



**COMPANIES ACT 2014**

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

**CONSTITUTION  
OF  
ICE SKATING ASSOCIATION OF IRELAND**

**MEMORANDUM OF ASSOCIATION  
ICE SKATING ASSOCIATION OF IRELAND**

- 1 The name of the Association is “Ice Skating Association of Ireland” (hereinafter called “the Association”).
- 2 The registered office of the Association will be situated in Ireland.
- 3 The main object for which the Association is established is to act in the capacity as controller, promoter and governing body of the sport of ice skating within the island of Ireland, with the following subsidiary objects:
  - a. The guidance, furtherance and promotion of Figure and Speed skating disciplines in Ireland;
  - b. To provide opportunities for Figure and Speed skating to be practiced in accordance with the needs of its participants, without discrimination of any kind and with a spirit of friendship and fair play;
  - c. To provide uniform regulations for competitions, tests, and championships and uniform standards throughout Ireland in all ISU disciplines;
  - d. To conduct championships of Ireland in Figure and Speed skating in all its branches;
  - e. The organisation and funding of coaching schemes for skaters and trainers;
  - f. The facilitation of members to enrol in training courses organised by the Association;
  - g. The organisation of events, and the selection and training of squads and teams and individual athletes to represent Ireland in Ice Skating competition;



- h. The assistance and encouragement of new and existing ice skating clubs in Ireland;
  - i. To affiliate with the International Skating Union;
  - j. To act in co-operation with the International Governing Bodies for Ice Skating and the Olympic Movement and with other International and National Bodies having similar aims;
  - k. To act as the representative member for Irish Ice Skaters on relevant international bodies;
  - l. In furtherance of the foregoing objects to delegate the exercise and pursuance of all or any of them in such manner as the Association may direct to any person, persons or body whether corporate or unincorporated including in particular the delegation and separate financial and administrative control and management of the Ice Skating activities of the Association and its respective disciplines;
  - m. To do all such things by the application and pursuance of all or any of the objects of the Association herein before set out as are or maybe conducive or incidental to promoting the benefits of the members of the Association and/or ice skating in the island of Ireland.
- 4 And the Association shall have the following powers exercisable in furtherance of its objects, namely;
- a. To employ the funds of the Association in such manner as is deemed best in the interest of Irish Ice Skating;
  - b. To make, maintain and publish such Rules and Regulations as may be considered necessary for the above objects;
  - c. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, lands or buildings, or any estate or interest, and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Association;
  - d. To employ such officials staff or employees as are deemed advantageous or necessary to the Association from time to time;
  - e. To provide or contribute towards the salaries, wages, or other remuneration properly arising from the employment of any person for the purposes of the Association;
  - f. To borrow, raise or secure the payment of money in such manner as the Association shall think fit and in particular to issue debentures, debenture stock,



perpetual or otherwise, bonds, obligations and securities of all kinds and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Association's property or assets, whether present or future, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Association of any obligation or liability it may undertake; provided that no mortgagee or other person or Association that advance money to the Association shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof;

- g. To invest any moneys requiring investment in any manner which may be thought fit, whether Trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments;
- h. To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Association or both the performance and discharge or any contract, obligation or liability of the Association or of any person or corporation with whom or which the Association has dealings or having a business or undertaking in which the Association is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Association;
- i. To pay or remunerate any person, firm or Association for rendering services for and on behalf of the Association and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of the Association;
- j. To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Association;
- k. To lend and advance money or give credit to any person, firm or Association and on such terms as may seem expedient;
- l. To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Association and its Directors, members, employees and people using its premises and any property of which the Association may be a trustee, manager, agent or custodian, against liability, loss and damage of every description;
- m. To enter into and carry into effect any arrangement with any person, firm, Association or Government or Government Body or authority that may seem conducive to the Association's objects and to apply for, promote, and obtain from any person, firm, Association or Government or Government body or authority



any contracts, concessions, privileges, charters, decrees and rights which the Association may think desirable and to carry out and exercise and comply with same;

