



*DRAFT TO 2016 ADM FOR ADOPTION*

**CANOEING IRELAND RULES**

**Rules effective from [                      ] 2016**

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## DEFINITIONS

In the interpretation of these Rules the following words and expressions shall have the meanings so defined and words importing the singular shall include the plural, and vice versa, words importing the masculine include the feminine and words importing persons shall include bodies Corporate.

**2014 Act** means the Companies Act 2014 and every statutory modification, replacement and re-enactment thereof for the time being in force;

**AGM** means an annual general meeting of the Company;

**Auditors** means the auditors or auditor for the time being of the Company;

**Board/Board of Directors** means the Board of Canoeing Ireland also being the Board of the Company;

**Canoeing** means the sport and recreation of canoeing and kayaking in all its forms;

**Canoeing Ireland** means the registered trading name of the company Irish Canoe Union;

**Chairperson** means the person for the time being holding such office having been appointed thereto under the terms of the Constitution and the Rules and also being known as and acting as the President of Canoeing Ireland;

**CEO** means the person appointed under contract to act as the Chief Executive Officer of Canoeing Ireland;

**Clubs** means those Member Clubs enrolled with Canoeing Ireland;

**Company** means Irish Canoe Union;

**Committee** means any committee appointed by the Board in accordance with the Rules including **Technical Committees** and those Committees listed in Rule 25;

**Constitution** means the Memorandum and Articles of Association of Canoeing Ireland;

**Days** means calendar days;

**Directors** means the Directors for the time being of the Board;

**ECA** means the European Canoe Association;

**EGM** means an extraordinary general meeting of the Company;

**Executive Committee** means the Committee of Directors set up in accordance with the Rules of Canoeing Ireland for the time being to have oversight on the day to day operation of the Canoeing Ireland;

**Executive Staff** means the CEO and all staff working for Canoeing Ireland;

**General Executive Member** means a member of the Board as listed in Rule 11(8)(d);

**Honorary Members** means the class of members listed at Rule 4(e);

**Honorary Secretary** means the person for the time being holding such office having been appointed thereto under the terms of the Constitution and the Rules to perform the duties of the Honorary and Company Secretary and includes a deputy or assistant secretary and shall also be known as and act as the first Vice President of Canoeing Ireland;

**Honorary Treasurer** means the person for the time being holding such office having been appointed thereto under the terms of the Constitution and the Rules to perform the duties of the Honorary Treasurer and shall also be known as and act as the second Vice President of Canoeing Ireland;

**ICF** means the International Canoe Federation;

**Individual Member** means the individual members of Canoeing Ireland listed under Rule 4(c);

**Irish Canoe Union** means the company registered and operating under the trading name Canoeing Ireland;

**Judicial Bodies** means the Complaints and Disciplinary Committees and the Complaints, Disciplinary and Appeals Committee;

**Just Sport Ireland** means the independent sports arbitration service run by Just Sport Ireland and referred to in Rule 41;

**Members** means the members of Canoeing Ireland listed under Rule 4;

**Member Clubs** means the class of members listed at Rule 4(a);

**President** means the President for the time being holding such office having been appointed thereto under the terms of the Constitution and the Rules who shall also be known as and act as **Chairperson** of Canoeing Ireland;

**Register** means the register of Members to be kept as required by section 169 of the 2014 Act;

**Rules** means the rules as amended from time to time of Canoeing Ireland;

**Senior Members** are those members over the age of 18;

**Standing Orders** means the set of orders and rules governing the procedures of the Board, the Executive and/or general meetings;

**Vice President** means the first or second Vice President for the time being and known as the Honorary Secretary and Honorary Treasurer respectively;

**Year** means calendar year.

**RULE 1. NAME AND STATUS OF CANOEING IRELAND**

1. The name of the National Governing Body in Ireland for the sport of Canoeing shall be “Canoeing Ireland”.
2. “Irish Canoe Union” is the name of Canoeing Ireland’s Company which is a Company limited by guarantee and not having a share capital.
3. Copies of the Constitution (Memorandum and Articles of Association) are available to the Members of Canoeing Ireland for download from the website ([www.canoe.ie](http://www.canoe.ie)) or online directly from the companies office.
4. The principal offices of Canoeing Ireland shall be in the Republic of Ireland.

**RULE 2. THE OBJECTIVES OF CANOEING IRELAND**

The objects for which Canoeing Ireland is established as set out in the Constitution are:

1. govern, organise, control and regulate in all its forms the sport and recreation of canoeing and kayaking (hereinafter referred to as "canoeing").
2. promote, develop, and advance the sport and recreation of canoeing in Ireland.
3. provide a positive and safe environment for all its members and in particular to maintain a child-centred focus which emphasises the overall development, safety, health and welfare of children at all levels within the sport and recreation of canoeing.
4. promote the teaching and practice of canoeing in accordance with current best practice.
5. develop, promote, and adopt a drug free policy within the sport and recreation of canoeing and in particular to support Sport Ireland’s National Anti-Doping Programme.
6. stimulate public and national and local government opinion in favour of providing and enhancing canoeing facilities.
7. develop, promote and adopt policies aimed at protecting the natural environment and in particular those areas of the natural environment which facilitate the activities of canoeing and canoeists
8. draw up, publish and enforce uniform regulations for the control and regulation of canoeing in Ireland and to deal with any infringements thereof.

