



COMPANIES ACT 2014

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

CONSTITUTION

OF

IRISH CANOE UNION t/a Canoeing Ireland

Incorporated on the 25th day of November 1986

(As amended by Special Resolution on the 8th day of October 2016)

(As amended by Special Resolution on the 24th day of June 2017)

(As amended by Special Resolution on the 4th day of May 2023)

Company Number 118443

**MEMORANDUM OF ASSOCIATION OF
IRISH CANOE UNION t/a CANOEING
IRELAND**

1. The name of the Company is Irish Canoe Union t/a Canoeing Ireland - and herein after referred to as Canoeing Ireland- a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The registered office of the Company will be situated in Ireland.
3. The main object for which Canoeing Ireland is established is to:
 - (i) govern, promote, develop, advance, organise, control and regulate the sport and recreation of paddle sports.

3.1 In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary objects:

- (i) 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 paddle sports.
- (ii) promote the teaching and practice of paddle sports for all in accordance with current best practice.
- (iii) develop, promote, and adopt a drug free policy within paddle sports and in particular to support Sport Ireland's National Anti-Doping Programme.
- (iv) stimulate public and national and local government opinion in favour of providing and enhancing paddle sports facilities.
- (v) 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 paddle sports and paddlers.
- (vi) draw up, publish and enforce uniform rules and regulations for members for the control and regulation of paddle sports in Ireland and to

deal with any infringements.

4. In furtherance of the above objects but not otherwise, Canoeing Ireland shall have the following powers:

(i) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of or binding on Canoeing Ireland in such manner and on such terms and conditions as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of Canoeing Ireland.

(ii) To invest funds of Canoeing Ireland not immediately required for its purpose in or upon such investments, trusts securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may, for the time being, be imposed or required by law.

(iii) To co-operate with the national or international federations of other or related sporting or other bodies as Canoeing Ireland shall from time to time approve.

(iv) To adopt, publish, amend and administer from time to time such rules and regulations, bylaws, agreements and arrangements and to comply with or enforce due compliance with the same and to do all such acts and things necessary to ensure conformity to and compliance with such codes and standards as may be adopted or promulgated by Canoeing Ireland and to govern members, competitors, officials and / or coaches in any way connected with the objectives of Canoeing Ireland.

(v) To receive from any person or body monies for the purpose of furthering the objectives of Canoeing Ireland.

(vi) To purchase, lease or otherwise acquire and to hold, deal with, manage, direct the management or sell, exchange, mortgage, charge, dispose of, grant, register any real or personal property or any estate or interest whatever in the same respectively, or otherwise turn to account any right or interest in over or upon any property of any kind whatsoever and in particular any copyrights, designs, trademarks, patents, licences, franchises, concessions and the like all rights in respect thereof confirming a right of use or any secret or other

information and /or any film, video, television or broadcasting rights which may seem capable of being used for any grant licence in respect of or otherwise turn to account any rights and information so acquired and also to undertake any kind of trade business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in promoting the objectives of Canoeing Ireland as Canoeing Ireland shall by rules or regulations or constitution provide.

(vii) To prepare, edit, print, publish, issue, acquire, circulate, and distribute books, pamphlets, papers, periodicals and other literary materials, pictures, prints, photography, video, films, sound-recordings and mechanical and other models and equipment and social media, and to establish, f o r m , promote, conduct, and maintain public collection, displays and exhibitions of literature, statistics, charts, information and other material.

(viii) Subject to such consents as may be required by law to construct, erect, alter, improve, demolish and maintain any buildings and facilities which may from time to time be required for the purpose of Canoeing Ireland, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same.

(ix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(x) To effect insurance against risk of loss to Canoeing Ireland, or against risk or accident to any members or servants of the company in the course of their employment or duties for the company, and to pay premiums on any such insurance.

(xi) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests, in, or securities of, any other body having objects altogether, or in part, similar to those of Canoeing Ireland, or carrying on any business which may directly or indirectly assist any business carried on by Canoeing Ireland.

(xii) To grant pensions, gratuities, allowances or charitable aid to any person who may have served Canoeing Ireland as an employee, or to the spouses, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by

an occupational pension scheme and provided that such occupational pension scheme has been operated by Canoeing Ireland and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by Canoeing Ireland.

(xiii) To make grants to any members or to give such financial assistance as may be deemed necessary and to give any guarantee in relation to the payment of such monies which is in furtherance of the said objects or any of them.

(xiv) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.

