

**COMPANY LIMITED BY GUARANTEE**  
**COMPANIES ACT 2014**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company is **IRISH AMATEUR ROWING UNION COMPANY LIMITED BY GUARANTEE**, also known as **Rowing Ireland** (hereinafter referred to as the 'Company').
2. The Company is a company limited by guarantee registered under the Companies Act 2014.
3. The registered office of the Company (the Office) means the registered office of the Company for the time being with the Companies Registration Office.

**MAIN OBJECTS**

4. The Main Objects for which the Company is established are:
  - 4.01 to be the national governing body of the sport of Rowing ('the Sport') in the Republic of Ireland and Northern Ireland (hereafter together referred to as 'Ireland'); and,
  - 4.02 to control, advance, promote, foster, and safeguard the interests of the Sport in Ireland and the doing of all other such things as are incidental or conducive to the attainment of the above object.

**OBJECTS**

5. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Objects and which powers may only be exercised in promoting the Main Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects:
  - 5.01 To be a member federation of or affiliated to World Rowing and to co-operate with all such bodies belonging or affiliated to it and in particular to represent Rowing Ireland in the promotion of the sport and to engage with such bodies, organisations or associations, and to present their views and interests to any appropriate authorities in other countries; and to enforce, uphold, and administer the laws and rules of the Sport as laid down from time to time by World Rowing;
  - 5.02 To represent and manage the interests of international rowing in Ireland and work with both international and national sporting and non-sporting bodies, including World Rowing, Sport Northern Ireland and Sport Ireland;
  - 5.03 To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Company's objects;
  - 5.04 To sanction, promote and organise, or assist in promoting and organising competitions, meetings, championships, trials, training sessions, and general development of or participation in the Sport, including coaching and umpiring and to enter and manage teams to represent Ireland;

- 5.05 To enter into any agreements and make any arrangements which may be necessary or convenient in connection with such events including giving, and controlling the giving of prizes, medals and other awards thereat;
- 5.06 To affiliate rowing clubs, as Member Clubs, which in the discretion of the Board are suitable and will assist in the promotion of the aims and objects of the Company;
- 5.07 To take into associate membership all natural persons who in the discretion of the Board are suitable and will assist in the promotion of the aims and objects of the Company;
- 5.08 To strengthen and develop bonds of friendship and co-operation between the Company, all members and its stakeholders;
- 5.09 To promote international co-operation and friendship by participating with rowing clubs and rowing organisations in other countries, in competitions and meetings and by encouraging the arrangement of such events in Ireland in which rowing clubs and rowing organisations from other countries may take part;
- 5.10 To arrange and provide for, or join in arranging and providing for, the holding of courses of education, instruction and exposition in rowing skills and techniques, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment and the promotion of safety in rowing;
- 5.11 To make and enforce rules, regulations, and guidelines concerning all forms and aspects of the Sport and/or relating to the Sport, its control or organisation, racing and competitions, including the conduct and management of any of the events; to promote a code of conduct for rowing and racing, and enforce the observance of the code; and to impose controls on, provide medical advice and medical tests for and concerning the use and misuse of drugs in connection with participation in sport particularly in respect to rowing and racing; to make and enforce fitness and probity rules related to any of the objects of the Company; and to determine any matter referred to the Company under the rules, regulations or guidelines;
- 5.12 To protect and advance the interests of the Sport, both in Ireland and abroad, and to work for improved facilities for the Sport in Ireland by all such means as may seem appropriate including by representation upon local, regional, national and international organisations;
- 5.13 To foster the technical improvement and development of boats for racing, rowing equipment and apparatus;
- 5.14 To arrange with any person, company, undertaking organisation for the provision of services for Members in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances;
- 5.15 To take measures to prevent racial, religious, political or other unlawful discrimination in the sport of Rowing;
- 5.16 To receive from any person or body monies for the purposes of furthering the Main Objects of the Company;
- 5.17 To levy, charge, collect or receive subscriptions, levies, fees or any other

payments from all persons whether Members or not and expend the same in furthering all or any of the objects of the Company or providing for the expenses of the Company;