- n. To provide for the welfare of persons employed or previously employed in or holding office under the Association and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons, to establish and contribute to pension or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, or other institution and to institute and maintain any club or other establishment calculated to advance the interests of the Association or its officers, ex-officers, employees, ex-employees or dependants or connections;
- o. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or Association carrying on any business which this Association is authorised to carry on;
- p. To apply the whole or any part of the assets properly vested in the Association whether capital or income
  - i. in or towards payment of the expenses of the Association, or
  - ii. for or towards all or any of the purposes aforesaid or hereinafter mentioned;
- q. To do all such other things as may to the Association in its absolute discretion be deemed incidental or conducive to the attainment of the above objects or any of them;
- r. All of the objects are entirely independent of each other and none of the objects shall be deemed to be subsidiary to any of the other objects;
- s. It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the other sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub- Clause; and
- t. It is hereby declared that in the construction of this clause the word "Association", except where used in reference to the Association, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in no way restricted by reference to or interference from the terms of any other paragraph or the name of the Association.



Provided that the Association shall not support with its funds or endeavour to impose or procure to be observed by its members or others any regulation or restriction which if an object of the Association would make it a trade union.

#### **USE OF INCOME AND PROPERTY**

- 5 The income and property of the Association shall be applied solely towards the promotion of the objects set out in this memorandum. No portion of the Association'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 the members of the Association or to any Affiliated Club or Member (as those terms are defined in the Articles of Association of the Association). However, nothing shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, or to any Affiliated Club, in return for any services actually rendered to the Association, nor prevent reasonable and proper rent for premises demised or let by any Member or Affiliated Club to the Association; but so that no member of the Board of Directors of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any Association of which a member of the Board of Directors may be a member, and in which such member shall hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits she may receive in respect of any such payment.
- 6 No amendments of any kind shall be made to the provisions of Clauses 4 and 9 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of Clauses 4 and 9 of the Memorandum of Association, such that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.

#### **AMENDMENT OF MEMORANDUM**

- 7 Copies of the Memorandum and Articles of Association shall be made available to the Revenue Commissioners on request and no addition, alteration or amendment shall be made to or in the provisions of the memorandum for the time being in force unless the same;
  - (a) shall be passed by members at a general meeting of the Association pursuant to section 1184 of the Companies Act 2014 by special resolution as defined in section 191 of the Companies Act 2014 as amended and extended and in accordance with that section, and



(b) shall previously have been approved in writing by the Revenue Commissioners

#### **LIMITED LIABILITY**

8 The liability of the members is limited.

#### **GUARANTEE**

9 Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while they are a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro (€1)

#### **DISSOLUTION**

10 If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liability, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property should be given or transferred to some other institution or institutions having main objects similar to the main objects of the Association. The institution or institutions to which the property is to be given or transferred 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 the Association under or by virtue of this memorandum or, if more restrictive by law. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution and if insofar as effect cannot be given to such provision, then the property shall be given or transferred to some charitable object.

We, the several persons whose names and addresses are subscribed, wish to be formed into an Association in pursuance of this Memorandum of Association.

#### **ANNUAL ACCOUNTS**

11 Annual Accounts of the Association shall be kept and made available to the Revenue Commissioners on request.



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**CONSTITUTION  
OF  
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**ARTICLES OF ASSOCIATION**

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**SECTION 1: INTERPRETATION**

For the purposes of these Articles of Association the following terms shall have the meanings hereinafter ascribed to them.

