



Weightlifting Ireland Constitution & Memorandum

2024-2025



CONSTITUTION
OF
THE IRISH AMATEUR WEIGHTLIFTING ASSOCIATION
(AS AMENDED BY SPECIAL RESOLUTION PASSED ON 22 APRIL 2024)



CONSTITUTION
OF
THE IRISH AMATEUR WEIGHTLIFTING ASSOCIATION

MEMORANDUM OF ASSOCIATION

1. The name of the Company is the Irish Amateur Weightlifting Ireland Association of Ireland (the “**Company**”).
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. **Objects**
 - 3.1 The principle object for which the Company is established is to be the national governing body for the sport of weightlifting in Ireland, and to have ultimate responsibility for national and international aspects of the promotion and governance of weightlifting in Ireland.
 - 3.2 The subsidiary objects of the Company, which must be exercised in furtherance of the main object of the Company, will be established in the Bye-Laws and exercised by the Executive Board.
4. **Powers**

The powers of the Company shall be:

 - 4.1 To generate income to advance the principle object of the Company;
 - 4.2 To promote, develop and further the principal object of the Company by any appropriate means;
 - 4.3 To solicit, receive and hold donations, grants, contributions, subscriptions, gifts and bequests of all kinds;
 - 4.4 To take over, purchase, lease, exchange, hire or otherwise acquire any real, leasehold or personal property and to sell or dispose of the undertaking or to otherwise deal with any property of the Company or any part thereof for such consideration as the Company may think fit, to lease, mortgage, exchange, develop, enfranchise, turn to account or otherwise deal with all or any of the property and rights of the Company;
 - 4.5 To receive grants, donations, contributions, subscriptions and generally to expend, invest, develop and manage all properties and money belonging to the Company;
 - 4.6 To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase, redeem and pay off such securities provided that such borrowings or security are effected for the purpose of advancing the foregoing principal object of the Company;
 - 4.7 To act as trustees of any property, real or personal, for any purpose that may seem conducive to the furtherance of the principal object of the Company and to undertake and administer any charitable trust;



- 4.8 To guarantee the performance of contracts or obligations and the repayment of moneys borrowed by the Company;
- 4.9 To employ such personnel as the Company may think desirable or necessary for the furtherance of its principal object;
- 4.10 To open, maintain, operate and close an account or accounts with a bank or banks or similar financial institutions and to draw, make, accept, endorse or issue promissory notes and other negotiable instruments;
- 4.11 Subject to the provisions of section 7 to remunerate any person, firm or company rendering services to the Company.
- 4.12 To pay all or any expenses incurred in connection with the formation, the promotion or incorporation of the Company, or to contract with any person, firm, body or company to pay the same;
- 4.13 To enter into any arrangements with any government or authority, local or otherwise or any corporation, company or person, association or other body, that may seem to be in furtherance of the Company's principal object;
- 4.14 To grant pension, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company and to make payment towards insurance and to form and contribute to provident and benefit funds of the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

5. **Limited Liability clause**

The liability of the members is limited.

6. **Guarantee Clause**

Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases being a Member, for payment of the debt and liabilities of the Company contracted before he or she ceases to be a Member, and of the costs charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding €1.

7 **Application of the Company's income and property**

The income and property of the Company shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association. No portion of the Company's income or property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company. However, nothing shall prevent any payment, in good faith, by the Company of:



- 7.1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 7.2 interest at a rate not exceeding five per cent. per annum (5%) on money lent by Directors or other Members of the Company to the Company; or
 - 7.3 reasonable and proper rent for premises demised or let by any Member of the Company (including any Director) to the Company.
- 8 No member of the Company's Executive Board shall be appointed to any salaried office of the company or to any office of the company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the company to any member of such Executive Board, other than:
- 8.1 the repayment of out-of-pocket expenses;
 - 8.2 interest at five per cent per annum (5%) on money lent to the Company;
 - 8.3 reasonable and proper rent for premises demised or let to the Company;
 - 8.4 a payment to a company of which a member of the Executive Board, may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.

