

ARTICLES OF ASSOCIATION
OF
IRISH GYMNASTICS LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

1. Interpretation

In these Articles the “Law” means the Laws of the Republic of Ireland and anything in these Articles, which is incompatible therewith are amended thereby so that they are in conformity therewith at all times.

“The Act” is the Companies Act, 1963 as amended.

“Affiliate” means a club, regional association or national association accepted as an affiliate in accordance with Article “2” hereof established by or approved by the Company.

“Association” means the Company, Irish Gymnastics Limited which has been formed by merger of Irish Amateur Gymnastics Association Limited and Irish Sports Acrobatics Federation Limited and shall include any club or other company taken into membership of the Company.

“Board of Control” means the group of persons elected or appointed under these Articles to manage the affairs of the Company as a board from time to time and provided a quorum be present all thing done thereby shall be deemed to have been done by the Board.

“Members” shall mean persons defined under Article “3” hereof.

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

“Office” means the Registered Office for the time being of the Company.

“the seal” shall mean the common seal of the Company.

Expressions referring writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes or representing or reproducing words in a visible form. Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act as amended or any statutory modification thereof in force.

2. Affiliates

The Company or any other group approved by it as an Affiliate. Each application for acceptance as an Affiliate shall be submitted and considered in accordance with such rules and regulations as the Board of Control from time to time shall adopt. Each

affiliate shall be required to pay an annual fee to be determined by the Board of Control.

3. Members:

- i. The number of members with which the Company proposes to be registered is 100 but the Board of Control may from time to time register an increase in the number of members.
 - ii. Members of the Company shall be in the following categories:-
 - (a) Life Members
 - (b) Full Club Members
 - (c) Associate Club Members
 - (d) Full Individual Members
 - (e) Honorary Members
 - (f) Joint Members
 - (g) Student Members
 - iii. Each member shall pay the annual subscription, which the Board of Control may determine for the category.
 - iv. A member shall cease to be a member of the Company if:-
 - (a) S/he submits a notice in writing resigning from membership to the Secretary.
 - (b) The company expel him/her by a resolution passed by two thirds majority of the members present and voting at any special or extraordinary general meeting of the Company and where the members have been given prior notice in writing thereof.
 - (c) When s/he fail to pay the annual subscription by the due date where applicable.
4. Any person who in the opinion of the Board of Control has rendered or shall be capable of rendering special services to the Company may be admitted by the Board of Control to Honorary Membership of the Company.

5. General Meetings:

- i. The Company shall hold an Annual General Meeting each year within the State which shall be described as such when so notified to the members and not more than the 15 months shall elapse between Annual General Meetings which shall be held at a time and place as the Board of Control shall decide.
- ii. The Company may also hold extraordinary general meetings which shall be so described when notified to the members where the president decides so to do or the Board pass a resolution to that effect or where 10% of the members submit a requisition for the holding of such a meeting. . If the Board of Control fail within 21 days to proceed to hold a meeting, called by such requisition by them then a majority of those requisitioning may themselves in the same manner as that held in the same manner as that held by the Board of Control

but not later than 3 months from the date of submission of the requisition and the Company shall be responsible for the reasonable outlays expended thereby.

Notice for General meetings:

The Company shall give 6 weeks notice in writing of Company's Annual General Meeting to all members entitled to attend and vote at the Annual General Meeting. The Company shall give 3 weeks notice in writing of an extraordinary general meeting at which it is intended to pass a special resolution. All other extraordinary general meetings shall be convened by the Company giving two weeks notice thereof. The agenda for an extraordinary meeting shall be sent out with the notice therefore and shall specify the general nature of the business of such meeting. The date of receipt of the notice shall be deemed to be two working days following posting or delivery thereof and this date shall commence the notice period but shall exclude the day of the meeting. An extraordinary general meeting may be convened immediately following the Annual General Meeting by giving the notice in the manner specified above or where three quarters of those members present and entitled to vote pass a resolution to hold such a meeting.

- iii. Each notice of a general meeting shall specify the date; hour and place at which it is intended to hold the said meeting.
- iv. The accidental omission to give notice or the non-receipt of such a notice specified above to a member entitled to be present and voting at a general meeting shall not in itself invalidate the proceedings at a general meeting.