“the Act”	means the Companies Act 2014;
“Articles”	means these Articles of Association as originally framed or as from time to time altered by Special Resolution;
“Board”	means the Board of Directors of the Association;
“Bye-Laws and Regulations”	means the Rules, Regulations and Bye-laws for the time being adopted by the Board;
“Association”	means the Ice Skating Association of Ireland
“Club”	means a group of 4 or more Members who apply and are accepted as affiliates of the Association in accordance with the Articles, Bye-Laws and Regulations of the Association and pay the relevant affiliation fee;
“Committee”	means a committee established by the Board in accordance with these Articles;
“Directors”	means the members of the Board of Directors of the Association or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatsoever name called;
“Independent Directors”	means a director who is not an honorary member of the ISAI and has not been a volunteer or past employee, in any capacity, of the ISAI within the last 10 years. Such a director would not have any close business or personal relationships with any of the ISAI’s directors or employees.
“Ireland”	means the Republic of Ireland and Northern Ireland;
“Member”	Means a member of the Association who falls into any of the categories outlined in Article 3 or any other member category which is created and approved by the Members at general meeting.





“Non-Voting Member”	As described in the Rules and Regulations and who are entitled to receive notice of and attend at general meetings without a vote;
“Voting Member”	means Full Members, Administration Members and Honorary Members in good standing who have been members for at least one full year. They are entitled to receive notice of and attend at general meetings and vote;
“Nominated Director”	means a member of the Board of Directors of the Association who has been nominated and elected at an Annual General Meeting of the Association;
“President”	means the President of the Board of Directors nominated in accordance with Articles 35 and 36;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association. Words in the singular include the plural and vice versa. Words indicating gender include all genders.



# ICE SKATING ASSOCIATION OF IRELAND

## SECTION 2: MEMBERSHIP

### MEMBERS

- 1 For the purpose of Registration the number of the members of the Association is declared unlimited.
- 2 All Applications for membership must be approved by the Board. The Board's decision is final.
- 3 The Association shall consist of the following categories of members:

#### 3.1 Full Members

To apply for membership of the Association as a Full Member, an applicant must be over the age of 18 on the date of application for membership and be a person who wishes to actively involve themselves in the sport in Ireland. The applicant must also meet at least one of the following criteria:

- 1) Hold Irish Citizenship.
- 2) Be and have been ordinarily resident in Ireland for a minimum of 1 year.

#### 3.2 Administration Members

To apply for membership of the Association as an Administration Member an applicant must be over the age of 18 on the date of their application for membership and be a person who wishes to actively assist in the administration and/or development of ice skating in Ireland, who can demonstrate that they have particular talents, experience or qualifications and whom the Board formally considers would be an asset to ISAI, provided that the number of Administration Members at any one time shall not exceed five (5) or such greater or lesser number as the members may determine at General Meeting from time to time. This member is limited to a non-competitive function.

#### 3.3 Honorary Membership

All Past Presidents of the Association shall immediately upon leaving office become Honorary Life Members; The Board, or any committee to which it delegates the power, shall be entitled to nominate and recommend one or more persons to the members for election as Honorary Life Member(s) at a General Meeting, and the members shall be entitled to elect such person(s) to be Honorary Life Member(s) accordingly, provided always that the number of Honorary Life Members at any one time shall not exceed twenty five (25) or such greater or lesser number as the members may determine at General Meeting from time to time.



- 4 Subject to the provisions of Section 32 of the Companies Act 2014, the rights and liabilities attaching to any members of the Association may be varied from time to time by a Special Resolution of the Association.
- 5 Membership of the Association shall cease where membership subscriptions are not renewed within 10 months of falling due.
- 6 On appointment, the name of each of the Members (as per Membership Category Article 3) shall be entered in the Register of Members to be kept at the registered office.
- 7 Every member is bound by and must submit to the Articles, Rules and Regulations of the Association.
- 8 Any person ceasing by death, resignation or otherwise to be a Member of the Association shall not, nor shall their representatives, have any claim upon or interest in the funds of the Association and shall not be entitled to return of any subscription fees.
- 9 Members shall pay the appropriate subscriptions set by the Board each year. This sum is to be calculated per capita for every category of Member.
- 10 Any variation or revocation of Rules and Regulations relating to:
  - a) Categories of membership of the Association, or
  - b) The rights, privileges and obligations of different categories of membership,shall require the approval of the members in General Meeting by Special Resolution.



