having a separate legal personality).

## **OBJECTS**

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

## **MEMBERSHIP**

3. The number of members of the Association is seven. The subscribers to the memorandum of association of the Association and such other persons as are admitted to membership in

accordance with these Articles shall be members of the Association. Subject to the provisions of these Articles in relation to membership, there shall be the following categories of membership of the Association:

- (a) Registered Members;
  - (b) Affiliate Members;
  - (c) Provincial Councils; and
  - (d) County Boards.
4. Every applicant for Membership shall apply in the manner prescribed in these Articles or the Bye-laws. A person who is a Registered Member shall be deemed to be automatically a Member (and, on receipt from that person of the subscription payable under Article 11, shall be entered in the Association's register of Members), but this shall not preclude the Board from requiring the production to it of evidence sufficient to satisfy it that the person is a Registered Member. If the Board is not satisfied that a person is a Registered Member, the Board may refuse to admit that person as a Member or suspend that person's Membership until the Board is so satisfied.
  5. If the applicant is accepted for Membership then on receipt from the applicant of the amount of the subscription payable under Article 11, the applicant's name and address and the Club of which the applicant is a member shall be entered in the register of Members.
  6. Membership shall be personal to the Member and shall not be transferable or transmissible by the act of the Member or by operation of law.
  7. Membership shall cease automatically on any Member's death, winding up or dissolution, on termination of Membership by the Association or on acceptance by the Association of resignation of Membership.
  8. Every Member shall further to the best of his ability the objects, interests and influence of the Association and shall observe all the provisions of these Articles, the Bye-laws, the Rules of Competition and all Other Rules.
  9. Every Member must comply with the following conditions of membership:
    - (a) that he agrees to be bound by the Athletics Ireland Child Protection policies and procedures and by the Safeguarding Guidance for Children and Young People in sport.
    - (b) that he agrees to be bound by the Association's complaints and disciplinary procedures;
    - (c) that he agrees to comply with these Articles, the Bye-laws, the Rules of Competition and all Other Rules of the Association; and
    - (d) that he agrees to comply with the Rules of Competition and all the procedures, requirements and Other Rules of the IAAF.

10. The Association shall keep an accurate and up to date Register of Members at the Registered Office.
11. Each AGM may prescribe an application or subscription fee payable on admission to Membership and an annual subscription and other periodic contributions payable by every Registered Member. Any increase authorised by an AGM shall take effect only from the commencement of the next financial year. All annual subscriptions for each registration year (from 1<sup>st</sup> January to 31<sup>st</sup> December) must be paid on or before 28<sup>th</sup> February in that year or, as the case may be, on or before any earlier date in that year which is the closing date for entries for an event organised by, or under the auspices of, the Association in which a Member or proposed Member intends to compete.

### **AFFILIATE MEMBERS**

12. The Board may admit as an Affiliate or an Affiliate Member any entity or organisation which is not a Club on such terms as it agrees, at its discretion, with that entity or organisation. Subject to those terms, such Affiliate Members (i.e. which are not Clubs) shall have the following rights:
  - (a) the right to notice of, and to attend (by their Delegate(s)) and vote at, all general meetings of the Association; and
  - (b) the right to appoint a maximum of two Delegates to attend general meetings of the Association.
13. Subject to the provisions of these Articles relating to Membership, each applicant shall be accepted for Affiliate Membership provided that the following conditions are met:
  - (a) that it agrees to be bound by the Athletics Ireland Child Protection policies and procedures and the Safeguarding Guidance for Children and Young People in sport and that its memorandum and articles of association (if it is an incorporated entity) and any rules or other constitutional documents contain covenants to this effect;
  - (b) that it establishes to the satisfaction of the Board that it has in place disciplinary procedures no less onerous than the disciplinary procedures contained in these Articles, the Bye-laws, the Rules of Competition or Other Rules;
  - (c) that it establishes to the satisfaction of the Board that its bye-laws, rules, standing orders, procedures and memorandum and articles of association and any other constitutional documents do not conflict with and are consistent with these Articles, the Bye-laws, the Rules of Competition and Other Rules in all material respects;
  - (d) that it agrees to comply with these Articles, the Bye-laws, the Rules of Competition and Other Rules and, in particular, the provisions thereof in relation to affiliation procedures or application forms and procedures for Affiliate Members as specified by the Board from time to time; and

- (e) that it agrees that, if it receives funding from or through the Association in a financial year, it will report to the AGM on, and account to the Board for, its activities in sufficient time for such funding to be reflected properly in the Association's audited accounts.

### **CLUBS**

14. (a) Any club prepared to properly promote Athletics in any County or Province and which has at least 10 (ten) members who are registered with it (four of whom have attained the age of 21 years) and who will be entitled to be Registered Members if that club becomes Affiliated shall be eligible to apply for Affiliation. All members of an Affiliated Club must become Registered Members within a reasonable time (as determined by the Board in any case) after that club has become Affiliated.
- (b) Applications for Affiliation by a club together with a copy of its constitution shall be submitted to the relevant County Board which shall have the power to affiliate clubs provisionally.
- (c) Affiliation provisionally granted by a County Board must be confirmed at its next Annual County Board Convention which confirmation must obtain a special majority, i.e. 2/3 of those clubs present at that Convention and entitled to vote which 2/3 must also represent at least one half of the aggregate voting power of all Affiliated Clubs present at that Convention.
15. Clubs shall comply with, and be bound by, all the provisions of these Articles, the Bye-laws, the Rules of Competition and all Other Rules. A Club's bye-laws, rules, standing orders, procedures and any other constitutional documents shall not be in conflict with any provision of these Articles, the Bye-laws, the Rules of Competition or Other Rules.

### **PROVINCIAL COUNCILS AND COUNTY BOARDS**

16. (a) Provincial Councils may be formed in each of the four Provinces in accordance with the Bye-Laws. Each Provincial Council may draw up bye-laws which shall in all cases be limited to its operations within its own area and will in no sense conflict with any IAAF/Association Articles.
- (b) Registered Members shall not be permitted to organise or take part in Provincial championships or games if their subscriptions to the Association are unpaid for the current year.
- (c) If at any time a position as Provincial representative on the Board becomes vacant through resignation or otherwise, the Board shall remind the Provincial Council concerned which shall appoint (within two months thereafter) a replacement representative to hold office until the next Congress. If the Provincial Council fails to appoint a replacement representative within that time the Board may do so.
- (d) Each Provincial Council shall prepare annually a calendar of all area championships, matches and invitation meetings to be held by the committees

or other relevant bodies of that Province. The calendar shall include the Provincial championships. The Provincial Council in granting authorisation for any of these meetings shall ensure that they follow a logical sequence of progression towards the major meetings to be held the following year and that the dates of the aforementioned are duly protected.

