

COMPANIES ACT, 1983

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF IRISH SAILING ASSOCIATION

DEFINITIONS

1. In these presents the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context:

<u>Words</u>	<u>Meanings</u>
The Acts	The Companies Acts 1963-1990.
These Presents	These Articles of Association and the Regulations of the Association from time to time in force.
The Association	The above-named Association.
The Board	The Board of Directors for the time being of the Association.
The Seal	The Common Seal of the Association.
Ireland	The Republic of Ireland and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another or produced by any other modes of representing or reproducing words in a visible form.
Sailing	Shall include the sport of sailing, wind-surfing and leisure boating in all its branches whether under sail or under power.
Age	Reference to ages in these Articles shall mean the age on the 1st day of January in each year.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents

become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECT

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

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is unlimited.

4. The membership shall consist of such Affiliated Clubs and Personal Members as the Board may admit to membership.

5. There shall be the following classes of members:-

(a) Affiliated Clubs, being any club, association, society, incorporated body, company, school, committee or any other grouping or body having as one of its objects the promotion of and training in the sport of sailing or leisure boating, which shall be elected to membership

(b) Personal Members being any persons interested in the sport of sailing or leisure boating whose application for membership has been accepted.

6. (a) Every application by an Affiliated Club for membership of the Association shall be in writing and in such form as shall contain the particulars and information as the Board may from time to time determine as being necessary.

(b) On election to membership of the Association, an Affiliated Club shall be designated by the Board as either a Category 1, 2 or 3 Club. This designation shall be final and binding on the Affiliated Club. The Board shall designate an Affiliated Club as a Category 1 Club unless at the request of such Affiliated Club, and being satisfied that it complies with the criteria resolved by the Board from time to time for so designating, the Board shall declare that such Affiliated Club shall be a Category 2 Club or a Category 3 Club.

7. As a general policy, but without impairing or limiting the absolute discretion which is hereby vested in the Board in designating the category of an affiliated Club, a Category 2 Club will be a club, association, society or similar body that is committed to working with the ISA on a nationwide basis, to promote activities for specific strategic interest groups at national level.

8. A Category 3 Club will, again without impairing or limiting the absolute discretion which is hereby vested in the Board in designating the Category of an Affiliated club, be a club, association, society, company, school, committee, vocational group or incorporated body which has as one of its objects the organising, co-ordinating or teaching of sailing or leisure boating in any form for persons who may or may not be members of a Category 1 Club.

9. A Category 4 Club will, again without impairing or limiting the absolute discretion which is hereby invested in the Board in designating the category of an affiliated Club, be a constituted organisation that is committed to the promotion of participation and/or competition, on a nationwide basis in a particular class or classes of boat. Category 4 Clubs shall be known as ISA Affiliated Class Associations.

10. In relation to an unincorporated body which is entitled to membership of the Association, the following provisions shall apply:

(a)The body itself shall not be registered as a member but the Board shall cause to be entered on the register from time to time the secretary of such unincorporated body or such other person as the unincorporated body may in writing nominate and such person who is for the time being so entered (to the exclusion of the other persons constituting the unincorporated body) shall be the member of the Association in right of that body and such person's membership shall for all the purposes of these presents be treated as constituting the membership of such unincorporated body.

(b)The individual persons for the time being constituting such unincorporated body shall be deemed to be entitled to exercise and enjoy all the rights and privileges of membership except in so far as they are limited or qualified by Article 27 hereof.

(c)Every act done by such unincorporated body according to its own constitution (being an act which could be effectively done only by a member) shall be deemed to have been done by the person on the register

of members in right of such unincorporated body and to be effective accordingly.

11. Every application by a Personal Member for membership shall be in writing and in such form as shall contain the particulars and information as the Board may from time to time determine.

12. There shall be three categories of membership available to Personal Members, namely:

(a) Ordinary - available to persons who are 19 years of age and over;

(b) Junior - available to persons under the age of 19 years.