## **SECTION 3: MEETINGS OF THE ASSOCIATION**

### **GENERAL MEETINGS**

- 11 All General Meetings of the Association shall be held in Ireland.
- 12 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors. For the avoidance of doubt, a general meeting may be held by video conference at the discretion of the Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 13 The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by such requisitions as provided by section 178 of the Act.

### **NOTICE OF GENERAL MEETINGS**

- 14 Subject to sections 181 and 191 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one (21) days' notice at the least, and a meeting of the Association, other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by fourteen (14) days' notice 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, in the case of special business, the general nature of that business, and shall be given in the manner herein mentioned, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association including all Voting Members as defined in Article 3 and non-voting members as per the Rules and Regulations of the Association. With the consent of the Auditors and of all the members as defined in Article 3 having the right to vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings or meeting to pass a Special Resolution, a meeting may be convened by such notice as those members may think fit.
- 15 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 that meeting.



## PROCEEDINGS AT GENERAL MEETINGS

- 16 All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, the Reports of the Directors and the Auditors, the election by members of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
- 17 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 8 Voting Members must be personally present to constitute a quorum. For the avoidance of doubt, "*personally present in person*" shall include being present in any virtual setting specified in the notice of that general meeting".
- 18 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 members present shall be a quorum.
- 19 The President shall preside as chair ("**Chair**") at every General Meeting of the Association, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or are unwilling to act, the Directors present shall elect one of their number to be Chair of the meeting.
- 20 If at any meeting no Director is willing to act as Chair or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the representatives of members present shall choose one of their number to be Chair of the meeting.
- 21 The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 22 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or electronically if required.
- 23 A Special Resolution within the meaning of section 191 of the Companies Act 2014 including any Special Resolution to change these Articles of Association, must be proposed and passed by not less than three-fourths of the votes cast by Voting Members and entitled to vote in accordance with Article 32.



- 24 Only Voting Members shall be entitled to have a Vote. Where there is an equality of votes, the Chair of the meeting at which the show of hands takes place shall be entitled to a casting vote.
- 25 Subject to section 191 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 shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Association 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.
- 26 The Annual General Meeting shall be held for the following purposes:
- a) To approve the minutes of the previous Annual General Meeting;
  - b) To receive the Annual Report of the Board;
  - c) To receive the Annual Accounts duly audited;
  - d) To confirm the election of the President if appropriate;
  - e) To confirm the election of the Vice President if appropriate;
  - f) To confirm the election of Honorary Life Member(s), if appropriate;
  - g) To elect or re-elect the Directors if appropriate;
  - h) To elect or re-elect the Finance Director if appropriate;
  - i) To confirm the appointment of Auditors
  - j) To decide on any resolution which may have been submitted to the meeting in accordance with these Articles
  - k) To notify members of any new members and any new Affiliated Club(s) or the Association; and
  - l) To transact any other business of which due notice has been given.

#### **VOTES OF MEMBERS**

- 27 Save as herein provided, every voting member present shall be entitled to one vote, provided that in order to exercise their vote the member must have paid their annual subscription in full on or prior to the date upon which notice of the meeting on which the vote in question is to be taken was sent.



- 28 Save as herein expressly provided, no voting member other than a voting member duly registered, shall be entitled to vote on any question, at any General Meeting. Those attending a General Meeting shall be entitled to vote in one capacity only.
- 29 As specified in the Rules and Regulations and Interpretations, Non-Voting members are entitled to attend General Meetings. In addition, The Board at its discretion may invite others to attend in a non-voting capacity.
- 30 Only voting members are entitled to address the meeting unless invited by the President or Chair of the meeting.
- 31 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection made in due time shall be referred to the President or Chair of the meeting whose decision shall be final and conclusive.