- (e) County Boards may be formed in each of the 32 counties of Ireland in accordance with the Bye-laws. Each County Board may draw up bye-laws which shall in all cases be limited to its operations within its own area and will in no sense conflict with any requirements or rules of the IAAF or these Articles, the Bye-laws, the Rules of Competition or Other Rules.
- (f) Registered Members shall not be permitted to organise or take part in County championships or games if their subscriptions to the Association are unpaid for the current year.

### **LAPSING/CESSATION OF MEMBERSHIP**

- 17. Without prejudice to the application of the provisions of Bye-law 1 generally, and Bye-law 1.6 in particular, to club membership, failure to pay any annual subscription or Affiliation fee payable to the Association on or before 28<sup>th</sup> February or, if appropriate, any earlier date required by Article 11 will result in lapsing of the Membership or Affiliation of the person or organisation by whom or which the subscription or fee was payable.
- 18. Without prejudice to the application of the provisions of Bye-law 1 generally, and Bye-law 1.6 in particular, to club membership, cessation of Membership howsoever occurring: -
  - (a) shall not entitle the Member to repayment of the whole or any part of any contribution or subscription previously paid by him; and
  - (b) shall be without prejudice to the Member's liability to pay any contribution or subscription which has become due and payable before such cessation.

### **INTERNATIONAL RELATIONSHIPS**

19. The Association is affiliated to the IAAF and through the IAAF to the European Athletic Association (EAA). The Association recognises, accepts, applies, observes and abides by the current Constitution, rules and regulations of the IAAF as well as by any future amendments. This applies especially to the anti-doping rules, the handling of disputes and relations with athletes' representatives. Any citizen of Ireland elected to the Council of the IAAF or the EAA shall be an *ex officio* member of the Board with full voting rights but any person who is both a Board member otherwise than by virtue of his being an IAAF or EAA Council member and a Board member by virtue of his being an IAAF or EAA Council member shall have only one vote at Board Meetings.

## **ANTI-DOPING**

20. The anti-doping rules of the Association are the Irish Anti-Doping Rules published by Sport Ireland and as amended from time to time by Sport Ireland and the equivalent rules published by Sport Northern Ireland as amended from time to time by Sport Northern Ireland, as applicable. The Association accepts the right of IAAF, Sport Ireland, Sport Northern Ireland, the Olympic Federation of Ireland, or duly authorised representatives of such bodies, to dope test, in accordance with law, any Registered Member both in-competition and out of competition (i.e. un-announced testing).

21. It shall be a fundamental condition of Membership, in addition to any other provisions concerning membership and the various categories of membership as laid down in these Articles, that, subject to Article 22, Registered Members submit to and comply with any dope testing by the Association or any of the bodies referred to in Article 20.
22. In the case of a Juvenile who is asked to be subject to dope testing, the prior written consent of his parent or guardian must be given either via the initial membership process at Club level, or at selection for competition or through competition entry forms.

## **SAFEGUARDING GUIDANCE FOR CHILDREN AND YOUNG PEOPLE IN SPORT**

23. The Association is fully committed to safeguarding the wellbeing of all of its Registered Members. Every individual in the Association should at all times show respect and understanding for Registered Members' rights, consider the safety and welfare of each athlete and conduct himself or herself in a manner that reflects the principles of the Association and the guidelines contained in the Safeguarding Guidance for Children and Young People in Sport and the Child Protection Guidelines in Ireland.

## **DISCIPLINARY MATTERS**

24. (a) The Board shall have the power to discipline any Member, Club, County Board, Provincial Council or other Affiliated body when it is satisfied there has been any breach of these Articles, the Bye-laws, the Rules of Competition or any Other Rules of the Association or the equivalent constitutional provisions of its affiliated bodies, or where there has been conduct likely to bring the Association or the sport of Athletics into disrepute.
- (b) The Board may, without limitation, suspend Membership of any person or body, impose fines on, remove recognition of titles won or records achieved by, caution or censure any such person or body.
- (c) The Board may suspend the Membership of any person or body pending the outcome of any investigation process.
- (d) The Board may delegate the exercise of its disciplinary functions to any committee, sub-committee or *ad hoc* committee of the Board, subject to final approval by the Board of any discipline decided on.
- (e) In cases where doping is alleged or suspected or is or may be an issue, the Association shall follow the procedures and rules referred to in Articles 20 to



22. Subject to those procedures and rules, the Board may establish an appeals and/or review procedure for such cases.

- (f) In cases where doping is not alleged or suspected or is not or may not be an issue, an appeal shall lie from any decision in a disciplinary matter to an appeal panel consisting of an independent person or persons to be appointed by the Board.
- (g) Unless the Board otherwise allows, no appeal against a disciplinary decision shall be allowed unless notice in writing of intention to appeal is received by the CEO within 14 days after the decision has been communicated to the person or body in respect of whom or which the decision was made.
- (h) All decisions issued under the Appeals procedure set out in Article 24(f) and 24(g) above may be appealed exclusively by referral to Just Sport Ireland, within 14 days after the decision has been communicated to the person or body in respect of whom or which the decision was made, for final and binding arbitration in accordance with the Just Sport Arbitration Rules (as amended from time to time). The decision of the arbitrator(s) thereunder shall be final and binding on all concerned.
- (i) All powers under this article must be exercised in accordance with the principles of fairness and natural justice.

#### **DISPUTE RESOLUTION**

25. All disputes other than those provided for under Articles 20, 21 and 22 (Anti-Doping) and Article 24 (Disciplinary Matters) arising out of or in connection with the Constitution comprising this Memorandum & Articles of Association shall be referred to Sports Dispute Solutions Ireland for resolution by mediation in accordance with the Sport Dispute Solutions Mediation Rules (as amended from time to time). In cases where the dispute remains unresolved following the aforementioned mediation process, the dispute shall be referred to Sport Dispute Solutions Ireland for final and binding arbitration in accordance with the Sport Dispute Solutions Arbitration Rules (as amended from time to time). The decision of the arbitrator(s) thereunder shall be final and binding on all concerned.

