



IRISH SAILING ASSOCIATION
(THE "ASSOCIATION")

ISA EXTRAORDINARY GENERAL MEETING 2012

NOTICE is hereby given that an extraordinary general meeting of the Association will be held at the Royal Marine Hotel, Dun Laoghaire, Co. Dublin on 11th February 2012 at 11.00 am for the following purposes:

1. To deliver the President's address;
2. **Ordinary Resolution for proposed subscription rates and affiliation**

To consider and, if thought fit, to pass the following as an Ordinary Resolution of the Association:

"THAT pursuant to Article 16 of the Articles of Association of the Association, the rate of subscription for Personal Members be set as follows:

- **Direct ISA Members (ie non club members):**
Junior: €20, Ordinary: €46, Family: €75
- **Category 1 Clubs:**
2% Club Subscription income subject to max €1,500
Plus
10% membership sub subject to max: €15 Junior, €30 Ordinary, €50 Family, €10
all other paying categories.

Minimum Category 1 Club affiliation fee payment equal to Category 3 Club Affiliation fee (set by the ISA Board of Directors)";

3. Special Resolutions

- i. **To consider and, if thought fit, to pass the following as a Special Resolution of the Association:**

"THAT Article 6(b) be amended to allow for reference to a Category 4 Club to be added to the Article in line with Article 9 and to include in the last line of the Article reference to a Category 3 Club as follows:

6(b) *On election to membership of the Association, an Affiliated Club shall be designated by the Board as either a Category 1, 2,3 or 4 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, 3 or 4 Club.*"

ii. To consider and, if thought fit, to pass the following as a Special Resolution of the Association:

"THAT Article 17 be amended to review terminology used for Club affiliation as follows:

17 *The affiliation fee payable by a Category 1 Club shall be 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 fees are adopted as aforesaid at any general meeting in any year the fees then in being shall continue to apply until new fees have been approved and adopted by the members in general meeting.*"

iii. To consider and, if thought fit, to pass the following as a Special Resolution of the Association:

"THAT Article 42 be amended to amend the reference to Article 46(b) on the fifth line of the Article to Article 46(c) as follows:

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(c), 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.*"

iv. To consider and, if thought fit, to pass the following as a Special Resolution of the Association:

“THAT Article 46 be amended as follows:

(i) by the insertion in the first line of Article 46(a) of the words “and Affiliated Clubs” after the word “members” as follows:

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

(ii) by the insertion of the following new Article 46(b):

(b) *Personal Members and Affiliated Clubs shall be entitled to a voting weight directly related to the affiliation fee paid, where one vote is equal to the membership fee paid by an Ordinary Personal Member, rounded up to the nearest vote.*

(iii) by the renumbering of the existing Article 46(b) as Article 46(c) and its amendment as follows:

(c) *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 votes of its members 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 deduct the value of one vote from its entitlement.”*

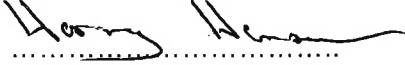
v. To consider and, if thought fit, to pass the following as a Special Resolution of the Association:

“THAT Article 48 be amended by the deletion of the words “one vote” on line 3 of the Article and their substitution with the words “subject to Article 46(b), votes” as follows:

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, subject to Article 46(b),*

votes 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."

By Order of the Board.



Harry Hermon
Secretary General
13th January 2012

Notes:

1. In accordance with Article 49(a) of the Articles of Association, at least 48 hours before the meeting each Affiliated Category 1 Club that has not previously given general notice to the Association pursuant to Article 49(b) shall notify the Association of the name of a person who will attend the 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.
2. A member entitled to attend and vote at the Extraordinary General Meeting referred to above may appoint a proxy to attend, speak and vote on his behalf, whether on a show of hands or on a poll. A proxy so appointed need not be a member of the Association.
3. A form of proxy is enclosed for the use of members who are unable to attend the meeting. Proxies must be lodged with the Secretary of the Association at the registered office of the Association not less than 48 hours before the time fixed for the meeting and in default the instrument of proxy shall not be treated as valid.