**RULE 3. INTERNATIONAL, OLYMPIC AND PARALYMPIC AFFILIATION**

1. Canoeing Ireland shall affiliate to the International Canoe Federation (ICF) and the European Canoe Association (ECA) and as part of this affiliation will act as the National Governing Body in Ireland for all disciplines of canoeing / kayaking coming within the remit of the ICF and ECA. As part of this affiliation Canoeing

Ireland shall be bound by the statutes, competition rules and regulations which apply to all members of ICF and ECA.

2. Canoeing Ireland shall be a member of the Olympic Council of Ireland and Paralympics Ireland and as such shall be the sole representative of the sport of canoeing in this regard.

#### **RULE 4. MEMBERSHIP**

Members of Canoeing Ireland are such bodies and persons who are admitted to membership as contained in the Constitution and are specifically;

- a) Clubs enrolled with Canoeing Ireland
- b) Registered members of Clubs enrolled with Canoeing Ireland
- c) Individuals enrolled independently with Canoeing Ireland
- d) Individuals enrolled with the Canoeing Ireland Training and Development Unit
- e) Honorary members as determined by the Board
- f) Directors of the Board not otherwise Members of Canoeing Ireland

#### **RULE 5. MEMBERSHIP APPLICATION AND RULES**

1. The Board may set out from time to time criteria and fees required for membership to Canoeing Ireland.
2. The Board may agree a special registration fee in any circumstance where it believes it is equitable to do so.
3. Applications for Club or Individual membership shall be made in writing or electronically and shall set out the disciplines actively undertaken by the Club or Individual within the last 12 months. The appropriate annual membership fee shall also be paid.
4. Clubs in applying for, or renewing their membership online shall submit their full roll of members.
5. Individual Members, Members of enrolled Clubs and Members of the Training and Development Unit shall be deemed members once the appropriate fee has been paid by them or on their behalf to Canoeing Ireland.
6. Honorary membership may be conferred by the Board as it may determine. Unless a shorter period is stipulated at the time of conferring, honorary membership shall be conferred for life.
7. All members shall be enrolled on the Register of Members which shall be kept up to date on an annual basis by the Honorary Secretary in association with the CEO and executive staff. Membership shall not be transferrable.
8. Members shall not be entitled to any of the rights or privileges of membership whilst subscriptions are in arrears.

#### **RULE 6. OBLIGATIONS OF MEMBERS**



The Members of Canoeing Ireland have the following primary obligations;

1. To be bound and comply fully with the Constitution and Rules of Canoeing Ireland and the rules of any competition or activity held under its auspices.
2. To be bound and comply fully with the statutes, competition rules and regulations of the ICF and ECA
3. To be bound and comply fully with any policies, codes, regulations or procedures adopted from time to time by the Board of Canoeing Ireland and its Committees.
4. To be bound and comply fully with any decisions passed by Canoeing Ireland and/or the ICF and ECA.
5. To comply fully with any request made by Canoeing Ireland and its Board including but not limited to providing information into each Member Club's own organisation and governance.
6. Member Clubs to ensure that their rules are in conformity with the Rules of Canoeing Ireland and to ensure that their own members comply with these rules.
7. Not to take legal action against Canoeing Ireland on any issue relating to the application of Canoeing Ireland's Rules, policies and procedures or those of its Committees. Redress in such cases is available through the Judicial Bodies outlined in these Rules and in the event that these have been exhausted, any such dispute or difference may be referred to Just Sport Ireland for final and binding arbitration.
8. To safeguard children involved in the sport of canoeing and take the highest standard of care in respect of child protection and welfare including ensuring compliance with child welfare rules, policies and procedures prior to admitting a person to membership and in the ongoing management and operations of member clubs.

#### **RULE 7. REMOVAL FROM OR CESSATION OF MEMBERSHIP**

1. A Member may at any time withdraw from Canoeing Ireland by giving notice but shall remain liable for their subscription for the then current year.
2. A Member shall cease to be a Member if:
  - a) the Board resolves that membership of a Member be suspended or terminated;
  - b) a Member fails to pay any application fee or subscription or other contribution for which he or it becomes liable whilst a Member within the period laid down by the Board for any such payment;
  - c) a Member is convicted of an indictable offence other than road traffic offences or such offences, which in the reasonable opinion of the Board do not affect that Member's position as a Member of Canoeing Ireland.
3. A breach of these rules may result in a member being removed or suspended from membership of Canoeing Ireland. Such member shall not, following such decision, compete in or take part in any activity or competition under the auspices of Canoeing Ireland.

**RULE 8. RULEBOOKS**

1. Rulebooks of Canoeing Ireland shall be available on Canoeing Ireland's website free of charge or from the principal office of Canoeing Ireland at a reasonable administration cost to be set from time to time by that office.
2. Canoeing Ireland accepts no responsibility for the non-possession of Rulebooks by Members nor can the non-possession be pleaded as ignorance of the Rules of Canoeing Ireland.
3. Canoeing Ireland shall have the power to review the Rules of Member Clubs at any time if considered necessary.
4. The Rules of all Member Clubs must be in conformity with the Rules of Canoeing Ireland. In the event of any discrepancy between the Rules of Canoeing Ireland and Member Clubs, the Rules of Canoeing Ireland shall prevail.