- 5.18 To enforce and uphold all rules, regulations, codes of conduct and policies as may be laid down by any governmental, regulatory or other authority or body having jurisdiction over or relevant to the Company and/or the Sport including (without prejudice to the generality of the foregoing) any policies or guidelines or delegate any of the aforesaid to any committee or person so designated in accordance with the rules, regulations or guidelines in force for the time being;
- 5.19 To act as adjudicator on the laws, championships, domestic and international regattas, all disputes and other matters relating to the Sport;
- 5.20 To raise, invest, expend or dispose of funds for the purposes and objects of the Company;
- 5.21 To obtain credit, raise money or borrow funds for the Main Objects of the Company;
- 5.22 To enter into any arrangements with Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's Main Objects, or part thereof, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 5.23 To purchase, sell, lease, exchange, hire or otherwise acquire, dispose of, or deal in any real or personal property or any ancillary rights in connection therewith or any other rights or privileges of any nature which the Company may think necessary or convenient for its purposes;
- 5.24 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;
- 5.25 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company;
- 5.26 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Objects and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes;
- 5.27 To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;

- 5.28 To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise;
- 5.29 To borrow or raise money in such a manner as the Company shall deem fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, whether present or future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability undertaken thereby; Provided that no mortgage or other person or company advancing money or finance to the company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof;
- 5.30 To obtain any Act or Statutory Instrument of the Oireachtas, Northern Ireland or United Kingdom Act, or Provisional Order, for enabling the Company to carry its Main Objects into effect or for effecting any modification of the Company's constitution or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 5.31 To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company;
- 5.32 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee;
- 5.33 To employ all such officers and servants (not being a Director) as may be required for the purposes of the Company and to make all reasonable and necessary provisions for the payment of pensions covered by Part 30 of the Taxes Consolidation Act 1997, as amended, and superannuation to or on behalf of such officers and servants (including former officer and servants) their widows and dependents;
- 5.34 To enter into sponsorship agreements and other arrangements relating to the goodwill associated with the Company and rowing in Ireland on such terms and conditions as the Board sees fit;
- 5.35 To own, establish, create, register, market and license all intellectual property rights relating to rowing in Ireland on such terms and conditions as the Board sees fit but subject at all times to the rights of the Company;
- 5.36 To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- 5.37 To do all such other things considered incidental or conducive to the attainment of the Main Objects.

## INCOME AND PROPERTY

- 6.01 The income and property of the Company shall be applied solely towards the promotion of Main Objects. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

- 6.02 The Company shall not make a distribution to its members.
- 6.03 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of expenses reasonably incurred in accordance with such policy as set out by the Company from time to time:

## WINDING UP

- 7.01 Every Member Club of the Company shall contribute to the assets of the Company in the event of the Company being wound up while they are affiliated or a member or within one year after they cease to be a member for payment of the debts and liabilities of the Company contracted and 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 Euro 5.00.
- 7.02 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Member Clubs or members of the Company. Instead, such property shall be given or transferred to some other company whose objects are the promotion of commerce, art, science, education, religion or charity, and which meets the requirements of section 1180(1) of the Companies Act 2014. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their Member Clubs, or members to an extent at least as great as is imposed on the Company. The Company in general Meeting shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## ADDITIONS, ALTERATIONS AND AMENDMENTS

- 8.01 No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force:
- (i) unless such amendments have been previously submitted to and approved in writing by the Revenue Commissioners; or
  - (ii) which would contravene section 1180 of the Companies Act 2014.

## KEEPING OF ACCOUNTS

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

## ARTICLES OF ASSOCIATION

The provisions of the Act (as defined below) shall apply to the Company save to the extent that this constitution provides or states otherwise.

In these Articles, the following words and expressions shall have the following meanings unless there is something in the subject matter or context inconsistent therewith:

### INTERPRETATION

#### Construction:

In these Regulations, unless a contrary intention is stated, a reference to:

- (a) the singular shall include the plural and vice versa;
- (b) either gender includes the other; and,
- (c) a person shall be construed as a reference to a legal or natural person save as the context suggests otherwise.