9 **Winding Up**

If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent that at least as great as is imposed on the Company under or by virtue of paragraph 7 of this Memorandum (**Application of income and property**) hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

10 **Restrictions on amendment to Memorandum and Articles of Association**

- 10.1 No addition, alteration or amendments of any kind shall be made to the main objects and/or the clauses concerning the application of income and property of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved by the Revenue Commissioners.
- 10.2 No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 1180(1) of the Companies Act 2014, as provided for in the provisions of this memorandum of association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.

11 **Keeping accounts**

The Company shall keep annual accounts and on request, make available to the Revenue Commissioners said annual accounts.

ARTICLES OF ASSOCIATION

THE IRISH AMATEUR WEIGHTLIFTING ASSOCIATION

INTERPRETATION

1 Definitions and Interpretation

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| "the Act" | means the Companies Act 2014; |
| "the Annual Financial Report" | means the annual report prepared by the Treasurer; |
| "the Annual General Meeting" | means the annual meeting of members; |
| "the Bye-Laws" | means the Bye-Laws of the Company as adopted on 5 March 2016 and amended from time to time; |
| "Coach" | means a person recognised by the Company to instruct, teach, or train in the sport of Olympic weightlifting, pursuant to the requirements laid forth in the Bye-Laws and amended from time to time; |
| "the Company" | means the above-named Company; |
| "the Directors" | means the directors for the time being of the Company or the directors present at a meeting of the Executive Board and includes any person occupying the position of director by whatever name called and "Director" shall be construed accordingly; |
| "the Disciplinary Officer" | means an Officer(s) appointed by the Executive Board having responsibility for the oversight of disciplinary matters and proceedings. Such proceedings will be laid forth in the Bye-Laws and amended from time to time; |
| "the Electoral Congress" | means a vote of the Executive Board at the annual general meeting which takes place every second year; |
| "the Executive Board" | means the Board of Directors of the Company; |
| "Honorary Members" | means Members who are recognised for the longstanding service to the Company who are not currently serving on The Executive Board or current athletes or coaches; |
| "IWF" | means the International Weightlifting Federation; |
| "Member" | means a person who is member of the Company being either a Voting Member or a Non-Voting Member; |
| "Member in Good Standing" | means a Member who has paid the full annual subscriptions owing by them to the Company and is not currently subject to disciplinary proceedings; |
| "Non-voting Member" | shall have the meaning given to it in Article 3.2.2; |
| "the Office" | means the registered office for the time being of the Company; |
| "Official" | means a person recognised by the Company to administer rules and regulations of the sport of Olympic weightlifting as a referee, administrator, or sports |



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| | contest official as laid forth in the Bye-Laws and amended from time to time; |
| “the President” | means the chairperson of the Executive Board; |
| “SDSI” | means the Sports Dispute Solutions Ireland, formally known as Just Sport Ireland; |
| “the Seal” | means the common seal of the Company; |
| “the Secretary” | means the person elected as company secretary of the Company; |
| “the Stakeholders” | means (i) funding bodies from time to time, and (ii) Sport Ireland, others deemed to have a vested interest in the running of the Company by the Executive Board; |
| “the Treasurer” | means the Director responsible for managing the finances of the Company; |
| “a Voting Member” | means a Member who is in Good Standing (not being a Non-Voting Member). |

MEMBERS

2. Number of Members

- 2.1 For the purpose of registration, the number of the members of the Company is declared unlimited.

3. Categories of Member

- 3.1 All Members (other than the subscribers to the Memorandum of Association) shall be admitted by the Executive Board, and the Executive Board may at its sole discretion accept or decline any application for Membership.

- 3.2 There shall be two categories of Members as follows:

3.2.1 Voting Members; and

3.2.2 Non-Voting Members, which comprise of:

- a. Honorary Members;
- b. Members who have not reached the age of 18 can vote through a parent or legal guardian;
- c. Members not being in Good Standing;
- d. Participant members, who participate in Weightlifting Ireland training and events, but who do not currently coach or compete.