#### **SECTION 4: THE BOARD**

- 32 From the date of the First Annual General Meeting of the Association held after adoption of these Articles, the Board shall consist of the following Directors:
- a) The President
  - b) The Vice President
  - c) The Finance Director
  - d) And a minimum of 2, but a maximum of 7 Nominated Directors (including no more two (2) independent directors)
- 33 Unless otherwise determined by Ordinary Resolution, the number of Directors shall be subject to a maximum of ten (10) and shall not be less than five (5).
- 34 For the purpose of furthering continuity, the Board invite a former Officer or member of the Board to serve in an advisory role for the period of 12 months.





## **SECTION 5: DIRECTORS OF THE ASSOCIATION**

### **PRESIDENT**

- 35 The President shall serve for a term of four years, to be elected at the Annual General Meeting following the Winter Olympic Games, (OWG) and shall be a Director of the Association for their term of office. The President shall be nominated by the Board at their first meeting following the elections. The board will elect the President. The President shall act under the supervision, control, and direction of the Board as decided by resolution.
- 36 If, in the office of President, a casual vacancy occurs, the Directors shall, nominate an individual(s) to perform the duties of President for the remainder of the year and an election shall be held at the next following Annual General Meeting at which a new President shall be elected to serve the remaining term up to the Annual General Meeting at which elections shall take place.

### **VICE-PRESIDENT**

- 37 The Vice-President shall serve for a term of four years, to be elected at the Annual General Meeting following the Olympic Winter Games (OWG) and shall be a Director of the Association for his term of office. The Vice-President shall be nominated by the Board at their first meeting following the elections. The board will elect the Vice-President. The primary role of the Vice-President shall be to act as the Secretary of the Association. The Vice President shall act under the supervision, control, and direction of the Board as decided by resolution
- 38 If, in the office of Vice-President, a casual vacancy occurs, the Directors shall, nominate an individual(s) to perform the duties of Vice-President for the remainder of the year and an election shall be held at the next following Annual General Meeting at which a new Vice-President shall be elected to serve the remaining term up to the Annual General Meeting at which elections shall take place.

### **FINANCE DIRECTOR**

- 39 The Finance Director shall serve for a term of four years, to be elected at the Annual General Meeting following the Olympic Winter Games (OWG) and shall be a Director of the Association for his term of office. The Finance Director shall be nominated by the Board at their first meeting following the elections. The board will elect the Finance Director. The Finance Director shall act under the supervision, control, and direction of the Board as decided by resolution.
- 40 If, in the office of Finance Director, a permanent vacancy occurs, the Directors shall, nominate an individual(s) to perform the duties of Finance Director for the remainder of the year and an election shall be held at the next following Annual General Meeting



at which a new Finance Director shall be elected to serve the remaining term up to the Annual General Meeting at which elections shall take place.

### **NOMINATED DIRECTORS**

- 41 The Nominated Directors shall be nominated at an Annual General Meeting where vacancy occurs. A nominated Director must be a member in good standing as per Article 3.
- 42 A nomination for the office of Nominated Director shall in the first instance be made by any Full Member.
- 43 Nominations for Nominated Director shall be seconded by another Full Member and must be received in writing by the Vice-President 10 days in advance of the Annual General Meeting.
- 44 Nominated Directors shall have a term of office of four years to coincide with the President and other officers.
- 45 In the event of a vacancy occurring by resignation or otherwise of a Nominated Director during their term of office, the Board may co-opt an eligible member as Nominated Director to serve until the term of office of the original Nominated Director is completed.

### **ELECTION OF DIRECTORS**

- 46 Subject to Articles 36 to 44 the Directors shall hold office for the agreed terms
- 47 The term of office shall be four years and all offices shall be deemed to be vacant immediately before elections.
- 48 The maximum term of office for any Board member is four consecutive terms after which period he/she must retire for one Term. This Article 47 shall include any terms which commenced on or after the Annual General Meeting of 2009. The next Annual General Meeting at which election of the Directors of the Association shall take place will be the 2022 Annual General Meeting.
- 49 All Board members are elected by secret ballot.
- 50 If there is only one nomination for an open position, or the same number of candidates as vacancies within the Board, the nominees are elected without a vote.
- 51 The candidates with the highest number of valid votes will be elected to fill the vacancies.
- 52 If several candidates have an equal number of valid votes and the number of candidates exceeds the number of vacancies, there shall be a deciding ballot between them.



