**STANDING ORDERS**

**of**

**Canoeing Ireland**

1. **Preamble**
   1. These Standing Orders are adopted by the Board of Canoeing Ireland to inform the processes of planning for, and the conduct of, Annual General Meetings of the Company.
   2. The Board will ensure as far as is possible under the co-ordination of the Company Secretary and a nominee of the CEO that these Standing Orders are administered in an open and transparent manner informed by the values and ethos of the organisation in such a way as to encourage and facilitate the widest participation in the Company’s Annual General Meetings cognisant of the need to operate in an efficient and effective manner recognising the voluntary nature of members inputs.
2. **Dates related to the AGM**
   1. 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 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 day, the place and the hour of the meeting and the general nature of 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 manner authorised by these Articles to such persons as are under these Articles entitled to receive such notices from the Company.
   2. 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. Members’ 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.
   3. 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.
3. **Emergency Motions**
   1. Emergency Motions are those which arise from circumstances or events which were not known by the date of submission of amendments. If the Board or a member wishes to submit an Emergency Motion they must submit it to the Company Secretary as early as is possible after the new circumstances arise but no later than one hour before the commencement of the AGM.
   2. On receipt of any such motion the Company Secretary will decide if it is a valid emergency motion and will advise the AGM of its proposal either recommending that the motion be rejected, be added to the agenda as an additional motion or as an amendment to a motion already on the Agenda at the time of the adoption of the Agenda by the AGM.
   3. Delegates will accept or reject the Company Secretary’s proposal by simple majority having heard from the proposer if they disagree with the proposal. If accepted as an additional motion it will be the last motion to be discussed at the AGM.
4. **AGM Agenda**
   1. The Agenda of the Annual General Meeting (the AGM of the Company) shall, based on Article 11 of the Constitution, be as follows;
5. Quorum, and Apologies,
6. Adoption of the Agenda
7. Adoptions of the Minutes of the last year’s General Meeting
8. Financial Report and noting of accounts.
9. Appointment of Auditors
10. CEO’s Report
11. Report on Motions passed at previous AGM.
12. Election of Directors and Officers
13. Motions
14. President’s ’s Address
    1. AGMs will be chaired in compliance with the Constitution and decisions of the Chairperson shall be final.
    2. The Company Secretary will ensure that Minutes are taken that will include a list of delegates and representatives present.
    3. The Chairperson shall ensure that all debate is conducted according to the norms of nature justice. Individual cases, institutions or people may not be referred to or be identified in the course of debate
15. **Motions**
    1. A motion may be put forward by any two paid up Member Clubs or a bloc of 10 Individual members, provided it deals with a single subject and it is approved by the committees of the nominating and seconding Clubs or signed by all 10 Individual members.
    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 and EGM
    3. The Board may submit motions for consideration at an AGM / EGM. 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.
16. **Voting**
    1. Every member who is entitled to attend as a delegate shall have the right to vote 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 6.8 below.
    2. Each Member Club shall receive votes in direct proportion to the number of Senior Members registered with the club 14 days prior to the AGM on the 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.
    3. 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.
    4. All Individual Members of Canoeing Ireland, not being registered members of enrolled clubs, will each have their own personal vote.
    5. 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 clubs delegate vote. Failure to provide such notification will result in the Club delegate being excluded from voting at the AGM/EGM.
    6. 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.
    7. 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.
    8. 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.
    9. Votes must be given personally not by proxy.
    10. Votes shall be taken by a majority show of hands unless a poll is demanded as provided for in the Constitution.