#### **NATIONAL, PROVINCIAL AND COUNTY CHAMPIONSHIPS**

26. The Association alone shall have the right to sanction National, Provincial or County Championships for Athletics. The Association shall organise National Championships in Athletics on an annual basis.

#### **GENERAL MEETINGS**

27. All general meetings other than annual general meetings (“AGMs”) shall be called extraordinary general meetings (“EGMs”). The Association in each year shall hold an AGM in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it.

28. The AGM shall be held, so far as reasonably practicable, on such date and at such time and venue as the preceding AGM shall determine, subject to compliance with the Acts. In order to comply with the Acts, if an AGM is to be held in Northern Ireland the preceding AGM must pass a resolution that it be so held. The AGM in alternate years shall be a Congress.
29. The Board shall convene an EGM:
- (a) if a resolution to convene an EGM is passed at the preceding AGM; or
  - (b) on the written requisition of Members who represent at least one-tenth of the voting rights of all Members entitled to vote at AGMs and EGMs (pursuant to section 178 of the Companies Act, 2014 which entitles such members to require the Board to convene an EGM); or
  - (c) where not less than one-third of the County Boards requisition such a meeting by service on the CEO of a written notice seeking the holding of such a meeting and giving the reasons therefor and duly signed on behalf of each County Board requisitioning the meeting by at least two officers of that County Board; or
  - (d) where two-thirds of the Board resolve to convene such a meeting.

Subject to the provisions of the Acts, such meetings shall be convened by the Board within twenty-eight (28) Clear Days after the receipt of the requisition required under this Article or the date on which the Board Members resolve to convene such a meeting in accordance with Article 29(d) above. An EGM shall be held on such date and at such time and venue as determined by the Board.

30. The notice of a general meeting shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **CONGRESS**

31. (a) The Congress shall consist of;
- (i) the outgoing members of the Board, voting;
  - (ii) the Life Vice-Presidents, non-voting;
  - (iii) four Delegates from each Provincial Council, voting;
  - (iv) Delegates from each County Board calculated and appointed as hereinafter provided, each Delegate having one vote.

(A) The number of Delegates from each County Board shall be determined on the basis of 1 Delegate for each 200, or part 200, Registered Members of Affiliated Clubs; the relevant number shall be

communicated to each County Board at least ninety (90) days prior to each Congress.

- (B) The Delegates from each County shall be appointed as follows:
  - (I) where there is a County Board, by that County Board; and
  - (II) where there is no County Board, by the relevant Provincial Council which shall accept any nominations agreed by the Affiliated Clubs in the County but, in the absence of such agreement, shall appoint Delegates with due regard to the registered numerical strength of such Clubs.

Delegates of Provincial Councils and County Boards must be Registered Members or members of Athletics Northern Ireland who in either case are members of Affiliated Clubs of the Provincial Council or County Board represented and whose delegation has been properly notified to the CEO. Delegates must attain the age of 18 at least in the year of the Congress;

- (v) Delegates from those Affiliate Members which are entitled to appoint Delegates, each Delegate having one vote;
  - (vi) Registered Members attending (non-voting) as permitted by Article 31;
  - (vii) representatives of the media, unless excluded in accordance with Article 38; and
  - (viii) only if invited by the Board, the Association's legal adviser and any other persons considered by the Board to be appropriate.
- (b) Nominations for positions for which elections are to be held at Congress shall be made only by County Boards and/or Provincial Councils. All nominations shall be submitted to the CEO at least 60 Clear Days before the date of Congress.
  - (c) The Board shall convene a Congress biennially, the date and venue of which shall be determined by the preceding Congress. The Articles, elections, Bye-laws and Rules of Competition will be dealt with by Congress.
  - (d) The President, or in the President's absence the Deputy President, shall preside at Congress. In the absence of the President and the Deputy President, Congress shall be presided over by a member of the Board chosen by the Board.
  - (e) The Congress shall be conducted strictly in accordance with standing orders adopted from time to time by the Board on the recommendation of the Standing Orders Committee.

- (f) Immediately after the number of Delegates present has been confirmed, the first voting strength shall be announced, and the appointment of scrutineers nominated by the Board from the Delegates at the Congress shall be approved. A Delegate shall not be a scrutineer of a ballot for a position for which that Delegate is a candidate.
- (g) After the voting strength has been announced, elections shall be held. The elections shall be held in the following order: -
  - (i) President;
  - (ii) Chair of the Coaching and Development Committee;
  - (iii) Chair of the Competition Committee;
  - (iv) Chair of the Finance and Risk Committee;
  - (v) Chair of the High Performance Committee;
  - (vi) Chair of the Juvenile Committee;
  - (vii) Ordinary members of the Principal Committees. Each ballot paper, to be valid, must register a number of votes equal to the number of candidates being elected as provided in Article 78(e); and
  - (viii) Deputy President elected from the persons (other than the newly-elected President) who are to take office as Board Members at the conclusion of Congress.
- (h) To be valid, each election held under Article 31(g) shall be by secret ballot and shall require a simple majority of the votes cast. No election of any nominee shall be valid unless that nominee is present at the Congress at which that election is held, unless the nominee's absence is for reasons which have been explained to the Board to its satisfaction (but a nominee who has been elected may leave that Congress after his election and before conclusion of that Congress if permitted to do so by the chairperson). Each election shall take effect from the conclusion of Congress.
- (i) If, at the time of an election, there are fewer candidates than there are vacancies to be filled, then the Board may fill some or all such vacancies remaining after Congress by resolutions passed at the Board's first meeting held after Congress or as soon thereafter as the Board considers to be appropriate.
  - (j) Any unsuccessful candidate for any position may be included in a subsequent ballot for any other position if duly nominated for that other position.
  - (k) On the recommendation of the Board, in recognition of valued services given to the Association, Congress shall be entitled to elect Honorary Life Vice Presidents, without voting powers.