#### Definition:

In these Regulations:

"Company" means "Irish Amateur Rowing Union Company Limited by Guarantee" and "Rowing Ireland" is used interchangeably throughout;

"The Act" means the Companies Act 2014;

"Member Club" means a Club in Ireland that has been accepted as a member Club of the Company recognised in accordance with the provisions of Article 6;

"Articles" means these articles of association of the Company as amended from time to time;

"Board" means the Board of Directors of the Company;

"Branches" means the representative committees for the different constituencies of Rowing Ireland, as set out in these regulations;

"CEO" means the Chief Executive Officer of the Company as appointed from time to time;

"Chair" means the Chairperson of the Company;

"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 having as one of its objects the promotion of the sport of Rowing and/or is involved in the teaching, and/or operation and/or management of the Sport in Ireland which is affiliated in accordance with all such rules and regulations adopted by the Company from time to time and which has paid all relevant fees;

"Ireland" means the Republic of Ireland and Northern Ireland;

"Committee" means any committee or sub-committee established by the Board;

"Complaints and Disciplinary Rules and Procedures" means such Complaints and

Disciplinary Rules and Procedures adopted by the Board which will be overseen by the "Complaints and Disciplinary Committee" established by the Board;

"Director" means Directors and any person appointed as an Independent Director;

"Ethics and Welfare Guidelines" means any codes of ethics, child welfare guidelines, protections or good practices as the Company may adopt or establish and amend from time to time.;

"Law" means the Laws of the Republic of Ireland;

"Member Club" means any club admitted to Membership of the Company in accordance with these Articles and the Rules and whose name is entered on the register of Members of the Company;

"Associate member" means a natural person admitted to membership of the Company in accordance with these Articles and the Rules and whose name is entered on the register of members of the Company. No voting rights shall attach to associate members.

"Officers" means the officers of the Board as set out in these articles.

"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 Company (other than these Articles, the Rules, and the Rules of Competition in force from time to time);

"Nominations Committee" means the committee referred to as such in, and established pursuant to these articles;

"Rules" means the rules governing the operation and management of the Sport in Ireland drawn up by the Board and which may be in force from time to time and includes any regulations, rules, terms of reference or other provisions (by whatever name called) providing for or regulating any aspect of the affairs of the Company;

"Register of Members" means the list of all current Member Clubs and associate members;

"Secretary" shall mean any person appointed to perform the duties of the company and board secretary.

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;

## MEMBERSHIP

1. The number of Members of the Company is unlimited. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with these Articles and the Rules as laid down from time to time.

## MEMBERS OF THE COMPANY

2. The following shall be the categories of membership of the Company:
  - a) **Member Clubs**; and
  - b) **Associate members**
3. **Member Clubs** shall be those clubs which have committed to furthering the Objects and interests of the Company and have been admitted in accordance with procedures as set out by the Board from time to time.
4. **Associate members** shall be those natural persons admitted in accordance with procedures as set out by the Board from time to time and who have committed to furthering the Objects and interests of the Company.
5. Every applicant for **Club Membership** or **associate membership** shall apply in the manner prescribed by the Company from time to time.
6. If an applicant for membership satisfies the Board that it meets the required criteria, then it may be accepted into either Club Membership or associate membership as applicable. On receipt of the subscription payable under Article 7, the applicant's name and other details as prescribed by the Board may then be entered in the Register of Members.
7. Each Member Club shall pay the annual subscription, which the Board may determine for the category. A Club's rules, bye-laws, procedures and standing orders for rowing shall not be in conflict with any provision of these Articles or the Rules as set down from time to time.
8. Club Membership shall be vested in a single named natural person, to be nominated by each respective Club in accordance with procedures as set out by the Board from time to time. In the absence of any notice, this shall be the Secretary of a club, as notified to the Office.
9. Club Membership or associate membership shall cease automatically on any member's death, winding up or dissolution of the Club as the case may be.
10. A Member Club or associate member shall cease to be a member of the Company when:
  - (i) a notice of resignation is submitted in writing to the Secretary;
  - (ii) The Company expels either by a resolution passed by two thirds majority of the Member Clubs present and entitled to vote at any general meeting of the Company and where the Member Clubs have been given prior notice in writing thereof;
  - (iii) the annual subscription, where applicable, has not been paid by the due date;