3.2.3 Only Voting Members shall have voting rights at general meetings.

3.2.4 All Members shall be entitled to membership on payment of the annual subscription; the cost of this payment will be as outlined by the Executive Board and amended from time to time.

4 Members

Affiliated clubs may be affiliated with the Company in accordance with the Bye-Laws and shall adhere to the obligations set out in the Bye-Laws.



5 Cessation of Membership

Membership of the Company shall terminate:

- 5.1 on a Member's death;
- 5.2 if the Member resigns by notice in writing to the Company;
- 5.3 in the event that a member failed to pay their annual subscription after 1 January of each year;
- 5.4 if a Member ceases to meet the criteria for eligibility for membership set out in the Bye-Laws;
- 5.5 if a Member is requested to resign in accordance with these Articles.

6 Expulsion from Membership

- 6.1 If at any time the Disciplinary Officer is of opinion that it is in the interest of the Company to do so, the Disciplinary Officer may by letter invite any Member of the Company to withdraw from membership within a time stated in the letter in accordance with the Bye-Laws. Such letter must contain a statement of the reasons why it is proposed to invite such withdrawal from membership.
- 6.2 If the Member in question does not withdraw from membership the Disciplinary Officer may recommend to the Executive Board to remove the Member.
- 6.3 The Member in question shall be afforded an opportunity of answering the complaints against him and explaining his conduct verbally and in writing at such a hearing of the disciplinary proceedings and may be represented at such hearing by a person of his choice.
- 6.4 If no less than two thirds of the Executive Board shall vote in favour of the resolution to expel the Member in question, such Member shall thereupon cease to be a Member of the Company.
- 6.5 Voting upon such resolution shall be by show of hands provided however that the Chairperson of the meeting or any three attendees of the Company shall have power at such meeting to demand the vote to be taken by secret ballot.

7 Subscription

- 7.1 The Executive Board shall be entitled from time to time to determine any annual subscriptions to be payable by any Member, and the terms and conditions attaching to such subscriptions.
- 7.2 No Member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.

GENERAL MEETINGS

8 Annual General Meetings

- 8.1 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as



such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

- 8.2 Non electoral annual general meetings may be held either in person, or virtually, or a combination of both.

9 Extraordinary General Meetings

- 9.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9.2 The Executive Board may, whenever it thinks fit, convene an extraordinary general meeting of the Company. An extraordinary general meeting shall also be convened by the Executive Board on the requisition of the Members, as provided by section 178 of the Act or, in default by the Executive Board, may be convened by such requisitionists.

10 Quorum at General Meetings

The quorum for general meetings shall be at minimum ten Members for the time being present in person at the time when the meeting proceeds to business. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

11 Length of and mode of giving notice

Subject to the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting; the general nature of the business to be transacted at the meeting; the text and substance of any proposed special resolution; and any other matter required under section 181 of the Act to be contained in such notice. Such notice shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles entitled to receive such notices from the Company.

- 11.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 11.2 For the purposes of section 218(3)(d) of the Act the use of electronic means to serve or give notice is permitted and each of the Members of the Company hereby consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Company with an email address to which notices may be served or given.

PROCEEDINGS AT GENERAL MEETINGS

12 Business at General Meetings

- 12.1 The business to be conducted at annual general meetings shall be:



- 12.1.1 The adoption of the minutes of the preceding annual general meeting and of any general meeting held since the preceding annual general meeting;
 - 12.1.2 To receive the annual report of the Executive Board;
 - 12.1.3 To receive the financial statements and report of the auditors (if any) on those statements;
 - 12.1.4 The appointment of the auditors (if any);
 - 12.1.5 The election of the Directors of the Executive Board;
 - 12.1.6 To approve the annual report on the activities of the Company, officers, and Committee chairs;
 - 12.1.7 Approval of the Annual Financial Report;
 - 12.1.8 Information on the strategic plan and development initiatives of the Company;
 - 12.1.9 Awards, honours and distinctions;
 - 12.1.10 Presentations by sponsors and appointed persons;
 - 12.1.11 To consider and decide any resolution of which due notice shall have been given relating to any other business including but not limited to questions of importance concerning weightlifting.
- 12.2 The business described in subparagraphs 12.1.1 to 12.1.10 above shall be deemed ordinary business. The business described in subparagraph 12.1.11 above and all business transacted at extraordinary general meetings shall be deemed special.