## ICE SKATING ASSOCIATION OF IRELAND

- 53 The Association may from time to time by Ordinary Resolution increase or reduce the number of Directors.
- 54 The Association 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 Association 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 with the Association.

### **DISQUALIFICATION OF DIRECTORS**

- 55 The office of Director shall be vacated if a Director:
- a) holds any office or place of profit under the Association; or
  - b) Is adjudged bankrupt In Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - c) becomes prohibited from being a Director by reason of any order made by the Courts; or
  - d) becomes of unsound mind; or
  - e) resigns his office by notice in writing to the Association; or
  - f) falls to attend three consecutive meetings or 60% of meetings in a year unless the Directors determine otherwise;
  - g) Is convicted of an indictable offence unless the Directors otherwise determine; or
  - h) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by section 194 of the Act.

### **CONFLICT OF INTEREST**

- 56 It shall be the duty of a Director who is directly or indirectly interested in a contract or proposed contract with the Association to declare the nature of his Interest at a meeting of the Directors of the Association. The Director concerned must make the declaration required by this Article at the meeting of the Directors at which the question of entering into the contract is first taken into consideration, or if the Director was not, at the date of that meeting, interested in the proposed contract, at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested In a contract after it is made, the said declaration shall be made at the first meeting of



the Directors held after the Director becomes so interested. A general notice given to the Directors of the Association by a Director to the effect that he is a member of a specified Association or firm and is to be regarded as Interested in any contract which may, after the date of the notice, be made with that Association or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made. The Director so concerned must:

- a) withdraw from the meeting for that Item unless expressly invited to remain in order to provide information;
- b) not be counted In the quorum for that part of the meeting; and
- c) withdraw during the vote and have no vote on the matter nor seek to influence the vote of any other Directors in the matter.

57 A copy of every declaration made and notice given pursuant to section 194 of the Act and/or Article 55, shall within three (3) days after the making or giving thereof, be entered in a book kept for this purpose. Such book shall be open for inspection without charge by any Director, the Vice President, Auditor or member of the Association at the registered office of the Association and shall be produced at every General Meeting of the Association, and at any meeting of the Directors if any Director so requests in sufficient time to enable the book to be available at the meeting.

58 It shall be the duty of a Director who is directly associated with a club or member that has a particular interest in a matter to be considered by the Directors to declare the nature of the interest at the first meeting of the Directors at which the matter is first taken into consideration. The Director so concerned must, unless the Directors otherwise determine:

- a) withdraw from the meeting for that item unless expressly invited to remain in order to provide information; and
- b) not be counted in the quorum for that part of the meeting; and
- c) withdraw during the vote and have no vote on the matter nor seek to Influence the vote of any other Directors In the matter.

## **REMUNERATION**

59 No remuneration shall be payable under any circumstances to any of the Directors in respect of services as Director, or on any Committee of the Board to which the Directors may delegate powers. The Directors may be paid all reasonable traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Association or in connection with the business of the Association.



## **SECTION 6: POWERS OF THE BOARD, DIRECTORS AND COMMITTEES**

60 The functions of the Board are:

- a) The formulation, in conjunction with management, of the strategic plan to achieve the vision, mission and goals of the Association;
- b) The approval of the annual business plan, operational plan and budgets;
- c) The monitoring of the implementation of the strategic plan and annual business plan and budgets of Association and assessment of performance against key performance indicators;
- d) The co-ordination of the work of committees of the Association;
- e) The formulation and Implementation of good corporate governance principles and practices;
- f) To ensure that the Association operates as an effective business and member services organisation;
- g) To approve expenditure, contracts and commitments on behalf of the Association;
- h) To ensure that appropriate codes and policy frameworks exist to promote effective governance of the Association through clear written procedures and regular review and updating of:
  - 1) The policies of the Association;
  - 2) Strategic and annual operational plans;
  - 3) Terms of reference for committees and advisors;
  - 4) Clearly defined and delegated powers/limits of authority for decisionmaking for the Board, committees and staff;
- i) To approve the Affiliation of a Club to the Association;
- j) To adopt and amend from time to time the Bye-Laws and Regulations of the Association