- (iv) the conduct of any Member Club or associate member is such that in the opinion of the Board may harm the character and/or interests of the Company and/or the achievement of its Objects and/or render that party unfit to remain a member of the Company, including deliberate or reckless failure to comply with the Rules, and/or any of them;
  - (v) there is a failure to comply with, or a failure to enforce, or any attempt to frustrate any disciplinary and/or other measure prescribed by the Company in a general meeting, the Disciplinary Committee and/or the Board;
  - (vi) a determination is made to terminate membership in accordance with these Regulations and/or Rules as may be in force from time to time.
11. Cessation of Membership howsoever occurring shall not entitle the member to repayment of the whole or any part of any contribution or subscription previously paid by him and shall be without prejudice to their liability to pay any contribution or subscription which has become due and payable before such cessation.
12. The Company shall maintain a register of members which it shall use to further its Objects and interests.

## VOTING MEMBERS

13. The Board shall maintain such categories of Voting Members as it deems fit from Member Clubs. Each category of Voting Member may have different qualifying criteria (including subscription fees) applicable to it. A full list of all categories of Voting Members shall be maintained and published by the Company from time to time.
14. Subject to compliance with the conditions of membership, Voting Members shall have the following rights:
- (i) the right to notice of, and to attend at, general meetings subject to compliance with the Company's attendance procedures as set out for the time being;
  - (ii) the right to speak at general meetings of the Company;
  - (iii) the right to a vote on any proposed resolution at a general meeting of the Company.
15. Member Clubs shall be represented at all General Meetings by up to two nominated delegates notified to the Secretary in advance and in the manner set out by the Secretary for each meeting; one of whom shall be the person whom the Club Membership is vested in; the other, a designated alternate. Each club shall have one vote. Each vote shall be cast by the Member Club as set out at Article 8 above or by the designated alternate, if the former cannot attend.

## NON-VOTING MEMBERS

16. The Board shall maintain such categories of Non-Voting Members as it deems fit. Each category may have different qualifying criteria (including subscription fees) applicable to it. A full list of categories of Non-Voting Members for the

time being shall be maintained and published by the Company.

17. Associate members have the right to stand for election to any elected Directorship of the Company subject to compliance with the Company's nomination procedures as set out in the Rules.

## GENERAL MEETINGS

18. The Company shall hold an Annual General Meeting (**AGM**) for Member Clubs each year within Ireland and it shall be described as such when so notified to the Member Clubs. Not more than 15 months shall elapse between each AGM which shall be held at a time and place as the Board shall decide.
19. The Company may also hold extraordinary general meetings (**EGM**) for Member Clubs which shall be so described when notified to the Member Clubs. The Board shall convene an EGM where:
  - (i) a resolution to convene an EGM is passed at the preceding AGM; or
  - (ii) the Board resolves to convene such a meeting; or
  - (iii) Member Clubs who represent 33% of the voting rights of all Member Clubs entitled to vote at AGMs and EGMs submit a written requisition to the Board for the holding of such a meeting.
20. Subject to the provisions of the Act, such meetings shall be convened by the Board within twenty-one (21) Clear Days after the receipt of the requisition required under this Article or the date on which the Board or AGM (as the case may be) resolve to convene such a meeting in accordance with Article 19 above. An EGM shall be held on such date and at such time and venue as determined by the Board.

## NOTICE OF GENERAL MEETING

21. In accordance with the Act, a meeting of the Company, other than an adjourned meeting, shall be called:
  - (i) in the case of the AGM or an EGM for the passing of a special resolution, by not less than 21 days' notice; and,
  - (ii) in the case of any other EGM, by not less than 7 days' notice.
22. In addition to the means of service of notices specified in the Act, any notice of a meeting may be served on Member Clubs by electronic means to the electronic mail addresses notified by members to the Office from time to time.
23. The accidental omission to give notice or the non-receipt of such a notice specified above to a Member Club entitled to be present and voting at a general meeting shall not in itself invalidate the proceedings at a general meeting.

## PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any General Meeting unless a quorum of Member Clubs is present at the time when the meeting proceeds to business and for all purposes the quorum shall be thirty three percent of the Member Clubs with Voting Rights.