- (l) Honorary Life Vice Presidents may attend the Congress and may speak but may not vote save where they are attending as a Delegate of a County Board or Provincial Council.
- (m) Only a general meeting of the Association (Congress, an AGM or an EGM) shall have the power to amend, add to, or alter the Association's Constitution comprising its Memorandum of Association or any of these Articles. The Board shall publish to Members and other relevant persons any amendments made to these Articles, not later than 60 (sixty) days after the meeting at which such amendments were made.
- (n) Congress shall have the power to suspend and take other sanctions, and to reinstate Members. Such powers must be exercised in accordance with the principles of fairness and natural justice.
- (o) Only Congress will have the right to decide upon the introduction of new events and new competitions directly organised by the Association.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 32. Each Affiliate Member shall be entitled to send two Delegates, and each Provincial Council shall be entitled to send four Delegates, and each County Board shall be entitled to send the number of Delegates calculated in accordance with Article 31(a)(iv), to general meetings of the Association. All Delegates of Provincial Councils and County Boards shall be Registered Members or members of Athletics Northern Ireland. Each Affiliate Member, Provincial Council and County Board shall notify the CEO in writing of the Delegate(s) to be sent by it before the relevant meeting. Every Registered Member may attend and speak but may not vote (unless that Registered Member is a Delegate entitled to vote), at any general meeting.
- 33. No business shall be transacted at any general meeting unless a quorum is present. Save as otherwise provided in these Articles, a quorum shall be:
  - (a) for a Congress, not less than thirty (30) per cent. of the Delegates entitled to attend and vote at that Congress, present in person; and
  - (b) for a general meeting other than a Congress, fifty (50) Delegates entitled to attend and vote at that general meeting, present in person.
- 34. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present in person or represented by at least one Delegate shall be a quorum.
- 35. The President, or in his absence the Deputy President, or in the absence of the President and the Deputy President some other Board Member nominated by the Board, shall preside as chairperson of the meeting. If neither the President nor the

Deputy President nor such other Board Member (if any) be present and willing to act within fifteen (15) minutes after the time appointed for holding the meeting, the Board Members present shall elect one of their number to be chairperson and, if there is only one Board Member present and willing to act, he shall be chairperson.

36. If no Board Member is willing to act as chairperson, or if no Board Member is present within fifteen (15) minutes after the time appointed for holding the meeting, then the Members present and entitled to vote shall choose one of their number to be chairperson of the meeting.
37. The chairperson of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting if the adjournment had not taken place. In addition, the chairperson shall adjourn the meeting if any motions or other business will be left unfinished at the meeting because of insufficiency of time, so that the adjourned meeting may deal with those motions or other business. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
38. Any AGM, Congress, and EGM (in this article, a "Meeting") may resolve (by simple majority of the votes cast) that representatives of the media shall be excluded from that Meeting or any part or parts thereof. If such a resolution is passed, such representatives shall be excluded accordingly. [Any proposal that representatives of the media be excluded from general meetings generally (i.e. not on a meeting-by-meeting basis as provided in this Article) shall be submitted and dealt with as a motion in accordance with Article 46.]
39. Voting by proxy shall not be permitted. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote, unless a ballot (i.e. a poll) is demanded (before or on the declaration of the result of the show of hands) -
  - (a) by the chairperson; or
  - (b) by at least three Members present in person or by their Delegates (as the case may be) and entitled to vote; or
  - (c) by any Member or Members present in person or by their Delegates (as the case may be) and entitled to vote and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a ballot is so demanded, a declaration by the chairperson that a resolution, on a show of hands, has 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 the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

40. In the case of an equality of votes the chairperson of the meeting shall have a casting vote, in addition to any other vote he may have.
41. Subject to the provisions of the Act, a ballot shall be determined by a simple majority of those present and voting on the ballot. A ballot shall be taken as the chairperson of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the ballot. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
42. Where a resolution(s) to amend the Association's memorandum of association and/or these Articles is successful at any meeting, that resolution shall have immediate effect from the conclusion of such meeting.
43. A ballot on the election of a chairperson of the meeting or on a question of adjournment shall be taken immediately. A ballot demanded on any other question shall be taken either immediately or at such time and place as the chairperson of the meeting directs, not being more than thirty (30) days after the meeting. The taking of a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot is taken.
44. No notice need be given of a ballot not taken immediately if the time and place at which it is to be taken are announced at the meeting. In any other case at least seven (7) Clear Days' notice shall be given specifying the time and place at which the ballot is to be taken.
45. The Board shall be responsible for arranging the timetable and order of business at the AGM, at Congress and at every EGM subject to standing orders adopted by the Board on the recommendation of the Standing Orders Committee. All business shall be deemed special that is transacted at an EGM, and all that is transacted at an AGM shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and of the auditors and the fixing of the remuneration of the auditors and the election of Board Members.
46. Any motion, other than a motion from the Board, whether to amend the memorandum of association of the Association, these Articles, the Bye-laws, the Rules of Competition or Other Rules or on any other topic, shall be notified to the CEO in writing not less than sixty (60) Clear Days before the date for holding the general meeting. Each such motion shall deal with one subject only.
47. The Board shall send to Provincial Councils, County Boards, Clubs, other Affiliate Members and others entitled to receive them copies of all motions to be proposed at any general meeting not less than thirty (30) Clear Days before the date for holding the meeting. The Board shall distribute to Provincial Councils, County Boards, Clubs, other Affiliate Members and others entitled to receive them its report and statement of accounts for the relevant financial year not less than thirty (30) Clear Days before the date for holding the AGM.

## **VOTES OF MEMBERS**

48. The voting rights which apply with respect to the different categories of Members are set out in Articles 12 and 31 (and for this purpose the provisions of Article 31 in relation to voting procedures and the exercise of voting rights at Congress shall apply *mutatis mutandis* in respect of every general meeting as they apply in respect of every Congress). On a vote taken every Delegate present and entitled to vote shall have one vote.
49. If a Delegate is unable to attend a general meeting, his place (with all accompanying rights) may be taken by another person nominated by the person who or entity which nominated him and (if practicable to do so) notified to the CEO before the start of the meeting.
50. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

## **THE BOARD**

51. The Association commits itself to promoting gender equality throughout the organisation. The Board shall have regard to the Association's principles of gender equality in the matter of all Board appointments.