(xv) To do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(xvi) To do all such other lawful things as are incidental to the attainment or furtherance of the said objects or any of them. Provided always that:

(xvii) In case Canoeing Ireland shall take or hold any property which may be subject to any trusts, Canoeing Ireland shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(xviii) Canoeing Ireland shall not support with its funds any object, or endeavour to impose on, or procure to be observed by, its members or others, any regulation, restriction, or condition which if an object of Canoeing Ireland would make it a Trade Union.

5. The liability of the members is limited.

6. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the

Company of:

- (i) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- (ii) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company.
- (iii) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company.
- (iv) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company.
- (v) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.

7. Every member of Canoeing Ireland undertakes to contribute to the assets of the Company in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of Canoeing Ireland contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding one euro.
8. If upon the winding up or dissolution of Canoeing Ireland there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of Canoeing Ireland, but shall be given or transferred to such other institution or institutions having objects similar to the objects of Canoeing Ireland, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on Canoeing Ireland under or by virtue of the income and property clause hereof, such institution or institutions to be determined by the members of Canoeing Ireland at or before the time of dissolution, and if and so far as effect cannot be given to such provisions at or before the time of dissolution then the property shall be given to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. No addition, alteration or amendment shall be made to the provisions of the main object(s) clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
10. No amendments of any kind shall be made to the provisions of Clauses 6 and 11 of the Memorandum of Association and no amendments shall be made to the Constitution to the extent that any such amendments would alter the effect of Clauses 6 and 11 of the Memorandum of Association resulting in the Constitution ceasing to be compliance with the provisions of Section 1180 of the Companies Act 2014.
11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

**ARTICLES OF ASSOCIATION OF
IRISH CANOE UNION t/a
CANOEING IRELAND**

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

1. DEFINITIONS

In these Articles, unless the context otherwise requires:

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

Board means the Board of Directors of Canoeing Ireland.

Canoeing Ireland means the registered trading name of Irish Canoe Union CLG.

Chairperson means the person for the time being holding such office having been appointed thereto under the terms of these Articles and also being known as and acting as the President of Canoeing Ireland.

Company means Irish Canoe Union t/a Canoeing Ireland.

Committee means any committee appointed by the Board in accordance with the bylaws and Terms of Reference for Committees adopted by the Board from time to time ;

Member means a member of Canoeing Ireland as set out under these Articles bylaws.

Junior Member means any registered member who is under eighteen years of age.

Adult Members any registered member who is eighteen years or older

Member Clubs means the class of members listed at Article 5 (i).

Paddle Sports means all forms of paddle sport as listed in Appendix 1

Register means the register of Members to be kept as required by section 169 of the Act.

Seal means the Common Seal of Canoeing Ireland.

Standing Orders means the set of orders established by the Board governing the procedures of the Board and/or general meetings.

The provisions of the Act apply unless otherwise varied in this constitution.

2. Interpretation

- 2.1 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on Canoeing Ireland.
- 2.2 Any words importing the singular number only shall include the plural number and vice versa.
- 2.3 Words importing persons may include corporations.
- 2.4 The provisions of the 2014 Act which are stated therein to apply to a company limited by guarantee, save to the extent that its constitution is permitted to provide or state otherwise, will apply to the Company subject to the alterations contained in these Articles, and will, so far as not inconsistent with these Articles and the bylaws bind the Company and its Members.
- 2.5 Without prejudice to Section 1177(4) of the 2014 Act and save as otherwise expressly provided in these Articles, where a provision of these Articles covers substantially the same subject matter as any optional provision of the 2014 Act, any such optional provision of the 2014 Act shall be deemed not to apply to the Company and for the avoidance of doubt, these Articles shall be deemed to have effect and prevail over the terms of such optional provisions of the 2014 Act (and the expression "optional provision" shall take its meaning from Section 1177(2) of the 2014 Act).

MEMBERS

3. The number of members of Canoeing Ireland is unlimited.
4. The subscribers to the Memorandum of Association of Irish Canoe Union and such members as are admitted to membership in accordance with these Articles and the Company's bylaws shall be deemed Members of Canoeing Ireland.
5. The following shall be the classes of members:
 - (i) Clubs affiliated with Canoeing Ireland; ("Member Clubs").
 - (ii) Registered members of clubs affiliated with Canoeing Ireland.
 - (iii) Individuals registered independently with Canoeing Ireland.
 - (iv) Honorary Members
 - (v) Directors of the Board not otherwise Members of Canoeing Ireland
6. The conditions relating to membership are set out in the Membership Policy and

Procedures bylaws.