6. Proceedings at General Meetings:

- i. The business of the Annual General Meeting shall be the Report of the Secretary of the Board of Control, the Treasurers Report, the election of the Officers and the election of members of the Board of Control, the appointment of the auditors and the fixing of their remuneration.
- ii. Save for the business described in (i) above all other business to be transacted at a general meeting shall be so transacted at a special general meeting.
- iii. No business shall be so transacted at any general meeting unless, a quorum of members present at the time when the meeting proceeds to business: save as herein otherwise provided, a quorum shall consist of twelve of the members of the company entitled to a vote at a Annual General Meeting.
- iv. If within half an hour from the time appointed for the meeting a quorum, as defined in the preceding clause, is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other time and place as the members present may determine. Ten days notice of date, time and place of the adjourned meeting will be sent to all members. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those members present shall constitute a quorum. Only business, which was on

the agenda of the original meeting, may be considered at an adjourned meeting.

- v. The President, or in his absence the deputy President, shall preside as chairperson at every general meeting of the Company, or if there is no such president or deputy president, or if either of them is not present within 15 minutes after the time appointed for the holding of the meeting or if they are unwilling to so act, the members present shall elect a member of the Board of Control to be chairperson of the meeting.
- vi. If at any meeting no member of the Board of Control is willing to act as chairperson at every general meeting of the Company, or if there is no such president or deputy president, or if either of them is not present within 15 minutes after the time appointed for the holding of the meeting or if they are unwilling to so act, the members present shall elect a member of the Board of Control to be chairperson of the meeting.
- vii. The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjourned took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned or of the business to be transacted at an adjourned meeting.
- viii. 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) demanded by the chairperson of the meeting or by at least five members present and entitled to vote in person. Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- ix. Except as provided in articles 6 (xi), if a poll is duly demanded it shall be taken in such manner and at such times as the chairperson, after consultation with the officers of the Company present at the meeting at which the poll was demanded.
- x. Where there is equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands take place, or at which the poll is demanded, shall be entitled to a seconded or casting vote.
- xi. A poll demanded on the election of a chairperson, or a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such times as the chairperson of the meetings

directs, and any business, other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

- xii. Only full paid-up Life members, full individual members, joint members, student members and honorary members shall be entitled to vote at any general meeting.
- xiii. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall remain valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be made final and conclusive.

7. Officers of the Company:

The following Officer positions are hereby created by these Articles: -

- (a) The President who shall act as the chairperson of the Board of Control.
- (b) The Deputy President who will be the Vice-Chairperson of the Board of Control.
- (c) The vice-president Finance who shall act as the Company Secretary.
- (d) The vice-president Public Relations who will be the Chairperson of the Public Relations Committee.
- (e) The vice-president Development who will be the Chairperson of the Development Committee.
- (f) The vice-president Men's Artistic Gymnastics who will be the Chairperson of the Men's Artistic gymnastics Committee.
- (g) The vice-president Ladies Artistic Gymnastics who will be the Chairperson of the Ladies Technical Committee.
- (h) The vice-president Rhythmic Gymnastics who will be the Chairperson of the Rhythmic Technical Committee.
- (i) The vice-president General Gymnastics who will be the Chairperson of the General Technical Committee.
- (j) The vice-president Sports Acrobatics Gymnastics who will be the Chairperson of the Sports Acrobatics Technical Committee.
- (k) The vice-president Sports Aerobics Gymnastics who will be the Chairperson of the Sports Aerobics Technical Committee.
- (l) The vice-president Tumbling Gymnastics who will be the Chairperson of the Tumbling Technical Committee.
- (m) The vice-president Trampolining Gymnastics who will be the Chairperson of the Trampolining Technical Committee.
- (n) The vice-president Special Needs Gymnastics who will be the Chairperson of the Special Needs Technical Committee.

The former President of the Irish Sports Acrobatics Federation Limited shall be a member of the Board of Control up to the AGM of the year 2000 when this position will cease.

The election to fill the above positions shall be held at the Annual General Meeting of the Company. Casual vacancies arising in the Position of President, Deputy President and vice-president finance, shall be filled by election at an Extraordinary General Meeting of the Company.