The Board is the board of directors of the Association and therefore each Board Member is a director. No Board Member (including the President) shall be eligible for appointment to any paid executive office in the Association (including that of the CEO). No person (other than the nominees of the ISAA and the IUAA) shall be eligible to be a Board Member unless he is a Registered Member or a member of Athletics Northern Ireland or is *ex officio* a Board Member. No member of the Board shall be eligible for re-appointment to the Board save that a Board term of two years shall have elapsed following his/her resignation as a Board Member. With effect from 24<sup>th</sup> April 2010, no Board Member shall serve for more than a maximum period of twelve (12) years. No person completing a term as Chair of a Principal Committee shall be eligible for election as a Chair of another Principal Committee at the Congress following the completion of their term of office.

The provisions of Section 1196 of the Act relating to retirement by rotation of directors shall not apply to the Company.

- (a) The Board shall consist of the following honorary positions: -
  - (i) the President, who may not hold that position for more than two consecutive terms (the Deputy President shall be elected in accordance with Article 31);
  - (ii) the Chair of the Coaching and Development Committee, who may not hold that position for more than two consecutive terms;



- (iii) the Chair of the Competition Committee, who may not hold that position for more than two consecutive terms;
  - (iv) the Chair of the Finance and Risk Committee, who may not hold that position for more than two consecutive terms;
  - (v) the Chair of the High Performance Committee, who may not hold that position for more than two consecutive terms;
  - (vi) the Chair of the Juvenile Committee, who may not hold that position for more than two consecutive terms;
  - (vii) a nominee of Athletics Northern Ireland (“ANI”) who shall have a vote on the Board, so long as a reciprocal arrangement exists on the management Board of the ANI. The ANI nominee may not hold the position for more than two consecutive terms;
  - (viii) one representative from each Provincial Council with full voting rights. This representative may not hold the position for more than two consecutive terms;
  - (ix) a nominee of the ISAA with full voting powers, who may not hold that position for more than two consecutive terms;
  - (x) a nominee of the IUAA with full voting powers, who may not hold that position for more than two consecutive terms;
  - (xi) persons co-opted by the Board: the Board shall have the power to co-opt any persons it deems advantageous to the Board to hold office for such period as may be decided by the Board during the lifetime of the particular Board (i.e. until, at the latest, the conclusion of the next Congress); any such appointment shall be for a maximum of two consecutive terms. A maximum of three such appointees shall be on the Board at any one time; and
  - (xii) any Irish citizen who is a member of the Council of the IAAF or of the Council of the EAA shall be ex officio a Member of the Board, with full voting rights, in accordance with and subject to Article 19.
- (b) (i) The Board shall meet at least six times per year.
- (ii) If during his term the President vacates his office for any reason, or is unable to fulfil the duties of the Presidency, his place will be taken by the Deputy President until such time as the President is able to fulfil his duties again, or until the next Congress. In the absence of both President and Deputy President the Board will select one of their number to preside in their place.
- (c) Each member of the Board shall have one vote.
- (d) The Board shall be responsible for defining, designing and developing the strategies for the Association, which will be implemented by the CEO.

- (e) The Board's duties shall include the following: -
- (i) To administer the affairs of the Association.
  - (ii) To submit to each AGM the Board's report, together with audited accounts for the preceding period, and an outline budget for the succeeding year.
  - (iii) To examine any proposals from County Boards or Provincial Councils which are to be discussed at any general meeting of the Association, and to submit such reports thereon as they think fit having considered the views of the Standing Orders Committee and to submit to Congress any other proposals they may deem desirable.
  - (iv) To notify Registered Members of the imposition of any penalties by either Congress or the Board.
  - (v) To maintain a register of any such competition records as Congress may decide to recognise.
  - (vi) To control and supervise the organisation of all athletic meetings within its jurisdiction.
  - (vii) To actively promote a development programme for the benefit of Registered Members requiring assistance in the training of coaches, judges and administrators.
  - (viii) To appoint or nominate persons to outside Athletics bodies. A Member may not represent the Association on any other body, sporting or otherwise, without the express consent of the Board in writing.
  - (ix) To appoint, at its first meeting after each Congress a Children's Officer for National Events who shall hold office until the conclusion of the next Congress and who shall report to the Juvenile Committee.
  - (x) To appoint persons to Principal Committees.
  - (xi) To approve and confirm acceptance of procedural guidelines made in accordance with the IAAF's Rules of Competition.
  - (xii) To appoint the Chief Executive Officer (CEO). The Board shall also appoint such personnel and other resources as it may deem necessary for the purposes of administering the affairs of the Association. The CEO shall report, in the first instance to the President, and thereafter to the Board.

## **PRESIDENT**

52. The President is the principal elected officer of the Association.

The President shall:

- (i) preside over all meetings of Congress, Annual General Meetings and the Board;
- (ii) be the lead delegate of the Association to meetings of the EAA, IAAF and the OCI;
- (iii) be an *ex officio* member of all Principal Committees and Provincial Councils;
- (iv) provide overall leadership to the Board and ensure good governance is observed at all times;
- (v) represent the interests of the Association at all ceremonial; and representative occasions as required;
- (vi) support, monitor and liaise with the CEO on behalf of the Board;
- (vii) perform other such tasks and duties that may be required from time to time; and
- (viii) delegate any of his/her duties as he/she considers appropriate.

### **CHIEF EXECUTIVE OFFICER**

53. The CEO shall not be a member of the Board (but shall attend all Board meetings unless requested otherwise by the Board) and shall hold office on such terms and conditions as the Board may determine. The CEO shall be responsible for implementing the strategies and policies adopted by the Board, for the engagement of staff for the Association in accordance with the requirements of the Board and, subject to the provisions of the Act, for the day to day running of the Association and shall report to the Board accordingly at its meetings.