7. The Company shall oversee the holding of an accurate Register of Members at all times.

GENERAL MEETINGS

8. The Annual General Meeting (AGM) of the Company shall be held in the State.
9. The Company shall in each year hold a general meeting as its AGM in addition to any other meeting(s) in that year and shall specify the meeting as such in the notices calling it. In the event an AGM cannot take place in any year due to exceptional circumstances, not more than 15 months shall elapse between the date of one AGM of the Company and that of the next.
10. All general meetings other than the AGM shall be called an Extraordinary General Meeting (EGM).
11. The Directors may, whenever they think fit, convene an EGM, and EGMs shall also be convened on such requisition, or in default may be convened by such requisitioners as is provided by sections 178 and 1203 of the Act being by 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, in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
12. A requisition made to call an EGM must set out the objects of the meeting and shall be signed by the requisitioners and be deposited at the registered office of Canoeing Ireland.
13. Entitlement to attend AGMs and EGMs shall be as set out in these Articles and in bylaws .

NOTICE OF GENERAL MEETINGS

14. Subject to sections 181, 191, 193 and 1208 of the Act, an AGM and a meeting called for the passing of a special resolution shall be called by 28 days' notice in writing at the least and a meeting of the Company (other than an AGM or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be by email to the address recorded on the members' register and shall be deemed to have been received on the day on which it was sent and shall specify the day, the place and the hour of the meeting and the business to be transacted at that meeting, in the case of a proposed special resolution, the text or substance of that proposed special

resolution, and shall be given in a manner authorised by these Articles to such persons as are entitled to receive such notices from the Company as set out in bylaws.

15. 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.
16. 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.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting provided there is evidence of its being sent.

PROCEEDINGS AT GENERAL MEETINGS

Chairperson

18. The President shall preside as Chairperson at every general meeting of the Company, but, where there is no President or the President is not present, the Directors present shall elect one of their number to be Chairperson of the meeting.
19. Meetings shall be conducted in accordance with these Articles, the bylaws and Standing Orders

BUSINESS OF THE ANNUAL GENERAL MEETING

20. The business of the AGM shall include:
 - (i) to receive and consider the minutes of the preceding AGM.
 - (ii) the consideration of the financial statements and the reports of the Directors and Auditors.
 - (iii) the review by the members of the Company's affairs.
 - (iv) to consider motions proposed in accordance with Standing Orders.
 - (v) the appointment or re-appointment of Auditors.
 - (vi) the election of Directors ;

(vii) and to transact all such other business as provided for by the agenda.

QUORUM

21. 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. Twenty (20) Members of which 5 must be Member Clubs present in person or on-line as agreed by the Board from time to time and entitled to vote on the business to be transacted shall be a quorum.
22. 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.

POLL

23. At any general meeting a motion or nomination put to the vote of the meeting shall be decided by a show of hands by those Members eligible to vote unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairperson of the meeting or by at least five Members present and eligible to vote, Unless a poll is so demanded a declaration by the Chairperson of the meeting that a resolution or nomination has or has not been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the numbers or proportion of votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.
24. If a poll is demanded in the manner aforesaid it shall be taken immediately or after a summation by the proposer at the discretion of the Chairperson.
25. 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 they may have.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

ADJOURNMENT

27. The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so, directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, at least seven days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

RESOLUTIONS

28. Subject to provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act, and such resolution may consist of one document or two or more documents to the same effect each signed by one or more members.

VOTING

29. Every Adult Member or Member Club entitled to attend and vote at general meetings shall have the right to vote in accordance with these articles and the bylaws for General Meetings

QUALIFICATION OF VOTERS

30. (a) No Adult Member or Member Club delegate shall be entitled to vote at any general meeting unless all sums immediately payable by or on behalf of such Member to the Company have been paid no later than 14 days before the date of any General Meeting of the Company.

(b) The number of votes which a club delegate can cast will be based on the number of members registered as in (a) above fourteen days before any General Meeting of the Company.

31. No objection shall be raised to the qualification of any voter except at the meeting or

adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at the time of voting at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXIES

32. Votes may only be given by members personally or by appointed Member Club delegates and voting by proxy shall not be permitted.