8. The Board of Control:

- (a) The Board of Control shall manage the affairs of the Company during the period between Annual General Meetings. It shall have power to delegate day to day running affairs of the Company, to a management Committee appointed by the Board of Control.
- (b) The Board of Control shall consist of the Officers described at 7 above and the following other members:
- i. The Chairperson of each regional board or his nominee shall also be a member of the Board of Control.
 - ii. No more than three members of the Company from any one club hall be members of the Board of Control at any one time.
 - iii. All fully paid-up members of the Company, except associate club members, who are over eighteen years of age, are eligible for nomination in accordance with these articles for election to the Board of Control.
 - iv. Any person who in the opinion of the Board of Control has rendered or shall be capable of rendering special service to the Company may be admitted by the Board of Control as an honorary member to the company.
 - v. Vacancies in the posts of president, deputy president or vice-president shall be filled only by election at a general meeting of the Company.
 - vi. Vacancies for all other positions of the Board of Control occurring during the year shall be filled by the Board of Control by co-option from eligible members (as defined in Article 8 iii above).
 - vii. Every member of the Board of Control, at the end of his term of office, shall be eligible for re-election as a member of the Board of Control.
 - viii. The Company may by ordinary resolution, of which extended notice has been given in accordance with section 142 of the act, remove any member of the Board of Control before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such member.

Powers of the Board of Control: -

- i. The business of the Company shall be managed by the Board of Control who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the Company as are not by the act or by these articles required to be exercised by the Company in general meeting: subject nevertheless to the provisions of the act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the company in general meeting

shall invalidate any prior act of the Board of Control which would have been valid if that direction had not been given.

- ii. The Board of Control may exercise all the powers of the Company to borrow money and to mortgage of charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.
- iii. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such person or persons and in such manner as the Board of Control shall from time to time by resolution determine.
- iv. The Board of Control shall cause minutes to be kept;
 - a) Of all appointments of officers made by the Board of Control.
 - b) Of all the names of the members present at each meeting of the Board of Control and of any sub-committee.
 - c) Of all the resolutions and proceedings at all General meetings of the company, and of meetings of the Board of Control and of any sub-committee. Any such minutes of any meeting if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts herein stated.
- v. Any contract or arrangement entered into by or on behalf of the Company in which any member of the Board of Control is in way interested shall not be avoided, nor shall any member of the Board of Controls contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such member of the Board of Control holding that office or of the fiduciary relation thereby established subject to the provisions of article 11 (i), provided however that such member of the Board of Control does not attend or vote at the meeting at which the said contract is awarded.
- vi. A member of the Board of Control who is in any way, whether directly or indirectly, interested in a contract of proposed contract with the company shall declare the nature of his interest at a meeting of the Board of Control in accordance with section 194 of the Companies Act.

9. Disqualification of members of the Board of Control:-

A person shall cease to be a member of the Board of Control if s/he;

- a) Is adjudged bankrupt in the state or in Northern Ireland or Great Britain or makes any arrangements or composition with his creditors generally.
- b) Becomes prohibited from being a member by reason of any order made under section 194 of the act.

- c) Becomes of unsound mind.
- d) Resigns his position by notice in writing to the company secretary.
- e) Is convicted of an indictable offence (unless the Board of Control otherwise determines)
- f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in the manner required by section 194 of the act.
- g) Has completed their term of appointment.

10. Proceedings of Board of Control:-

- i. The Board of Control may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The President or in his absence, a deputy president, shall preside as chairperson at every meeting of the Board of Control or if there is no such president, or deputy president or if any of them is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the member of the Board of Control present shall elect one of their number to be chairperson of the meeting. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the chairperson shall have a seconded or casting vote. A member of the Board of Control may, and the Secretary on the requisition of a member of the Board of control shall, at any time summon a meeting of the Board of Control. If the Board of Control so resolve it shall not be necessary to give notice of a meeting of the board of Control to any member who being resident in the state id for the time being absent from the state.
- ii. The quorum necessary for the transaction of the business of the Board of Control shall be six.
- iii. The continuing members of the Board of Control may not act notwithstanding any vacancy in their number, but if and so long as their number is reduced below the number fixed by or pursuant of these Articles as necessary quorum of members, the continuing members or member may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the company but for no other purpose.
- iv. The Board of Control shall cause minutes to be made of the names of the Board of Control members present at each of it's meetings and of any resolutions and proceedings thereat, ad every Board of Control member present at such meeting shall sign his name in a book kept for that purpose.
- v. The Board of Control may delegate any of it's powers to sub-committees provided a majority of the members present entitled to a vote at a meeting of the Board of Control pass such a resolution. Any sub-committee so formed shall. In the exercise of the powers so delegated, conform to any regulations that may be delegated to it by the Board of Control, where the resolution relating thereto has been passed at a meeting of the members of the Company. Any member of the Company may be appointed to act on any such sub-committee.