**RULE 9. STRUCTURE AND GOVERNANCE OF CANOEING IRELAND**

1. The bodies of Canoeing Ireland are;
  - a) The AGM which is the supreme and legislative body;
  - b) The Board which is the Board of Directors and is responsible for overall governance and strategy of Canoeing Ireland;
  - c) The Executive Committee which is a sub-Committee of the Board and is responsible for oversight of the day to day operation and management of Canoeing Ireland by the executive staff;
  - d) The Executive Staff which includes the CEO and any employees of Canoeing Ireland is the day to day administrative body;
  - e) The Committees which shall operate under terms of reference approved by the Board;
  - f) The Judicial Bodies which are composed of the Complaints and Disciplinary Committees and the Complaints, Disciplinary and Appeals Committee shall be responsible for all disciplinary matters under the Complaints and Disciplinary Rules and Procedures Policy.
2. Only the bodies, or persons who are authorised and empowered under these Rules can act with authority for Canoeing Ireland. Such bodies shall only act in accordance with the powers vested in them under these Rules.
3. The bodies of Canoeing Ireland shall be either elected or appointed by Canoeing Ireland in accordance with these rules.

**RULE 10. ANNUAL GENERAL MEETING**

1. Canoeing Ireland shall hold an AGM each year. In exceptional circumstances, not more than 15 months shall elapse between the date of one AGM and that of the next.
2. The AGM shall be held at such time and at such place as the Board shall appoint but in any event shall be called by 28 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and the general business to be transacted. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.
3. The AGM shall be held in compliance with company law requirements and in compliance with the Constitution.
4. Copies of the statutory financial statements together with Directors and Auditors reports shall, not less than 28 days before the date of the meeting, be sent to every Member entitled to receive them and/or be published on the website with access and notice of same being given to those entitled. Member's queries relating to the financial statements shall be submitted to the Honorary Secretary, in writing, not less than 14 days before the date of the meeting and a response shall be published not later than 7 days before the date of the meeting.
5. The AGM shall transact the following business:
  - a) to receive and consider the minutes of the preceding AGM;
  - b) the consideration of the financial statements and the reports of the Directors and Auditors;
  - c) the review by the members of the company's affairs;
  - d) to consider motions proposed in accordance with the Rules;
  - e) the appointment or re-appointment of Auditors;
  - f) the election and nomination of the Board of Directors in place of those retiring;
  - g) and to transact all such other business as provided for by the agenda.
6. A final agenda for the AGM including details of all motions and nominations for election and all other business to be transacted shall be published not less than 7 days before the meeting.
7. The AGM shall be held in accordance with Standing Orders approved by the Board.
8. The quorum at the AGM of the Association shall be Twenty (20) Members of which 5 must be Member Clubs. 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 the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.
9. The President shall preside as Chairperson at the AGM but where the President is not present or willing to act, the Honorary Secretary, who is also the first Vice President, shall preside. In the absence of the Honorary Secretary, the Honorary

Treasurer, who is also the second Vice President shall preside. If none of these persons are present or willing to act, the members present shall choose one of their number to be Chairperson of the meeting.

10. Voting delegates at an AGM must be Senior Members being at least 18 years of age.
11. Every member who is entitled to attend as a delegate shall have the right to vote in accordance with the Rules as long as there are no sums due by them to Canoeing Ireland. Members of Clubs shall have their vote cast via their Club delegate subject to the provisions of Rule 10.13 below.
12. Each Member Club shall receive votes in direct proportion to the number of Senior Members on the current nominal role held by the Canoeing Ireland Honorary Secretary in association with the Executive Staff of Canoeing Ireland. The specific ratio shall be 10 votes per club plus one vote for every registered Senior Member up to a maximum of 120 votes per club.
13. A registered member of a Club who is also an Individual Member may opt to exclude their vote from the combined Club votes set out above and may opt to cast their vote on a personal basis as an Individual Member provided they have notified their desire to do so with at least 7 days' prior notice in writing or via email to the Canoeing Ireland Honorary Secretary.
14. All Individual Members of Canoeing Ireland, not being registered members of enrolled clubs, will each have their own personal vote.
15. Club delegates authorised to act on behalf of a Club at an AGM / EGM must be registered members of Canoeing Ireland and of the club for which they act as delegate and must present written authorisation signed by their Club Secretary in order to exercise their club's delegate vote. Failure to provide such notification will result in the Club delegate being excluded from voting at the AGM / EGM.
16. Each delegate at an AGM / EGM shall cast votes on behalf of and in accordance with the wishes of the Member Club that the delegate represents.
17. Each incumbent member of the Board shall be entitled to cast one vote at an AGM / EGM with the President acting as Chairperson also having a casting vote in the case of equality of votes and each member of the Board shall be recognised as a delegate.
18. No objections shall be raised to the qualification of any voting delegate 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 objections made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
19. Votes must be given personally not by proxy.
20. Votes shall be taken by a majority show of hands unless a poll is demanded as provided for in the Constitution.
21. In the case of equality of votes on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