25. If, within 30 minutes after the time appointed for a general meeting, a quorum is not present then:
  - (i) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
  - (ii) in any other case:
    - a) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day, time and place as the directors may determine; and,
    - b) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the members present shall be a quorum.
26. The business of the AGM shall include the minutes of the last AGM and any general meetings held since, the Report of the Secretary, the Financial Report, the election of Board, eligible Directors, the appointment of the auditors and other such business as the Board may see fit.
27. All business to be transacted at an EGM shall be deemed special and any that is proposed to be transacted at the AGM shall be notified as special when required.
28. At all general meetings, the Chair shall be taken by the elected Chair of the Board, or by the President, where he is not in attendance. If either shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling or unable to act as Chair, the directors present at the meeting shall elect one of their number to be Chair of the meeting.
29. The Chair may with the consent of the meeting adjourn any general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
30. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
  - (i) The demand for a poll may also be withdrawn at any stage.
  - (ii) If a poll is duly demanded it shall be taken in such manner and at such times as the Chair deems fit, after consultation with the officers of the Company present at the meeting at which the poll was demanded.
  - (iii) 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.
  - (iv) A poll demanded on the election of a chair for the meeting, or a question of adjournment, shall be taken forthwith.
  - (v) A poll demanded on any other question shall be taken at such times as the chair of the meetings directs, and any business, other that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

31. 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 before the resolution in question has been concluded shall be referred to the Chair of the meeting whose decision shall be final.
32. Voting by proxy shall not be permitted.
33. Where a resolution(s) to amend the Company'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.
34. Any motion, other than a motion from the Board, whether to amend the memorandum of association of the Company, these Articles, or other Rules as set down by the Board from time to time, shall be notified to the Board 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.

## OFFICERS OF THE COMPANY

35. The **President** of the Company shall normally be elected for a term of four years concurrent with the summer Olympic cycle. The constituency for election of the President shall be the Member Clubs which vote shall take place at the Annual General Meeting of the Company. The President shall be a member of the Board of Directors while holding such office. The President will be an advocate for the clubs and branches who will attend local and national events and, as required by resolution of the Board, be a lead representative with major stakeholders, sponsors and at the World Rowing congress.

No President may hold office for more than two terms or eight years whichever is shortest. Once a President has left office he may remain as a non-voting observer at the meetings of the Board for one year.

36. The **Secretary** shall have the skills and resources to carry out the necessary legal and administrative duties. It is their responsibility to ensure that the company and its directors operate in line with relevant legislation, maintain good records and properly address corporate correspondence. The Secretary shall provide support and guidance to the board of directors and ensure that all corporate documentation is properly filed.
37. **The Chair** shall act as chairperson of the Board and shall be nominated by the Board. The Chair shall be a person with the necessary leadership qualities and management skills and with the necessary dedication to the pursuance of the objects of the Company to chair meetings of the Company, the Board and any committees where required. The duties of the Chair shall include (but not be limited to) liaising with the CEO on the day-to-day management of the Company and with the CEO, the Secretary and any relevant Committees on other matters as appropriate.

## THE BOARD

38. Unless otherwise determined by ordinary resolution the number of Board

members shall not be more than thirteen (13) and shall never at any time be less than nine (9). This shall be made up as follows, from the 2023 AGM:

- President
  - Secretary
  - Connaught /Ulster Director
  - Leinster Director
  - Munster Director
  - Northern Ireland Director
  - Coastal and Offshore Director
  - Athlete's Director (to be in place no later than 2025)
  - up to three (3) Independent Directors
39. The Board shall comprise at least 40% (e.g., 5 of 12) of each gender amongst its Directors. Any committees established by the Board or reporting to the CEO shall endeavour to achieve a similar composition.
  40. The roles of Treasurer and Chair will then be filled from within the above Board of Rowing Ireland and will not be separate roles.
  41. The President and Secretary, as described in these articles, shall each be elected at every fourth Company AGM for a term of four (4) years and shall hold office from the conclusion of the Company AGM at which they are elected until the conclusion of the Company AGM at which their term of office so expires.
  42. With effect from the 2023 AGM, the maximum term or number of years which may be served by any Elected or Independent Director except the President is 10 years.
  43. A President elected after more than 6 years as a Director may serve one full four year term as President.
  44. The President elected in 2022 will serve a two-year term until 2024 and for four-year cycles thereafter. The Secretary elected in 2022 will serve for two years and each newly elected Secretary for four-year cycles thereafter.
  45. Unless there is a single candidate for any election, there shall be a vote.
  46. Subject as provided otherwise in these Articles; a Board member appointed from time to time shall hold office for a term of four (4) years. No Board member shall serve a third term of four (4) years as Director unless elected as President. Directors should strive to maintain a term of less than ten (10) years in total.
  47. The Board shall oversee the affairs of the Company during the period between AGMs. It shall have power to delegate the day-to-day affairs of the Company to Committees (which the Board shall populate in its absolute discretion) as it sees fit.
  48. Casual vacancies arising in the position of President and Secretary shall be filled by nomination and subsequent election at a general meeting. Such