### **VACATION OF OFFICE OF BOARD MEMBER**

54. The office of a Board Member shall be vacated *ipso facto*:
- (a) subject to the other provisions of these Articles, at the conclusion of the Congress next following such Board Member's election unless re-elected following successful candidature in a second or subsequent election; or
  - (b) if he ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a Board Member; or
  - (c) if he is adjudged bankrupt in Ireland or elsewhere in the European Union (as defined from time to time) or makes any declaration of insolvency or suspends payment or makes any arrangement or composition with his creditors generally or is a director of a company which goes into liquidation (other than that of voluntary liquidation); or
  - (d) if he becomes of unsound mind; or
  - (e) if he resigns his office by notice to the Association (whether in electronic form or otherwise);
  - (f) if he is convicted of an indictable offence, or any other offence which in the reasonable opinion of the Board adversely affects his position as a Board Member; or

- (g) if he has failed to attend six or more Board meetings (whether consecutive or not) during his term of office as a Board Member, or three or more Board meetings (whether consecutive or not) during any period of twelve consecutive months during his term of office as a Board Member, and the Board resolves that his office be vacated.
55. The Association may, by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Companies Act, 2014, remove any Board Member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Board Member. Such removal shall be without prejudice to any claim such Board Member may have for damages for breach of any contract of service between him and the Association.
56. A vacancy on the Board, for whatever reason it occurred, shall be filled as follows. If the position is that of the President, the vacancy shall be filled by the Deputy President who shall hold the position until the conclusion of the next Congress. If the vacancy is for any other elected position, the Board shall fill the vacancy by appointing to that position the next highest polling candidate in the election for that position at Congress, to hold office until the conclusion of the next Congress. If the vacancy is in a position to which a person was nominated, the Board shall ask the nominator of that person to nominate a replacement and the nominator may nominate a replacement. If the vacancy is among the persons co-opted by the Board, the Board may co-opt a replacement. If for any reason it is not possible to fill a vacancy by any of those procedures then (save where a nominator is entitled to nominate a replacement but fails to do so) the Board may fill the vacancy by appointing any person, after consulting such (if any) persons as the Board considers appropriate. Any person appointed or nominated to fill a vacancy under this Article shall hold office on the same terms as those on which the person whom he replaces held office and shall cease to hold office at the same time as the person who he replaces would have ceased to hold office if the vacancy had not occurred.

### **POWERS OF THE BOARD**

57. Subject to the provisions of the Acts, the memorandum of association and these Articles and to any directions given by special resolution of the Association, the business of the Association shall be managed by the Board. The Board may exercise all the powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting but subject nevertheless to the provisions of the Acts and of these Articles and to such directions, not being inconsistent with such provisions, as may be given by the Association in general meeting; and provided that no alteration of the memorandum or articles of association of the Association and no direction given by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by these Articles and a meeting of the Board Members at which a quorum is present may exercise all powers exercisable by the Board.

58. The Board may appoint any person, by power of attorney or otherwise, to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

### **OTHER RULES**

59. Subject as hereinafter provided, the Board shall have the power to adopt, alter and repeal such Other Rules concerning the governance of the Association as they may deem necessary, expedient or convenient for the proper conduct and management of the Association or to comply with the memorandum of association of the Association and these Articles. Provided that no Other Rule shall be inconsistent with or shall affect or repeal anything contained in the memorandum or articles of association of the Association or constitute such an amendment of or addition to these Articles as could only lawfully be made by special resolution of the Association. The Board shall adopt such means as it deems sufficient to bring to the attention of the Members all Other Rules. All Other Rules, so long as they are in force, shall be binding on the Members.

### **PROCEEDINGS OF THE BOARD**

60. Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Board Member may, and the Secretary shall, at the request of a Board Member, call a meeting of the Board. The Board may meet and adjourn as it thinks proper provided that it shall meet at least six times in every year. It shall not be necessary to give notice of a meeting to a Board Member who is absent from Ireland.
61. The quorum for the transaction of the business of the Board shall be eight Board Members present in person and entitled to vote in accordance with these Articles and subject to the Act. Subject to Article 51(b), the Board shall choose one of its voting members as chairperson of its meetings and may choose one or more of its voting members as deputy chairperson(s).
62. Questions arising at a Board meeting shall be decided by a majority of votes of the Board Members present and entitled to vote in accordance with these Articles and subject to the Act. In the case of an equality of votes, the chairperson shall have a second or casting vote.
63. Every Board Member (including the President and Deputy President) shall have one vote at Board meetings, subject to the provisions of the Act and these Articles in relation to when a Board Member is not entitled to vote.
64. A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote in accordance with these Articles.
65. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of calling a general meeting.

66. All acts done by a meeting of the Board, or a Principal Committee or a committee or sub-committee of the Board, or by a person acting as a Board Member or as a member of a Principal Committee, committee or sub-committee, as the case may be, shall be as valid as if every such person had been duly appointed or elected and was qualified and had continued to be a Board Member or other member as aforesaid and had been entitled to vote, notwithstanding that it be afterwards discovered that there was a defect in the appointment or election of any Board Member or any other member as aforesaid, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.
67. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board or of a committee or sub-committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) sub-committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.
68. Any Board Member may participate in (and vote at) a meeting of the Board by means of conference telephone or other telecommunications equipment whereby all persons participating in the meeting can hear each other speak. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Any Board Member may be situated in any part of the world for any such meeting.

#### **BOARD MEMBERS APPOINTMENTS AND INTERESTS**

69. Save as otherwise provided by these Articles, a Board Member shall not vote at a meeting of the Board or of any committee or sub-committee of the Board of which he is a member, on any resolution concerning a matter in which he has, directly or indirectly, an interest unless that interest relates to (i) the giving by him of a guarantee, security or other indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Association or (ii) the giving of a third party guarantee, security or indemnity in respect of an obligation of the Association for which that Board Member has assumed responsibility in whole or part and whether alone or jointly. An interest of a person who is, for the purposes of these Articles and for any purpose of the Acts, connected with a Board Member shall be treated as an interest of that Board Member. A Board Member shall not be entitled to vote on any matter in which any person with whom that Board Member is connected (as determined by the Acts) has an interest.
70. Subject to the provisions of the Act and of these Articles and provided he has disclosed to the Board the nature and extent of any interest, a Board Member notwithstanding his office: -
  - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a director or other officer of, or be employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested;

- (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

71. For the purposes of Article 70: -

- (a) a general notice given to the Board that a Board Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Board Member has an interest in any such transaction of the nature and extent so specified;
- (b) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (c) subject to Articles 69 and 70, a Board Member may not vote in respect of any contract in which he is interested or on any matter arising thereout.