# **RULE 11. ELECTIONS, NOMINATIONS AND APPOINTMENT TO THE BOARD**

1. Elections and nominations to the Board shall take place at the AGM each year in accordance with the Constitution, the Rules and Standing Orders unless an EGM is required to be called in accordance with Rule 12.
2. Those wishing to be considered for election must be over 18 years of age and must be paid up members of Canoeing Ireland.
3. Each paid up Member Club shall only be entitled to nominate one candidate and second one other candidate for election. Each nomination must be countersigned by the chairpersons of the nominating and seconding clubs.
4. Nominations must be submitted on the official nomination form, which shall be circulated with the notice of the meeting, outlining the relevant experience, qualifications etc of the candidate which will be made available to all Members having voting rights. Official nomination forms must be submitted to the Honorary Secretary in writing not less than 14 days before an AGM and 7 days before an EGM.
5. Where no nomination for a Board position has been received within the required period, nominations will be accepted up to the scheduled start time of the meeting which otherwise comply with the requirements of this Rule.
6. Candidates putting themselves forward for any position on the Board shall by doing so accept that they shall become Directors of the Company and shall complete all necessary company forms as are required in relation to such directorship within 14 days of their election or appointment to the Board and prior to taking part in their first Board meeting.
7. Board members (including the President) shall not be eligible for appointment to any paid executive office in Canoeing Ireland and if the holder of any of such paid office shall become a Board member his office shall at once be vacated.
8. The Members shall elect and/or approve the following to the Board in accordance with the Rules and Standing Orders;
  - a) A President who shall also act as Chairperson
  - b) An Honorary Secretary
  - c) An Honorary Treasurer
  - d) Two General Executive Members
  - e) One Dublin Representative
  - f) One Leinster Representative
  - g) One Munster Representative.
  - h) One Connacht/Ulster Representative
  - i) One Olympic Discipline Representative
  - j) One Non-Olympic Discipline Representative
  - k) One Training, Coaching and Accreditation Representative.
9. The term of office for each Board position shall be two years other than to give effect to odd/even numbered year rotation provisions.
10. In order to give effect to rotation, the President's position, that of the Honorary Treasurer and one of the two General Executive Member positions shall be elected in each year of an uneven number and the position of Honorary Secretary and that of the other General Executive Member shall be elected in each year of an even number.
11. The Members shall elect one representative from each of the Dublin and Munster regions in an uneven numbered year to the Board and one representative from each of

the Leinster and Connaught/Ulster regions in an even numbered year to the Board. Such representatives must reside in or be a member of a Member Club in the respective geographical area that they are elected to represent and must be nominated and seconded by clubs in their region.

12. One Olympic Discipline Representative shall be nominated in an even numbered year by the chairs of the Slalom and Sprint Technical Committees and approved by the Members at the AGM. In the event that one nominee is not agreed for any reason these committees may each put forward a nominee for election by the members at the AGM.
13. One Non-Olympic Discipline Representative shall be nominated in an uneven year by the chairs of the WW Racing, Marathon, Surf, Polo and Freestyle Technical Committees and approved by the Members at the AGM. In the event that one nominee is not agreed for any reason these committees may put forward more than one nominee for election by the members at the AGM.
14. One Training, Coaching and Accreditation Representative shall be nominated by the Training Development Unit in an even-numbered year and approved by the members at the AGM.
15. No person shall be eligible for election or nomination for two years if he or she has already served a total of three consecutive terms on the Board
16. Any individual being the chair of any Technical Committee shall not be eligible for membership of the Board. Any individual appointed or elected to any position for which he is thus rendered ineligible shall immediately thereupon resign as chair of the Technical Committee.
17. If only one candidate is nominated for a position, he shall be declared elected on receiving a vote of the majority of those voting. In the event of there being more than one candidate for any office a vote shall be taken by those present at the meeting, and the candidate receiving an absolute majority of votes, after an elimination process if necessary, shall be declared elected. Elections shall be held in accordance with the Constitution, the Rules and the Standing Orders.
18. The Board may nominate only one incumbent member eligible for re-election at an AGM for re-election to the Board. For the avoidance of doubt this does not preclude any other persons running for election for the same position as the Board nominee.
19. Members elected to positions on the Board must keep their membership up to date throughout their term of office.

## **RULE 12. BOARD VACANCIES AND CO-OPTIONS**

1. Should a casual vacancy arise for the post of President the position may be filled at the discretion of the Board until the next AGM by the Honorary Secretary who is also the first Vice President or in the event that they are unwilling to act, by the Honorary Treasurer who is also the second Vice President. In the event that neither is willing to fulfil the role, the Board shall call an EGM within 35 days, giving not less than 14 days' notice to hold an election to fill that and any other Board vacancy for the remainder of the President's / other Board member's term.
2. Should a casual vacancy arise for the post of either Honorary Secretary or Honorary Treasurer, the position may be filled at the discretion of the Board until the following AGM by either of the two General Executive Members. In the event that neither is willing to do so, the role may be filled by one of the other Board members until the next AGM.

3. All other casual vacancies arising out of the Board may be filled by co-option at the discretion of the Board until the following AGM. The number of co-options to the Board in any Board term will be limited to a maximum of four (4).
4. The Board members may act notwithstanding any vacancies in their number, but should the number of current Board members fall below six (6), due to non-filling of Board positions and/or non-filling of casual vacancies, the Board shall call an EGM within 35 days, giving not less than 14 days' notice, to hold elections to fill all vacant Board positions.
5. In the event that a vacancy arises in the first year of a two-year term, the term of office of the Board member elected to that position at the following AGM/EGM shall be one year in order to maintain the rotation provisions as provided for in Rules 11.9 – 11.14 above.