person so appointed shall hold office from the date of appointment until the expiry of the term of office that would have been served by that President or Secretary were he to complete a full term.

49. The Board shall cause vacancies for all other positions on the Board occurring during the year to be filled by appointment, or through the nomination process and/or co-option as deemed fit by the Board.
50. The Board shall aim to appoint elected Directors from different clubs and regions to increase diversity and reduce the potential for perception of conflict of loyalty.
51. The Company may by ordinary resolution, of which extended notice has been given, 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 as set out in the Act.
52. The Board shall meet at least four times per year. The Chair, or in his/her absence, a Director, chosen by the Board, to be Deputy Chair, shall preside over meetings of the Board. The designated Deputy Chair shall then carry out all the duties of the Chair (including chairing general meetings and Board meetings) when required to do so due to the unavailability of the Chair. Board will operate to agreed procedures set out in Other Rules.
53. Each member of the Board shall have one vote on Board matters.
54. The Board shall be responsible for defining, designing, and developing the strategies for the Company, which will be implemented in the manner which the Board sees fit.
55. Where any office, including among the Board, becomes vacant during the year the Secretary shall notify the Board of this and include it on the agenda of the next meeting following the occurrence of the vacancy.
56. The Board shall cause an internal review of Board performance annually and an external review of Board performance every three (3) years.

## INDEPENDENT DIRECTORS

57. The Independent Directors shall be persons external to the Company with specific skill sets as required by the Company from time to time. For the avoidance of doubt the Independent Directors shall be persons independent of the Sport in the opinion of the Board. There shall be no more than three Independent Directors on the Board at any one time. Independent Directors shall be nominated and ratified by the newly elected Board after the AGM each year and shall serve a three-year term.
58. One Independent Director shall be named as the **Senior Independent Director** who shall be a sounding board for the Chair, providing them with support in the delivery of their objectives, and serve as an intermediary for the other directors when necessary. They will coordinate Board performance reviews and ensure effective participation in meetings by all Directors.

## POWERS OF THE BOARD

59. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all 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 compliance with the Act and these Articles and to any directions (not otherwise inconsistent with the Act or these Articles) as may be given by the Company in general meeting. No alteration of the Constitution of the Company or these Articles and no direction given by the Company in general meeting shall invalidate any prior act of the Board, which would otherwise have been valid.
60. The Board's duties shall include the following:
- (i) to administer the affairs of the Company;
  - (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 make any necessary appointments of delegates and officials for all Rowing Ireland meetings or otherwise;
  - (iv) to appoint persons to Committees of the Board;
  - (v) to enter commercial arrangements with commercial partners to promote the Sport in Ireland;
61. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.
62. 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 shall from time to time by resolution determine.
63. The Board shall cause minutes to be made of the names of the Board members present at each of its meetings and of any resolutions and proceedings thereat. Minutes shall include:
- (i) all appointments of officers made;
  - (ii) all the names of any Director present and attendees at each meeting of the Board and of any Committee; and,
  - (iii) all resolutions and proceedings at all general meetings of the Company, and of meetings of the Board and of any Committee.
64. Any contract or arrangement entered into by or on behalf of the Company in which any member of the Board is in anyway interested shall not be avoided, nor shall any member of the Board 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 holding that office or of the fiduciary relation thereby established, if and only if the relevant member of

the Board notifies the Board of the nature of his interest and/or profit in advance in accordance with the Rules, and does not attend or vote at the meeting at which the said contract is awarded. A member of the Board shall be deemed to be connected to a contract and/or arrangement in the manner described in the Rules.