(c) Family - available to members of a family unit comprising an adult or an adult and that adult's spouse or partner and the children of such persons, or any of them, under the age of 19 years. The individual members of a family unit accepted to membership under this category shall be deemed to be Ordinary members if they are 19 years of age or over and shall be deemed to be Junior Members if they are under 19 years of age.

13. The Board shall have power from time to time to grant temporary Personal Membership for such periods and on such terms as it shall decide, with power to withdraw such temporary Personal Membership at any time.

14. Honorary membership may be conferred by the Board upon such persons as it may determine. Unless a shorter period is stipulated at the time of conferring, honorary membership shall be conferred for life.

15. An Applicant Club which has been elected or any persons who have been accepted to membership of the Association shall be informed by the Association that it or they have been admitted to membership of the Association. Members of Affiliated Clubs shall not be entitled to be informed of the election of such Club to membership.

SUBSCRIPTIONS AND AFFILIATION FEES

16. The rates of subscriptions for personal members of the Association shall be determined from time to time by the Association in General Meeting.

Subscriptions fees for Personal Members shall become due on the 31st March each year.

17. The affiliation fee payable by a Category 1 Club shall be based on a Joint Membership Scheme approved and adopted from time to time by the members at their Annual General Meeting or, if appropriate, at an Extraordinary General Meeting. If no such scheme is submitted as aforesaid at any general meeting in any year the scheme then in being shall continue to apply until a new or amended scheme has been approved and adopted by the members in general meeting.

18. The Board has authority to refund overpayment of subscription by or on behalf of members and to make regulations governing the submission and verification of claims.

19. The affiliation fee payable by a Category 2, Category 3 or Category 4 Club shall be such fee as determined by the Board from time to time.

20. The Board is authorised in relation to any Affiliated Clubs where, in the opinion of the Board, circumstances make it inequitable to impose an affiliation fee either as a Category 1 Club, a Category 2 Club, a Category 3 Club or a Category 4 Club to agree a special affiliation fee with any such Club.

21. A member shall not be entitled to any of the rights or privileges of membership whilst his or it's subscription is in arrears. A member of an Affiliated Club (excepting a Person who has otherwise been accepted as a Personal Member or who is a Member of another affiliated Club whose subscription is not in arrears) shall not be entitled to any of the rights and privileges of membership while the subscription of that club is in arrears.

CESSATION OF MEMBERSHIP

22. A member wishing to retire from the Association shall notify the Association in writing but shall remain liable for his or it's subscription for the then current year.

23. The Board may in it's discretion at any time cancel or suspend the Association membership of any Member so, however, that where such membership is derived from membership of an Affiliated Club, that person's membership of the Affiliated Club shall not be affected hereby but a Category 1

Club shall not be entitled to exercise a vote at general meetings of the Association pursuant to Article 46(b) hereunder in respect of that member.

24. The Board may cancel the membership of any member whose subscription remains unpaid for more than one month after it shall have become due provided that it shall be in the discretion of the Board to reinstate such member if the Board shall think fit.

25. Without prejudice to the provisions of Article 23 hereof, the Board shall establish a Tribunal to hear and determine any matter requiring a quasi-judicial decision including any matter or matters considered to be injurious to the character or interests of the Association. The Board shall fix the composition of the membership of the Tribunal and all matters relating to service and tenure of office of the members of the said Tribunal. The Board shall also establish the terms of reference of, and procedures to be adopted by the Tribunal and shall have power at any time and from time to time by Resolution of the Board to alter, amend, add to, delete or otherwise vary the said rules of membership, terms of reference and/or procedures of the Tribunal.

AFFILIATED CLUBS

26. Subject to the provisions of Articles 29 and 30 hereunder Affiliated Clubs shall supply to the Association on or before the 31st day of March each year such information as the Board may reasonably require.