#### **RULE 13. MOTIONS**

1. A motion may be put forward by any two paid up Member Clubs provided it deals with a single subject and it is approved by the committees of the nominating and seconding Clubs.
2. Motions must be submitted on the official motion form, which shall be circulated with the notice of the meeting. Motion forms must be submitted in writing to the Honorary Secretary, countersigned by the chairpersons of the nominating and seconding clubs, not less than 14 days before an AGM or 7 days before an EGM.
3. The Board may submit motions for consideration at an AGM / EGM.
4. The Board may alter or amend any motion which offends against the Constitution of Canoeing Ireland but not otherwise, and may composite any two or more motions which, in the opinion of the Board constitute in substance the same motion or which deal with the same subject matter and are to the same effect. The Board shall inform, in writing, any Member Club whose motion is altered, amended or composited in accordance with this Rule.

#### **RULE 14. EXTRAORDINARY GENERAL MEETING**

1. The Directors may, whenever they think fit, convene an EGM.
2. Any one or more Members holding not less than 10 per cent of the total voting rights of all the Members having, at the date of the deposit, the right to vote at general meetings of the Company, may convene an EGM in accordance with the Constitution.
3. A requisition made to call an EGM must set out the objects of the meeting and shall be signed by the Individual Members/ Chairperson of the Member Clubs concerned and be deposited at the registered office of Canoeing Ireland.
4. An EGM shall require a minimum 14 days' notice to Members in accordance with the Constitution.
5. The quorum at an EGM shall be Twenty (20) Members of which 5 must be Member Clubs.
6. The meeting shall be conducted in line with procedures for an AGM and all provisions applying to an AGM apply to an EGM where appropriate.

#### **RULE 15. BOARD OPERATIONS**

1. The overall management, governance and control of Canoeing Ireland is vested in the Board. The Board shall delegate the day to day management of Canoeing Ireland to the CEO with oversight of such activities to the Executive Committee. The CEO and the Executive Committee shall report to the Board at each Board meeting and otherwise as necessary.
2. The Board shall carry out its duties and exercise its powers to achieve the objects of Canoeing Ireland and shall act in compliance with the current provisions of the Constitution and Rules of Canoeing Ireland, company law and statutory requirements and shall adopt best practice in corporate governance of Canoeing Ireland.
3. The Board has the powers as set out in the Constitution and under these Rules.
4. The Board may regulate their proceedings, as considered appropriate and meet together for the despatch of business, adjourn and otherwise handle meetings as considered appropriate in accordance with Standing Orders which shall be reviewed and updated as necessary at the first Board meeting following each AGM and at any other time as required.
5. Board meetings shall be held no less than eight (8) times in each annual term of office.
6. The President of Canoeing Ireland shall chair the meetings of the Board. In the absence of the President the Honorary Secretary, who is also the first Vice president shall act. In the absence of the Honorary Secretary or if the Honorary Secretary is unwilling to act, the Honorary Treasurer who is the second Vice President shall act. In the absence of the Honorary Treasurer the other members of the Board present may appoint one of their own as chairperson of the meeting.
7. A quorum for the transaction of business of the Board shall be fifty percent of those current Board members plus one (any fraction being rounded up), subject to a minimum of five (5), which can include remote participation through telephone conference or other electronic means. Remote participation may only be used in exceptional circumstances at the discretion of the President.
8. A Board member may, request a meeting of the Board. A Board meeting shall be called if requested by fifty percent of those current Board members plus one.
9. Meetings shall be arranged by the Honorary Secretary who shall record minutes of each Board meeting in accordance with the Constitution and which shall be held confidentially for the Directors and the professional advisors of Canoeing Ireland. Quarterly updates of the business of the Board shall be provided to Members.
10. The CEO shall attend all Board meetings but shall not be a member or have a vote.
11. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the President shall have a second or casting vote.
12. All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Board member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board member and had been entitled to vote.
13. Board members shall comply with all Standing Orders, the Constitution, the Rules, terms of reference and codes of conduct for Board members and shall sign a letter of



appointment from the President, which acknowledges these requirements prior to the first meeting of the Board in each term.

14. No substitutions shall be permitted at Board meetings.
15. The Board shall report on its work to the members at the AGM.
16. The Board shall be entitled to place proposals for changes in the Rules before an AGM or EGM for acceptance or rejection by that body.
17. The Board shall approve such policies, regulations or codes of practice which are required from time to time for the proper management and governance of Canoeing Ireland. These regulations shall be binding on all Members and participants and shall be available to members on the website free of charge.
18. The Board may establish any Committees as it deems appropriate from time to time and shall approve their remit and terms of reference and may delegate any of its power to such Committees and/or such other persons as they think fit
19. The Board shall approve the composition of all the Committees and Judicial Bodies.
20. The Board shall have the power to review, amend and/or approve rules, policies and procedures adopted by such Committees.
21. The Board shall carry out an annual self-assessment at board and individual director level to gauge board effectiveness and shall undertake board development activities to strengthen its effectiveness.