#### **DELEGATION OF THE BOARD'S POWERS AND COMMITTEES**

72. The Board may delegate any of its powers to a committee or a sub-committee established by the Board (including the Principal Committees referred to in these Articles). Persons who are nominated or elected to any committee or sub-committee need not be Board Members. The Board may also delegate to the CEO or to any Board Member such of its powers as it considers desirable to be exercised by him.
73. Any such delegation referred to in Article 72 may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or amended at any time by the Board.
74. The terms of reference and detailed rules of procedure for all committees and sub-committees (other than the Principal Committees) shall be set by the Board and may be revoked or amended at any time by the Board.
75. Subject to Articles 72, 73 and 74, when there is a vacancy in an elected position on a Principal Committee, the Board shall fill that vacancy in accordance with Article 78(g). Subject as aforesaid, the Board shall have the power to appoint any person to fill a casual vacancy arising on any committee or sub-committee established by the Board pursuant to these Articles. Any person so appointed shall hold office from the date of such appointment until the conclusion of the next Congress after his appointment.
76. For the purposes of this Article, references to "committee" shall include reference to any Principal Committee, committee or sub-committee of the Board. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of any committee shall be determined by a majority of votes of the committee members present and entitled to vote. Where there is an equality of votes, the chairperson of the committee shall have a second or casting vote. A resolution in writing signed by

all the members of any committee entitled to receive notice of a meeting of the committee and to vote thereat shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the committee. All other provisions of these Articles relating to proceedings of the Board (including in relation to quorum and to attendance at meetings by telephone or similar equipment) shall apply *mutatis mutandis* to proceedings of a committee.

### **EXPENSES OF BOARD MEMBERS AND COMMITTEE MEMBERS**

77. The Board Members and any members of any Principal Committee, committee or sub-committee of the Board may be paid all reasonable travelling, hotel and other expenses properly incurred and vouched by them in connection with their attendance at meetings of the Board or of Principal Committees or committees or sub-committees or general meetings of the Association or otherwise in connection with the discharge of their duties.

### **COMMITTEES**

78. (a) Principal Committees may be created only by Congress and elected only in accordance with these Articles. All Principal Committees shall be elected for a period of two years unless otherwise decided by Congress. The roles of the Principal Committees are to agree individual business plans and budgets and to be accountable for their delivery.
- (b) Detailed Terms of Reference for the Principal Committees shall be reviewed and determined from time to time by the Board in consultation with Principal Committees.
- (c) Employees of the Association may not be voting members of Principal Committees.
- (d) The Association President shall be, *ex officio*, a member of all Principal Committees.
- (e) There shall be the following Principal Committees: -
- (i) A Coaching and Development Committee which shall consist of a Chair elected at Congress and ten (10) individuals, five (5) of whom shall be elected at Congress and five (5) appointed by the Board. The Chair of the High Performance Committee shall be, *ex officio*, a member of the Coaching and Development Committee with full voting rights.
  - (ii) A Competition Committee which shall consist of a Chair elected at Congress and ten (10) individuals, five (5) of whom shall be elected at Congress, one (1) appointed by the Board and four (4) appointed by the Provinces.



- (iii) A Finance and Risk Committee which shall consist of a Chair elected at Congress and six (6) individuals, three (3) of whom shall be elected at Congress and three (3), at least one of whom must be a Board Member, will be appointed by the Board.
- (iv) A High Performance Committee which shall consist of a Chair elected at Congress and six (6) individuals, three (3) of whom shall be elected at Congress and three (3), at least one of whom shall be an international athlete who has represented Ireland in Senior Competition within five (5) years of the date of the immediately preceding Congress, shall be appointed by the Board. The Chair of the Coaching and Development Committee shall be, *ex officio*, a member of the High Performance Committee with full voting rights.
- (v) A Juvenile Committee which shall consist of a Chair elected at Congress and ten (10) individuals, five (5) of whom shall be elected at Congress, one (1) appointed by the Board and four (4) appointed by the Provinces.
- (f) The necessary quorum for the transaction of the business of the Principal Committees shall consist of a bare majority of the total number of Committee members.
- (g) The Board shall appoint individuals to the Principal Committees at its first meeting after the relevant Congress, or as soon as practicable thereafter. The Principal Committees shall meet at least four times annually. If at any time an elected position on a Principal Committee becomes vacant through resignation or otherwise, the Board shall fill the vacancy by appointing to that position the next highest polling candidate in the election for that position at Congress, to hold office until the next Congress. In the absence of a next highest polling candidate the Board shall appoint a member to hold office until the next Congress.
- (h) There shall be a Technical Committee which shall comprise of eight (8) members appointed by the Board at its first meeting following Congress. The responsibilities of the Technical Committee shall include the following:
  - (i) training and certification of competition officials;
  - (ii) competition equipment;
  - (iii) statistics and records;
  - (iv) provide technical support to all other committees and any area deemed necessary by the Board.
- (i) There shall be a Schools Committee comprising of the nominees of the Irish Schools Athletics Association. The Board shall endeavour to achieve the full integration of the activities of ISAA into the Association.
- (j) There shall be a Universities Committee comprising of the nominees of the Irish Universities Athletics Association. The Board shall endeavour to achieve the full integration of the activities of IUAA into the Association.

- (k) The Board shall appoint a Standing Orders Committee to advise the Board on the order of business of Congress from time to time.
- (l) The Board may establish working groups from time to time and appoint members to those working groups.

### **BYE-LAWS AND RULES OF COMPETITION**

79. Only a general meeting (i.e. Congress, an AGM or an EGM) shall have power to make or amend the Bye-laws and Rules of Competition, in each case by resolution passed by a simple majority. The Board shall adopt such means as it deems sufficient to bring to the attention of the Members all Bye-laws and Rules of Competition. All Bye-laws and Rules of Competition, so long as they are in force, shall be binding on the Members.

### **AMENDMENT OF ARTICLES**

80. In accordance with the requirements of company law, these Articles may be amended only by a special resolution duly passed at a general meeting of which at least 21 days' notice has been given to those Members entitled to receive notice. To be duly passed as a special resolution, the resolution must be passed by a majority of at least 75% (seventy-five per cent.) of the votes cast on the resolution.

### **MINUTES**

81. The Board shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Association; and
  - (b) of all proceedings at meetings of the Association, the Board, all Principal Committees and all committees and sub-committees of the Board, including the names of the Members, Delegates, Board Members, Principal Committee members, committee members and sub-committee members as the case may be present at each such meeting.

### **THE SECRETARY**

82. The Companies Acts require every company to have a secretary. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration (if any) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

### **THE SEAL**

83. The Seal shall be used only by the authority of a resolution of the Board or of a committee of Board Members authorised by the Board in that behalf. The Board may determine who shall sign any document to which the Seal is affixed and unless otherwise so determined it shall be signed by a Board Member and shall be countersigned by the Secretary or by a second Board Member. Any document in electronic form to which the Seal is required to be affixed shall be sealed by means of an advanced electronic signature based on a qualified certificate of two (2) Board Members or of one (1) Board Member and the Secretary or a second Board Member.