61 The Board, or any committees to whom it delegates its powers, shall have the power to make, vary and revoke Bye-Laws and Regulations, including (without limitation):

- a) Regulations as to the function, role and operation of the committees to assist the



Board in the administration of the Association;

- b) Mandatory regulations, other than rules relating to their membership, for Affiliated Clubs;
  - c) Regulations for the selection of competitors to represent Ireland in international competitions and the management of any team of competitors so selected;
  - d) Regulations setting out disciplinary procedures for members;
  - e) Regulations for the affiliation of clubs;
  - f) Regulations for the administration, promotion and organisation of National Championships and all tournaments under the control of the Association; and
  - g) Regulations for the administration and organisation of all training and coaching under the control of the Association;
  - h) Regulations for competition organizers and implementation of local or internationally recognized competition rules.
- 62 The Directors may from time to time make, vary and repeal Bye-Laws and Regulations for the regulation of the affairs of the Association and the conduct of Its officers, servants and members, and such Bye-Laws and Regulations may prescribe the subscription to be paid by Members and the privileges to be enjoyed by any member or Affiliated Club, provided that no Bye Laws and Regulations shall be made which are inconsistent with the provisions of the Act or the Memorandum and Articles of Association for the time being of the Association.
- 63 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association 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.
- 64 The Directors shall cause proper minutes to be kept of all appointments of officers made by the Directors and of the proceedings of all meetings of the Association, of the Directors and of Committees of the Directors and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.
- 65 The Directors shall have particular responsibility for signing-off the strategic plan and monitoring its subsequent implementation and review, and for ensuring that the Association operates within agreed financial parameters and in accordance with the law.



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- 66 Directors may not appoint any person as their alternate to attend or vote at Directors meetings in their place.

### **BORROWING POWERS**

- 67 The Directors may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

### **PROCEEDINGS OF DIRECTORS**

- 68 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, save that they shall hold at least four meetings each year. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the President shall have a further or casting vote. Two (2) Directors may, and the Vice President shall, on the requisition of two Directors, summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in Ireland is for the time being absent from Ireland.
- 69 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall not be less than 40% of the full board. Meetings can be held by either video-conference or telephone-conference at the discretion of the President who shall chair all such meetings, subject to Article 70.
- 70 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Association, but for no other purpose.
- 71 If at any meeting the President is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.
- 72 The Board of directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations Imposed on It by the Directors. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any Bye-Laws and Regulations made by the Directors.



73 The Directors shall appoint a Chair of each Committee. If at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.

74 The Association hereby declares that any person who serves either by election, appointment or at its request as an Officer, Board Member, or on a Committee, or like body, adviser, employee, agent or other official in any capacity shall be deemed its representative for the purposes of this Article, and shall be indemnified by or on behalf of the Association against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such services, provided such person acted in good faith and in a manner reasonably believed to be, in and not opposed to the best interests of the Association.

The indemnification provided hereunder shall continue as to a person who has ceased to serve in the capacity designated, and shall inure to the benefit of his heirs, executors and administrators.

75 All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that she or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

## **ACCOUNTS**

76 The Directors shall cause proper books of account to be kept relating to:

- a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the Association; and.
- c) the assets and liabilities of the Association.

77 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 Association's affairs and to explain its transactions.

78 The books of account shall be kept at the office or, subject to the Companies Act 2014, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.





- 79 The Directors shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Directors or by the Association in General Meeting.
- 80 The Directors shall from time to time in accordance with sections 288, 293, 325 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Association.
- 81 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Association, together with a copy of the Directors Report and Auditors Report shall, not less than twenty one (21) days before the date of the Annual General Meeting, be made available through the Association Website for access by every person entitled under the provisions of the Act to receive them.