#### **RULE 16. EXECUTIVE COMMITTEE OPERATIONS**

1. The Executive Committee shall be made up of the President, Honorary Secretary, Honorary Treasurer and two general Executive Members who shall be allocated such briefs and under such terms as the Board may from time to time determine.
2. The Executive Committee shall be responsible for oversight of the day to day management and activities of Canoeing Ireland as managed by the CEO and shall liaise with the CEO on all such matters.
3. The CEO shall attend all meetings of the Executive Committee.
4. The Executive Committee shall report to the Board on its workings at each Board meeting and all Executive Committee decisions shall be subject to Board approval.
5. The Executive Committee shall operate in accordance with the same rules which apply to the Board insofar as they are capable of applying and in accordance with the Standing Orders adopted by the Board.
6. The Executive Committee shall meet as often as is required to fulfil their function and may be called if requested by three of its members.
7. The quorum for the transaction of the business of the Executive Committee shall be three.

#### **RULE 17. ROLE OF PRESIDENT**

1. The President shall possess the necessary leadership and communication qualities necessary to chair meetings and to pursue the objects of Canoeing Ireland. The

President shall dedicate sufficient time to working with the Board, the Executive Committee and the Executive staff on all matters pertaining to Canoeing Ireland.

2. The President leads the Board in developing an ethical culture in line with the values of the organisation.
3. The President is pivotal in creating the conditions for overall Board and individual Board member effectiveness and ensuring constructive relations between Board members and the Executive Staff.
4. The President shall liaise with the CEO on the day to day activities of Canoeing Ireland.
5. The President shall act as Chairperson of the Board, the Executive Committee and at all company meetings.

#### **RULE 18.      ROLE OF HONORARY SECRETARY**

1. The Honorary Secretary shall ensure compliance with all company law and regulatory affairs including but not limited to recording and keeping safe, minutes of all Board, Executive and general meetings.
2. The Honorary Secretary shall also act as the Company Secretary. As Company Secretary their responsibilities shall include;
  - a) signing the company's annual returns and certifying the financial statements;
  - b) keeping the company's minutes of meetings;
  - c) keeping, and making available for inspection the company's registers, such as register of members;
  - d) communicating with the company's members, for example - notifying the members of meetings.

The Company Secretary shall be supported in their role by the Auditors of Canoeing Ireland.

3. The Honorary Secretary shall be responsible for preparing all papers, notices and agenda items for all meetings and ensuring requisite quorums are in place.
4. The Honorary Secretary shall be responsible for ensuring all rule changes passed by the members are incorporated into the Rules and made available to Members.
5. The Honorary Secretary shall keep a Register of Members in association with the Executive Staff.
6. The Honorary Secretary shall act as first Vice President of Canoeing Ireland and represent the President as required.

#### **RULE 19.      ROLE OF HONORARY TREASURER**

1. The Honorary Treasurer shall, together with the CEO, oversee the implementation of the financial strategy and budget of Canoeing Ireland.
2. The Honorary Treasurer shall, sign off the expenses of the CEO, the President and other Board members. The Honorary Treasurers expenses shall be signed off by the President.

3. It is the responsibility of Honorary Treasurer to ensure that all significant financial matters brought to his attention are placed before the Board as appropriate.
4. The Honorary Treasurer shall provide a copy of the audited accounts of Canoeing Ireland to all those entitled to attend the AGM at least twenty eight (28) days prior to that meeting.
5. The Honorary Treasurer shall liaise with Auditors and CEO to ensure proper books and accounts are kept in compliance with company law.
6. The Honorary Treasurer shall be responsible for ensuring proper insurance is in place
7. The Honorary Treasurer shall act as second Vice President of Canoeing Ireland and represent the President as required.

#### **RULE 20.     ROLE OF GENERAL EXECUTIVE MEMBERS OF THE BOARD**

The two General Executive Members of the Board shall be allocated such briefs and under such terms as the Board may from time to time determine.

#### **RULE 21.     ROLE OF OLYMPIC DISCIPLINE REPRESENTATIVE**

1. The Olympic Discipline Representative (ODR) shall have a broad representative role on the Board on behalf of the Olympic Disciplines of Canoe Slalom and Canoe Sprint.
2. Within one month of their election to the post the ODR will meet with both discipline committees to receive a briefing on current development and high performance programmes underway or planned.
3. The ODR will maintain an agreed level of contact with the chairs or nominated representatives and liaise with them in bringing forward development / funding initiatives for the two disciplines in conjunction and cooperation, as appropriate, with other Board members, the CEO and Executive Staff including high performance staff members.
4. The ODR will liaise with the chairs of both committees to assist in the preparation of high performance strategy, funding submissions and progress reports to Sport Ireland / Olympic Council of Ireland and Paralympics Ireland.
5. The ODR will be advised by the High Performance Advisory Group working under terms of reference approved by the Board.

#### **RULE 22.     ROLE OF NON-OLYMPIC DISCIPLINE REPRESENTATIVE**

1. The Non-Olympic Discipline Representative (NODR) shall have a broad representative role on the Board on behalf of the Non-Olympic Competitive Disciplines of Wildwater Racing, Marathon, Polo, Surf and Freestyle.
2. Within one month of their election to the post, the NODR will hold a meeting with the chairs or nominated representatives of the five discipline committees to receive a

briefing on current development and high performance programmes underway or planned.