13 President of General Meeting

The President of the Executive Board shall chair the general meetings of the Company, or if there is no such President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as President, the deputy President, if any, of the Executive Board if he is present and willing to act shall be President of the meeting, failing which the Members present shall choose one of their number to be President of the meeting.

14 Voting and Demand for Poll

- 14.1 Every Voting Member present in person at a general meeting shall have one vote.
- 14.2 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) is demanded in accordance with the Act.
- 14.3 Where there is an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.



15 **Written Resolution of Members**

A resolution in writing signed by all the Voting Members for the time being entitled to attend and vote on such resolution at a general shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

THE EXECUTIVE BOARD

16 **Number of Directors**

16.1 The number of Directors shall be a minimum of five and a maximum of nine. The Board will at minimum consist of 40% female representation among the directors.

16.2 The Company may by ordinary resolution increase or reduce the number Directors.

17 **Appointment and retirement of Directors**

17.1 At every Electoral Congress at an annual general meeting of the Company all of the Directors shall retire from office but each such Director may stand for re-election provided that a person who is appointed a Director at four consecutive Electoral Congresses not occupy any Executive Board role for greater than eight and shall not be eligible for re-appointment for any Executive Board role at the next succeeding Electoral Congress, but shall be eligible for election at the next succeeding Electoral Congress thereafter;

17.2 The Voting Members at an Electoral Congress at which a Director retires may fill the vacated office by electing a person thereto, and in default, the retiring Director shall, if eligible and offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

17.3 Subject to Article 17.5, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a vacancy (whether arising due to death, resignation, disqualification or otherwise) or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by these Articles. Such person shall hold office only until the next annual general meeting (regardless of whether such AGM is an Electoral Congress or not). At such AGM a vote shall be taken on such person remaining in office, or alternatively another person shall be elected specifically to fill such vacancy.

17.4 The Company may from time to time by ordinary resolution increase or reduce the number of Directors.

17.5 An Honorary Member shall not be eligible to be a Director or an Officer.

18 **Appointment of Sub-Committees**

18.1 The board shall have the authority to appoint sub-committees and to define the scope of their authority and delegate and confer on such committees the powers necessary for the discharge of the function or functions for which such sub-committees was formed, with the exception of election of members.

18.2 Each sub-committee shall retire on the date of the electoral General Meeting of the Company or when the function for which it was appointed was completed.

18.3 The Quorum of each sub-committee shall be defined at the time of the appointment.

- 18.4 the members of the combined sub-committee should represent the demographic of the membership with equality and in proportion to affiliated clubs and membership demographic.
- 18.5 The Chairperson of each Sub-Committee shall, in addition to a deliberate vote, have and shall exercise a casting vote.
- 18.6 Each Sub-Committee shall circulate the committee minutes of its meetings.

19 **Remuneration of Directors**

No remuneration shall be payable to Directors in respect of services as Director, or on any committee of the Executive Board to which the Directors may delegate powers. The Directors may be paid all travelling, hotel and other expenses properly incurred in connection with the affairs of the Company provided that same are properly vouched to the Executive Board.