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### **SECTION 7: DISCIPLINE AND APPEALS**

- 82 The Board may determine disciplinary regulations (including appeal rights and procedures), the rules of sport and the rules of such other competitions as are within the control of the Association. These shall be posted on the Association Website and shall bind all officials and members of teams and squads selected by the Association, and all persons (including teams selected by other persons, Affiliated Clubs or Branches) engaged in competitions or other events organised by or under the auspices of the Association.
- 83 The Association condemns the use of prohibited substances or methods, a practice generally known as doping in sport and it supports the drug testing programmes and educational initiatives of Sport Ireland, Sport Northern Ireland and other drug testing authorities. The Board shall adopt the Irish Anti-Doping Rules of the Sport Ireland and the Sport Northern Ireland as amended from time to time or such variation thereof as the Board shall determine.
- 84 A person may be suspended from any competition held, squad, panel or team organised by the Association or any of its Branches, wherever held, from the time that the Association receives notification that the A Sample indicates the presence of a prohibited substance, or the Association becomes aware that any breach of applicable anti-doping rules may have occurred.
- 85 The Association recognises the International Skating Union (ISU) as the governing body for the sport of Ice Skating. The Association agrees to adhere and implement the rules of skating as laid down by the ISU.
- 86 Any dispute arising out of or in connection with such of the Bye Laws and Regulations or other regulations made by the Board, or these Articles as concern suspension discipline and appeals arising out of participation in ice skating or ice skating competition or any decision or action taken pursuant thereto may be referred to Sport Dispute Solutions Ireland (SDSI) for final and binding arbitration in accordance with the Sport Dispute Solutions Ireland (SDSI) arbitration rules (as amended from time to time).
- 87 The Association is fully committed to safeguarding the wellbeing of members Affiliated Clubs, spectators and followers of the sport of ice skating, and all children/minors Involved in or around the sport. Every member should, at all times, show respect and understanding for their rights and safety and the rights and safety of all other persons or clubs Involved in the sport of ice skating, and conduct themselves in a manner that reflects the principles of the Association. In particular the Association subscribes to the guidelines contained in the Code of Ethics and Good Practice for Children's Sport in Ireland and members and Affiliated Clubs should observe such Code.



- 88 The first priority of the Association is the welfare of our members and the Association is committed to providing a safe environment that will allow participants to perform to the best of their ability, free from bullying and intimidation.



## **SECTION 8: AMENDMENTS AND GENERAL CONDITIONS RULES AND REGULATIONS**

89 The Rules and Regulations of the Association shall be adopted by the Board and may be altered or amended by decision of the Board from time to time.

### **AMENDMENT**

90 These Articles may be altered only at a General Meeting by Special Resolution proposed, notified and passed in accordance with Section 191 of the Act. Notice of any proposed alterations must be given by resolution of the Board or in writing to the Vice President at least thirty (30) days before the date of the General Meeting.

### **THE ASSOCIATION SEAL**

91 The Association Seal shall be used only by the authority of the Directors or committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Vice-President or by a second Director or by some other person appointed by the Directors for the purpose.

### **AUDIT**

92 Auditors shall be appointed and their duties regulated in accordance with the Companies Act 2014.

### **NOTICES**

93 A notice may be given by the Association to any member either personally, or by sending it by e-mail to the address provided by him/her. Where a notice is sent by e-mail, service of the notice shall be deemed to be effected by properly addressing and sending a message containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the message containing the same is sent and in any other case at the time at which the message would be delivered in the ordinary course of e-mail.

### **UNPRECEDENTED CIRCUMSTANCES**

94 In the event of unprecedented circumstances of a national or global event disrupting reasonable normal daily life, the ISAI reserves the right to adapt its functions and activities in line with local and national governmental guidelines, advice and restrictions as amended from time to time.