3. The NODR will maintain an agreed level of contact with the chairs or nominated representatives and liaise with them in bringing forward development / funding initiatives for the disciplines in conjunction and cooperation, as appropriate, with other Board members, the CEO and Executive staff including high performance staff members.
4. The NODR will liaise with the chairs of the committees to assist in the preparation of high performance strategy, funding submissions and progress reports.

### **RULE 23. ROLE OF TRAINING, COACHING AND ACCREDITATION REPRESENTATIVE**

1. The Training, Coaching and Accreditation Representative (TCDR) will maintain an agreed level of contact with the chair or nominated representatives of the Training and Development Unit (TDU) in bringing forward development / funding initiatives as necessary in conjunction and cooperation, as appropriate, with other Board members, the CEO and executive staff.
2. The TCDR will liaise as necessary between the TDU and the Board on strategic issues relating to training, coaching, awards scheme and accreditation.

### **RULE 24. ROLE OF REGIONAL REPRESENTATIVES**

1. The representatives for the Dublin, Leinster, Munster and Connaught/Ulster Regions shall have a broad representative role on the Board on behalf of Member Clubs and Individual Members based in their region.
2. The representatives will maintain a club contact list for Member Clubs in their region and liaise with them in bringing forward development proposals for the sport in their region as may be sanctioned by the Board in conjunction and cooperation, as appropriate, with other Board members, the CEO and Executive Staff and the chairs of any relevant discipline committees.
3. Within one month of their election to the post and at the beginning of each Board term, each regional representative will introduce themselves by email to all clubs in their region and open lines of communication.
4. The representatives shall arrange for at least two regional development forums in their region every year to which the chair or representative of each club in the region will be invited. A report will be submitted to the Board on each forum.

### **RULE 25. COMMITTEES**

1. The Board shall appoint Committees as they deem necessary from time to time to act in an advisory capacity on various issues including but not limited to policy proposals pertaining to Canoeing Ireland.

2. The following committees have been established by the Board;
  - a) Audit Committee:
  - b) Liffey Descent Committee
  - c) Complaints & Disciplinary Committee (CDC)
  - d) Complaints & Disciplinary Appeals Committee (CDAC)
  - e) High Performance Advisory Group
3. The following committees shall be termed Technical Committees of Canoeing Ireland.
  - a) Canoe Slalom Committee
  - b) Canoe Sprint Racing Committee
  - c) Marathon Racing Committee
  - d) Paddle Surf Committee
  - e) Canoe Polo Committee
  - f) Wild Water Racing Committee
  - g) Freestyle Committee
  - h) Training & Development Unit
4. The Board shall approve the terms of reference of each Committee. Committees shall act in accordance with their terms of reference.
5. The Board shall enter into a memorandum of understanding with Technical Committees from time to time which will set out certain communication and operational responsibilities of each side.
6. Committees shall keep minutes of their meetings, details of each Committee member's election and/or appointment together with proper books and accounts for all financial transactions. Canoeing Ireland shall have power to call upon Committees to produce any financial records, letters, documents and other evidence which the Board may request. Any Committee which does not comply with the terms of this rule may be subject to disciplinary sanctions including but not limited to suspension.
7. Technical Committees shall be responsible for developing and administering domestic competitions rules subject always to the Boards general power at Rule 15.20

## **RULE 26. EXPENSES**

Reasonable expenses incurred by staff and Board members in the course of their duties may be reimbursed in accordance with the provisions of the financial control policy which shall be approved and amended by the Board from time to time.

## **RULE 27. ALTERATIONS TO RULES**

1. These rules may only be amended at an AGM or an EGM by the Members.
2. The Board shall set up a sub-committee of the Board to consider any necessary rule changes on an annual basis and shall have the right to submit their own proposed rule changes for consideration by the Members.

3. Any paid up Member shall also have the right to submit proposals for consideration for alteration to the Rules of Canoeing Ireland which must be formally proposed and seconded and sent by registered post, to the Honorary Secretary not later than the 31st January in any year.
4. All proposed alterations to Rules shall be considered by the sub-committee and the Board shall then have the right to submit agreed proposed alterations to the Rules to the AGM of Canoeing Ireland or to an EGM convened for the purpose of amending the Rules.
5. Rule alterations, amendments and addenda proposed by the Board shall be submitted to the members by post and or electronic mail in advance of the AGM or EGM.
6. If a Member is not satisfied with the outcome of the Rules sub-committee and Board consideration of their proposal they may still proceed with their proposal by way of Motion as set out in Rule 13.
7. No alteration to the Rules shall be made unless supported by at least two-thirds of those present and voting at the AGM/EGM.
8. When the AGM/EGM has considered and voted on the proposed changes, the President shall announce that the changes shall take effect 28 days after the AGM/EGM.
9. Any Rule alterations approved by an AGM/EGM shall be reflected in an updated version of the Rules which shall be published on the Canoeing Ireland website within 28 days of the meeting which approved the changes.

#### **RULE 28. INTERNATIONAL TEAM SELECTION AND ELIGIBILITY**

All Technical Committees sending teams to represent Canoeing Ireland at international competitions under the auspices of the ICF / ECA shall follow selection criteria as set out in policies approved and published by the relevant Technical Committee by 31<sup>st</sup> December each year relating to the following season.

#### **RULE 29. CODES OF CONDUCT FOR INTERNATIONAL TEAMS**

All athletes and officials shall sign up to and comply with athlete / official contracts and codes of conduct drawn up by Canoeing Ireland Technical Committees and approved by the Board.