BOARD

33. The Board shall comprise of not less than seven (7) and not more than thirteen (13) Directors who shall be elected or appointed for a term of three years at the end of which they will be deemed to have resigned. Following the completion of a first term of three years any elected Director may subsequently serve a maximum of two further three-year terms consecutively or cumulatively in their lifetime. Appointed Independent Directors may be appointed to serve for a maximum of two three-year terms either consecutively or cumulatively in their lifetime.

34. The Board members shall all become Directors of the Company and shall complete all necessary paperwork to affect their Directorship prior to taking part in their first Board meeting. Failure to comply invalidates their appointment as Director of the Company and their membership of the Board.

35. The Board shall consist of the following elected and/or appointed members:

- (i) A President who shall act as Chairperson and up to ten (10) other members who shall be elected at AGMs to specific positions as defined by the Board from time to time so as to ensure that the Board has directors with the skills and experiences necessary to lead and oversee the effective and efficient development of the Company.
- (ii) These director positions may include but not be limited to members who could carry out the range of roles and responsibilities as defined by the Board from time to time in such areas as Finance and Audit, Governance, Risk, Company Secretary, Communications and Marketing, Equality Diversity and Inclusion, Clubs and Membership Development, Competitions and Events, Environment Sustainability and Access, Disciplines,

Performance and Pathways and Education and Training

- (iii) A maximum of two Independent Directors— appointed by the Board from time to time to bring specific expertise to the Board for the strategic development of the Company.
 - (iv) One third of the Directors, or a number as near as possible to one third on the basis of the dates of their appointment, shall be deemed to have resigned at every AGM.
 - (iv) For the purpose of transitioning from the terms of office included in the Constitution prior to the adoption of this one in 2023 the following will be the initial and consequent determination of which positions will be deemed to have resigned to be replaced by whichever positions from 35 (ii) above as the Board will decide in each year.
 - (a) None of the current directors will be required to resign at the 2023 AGM.
 - (b) At the 2024 AGM the President, Non-Olympic, Munster and Independent A shall be deemed to have resigned.
 - (c) At the 2025 AGM the Honorary Secretary, Executive Member¹, Connacht and Leinster shall be deemed to have resigned.
 - (d) At the 2026 AGM the Treasurer, Executive Member 2 and Independent Director B shall be deemed to have resigned.
 - (e) From the 2027 AGM all positions will then be filled in accordance with Article 33 and to positions as outlined in Article 35 (ii) with all previous years of board membership being counted against the limit of three three-year terms.
36. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between such Director and the Company.
37. The Board may delegate any of its powers to Committees and/or such other persons or groups of persons, as it thinks fit in accordance with Terms of Reference approved by the Board from time to time.
38. Any casual vacancy may be filled by the Board. Any Director so appointed shall serve for

the remainder of the term of the Director they are replacing after which they may be elected for a maximum of two further three-year terms – or one for an Independent Director - either consecutively or cumulatively in their lifetime even if this limits any person from serving three – or two for Independent Directors - three-year terms.

PROCEEDINGS OF THE BOARD

39. Subject to the provisions of the Articles and the bylaws the Board may regulate its proceedings, as considered appropriate and meet together for the despatch of business, adjourn and otherwise regulate meetings as considered appropriate and in accordance with Standing Orders.
40. The Board shall meet at least eight times per calendar year.
41. The quorum for the transaction of the business of the Board shall be fifty percent of those current Directors of the Board (any fraction being rounded up), subject to there always being a minimum of seven (7) directors present.
42. The Board members may act notwithstanding any vacancies in their number, but, if the number of Board members is less than the number fixed as the quorum, the Board members may act only for the purpose of filling vacancies or calling a general meeting.
43. The President shall chair all meetings of the Board. But if the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the other members of the Board present may appoint one of their number as Chairperson of the meeting.
44. 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.

DIRECTORS AND COMMITTEES' RESOLUTIONS

45. A resolution in writing signed by all the Board members entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board

members.

VOTING

46. Save as otherwise provided by the Articles, a Board member shall not vote at a meeting of the Board, on any resolution concerning a matter in which that member has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of Canoeing Ireland unless their interest or duty arises only because the case falls within one or more of the following paragraphs:

- (i) the resolution relates to the giving to that member of a guarantee, security or indemnity in respect of an obligation incurred by that member for the benefit of, Canoeing Ireland or any of its subsidiaries.
- (ii) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of Canoeing Ireland or any of its subsidiaries for which the Board member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
- (iii) their interest arises by virtue of their subscribing or agreeing to subscribe for any debentures of Canoeing Ireland or any of its subsidiaries, or by virtue of their being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by Canoeing Ireland or any of its subsidiaries for subscription, purchase, or exchange.
- (iv) the resolution relates in any way to a retirement benefits scheme, which has been approved, or is conditional upon approval, by the Revenue Commissioners for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on Canoeing Ireland) connected with a Board member shall be treated as an interest of the Board member.