27. It is a privilege of membership of the Association by a Category 1 Club that, unless otherwise agreed with the Board, all of it's members shall be deemed to be Personal Members of the Association with the same rights and limitations of membership as a personal member accepted to membership of the Association except that such member of an Affiliated Club shall not be entitled:

(a) to receive notice of election of his Club to membership of the Association;

(b) to receive notice of general meetings nor the documents referred to in Article 31 hereof unless he and the Association have made a separate agreement for the supply of same;

(c) to vote at General Meetings through his Club or personally pursuant to Article 46(b) hereunder, until such time as the Affiliated Club shall have

confirmed in writing to the Association his membership of the Affiliated Club for the year during which such meeting is held.

28. Category 1 Clubs shall pay 75% of the affiliation fee on or before the 31st day of March each year and shall pay the balance on or before the 31st day of July in that year. Alternatively, a Category 1 Club may pay its affiliation fee by entering into a direct debit arrangement with the Association in such manner and form as the Board may from time to time decide whereby the Category 1 Club shall pay one-fifth of its affiliation fee on or before the 15th March in that year and shall pay the balance of the affiliation fee by equal payments of one-fifth each on the 15th April, the 15th May, the 15th June and the 15th July next following.

29. A Category 2 Club affiliated to the Association shall supply to the Association on or before the 31st day of January in each year such information as the Board may reasonably require to enable the Board to ascertain and resolve a fair and equitable affiliation fee for such Category 2 Club. Such fee shall be notified to the Club or on before the 10th day of March in each year and shall be paid in full on or before the 31st day of March in that year.

30. A Category 3 Club and a Category 4 Club shall pay such affiliation fee as shall be determined from time to time by the Board for that Category of membership, such affiliation fee to be paid on or before the 31st of March in that year.

PRIVILEGES OF MEMBERSHIP

31. All members shall, subject to Article 27 hereof, be entitled to receive free of charge on request a copy of the Association's Annual Report.

32. All members, excepting Junior Members as defined in Article 12 hereof, shall, subject to Article 27 hereof, be entitled to receive a notice of and, subject to these Articles, to attend and vote at all General Meetings of the Association.

GENERAL MEETING

33. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place in Ireland as may be determined by the Board and shall specify the meeting as such in any notice convening it, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding such

meeting, and that, so long as the Association holds its first Annual General Meeting within 18 months after its incorporation, it need not hold it in the year of its incorporation or in the following year. Notice of any resolution or nomination to be proposed at the Annual General Meeting shall be deposited with the Secretary at least 38 days before the meeting and the Board shall, if required by the provisions of Section 142 of the Act, give notice of any such resolution.

34. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

35. The Board may convene Extraordinary General Meetings whenever it considers such action necessary, and shall convene an extraordinary general meeting upon the requisition in writing of (a) five Affiliated Category 1 Clubs or (b) 100 members or members of the Association representing not less than one-tenth of the total voting rights of all the members having at the said date the right to vote at general meetings of the Association (whichever is less) and the remaining provisions of Section 132 of the Companies Act, 1963, shall apply to such requisition except as modified by these presents.

36. 60 days notice at least of any General Meeting specifying the place and 28 days notice at least of any General Meeting specifying the place and the nature of the business to be transacted, shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Association.

37. The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETING

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at the Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheet and the reports of the Board and auditor, the election of the Directors of the Association and the appointment and fixing of the remuneration of the auditors.

39. At all General Meetings the chair shall be taken by the President. If the President shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling or unable to act as Chairman, the members present shall choose some one of their number to take the chair.

40. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and for all purposes the quorum shall be twenty members personally present and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such day and such place as may be appointed by the Chairman. At any such adjourned meeting the members present in person or by proxy and entitled to vote whatever their number shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

41. The Chairman 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.

42. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least five members present in person or by proxy or members present in person or by proxy representing, subject to Article 46(b), one-tenth of the total voting rights of all the persons having the right to vote at the meeting and, unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book shall be conclusive evidence thereof. The demand for a poll may be withdrawn.

43. If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Members who were not present at an original meeting shall be entitled to attend and vote at any adjournment thereof.