65. A member of the Board who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board.
66. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chair shall have a second or casting vote, this casting vote shall be always cast in the negative, or if the resolution is proposed in the negative, against the measure that the resolution seeks to achieve. A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any member who being resident in the State or is for the time being absent from the State.
67. The quorum necessary for the transaction of the business of the Board shall be the nearest whole number above 50% of the Directors.
68. If the number of Board members falls below five (5), then the Directors shall call a general meeting to attempt to fill any vacant Director positions.
69. Acts done by any meeting of the Board or of a Committee or by any person acting as a member of the Board or Committee shall, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such members of the Board or 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 or Committee.
70. A resolution in writing signed by all the Directors or Committee members (as the case may be) entitled to receive notice of a meeting of the Board or of a Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) 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.
71. Any Director or Committee member may participate in (and vote at) a meeting of the Board or Committee by means of conference telephone or other telecommunications equipment whereby all persons participating in the meeting can hear each other speak and where the Chair is satisfied that communication is both confidential and adequate. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

## DISQUALIFICATION OF MEMBERS OF THE BOARD

72. A person shall cease to be a member of the Board if he;
  - (i) is adjudged bankrupt in Ireland, Northern Ireland or Great Britain or makes any arrangements or composition with his creditors;



- (ii) becomes prohibited from being a member or Director by reason of any order made pursuant to the Act;
- (iii) is of unsound mind or dies;
- (iv) resigns his position by notice in writing to the company secretary;
- (v) is convicted of an indictable offence or any dishonesty type offence (unless the Board otherwise determines);
- (vi) 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 the Act, as amended;
- (vii) has completed their term of appointment;
- (viii) ceases to comply with any relevant provision of the Rules;
- (ix) is the subject of a disciplinary inquiry that directs that he cease to be a member of the Board, and/or that determines that he is unfit to be a member of the Board;
- (x) does not attend three consecutive meetings of the Board without valid reason as accepted by the Board.

## CHIEF EXECUTIVE OFFICER

73. The CEO shall not be a member of the Board (but shall attend all Board meetings unless otherwise requested 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 and for the engagement of staff for the Company in accordance with the requirements of the Board, subject to the provisions of the Act, as amended, for the day to day running of the Company and shall report to the Board accordingly at its meetings.

## DELEGATION OF THE BOARD POWERS AND COMMITTEES

74. The Board may delegate any of its powers to Committees provided a majority of the members present entitled to a vote at a meeting of the Board pass such a resolution. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations or Terms of Reference issued by the Board. The Board may revoke or amend such Terms of Reference from time to time.
75. Any member of the Company who is eligible for appointment to the Board may be appointed to act on any such Committee. The Board may at its sole discretion resolve that a someone other than a member of the Company who is eligible for appointment to the Board as an Independent Director may be appointed to act on any such Committee. The Board may delegate to the CEO or to any Board or Committee member such of its powers as it considers expedient to serve the Company.
76. Any such delegation referred to in Article 74 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.

77. The Board shall have the power to appoint any person to fill a casual vacancy arising on any 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 term of the committee or the next AGM after his appointment.
78. 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 Chair shall have a second or casting vote, this casting vote shall be always cast in the negative, or if the resolution is proposed in the negative, against the measure that the resolution seeks to achieve. 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.

## EXPENSES OF THE BOARD MEMBERS AND COMMITTEE MEMBERS

79. The Board members and any members of any Committee may reimburse reasonable subsistence or other expenses properly incurred and vouched by them in connection with their attendance at meetings of the Board or Committees or general meetings of the Company or otherwise in connection with the discharge of their duties. Reimbursement of relevant expenses shall be in accordance with any relevant provisions of the Rules.