20 **Powers of Directors**

- 20.1 It shall be the duty of a Director who is directly or indirectly interested in a contract or proposed contract with the Company to declare the nature of his interest at a meeting of the directors of the Company. A Director shall not vote in respect of any contract in which he is interested in or any matter arising therefrom and if he shall so vote, his vote shall not be counted.
- 20.2 Directors may not appoint any person as their alternate or their proxy to attend or vote at Directors meetings in their place.
- 20.3 For the purposes of section 228(1)(d) of the Act, the reasonable personal use by a Director of any property and any information or communications technology equipment of the Company and made available for use by the Director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company or the Executive Board under contract or otherwise.
- 20.4 Nothing in Section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Executive Board or has been approved pursuant to such authority as may be delegated by the Executive Board in accordance with these Articles. It shall be the duty of each Director to obtain the prior approval of the Executive Board, before entering into any commitment permitted by Sections 228(1)(e)(ii) and 228(2) of the Act.

21 **Resignation of Directors**

A Director may resign by giving one month's notice in writing delivered to or sent by post to the Company Secretary (or in the case of the Company Secretary to the President of the Executive Board).

22 **Vacation of office of Director**

- 22.1 A Director shall cease to hold office if he or she:
- 22.1.1 is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- 22.1.2 is the subject of a declaration by the court restricting a Director of an insolvent company in being appointed or acting as a Director in accordance with section 819 of the Act or an order under sections 839-842 of the Act; or



22.1.3 is convicted of an offence punishable by imprisonment (whether or not a suspended sentence) or is convicted of an indictable offence; or

22.1.4 dies, or resigns by notice in writing to the Company; or

22.1.5 by reason of health can no longer be reasonably regarded as possessing adequate decision-making capacity; or

22.2 Director may be removed by the Executive Board if:

22.2.1 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required; or

22.2.2 except with the express permission of the Executive Board, shall personally enter into any contract with the Company or receive from it any fee, profit, salary or emolument;

22.2.3 The office of an elected officer may be terminated by expulsion by the Executive Board upon the recommendation of the Disciplinary Officer decision for just cause or if the Executive Board, in its sole discretion, determines that such Member has neglected or jeopardised the interest of the Company, or acted in any way which the Executive Board considers as contract to the interests of the Company. This decision may be appealed according to the procedure laid out in Article 27.

23 **Removal of Director**

The Company may by ordinary resolution of which notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.

24 **Appointment of President and Officers**

24.1 The President shall be elected by the Members at the Electoral Congress and determine the period for which he is to hold office subject to Article 23.4.

24.2 The minimum requirements required to be eligible for the role of the President shall be set out in the Bye-Laws.

24.3 Members shall at each Electoral Congress have the power to appoint the following officers from amongst the Directors:

24.3.1 The General Secretary;

24.3.2 Treasurer;

24.3.3 Governance Director; and

24.3.4 such other officers as they shall deem necessary to enable the Executive Board to efficiently carry on the business of the Company and as may be specified in the Bye-Laws;

24.3.5 The National Children's Officer who may be a member of the Executive Committee, or if not must have access to the committee and its accompanying documents, to ensure that children's interests are kept on, and influence the decisions of, the agenda of the Governing Body provided that any officer so

elected must meet the minimum competency requirements for such role as may be set out in the Bye-Laws. If compliance with such competency requirements are in doubt, compliance shall be determined by the President.

PROCEEDINGS OF THE EXECUTIVE BOARD

25 Meetings of the Executive Board

25.1 The Executive Board shall meet at least once per quarter for the despatch of business, adjourn and otherwise regulate their meetings as they think fit provided that each Director shall be given reasonable notice in writing of each meeting of the Executive Board. Two Directors may, or the Secretary on the requisition of two Directors shall, at any time summon a meeting of the Executive Board.

25.2 Executive Board meetings are not open to the public or to the Members.

25.3 The Executive Board may establish one or more committee(s) consisting in whole or in part of the members of the Executive Board, which shall be contained in the Bye-Laws.

25.4 A committee of the Executive Board may meet and adjourn as it thinks proper. Subject to the foregoing, the rules applicable to the meetings of the Executive Board shall apply to meetings of any committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present. In the event of a split division of a committee on a specific order of business, the chairperson of the committee carries an extra vote to decide the action to be taken by the association.