44. In the case of an equality of votes either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

45. 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.

VOTES OF MEMBERS

46. (a) Personal Members who are ordinary members shall, subject to these presents, be entitled to attend and vote at General Meetings of the Association in the manner hereinafter provided.

(b) Membership of the Association shall not entitle a Category 1 Club to a vote at General Meetings of the Association on its own account. A Category 1 Club affiliated to the Association, however, shall be entitled at General Meetings of the Association to exercise the vote of each of its members entitled to vote unless any member of such Category 1 Club has informed the Association and his Club in writing not less than 48 hours prior to the date of such meeting that he will attend the General Meeting personally, in which case he shall be entitled to attend and vote thereat personally or by proxy and his affiliated Club shall not be entitled to vote at the relevant meeting in respect of that member.

47. The Secretary of such Category 1 Club or such other person as shall have been nominated for that purpose shall exercise the votes of the Members of that Club on whose behalf it is entitled to vote.

48. A Category 2 Club, a Category 3 Club and a Category 4 Club shall be entitled to attend through its Secretary or such other person as shall have been nominated for that purpose and to exercise one vote on each motion before the General Meeting. A Category 2 Club, a Category 3 Club or a Category 4 Club shall not be entitled to exercise any vote on behalf of its members.”.

49. (a) Not less than 48 hours before a general meeting of the Association each Affiliated Category 1 Club shall notify the Association of the name of a person who will attend such General Meeting and who shall be authorised to vote, either on a show of hands or on a poll, on behalf of such Affiliated Club. In default of such notification the Secretary for the time being of such Club on production of proof of his holding that position at any time prior to

the commencement of the meeting, shall be entitled to attend and vote at each such general meeting of the Association.

(b)At any time and from time to time an Affiliated Club shall be entitled to serve on the Association by way of a general notice the name of a nominated person or its secretary who shall be the person entitled to attend and vote at meetings on its behalf and until a further or amending notice is served by the Affiliated Club the person so named shall be that Club's duly appointed representative and a particular notice under paragraph (a) above shall not be required.

50. No objection shall be raised to the qualification of any voting member 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 be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

51. Votes may be given either personally or by proxy.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Association.

53. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time for taking the poll, and in default the instrument of proxy shall not be treated as valid.

54. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

“IRISH SAILING ASSOCIATION

I, _____ being a member of the above named Association hereby appoint _____ of _____ or failing him

_____ of _____ as
my proxy to vote for me on my behalf at the (annual/extraordinary) general
meeting of the Association to be held on the _____ day of _____, 19
____ and at any adjournment thereof.

Signed this _____ day of _____ 19____

This form is to be used *in favour of/against the resolution
Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired. "

55. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

56. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

57. At a general meeting, a motion for the appointment of two or more persons as directors of the Association by a single resolution shall not be made unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. If such resolution has been passed as herein provided, the procedure set out in Articles 58 to 60 inclusive below shall be followed.

58. The Secretary General shall cause the names of all candidates and the names of their proposers and seconders together with such other information as the Board may have stipulated to be entered in ballot papers in form approved by the Board which shall be distributed at the Annual General Meeting to each member attending either personally or by proxy and entitled to vote.

59. Members attending personally or by proxy completing ballot papers may vote for any number of candidates up to, but not exceeding, the number of vacancies to be filled. A ballot paper containing more votes than the number of vacancies to be filled shall be treated as a spoiled paper.

60. Properly completed ballot papers alone shall be taken into account in determining the result of a ballot. The result of the ballot shall be declared by the Chairman of the meeting. In the event of the ballot failing to determine the Directors to be elected because of an equality of votes, the candidates or candidate to be elected from those having an equal number of votes shall be determined by lot.

61. If the resolution referred to in Article 57 hereof is not passed then the nomination of each person standing for election as a director of the Association shall be voted on until the number of vacancies to be filled have been so filled. The order in which nomination shall be considered and voted on shall be decided by lot. When all the vacancies have been filled any remaining nominations not considered shall be deemed to have been withdrawn.