### **ACCOUNTS**

84. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as provided herein, conferred by statute or authorised by the Board or by ordinary resolution of the Association.
85. The Board shall cause proper and sufficient books of account, whether in electronic form or otherwise, to be kept with respect to:
- (a) the assets and liabilities of the Association;
  - (b) the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
  - (c) all sales and purchases of goods by the Association.
86. The books of account shall be kept at the Registered Office or the place of business of the Association.
87. At least once in every year the Board shall place before the Association in general meeting an income and expenditure account for the period since the last preceding accounting period, made up to a date not more than nine months before that meeting, and a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the auditors. Copies of such account, balance sheet and reports shall be sent by post, electronic mail or any other means of electronic communication not less than thirty (30) Clear Days before the date for holding the meeting to all persons entitled under the provisions of the Act to receive them in the manner in which notices are directed in these Articles to be served, provided that in the case of those documents sent by electronic mail or any other means of electronic communication such documents shall be sent with the consent of the recipient to the address of the recipient notified to the Association by the recipient for such purposes. The auditors' report shall be read before the AGM as required by the Act.

### **AUDIT**

88. At least once in every year the accounts of the Association shall be examined, and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.

89. Auditors shall be appointed, and their duties regulated in accordance with the relevant provisions of the Act, the Board Members being treated as the directors mentioned in those provisions and the Members as shareholders.

### NOTICES

90. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that notice convening a meeting of the Board need not be in writing.
91. A notice or document to be given, served or delivered in pursuance of these Articles may be given, served on or delivered to any Member:
- (a) by handing it to him or to his authorised agent;
  - (b) by leaving it at his registered address;
  - (c) by sending it, by post in pre-paid cover addressed to him at his registered address; or
  - (d) by sending it, with the consent of the Member, by means of electronic mail or other means of electronic communication approved by the Board, to the address of the Member notified to the Association by the Member for that purpose (or if not so notified, then the address of the Member last known to the Association).
92. Where a notice or document is given, served or delivered in accordance with paragraph (a) or (b) of Article 91, the giving, service or delivery of it shall be deemed to have been effected at the time the same was handed to the Member or his authorised agent, or left at his registered address at the case may be.
93. Where a notice or document or notice is given, served or delivered in accordance with paragraph (c) of Article 91, the giving, service or delivery of it shall be deemed to have been effected at the expiration of twenty-four (24) hours after the cover containing it was posted. In proving service or delivery, it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
94. Where a notice or document is given, served or delivered in accordance with paragraph (d) of Article 91, the giving, service or delivery of it shall be deemed to have been effected at the expiration of twelve (12) hours after despatch.
95. Notice of every general meeting (i.e. an AGM or an EGM) shall be given at least ninety (90) Clear Days before such meeting in the manner authorised in these Articles to:
- (a) every Member;
  - (b) every Provincial Council Secretary and County Board Secretary;
  - (c) every personal representative or the Official Assignee in bankruptcy of a Member (where it arises) where such Member but for his death or bankruptcy would be entitled to receive notice of the meeting;

- (d) the auditors for the time being of the Association;
- (e) each Board Member;
- (f) the Company Secretary; and
- (g) each Honorary Life Vice-President.

No other person shall be entitled, as of right, to receive notice of general meetings.

96. Every legal personal representative, committee, receiver, *curator bonis* or other legal curator, assignee in bankruptcy, examiner or liquidator of any Member shall be bound by any notice given pursuant to these Articles if sent to the last registered address of that Member or sent to the address notified to the Association for the purposes of Article 90 notwithstanding that the Association may have notice of the death, lunacy, bankruptcy, liquidation, or disability of such Member. The signature (whether electronic signature, advanced electronic signature or otherwise) to any notice given by the Association may be written (in electronic form) or printed.
97. Notwithstanding the provisions of these Articles, if at any time by reason of the suspension or curtailment of postal services within Ireland, the Association is unable to convene a general meeting effectively by notices sent through the post, a general meeting may be convened by a notice advertised in at least one leading national daily newspaper published in Ireland and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day on which such advertisement or advertisements shall appear. In any such circumstance, the Association shall send confirmatory copies of the notice by post to those Members with addresses outside Ireland or (if practicable to do so in the opinion of the Board) in areas of Ireland unaffected by any such suspension or curtailment of postal services. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive it shall not invalidate the proceedings at the meeting.

## INDEMNITIES

98. Subject to section 235 of the Companies Act, 2014 every Board Member and the Secretary shall be indemnified by the Association against, and it shall be the duty of the Board Members out of the funds of the Association to pay, all costs, losses and expenses which any such Board Member and/or the Secretary may incur or become liable to by reason of any contract entered into by him or any act or thing done by him as such Board Member or Secretary or in any way in the discharge of his duties. No Board Member or Secretary shall be liable for the acts, receipts, neglects or defaults of any other Board Member or the Secretary (in the case of Board Members) or for joining in any receipt or other act of conformity, or for any loss or expense, damage or misfortune whatever suffered or incurred by the Association which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own wilful act or default.

## **WINDING UP**

99. Clause 7 of the Memorandum of Association of the Association relating to the winding up or dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this memorandum of association.

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Names, addresses and descriptions of subscribers

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Mr. Liam Hennessy

3 Cremorne, Templeogue,

Dublin 16

Retired

Mr. Raymond Flynn

Ballyure, Clogherevagh,

Sligo

HSE Manager

Mr. John Allen

106 Cumberland Road

Dundonald

Belfast BT16 2BB

Sports Administrator

Mr. Michael Hunt

Apartment 1, Auburn House

Rathmines Park, Rathmines

Dublin 6

Teacher

Mr. Ronnie Quigley

Tankardstown

Ratoath

Co. Meath

Aircraft Engineer

Mr. Patsy Mc Gonagle

Ballinaglack

Ballybofey

Co. Donegal

Lecturer

Mr. Neil Martin

Gortness, Cloghan P.O

Lifford

Co. Donegal

Psychiatric Nurse

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Dated the 5<sup>th</sup> day of June 2009

Witness to the above signatures:

JON ROCK  
17 DAME STREET  
DUBLIN 2

280818/rcs/10