25.5 The Minutes of the Executive Board meetings are kept and copies of same are available on request to all Members after sensitive information is removed for data protection purposes or in accordance with legal advice or obligations.

25.6 The President and General Secretary/Treasurer should be present at all general meetings. Should one of them be absent, the meeting may appoint a stand-in from the Directors, to fulfil the duties of the role for the duration of the meeting. A minimum of three Directors shall be present.

26 Quorum

The quorum for meetings of the Executive Board shall be 60% of the current, active directors (rounded to nearest whole number), present in person at the time when the meeting proceeds to business. The quorum for meetings of any committee of the Executive Board shall be set out in the Bye-Laws.

27 Proceedings

27.1 The President shall be the chairperson of the meetings of the Executive Board. If any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chair of the meeting.

27.2 Questions arising at any meeting of the Executive Board shall be decided by a majority of votes of those present and entitled to vote. In the event of a split decision on a



specific order of business, the President carries an extra vote to decide the action to be taken by the association.

27.3 Attendance is compulsory for Directors. Those that are unable to attend must provide the Secretary of notice of their absence before the session and must provide acceptable reasons for their absence. All absences are subject to adequate notice.

27.4 A resolution in writing signed by all the Directors, or as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Executive Board or such a committee duly convened and held.

28 **Discipline**

28.1 The Company may take disciplinary action in the case of any violation of this Constitution and the Bye-Laws, or for any reason listed as being a disciplinary matter in the Bye-Laws.

28.2 If the Disciplinary Officer, in their discretion, considers the charge against the Member, Coach, Official or Club against whom a complaint has been made to be sufficiently serious it will have the power to recommend to the Executive Board to impose one or more of the following:

28.2.1 Require a verbal or written apology;

28.2.2 Referral to counselling;

28.2.3 Suspend the membership of the Member, Coach, Official or Club for a stated period of time;

28.2.4 Revoke the membership of the Member, Coach, Official or Club.

28.3 The Member, Coach, Official or Club subject to the one or more of the above-mentioned sanctions by the Executive Board, may appeal the decision to Sport Dispute Solutions Ireland ("SDSI") within twenty-one days from the date the decision is handed down for resolution in accordance with the SDSI Mediation Rules.

28.4 If the dispute remains unresolved at the conclusion of the mediation process, the dispute shall be referred to SDSI for binding arbitration in accordance with the SDSI Arbitration Rules.

28.5 The arbitral award issued by SDSI may be appealed exclusively by referral to the Court of Arbitration of Sport ("CAS") in Lausanne, Switzerland, within twenty-one days from the receipt of such arbitral award for final and binding arbitration in accordance with the CAS Code of Sports related arbitration.

29 **Dispute Resolution**

29.1 **Appealing the Board**

Decisions issued by the Board of Directors may be appealed exclusively by referral to Sport Dispute Resolutions Ireland, within 14 days from receipt of such decision, for final and binding arbitration in accordance with the Sport Dispute Solutions Ireland Arbitration Rules. The arbitral award issued by Sport Dispute Solutions Ireland may be appealed exclusively by referral to the Court of Arbitration for Sport (CAS) in



Lausanne, Switzerland, within 21 days from receipt of such arbitral award, for final and binding arbitration in accordance with the CAS Code of Sports-related Arbitration.

29.2 Ordinary Mediation / Arbitration

All disputes arising out of or in connection with this Constitution and its Bye-Laws shall be referred to the Board. Decisions issued by the Board may be appealed exclusively by referral to Sport Dispute Solutions Ireland for resolution by mediation in accordance with the Sport Dispute Solutions Ireland Mediation Rules. If the dispute remains unresolved at the conclusion of the mediation process, the dispute shall be referred to Sport Dispute Solutions Ireland for final and binding arbitration in accordance with the Sport Dispute Solutions Ireland Arbitration Rules.