DIRECTORS

62. There shall be no more than ten Directors of the Association (including the President). They shall collectively constitute the Board of the Association.

63. The Board shall appoint from among their number an Honorary Treasurer and an Honorary Secretary.

64. The terms of appointment of the Honorary Treasurer and Honorary Secretary shall be three years. An Honorary Treasurer or Honorary Secretary who ceases to be a director of the Association shall be deemed to have retired as Honorary Secretary or Honorary Treasurer.

65. The President of the Association shall be elected annually by the members of the Association voting at the Annual General Meeting of the Association. The President shall be a member of the Board of Directors ex officio while holding such office. If a President fails to be re-elected, he shall cease to be a member of the Board unless elected as a Director in accordance with Articles 57 to 61.

66. A President who has held that office for three consecutive years shall not be eligible for re-election to that office for a period of one year.

67. The Board may at its absolute discretion, subject to article 65, designate or appoint any director to any particular function or directorate of the Association for such period subject to article 69 below, as the Board shall

decide and at its discretion remove or terminate such designation or appointment.

68. A director shall not hold that position for more than seven consecutive years. This article shall not preclude any director from election as President.

69. For the purpose of Articles 64 to 68 inclusive a year shall be calculated as the period between one Annual General Meeting and the Annual General Meeting for the next succeeding year.

70. A candidate seeking nomination to be appointed as a Director shall be proposed in writing for that office by a Personal Member, seconded in writing by another Personal Member and supported in writing by one Category 1 Affiliated Club. Such nomination properly completed shall be delivered to the Association not less than 38 days prior to the date fixed for the Annual General Meeting at which elections shall take place. Each Category 1 Affiliated Club shall be entitled to support only one nomination for Director. An incumbent Director, eligible for re-election, may be nominated by the Board for re-election.

71. The Board shall have the power to appoint any person to fill any casual vacancy on the Board and such person shall hold office until the next following Annual General Meeting.

72. Any director of the Association may be removed from office at a general meeting by a simple majority of the votes cast. Additionally or alternatively, a director appointed by the Board in accordance with Article 71 hereof may at any time prior to the next following Annual General Meeting of the Association be removed at a Board meeting for which the agenda, listing the motion for removal, has been circulated at least two weeks in advance of the meeting and provided not less than two-thirds of those present support the motion.

73. At each Annual General Meeting of the Association one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

74. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot.

75. A retiring director shall be eligible for re-election.
76. The office of director shall be vacated if the director:
- (a) holds any office or place of profit under the Association;
 - (b) is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangement or composition with his creditors generally;
 - (c) becomes of unsound mind;
 - (d) is no longer a personal member;
 - (e) by notice in writing to the Association resigns his office;
 - (f) ceases to hold office by reason of any Order made under the Acts;
 - (g) is removed from office by a resolution duly passed pursuant to an Order of the Courts or pursuant to the Acts or these presents.
77. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.
78. Each member of the Board of Directors shall be awarded the courtesy title of Flag Officer of the Association.

POWERS OF THE BOARD

79. The business of the Association shall be managed by the Board which may pay all such expenses of and preliminary and incidental to the creation, formation, establishment and registration of the Association as it thinks fit and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Board or by the Association in General Meeting but no such regulation made by the Association in General Meeting shall invalidate any prior acts of the Board which would have been valid if such regulation had not been made.
80. The Board may from time to time delegate any of their powers to Committees or sub-Committees consisting of such member or members of the Board as they think fit. Any Committee or sub-Committee so formed shall, in

the exercise of its powers so delegated, conform to any regulations that may be imposed on it by the Board. The Board may at its discretion at any time and from time to time nominate and authorise any person who is not a director of the Association to attend meetings of committees or sub-committees so established in a consultative or advisory capacity only.

81. A Chairperson of any committee or sub-committee appointed pursuant to Article 79 who has held office for three consecutive years shall be eligible for re-appointment for a further three years but shall not thereafter be eligible for re-appointment as a chairperson of that Committee for a period of one year.