#### **RULE 30. DOMESTIC COMPETITIONS RULES**

Rules relating to specific competitions shall be laid down in separate competition rules as determined by the relevant Technical Committee governing each discipline of canoeing. Such rules shall be based on the ICF rules relating to the discipline which may be modified as necessary to accommodate domestic requirements / limitations and will be binding on all members participating in competitions.

**RULE 31. INSURANCE**

All members shall be insured by Canoeing Ireland while participating in Canoeing events and activities sanctioned and approved by Canoeing Ireland.

**RULE 32. ASSETS**

The assets of Canoeing Ireland are managed, monitored and controlled in accordance with the Asset Management Policy and Procedures as determined by the Board.

**RULE 33. MEMBER CLUB'S BOOKS AND ACCOUNTS**

1. Member Clubs shall keep minutes of their meetings and the election of members.
2. Member Clubs shall keep proper books and accounts for all financial transactions.
3. Canoeing Ireland shall have power to call upon Member Clubs to produce any financial records, letters, documents and other evidence which the Board may request. Any Member Club who does not comply with the terms of this rule may be subject to disciplinary sanctions including but not limited to suspension.

**RULE 34. FINANCIAL AFFAIRS**

1. The financial year of Canoeing Ireland shall end on 31<sup>st</sup> December each year
2. The financial affairs of Canoeing Ireland shall be managed in accordance with the Constitution and in accordance with the Financial Control Policy agreed by the Board from time to time.
3. The Honorary Treasurer and CEO shall agree and maintain a Standard Operating Procedures Manual covering key aspects of financial administration for guidance of Executive Staff and Technical Committees.

**RULE 35. AUDIT COMMITTEE**

1. The purpose of the Audit Committee is to assist and where relevant make recommendations to the Board on discharging its responsibilities as they relate to financial reporting, external and internal audits, operational controls, compliance, risk management and governance arrangements within Canoeing Ireland in line with its terms of reference and rules of procedure.
2. The Audit Committee is a three-person committee appointed by the Board which meets a minimum of four times per annum and reports on its findings and recommendations in writing to the Board.
3. At least one member of the Audit Committee must have recent and relevant financial experience.

**RULE 36. AUDITORS**

1. Canoeing Ireland at the AGM or EGM shall appoint a firm who are members of a recognised body of accountants and they shall hold office as Auditors until the next AGM.
2. The remuneration of the Auditors shall be agreed by the Board.

#### **RULE 37. ANTI-DISCRIMINATION, HARRASSEMENT AND BULLYING**

1. Canoeing Ireland is committed to fairness and equality of opportunity within the organisation.
2. Equality of opportunity at Canoeing Ireland means that in all our activities we shall not discriminate or in any way treat anyone less favourably, on grounds of gender, sexual orientation, race, nationality, ethnic origin, colour, religion, disability or membership of the traveller community. This includes:
  - a) Employment
  - b) Working environment
  - c) Coaching and Education
  - d) Canoeing development activities
  - e) Selection for representative teams
  - f) Elections and appointments.
  - g) Volunteers
3. Canoeing Ireland shall not tolerate sexual or racially-based harassment or other discriminatory behaviour or harassment including bullying, whether physical or verbal, and shall work to ensure that such behaviour is met with appropriate disciplinary action in whatever context it occurs.
4. Relevant policies and procedures shall be adopted to set out appropriate standards, safeguards, complaint mechanisms and sanctions for transgression of these principles.

#### **RULE 38. CHILD WELFARE**

1. Canoeing Ireland shall appoint a National Children's Officer who shall receive such training and education as necessary to fulfil the role.
2. The National Children's Officer shall be responsible for agreeing a Child Welfare policy with the CEO which shall be subject to approval by the Board. The Policy shall set out the codes and policies of Canoeing Ireland, including procedures in relation to stand down orders and vetting procedures and any other matters pertaining to child welfare.
3. The CEO shall be the designated officer for Canoeing Ireland in accordance with legislation and shall receive such training and education as necessary to fulfil the role.
4. The National Children's Officer shall report to the CEO on their activities.

#### **RULE 39. DATA PROTECTION**



Canoeing Ireland shall ensure all data and personal information under its control shall be held and maintained in accordance with the Canoeing Ireland Data Protection Policy and relevant legislation.

#### **RULE 40. DISCIPLINARY**

Canoeing Ireland shall operate a Complaints and Disciplinary Rules and Procedures Policy which shall be reviewed and updated by the Board from time to time. All members shall be subject to such rules and procedures as set out in the Policy.

#### **RULE 41. ARBITRATION**

1. Subject to all internal avenues of appeal having been exhausted under the Canoeing Ireland Complaints and Disciplinary Policy, any decision made or procedure used by the Judicial Bodies shall be referred to Just Sport Ireland (JSI) for final and binding arbitration by a single arbitrator in accordance with the JSI Arbitration Rules and in accordance with the Arbitration Act 2010 as amended.
2. This rule shall also apply to every participant and member. Each such participant or member is bound to refer any dispute or difference which remains unresolved after all internal avenues of appeal have been exhausted to JSI arbitration in accordance with sub-Rule 1 above.
3. The effect of this rule is to prohibit any party to such dispute or difference from commencing legal proceedings before the Courts.