30 Anti-Doping

The Company formally adopts the Anti-Doping rules of Sport Ireland and the IWF as amended from time to time.

THE SEAL

31 The Seal

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

ACCOUNTS

32 Accounting records

32.1 The Executive Board shall, in accordance with Chapter 2 of Part 6 of the Act, cause to be kept adequate accounting records. The Company shall make those accounts available to the Revenue Commissioners on request.

32.2 The Executive Board shall from time to time in accordance with Part 6 of the Act cause to be prepared and laid before the annual general meeting of the Company such statutory financial statements and reports as are required by that Part to be prepared and laid before the annual general meeting of the Company.

32.3 A copy of the statutory financial statements of the Company for the financial year concerned (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the report of the Executive Board and auditor's report shall, not less than twenty-one days before the date of the annual general meeting, be sent to every Member.

33 Audit

If required, auditors shall be appointed, and their duties regulated in accordance with Part 6 of the Act.



34 **Finances**

- 34.1 The Executive Board shall be empowered to open bank accounts and other financial accounts in the name of the Company. All transactions in these accounts must be authorised by two authorised signatories.
- 34.2 All cheques, drafts and other financial instruments must be signed by two authorised signatories.
- 34.3 All authorised parties can receive all money paid to the Company and ensure all such monies are lodged to the Company bank account as soon as possible and shall notify the Treasurer of this.
- 34.4 Any Company assets invested by the Executive Board will be used for Company purposes only.
- 34.5 The Executive Board will have the power to negotiate sponsorships on behalf of the Company and engage from time to time in fundraising activities. Any financial returns from these activities will be used for the Company development purposes.
- 34.6 The Executive Board may from time to time, raise or borrow in the name or on behalf of the Company, such money as they deem expedient for the essential functions of the Company.

NOTICES

35 **Mode of delivering notice**

A notice may be given by the Company to any Member either personally, or by sending it by post to him to his registered address or may be sent to the Member by electronic means, including e-mail in which a copy of the notice to Members may be viewed via a link to the Company's website. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by electronic means, it shall be deemed to have been served or given 12 hours after despatch.

36 **Persons entitled to notice of general meetings**

- 36.1 Notice of every general meeting shall be given in any manner herein before authorised to:-
- 36.1.1 every Voting Member and Non-Voting Member but excluding Members not in Good Standing;
 - 36.1.2 the Directors and the Company Secretary;
 - 36.1.3 the auditors for the time being of the Company; and
 - 36.1.4 the Stakeholders;
- 36.2 No other person shall be entitled to receive notices of general meetings.

INDEMNITY

37 Indemnity

Subject to section 235 of the Act, every officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against any losses or liabilities which he or she may sustain or incur:

- 37.1 in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under sections 233 or 234 of the Act in which relief is granted to him or her by the court; and/or
- 37.2 in or about the execution of the duties of his or her office or otherwise in relation thereto.

BYE-LAWS

38 Bye-Laws and Regulations

- 38.1 The Executive Board (and/or any committee) may from time to time make Bye-Laws in relation to the Company including the Bye-Laws and where required and for the avoidance of doubt, the provisions of such Bye-Laws shall adhere to the principles of natural justice. The Company may at any time in like manner annul or vary any Bye-Laws so made, and all Bye-Laws so made and for the time being in force shall be binding on all the Members and shall have full effect accordingly.
- 38.2 Such Bye-Laws shall be binding for all Members.
- 38.3 Bye-Laws come into force on the date decided by the Executive Board.
- 38.4 The Executive Board shall bring such Bye-Laws to the attention of Members in such manner and within such time as it may in its absolute discretion decide provided that they shall be published on the website of the Company.
- 38.5 No Bye-Law shall be made which would amount to such an addition or alteration of these Articles as could only legally be made by special resolution passed in accordance with the Act.
- 38.6 In case of any conflict between these Articles and any Bye-Laws made from time to time pursuant to these Articles, these Articles shall prevail.



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