82. The Board may from time to time appoint members of the Association or other persons to sit on joint venture committees established jointly by the Association and any other body with similar or allied interests.

83. If any member of any Committee or sub-Committee (including the Chairperson), fails to attend any meeting of such Committee or sub-Committee for a period of one year he shall, unless the Board otherwise determines, be deemed to have retired from such Committee or sub-Committee as the case may be and shall not be eligible for re-appointment to that Committee or sub-Committee for a period of one year.

84. The Board shall have the power from time to time and at any times to remove any person from any Committee or sub-Committee and, if deemed appropriate, to replace him.

PROCEEDINGS OF THE BOARD

85. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but it shall meet at least three times in every year.

86. Any three members of the Board by notice in writing addressed to the Hon. Secretary of the Association stating as far as practicable the business to be transacted may require the Hon. Secretary to convene a meeting of the Board.

87. Four members personally present shall form a quorum at a meeting of the Board.

88. No member of the Board may attend a Board meeting otherwise than by personal attendance.

89. Questions arising at any meeting of the Board shall be decided by a majority of votes and, in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

90. The President shall take the chair at meetings of the Board but, if the President shall not be present at any meeting within fifteen minutes after the time appointed for holding the same, or shall be unwilling or unable to act as Chairman, the members of the Board present shall choose one of their number to be Chairman of such meeting.

91. The Board shall cause proper minutes to be made of all proceedings of the Board and any committees and sub-committees appointed by the Board and the attendances thereat.

92. A resolution in writing, signed by all the directors for the time being shall be valid as if it had been passed at a meeting of the Board duly convened and held. Such resolution may be executed on one or more separate forms by one or more directors.

SECRETARY GENERAL

94. The Secretary General of the Association may be appointed only by the Board for such time, at such remuneration, on such terms and upon such conditions as it may think fit. Any Secretary General so appointed may (subject to the terms of any contract between him and the Association) be removed by the Board. The Board shall be empowered to place upon the Secretary General such additional duties and responsibilities as it may think fit with power to vary same from time to time. The Secretary General shall at all times be subject to the control and direction of the Board and shall not, without the express approval of the Board, have the power to bind the Association or the Board. The Board may from time to time appoint assistant or deputy Secretaries to the Secretary General and any person so appointed may be empowered to act in place of the Secretary General if there be no Secretary or no Secretary capable of acting. The Board may appoint such further officials as it shall deem necessary.

ACCOUNTS

95. The books of account shall be kept at the office of the Association or, subject to Section 147(3) and (4) of the Companies Act 1963, at such other place or places as the Board shall think fit and shall always be open to inspection by the members of the Board.

96. The Board shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations the records of the Association or any of them shall be open to inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any financial statements or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.

97. Once at least in every year the finances of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

98. At the Annual General Meeting in every year, the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting together with a proper balance sheet made up as at the same

date. Every such balance sheet shall be accompanied by proper reports to the Board and the auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 31 clear days before the date of the meeting, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditor's report shall be open to inspection and be read before the meeting as required by Section 163 of the Companies Act, 1963.

NOTICES

99. A notice or any other document may, subject to Article 27, be served by the Association 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 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 meeting or resolution passed or election connected therewith. Any notice or other document, if served by post, shall be deemed to have been served at the time when it was posted and, in proving such service, it shall be sufficient to prove that it was properly addressed, stamped and posted.

100. Subject to Article 27 members of a Category 1 Club shall not be entitled to service of individual notices nor documents.

SEAL

101. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and at least one member of the Board together with the Secretary or an assistant or deputy secretary shall sign every instrument to which the Seal shall be so affixed and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal was properly affixed.

WINDING UP OR DISSOLUTION

102. The provisions of Clause 8 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 presents.

REGIONS

103. The Board shall have power to designate parts of Ireland as Regional Areas with power to alter or amend such designations from time to time.