- vi. All the acts done by any meeting of the Board of Control or of a sub-committee or by any person acting as a member of the Board of Control or sub-committee shall, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such members of the Board of Control or sub-committee or persons acting aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Board of Control or sub-committee.

11. Adoption of rules and regulations:-

The Board of Control shall have the power from time to time to make, alter and repeal all such rules and regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the company, provided always that such new rules and regulations, or alterations or repeals thereof, shall have been put before the members of the Board of Control, passed by a majority of the said members. The Board of Control shall adopt such means as they deem sufficient to bring to the notice of the members of all such alterations and repeals, and all such rules and regulations, so long as they are in force, shall be binding upon all members of the company provided always that no rule or regulation shall be inconsistent with or shall effect or repeal anything contained in the memorandum or articles of association of the Company or constitute such an amendment of or addition to these present as could only lawfully be made by special resolutions.

12. Secretary:-

- i. A provision of the Acts or of these articles requiring or authorising a thing to be done by, or to, both a member of the Board of Control and the Secretary, shall not be satisfied by its being done by, or to, the one person acting in his capacity both as a member of the Board of Control and/or in the place of, the Secretary.
- ii. Where any office becomes vacant during the year the Secretary shall notify the Board of Control of this by including it on the agenda of the next meeting following the occurrence of the vacancy.

13. The Seal:-

The Company seal shall be used only by resolution of the Board of Control and every instrument to which the seal shall be affixed shall be signed by the chairperson of the Board of Control and shall be countersigned by the Secretary or by a second member of the Board of Control for the purpose.

14. Accounts:-

- i. The Board of Control shall cause proper books of accounts to be kept relating to;

- a) All sums of money received and expended by the company and the matters in respect of which the received and expended by the company and the matters in respect of which the receipt and expenditure takes place.
- b) All sales and purchases of goods by the company.
- c) The assets and liabilities of the Company.

15. Audit:-

- i. The accounts of the company shall be audited at least once every fiscal year and the correctness of the income and expenditure account and balance sheet ascertained by the auditors appointed who shall be properly qualified accredited auditors.
- ii. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the act.

16. Notices Generally:-

- i. A notice of any matter shall be deemed served by the company upon any member if it is either personally served by a person so authorised by an officer of the company or it is sent through the post by ordinary prepaid post addressed to such member at his address appearing in the register of members. It is the duty of every member to ensure that his/her correct address is stated on the register.
- ii. Where notice is sent by the post service of the notice shall be deemed to have been affected after the expiration of two working days after it has been posted.
- iii. Notice of every meeting shall state the date, time, agenda and value of the meeting and any dispute thereto shall be resolved by reference of the same to the auditor, for the time being, of the company. No other person or persons save members shall be entitled to receive notices of meetings.

17. Indemnity:-

Every member of the Board of Control, chairperson, president, vice-president, vice-chairperson, secretary, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which s/he may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto including any liability incurred by his/her favour or in which s/he is acquitted or in connection with any applicant under section 391 of the act in which relief is granted to him/her by the court, and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his/her office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 200 or the act.

18. Anti-Doping Policy:-

Irish Gymnastics Limited is a member of FIG, the International governing body for gymnastics, whose rules state that doping is illegal, and it gives full support to the requirements of the international Olympic Committee, that provision shall not only be made for checks at National and International competitions, but also spot checks be taken during training sessions. Refusal by any affiliated gymnast to submit to such testing shall result in automatic suspension and may lead to expulsion.

19. Code of Ethics:-

The Code of Ethics of the Irish Sports Council is the ethical standard required of all members and athletes of Irish gymnastics Limited and any amendments made thereto from time to time shall be automatically incorporated into that ethical standard. Infringement of that ethical standard may lead to disciplinary action against that member or athlete which may include suspension or dismissal of that member or athlete from the Company.

20. Winding Up:-

The Company may be wound up in the manner provided for by the Companies Acts or any statutory modification made thereto for the time being in force and in accordance with the Memorandum of Association.

21. Companies Act:-

Table C of the Companies Act 1963 to 1993 is hereby adopted.