## NOMINATIONS COMMITTEE

80. A Nominations Committee shall be appointed under Article 74 from time to time to support succession planning for the Board and/or Committees and the appointment of Independent Directors. The Nominations Committee will have regard to feedback arising from the Board effectiveness review process.
81. The Board may co-opt additional external members to the Committee to provide specialist skills, diversity, knowledge, and experience.
82. The Nominations Committee will support the Board to provide oversight of any nominations and election process. The nominations and election process shall be subject to any relevant provisions of the Rules.

## NOMINATIONS AND ELECTIONS

83. At various times, nominations may be received and if necessary, elections shall be held to fill the following positions of the Board of Rowing Ireland:
  - The President;
  - The Secretary; and
  - Constituency Directors.
84. The Company will publish a Director Nomination Form which shall be used by any associate member seeking election as a Director. Director Nomination

Forms must also be signed by the Proposing and Seconding Member Clubs.

85. To ensure Board continuity, the election of the various Board positions shall be staggered. The following is the rota to be followed with effect from the 2022 AGM:

2023: Connacht/Ulster Director, Northern Ireland Director, Coastal & Offshore Director, Munster Director, Leinster Director

2024: President, Secretary,

2025: first full 4 year rotation of addition of Athletes Nominated Director

2026: first full 4 year rotation of Connacht/Ulster Director, Northern Ireland Director

2027: first full 4 year rotation of Munster Director, Leinster Director

2028: President, Secretary, Coastal & Offshore Director

86. No Election shall be invalidated by reason of any non-compliance with the provisions of the Articles and the Rules or by reason of any miscount or of the non-delivery, or loss otherwise of any document required under this system. If a majority of the Nominations Committee is of the opinion that the Election was conducted substantially in accordance with the provisions of the Articles and the Rules, in which case the result of such non-compliance, miscount, non-delivery, or loss otherwise did not materially affect the result of the Election, then the result shall stand. Where the Nominations Committee cannot agree, then the matter will be referred to the Board for adjudication. The Boards decision will be final.

## ACCOUNTS

87. The Board shall cause proper books of accounts to be kept relating to:
- (i) All money received and/or spent by the Company including what it was received for or spent on;
  - (ii) All sales and/or purchases by the Company;
  - (iii) The assets and liabilities of the Company; and,
88. The books of account shall be maintained at the Registered Office or the place of business of the Company.

## NOTICES

89. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members or transmitted by electronic mail to any electronic mail address for the member that has been furnished to the Company for that purpose or additionally, for general communications, by posting such notice on the website of the Company, but the accidental omission to give such notice or other document to or the non-receipt of such notice or other document by any such member shall not invalidate any proceeding, meeting or resolution passed or election connected therewith.

90. Where notice is sent by post, the notice shall be deemed to have been given two working days after it has been posted. Where a notice or document is given by email, notice shall be deemed to have been given six hours after it was sent (i.e. left the email server in which it was generated).

## INDEMNITY

91. Every Director or officer of the Company:
- (i) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which one may sustain or incur in defending any proceedings, in which he is entitled to make and application under Sections 233 or 234 of the Act and where, in the opinion of the Board, he is likely to be successful.
  - (ii) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which one may sustain or incur in or about the execution of the duties of his office unless that indemnity represented a breach of Section 235 of the Act.

## DISCIPLINARY MATTERS

92. The Board shall have the power to discipline any Director, Member Club, or associate member, when it is satisfied there has been any breach of the Rules. The Board shall have the power to conduct disciplinary enquiries in line with the Rules.
93. The Board may, as it sees fit, delegate any or all of its disciplinary powers to a Disciplinary Committee which shall be constructed in accordance with the Rules.
94. The Board may, without limitation, suspend or revoke Directorship or membership of any member, impose fines on, remove recognition of titles won or records achieved by caution or censure of any such person or body.
95. The Board may suspend any Directorship or membership pending the outcome of any investigation process.
96. In cases where outside agencies are involved with disciplinary matters, the Company shall follow the Rules adopted by the Board from time to time. Subject to the Rules, the Board may establish an appeals and/or review procedure for such cases.
97. The Board shall adopt such other Rules as it deems necessary to govern its complaints and disciplinary procedures against any Director, associate member or Member Club.

## AUDIT

98. 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 independent auditors appointed who shall be properly qualified and accredited.

## WINDING UP OR DISSOLUTION

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