47. A Board member shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

48. If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board or Committee member to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting and their ruling in relation

to any Board or Committee member other than themselves shall be final and conclusive.

POWERS AND DUTIES OF DIRECTORS

49. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Acts and to such directions, being not inconsistent with the aforesaid Articles, bylaws or provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
50. Without prejudice to the general powers and duties of the Directors, the Directors shall have the power from time to time to make, alter and repeal all such bylaws, rules and regulations as they deem necessary or expedient or convenient for the proper conduct and management of Canoeing Ireland and in particular, but not exclusively, the Board may by such bylaws, rules and regulations regulate:
- (i) conduct and rules of Members in relation to one another and to Canoeing Ireland.
 - (ii) imposition of disciplinary rules and sanctions for the breach of any bylaws, rules, regulations or any Article of Association.
 - (iii) rules and regulations deemed to be necessary for the day-to-day operation of Canoeing Ireland.
 - (iv) rules and regulations to be observed in order to promote safety in all events held under the auspices of Canoeing Ireland and generally all such matters as are commonly the subject matter of regulations.
 - (v) the Anti-Doping rules of Canoeing Ireland which are the Sport Ireland National Anti-Doping rules as amended from time to time; and
 - (vi) rules and regulations relating to the welfare and safety of children.

POWERS TO BORROW AND GRANT SECURITY

51. The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and, subject to sections 69 and 70 of the Act, to issue debentures, debenture stock and other securities whether

outright or as security for any debt, liability or obligation of the Company or of any third party.

POWER TO APPOINT ATTORNEYS

52. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles or the Byelaws) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

CHEQUES etc

53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

MINUTES

54. The Board shall cause minutes to be kept for the purpose:

- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at meetings of Canoeing Ireland, of the Board and of any Committees approved by the Board, including the names of the Board / Committee members present at each such meeting
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees.

SEAL

55. The Seal of Canoeing Ireland shall not be affixed to any instrument except by the authority of a resolution of the Directors and at least one Director together with another Director or the Secretary shall sign every instrument to which the Seal shall be affixed

and in favour of any purchaser or person bona fide dealing with Canoeing Ireland such signatures shall be conclusive evidence of the fact that the Seal was properly affixed.

ACCOUNTS AND AUDIT

56. The Directors shall cause proper books of accounts to be kept relating to:

- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (ii) all sales and purchases of goods by the Company; and
- (iii) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

57. The books of account shall, subject to sections 274 to 286 of the Act, be kept at such place as the Directors think fit and shall at all reasonable times be open to the inspection of the Directors.

58. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members who are not Directors, and no member who is not a Director shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.

59. The Directors shall from time-to-time cause to be prepared and to be laid before the AGM of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the annual general meeting of the Company.

60. A copy of the statutory financial statements which are to be laid before the AGM together with a copy of the Directors' report and Auditors' report shall, not less than 28 days before the date of the AGM, be sent to every person entitled under the provisions of the Act to receive them and/or be published on the website with access to and notice of same being given to those entitled.

61. Auditors shall be appointed, and their rights and duties regulated in accordance with the Act.

62. Annual audited accounts shall be made available to the Revenue Commissioners on

request.

NOTICES

63. A notice may be given by the Company to any Member either personally, by email, or by sending it by post to them to their registered address. A notice given by email shall be deemed to have been given at the same time as it is sent. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have effect in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
64. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every Member entitled to attend and vote thereat.
 - (ii) every Director; and
 - (iii) the Auditors.

INDEMNITY

65. Subject to section 235 of the Act, every Director, Secretary, committee member and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such office, in which judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 and 234 of the Act in which relief is granted to them by the court.

Appendix 1 (List is not exhaustive and may be added to from time to time)

Canoe Polo

Canoe Slalom & Kayak Cross

Canoe Sprint

Freestyle

Marathon Racing

Ocean Racing

Open Canoeing

Paddle Surf

Paracanoe

Recreational Kayaking

Sea Kayaking

Sit on Top

Stand Up Paddleboarding (Inland Waterways & coastal excluding surf)

Surf Kayak

Waveski

Wildwater Racing

Such other paddlesport as requests to be included