**SWIM ULSTER LIMITED**
**(COMPANY REGISTRATION NUMBER – NI055348)**

**A COMPANY LIMITED BY GUARANTEE &**
**NOT HAVING A SHARE CAPITAL;**

# ARTICLES OF ASSOCIATION

in accordance with
**THE COMPANIES ACT 2006**

**DRAFT NEW SUL ARTICLES**
**v#12 CLN-051214**

**051214**

**FOR ADOPTION BY SUL BOARD**
**& AGM '14/ '15**

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**PART 1**
**INTERPRETATION AND LIMITATION OF LIABILITY**

**DEFINED TERMS**

**1.** In these *Articles*, unless the context requires otherwise—

| | | |
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| "**AGM**" | : | means the Annual General Meeting of Swim Ulster Limited, the Company, which, for purposes of expedience, is held approximately 2 months prior to the annual general meeting of Swim Ireland in each calendar year. |
| "**Athlete Representative**" | : | has the meaning set out in *article 21(2)(c)* of these *Articles*. |
| "**Articles**" | : | means Swim Ulster Limited's Articles of Association. |
| "**Bankruptcy**" | : | includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy. |
| "**Board**" | : | means the Board of Directors of the Company. |
| "**Board Secretary**" | : | has the meaning given to it in *article 21(2)(b)* of the *Articles*. |
| "**Chairperson**" | : | has the meaning given to it in *article 21(2)(a)* of the *Articles*. |
| "**Chairman**";<br>"**Chairman of the Meeting**" | : | has the meaning given to it in *articles 34-43* of these *Articles*. |
| "**Child Member**" | : | means a Member of the Company under eighteen years of age. |
| "**Child Welfare and Protection Policies**" | : | means the child welfare and protection policies issued by Swim Ireland as amended from time to time. |
| "**Club**" | : | means any association of natural persons (whether or not incorporated) in the Ulster Region, engaged in the teaching, operation and/or management of swimming, and related aquatic sports, which is affiliated to and regulated by Swim Ulster in accordance with these *Articles* and the Rules; and also affiliated and regulated by Swim Ireland in accordance with its articles & rules. |
| "**Club Member**" | : | means any individual, including each member of a group (such as family), accepted into membership by a Club and whose membership thereof has not ceased lapsed or been terminated; and who has paid the requisite fee prescribed from time to time and in accordance with the Rules; and has paid all other fees, subscriptions or periodic contributions payable under these *Articles*. |
| "**Coach Representative**" | : | has the meaning given to it in *article 21(2)(d)* of the *Articles*. |
| "**Company**" | : | means Swim Ulster Limited, a company not having a share capital, and limited by guarantee and registered in Northern Ireland, bearing company registration number NI055348; and whose principal place of business (as at the date of adoption of these Articles) is Bangor Aurora Aquatics and Leisure Complex, 3 Valentine Road Bangor BT20 4TH. |
| "**Company Secretary**" | : | means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company under the Companies Acts from time to time, which duties and responsibilities are set out in *article 48* of the *Articles*. |
| "**Companies Acts**" | : | means, insofar as they apply to the Company, the Companies Acts, as defined in *sect 2* of the *Companies* |

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| | | *Act 2006*; and a reference to Act *or* Companies Acts shall be to the *Companies Act 2006*, and any amendments or re-enactments thereto or regulations issued or promulgated in respect thereof. |
| "**Director**" | : | means a Director of the Company, and includes any person occupying the position of Director, by whatever name he or she is called. |
| "**Disciplinary and Complaints Committee** | : | means the body established by Swim Ulster to deal with the investigation of complaints pertaining specifically to the teaching, operation and/or management of swimming, and related aquatic sports, in the Ulster Region; with authority to apply such disciplinary measures as are appropriate; and whose constitution and terms of operation are set out in the disciplinary rules and procedures pertaining to the sport of swimming, and related aquatic sports, as amended from time to time and issued by Swim Ireland for that purpose. |
| "**Document**" | : | includes, unless otherwise specified, any document sent or supplied in electronic form. |
| "**Electronic Form**" | : | has the meaning given to it in *sect 1168* of the *Companies Act 2006*. |
| "**FINA**" | : | means the Fédération Internationale de Natation (the International Swimming Association). |
| "**General Council**" | : | means the advisory body referred to in *article 33* of these *Articles*, established convened and operating from time to time in accordance therewith. |
| "**Independent Directors**" | : | means those Directors of the Board, charged with such responsibilities at set out in and referred to at *articles 21(2)(e)* and *32(9)* of the *Articles*. |
| "**LEN**" | : | means Ligue Europeene de Natation (the European Swimming Association). |
| "**Member**" | : | means any person whose name and requisite personal details have been formally entered into the register of a Club; and whose said details have been submitted to and held by the Company in its official records for the Club (and updated, as appropriate or required); and who is a paid up subscribing member thereof – all the foregoing thereby entitling that person to be admitted to membership of the Company. |
| "**Ordinary Resolution**" | : | has the meaning given to it in *sect 282* of the *Companies Act 2006*. |
| "**Participate**" | : | in relation to a Directors' meeting, has the meaning given to the term in *article 14* of these *Articles*. |
| "**Proxy Notice**" | : | has the meaning given to it in *article 41* of these *Articles*. |
| "**Regional Nominees**" | : | means the individuals elected by the Company to sit on the Board of Swim Ireland as set out in *article 32(4)(e)* of these *Articles*. |
| "**Rules**" | : | means the rules and regulations governing the operation and management of swimming (and related aquatic sports) in the Ulster Region, adopted from time to time and drafted in accordance with *article 5(4)* of these *Articles*. |
| "**Secretary of Swim Ireland**" | : | means the individual elected to the office of board secretary of Swim Ireland from time to time. |
| "**Special Resolution**" | : | has the meaning given to it in *sect 283* of the *Companies Act 2006.* |

| | | |
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| "**Subsidiary**" | : | has the meaning given to it in *sect 1159* of the *Companies Act 2006*. |
| "**Swim Ireland**" | : | means the Irish Amateur Swimming Association Limited (a company registered in the Republic of Ireland, and bearing company registration number 112024); whose registered office is National Sports Campus, Blanchardstown, Dublin 15, Republic of Ireland; being the FINA and LEN authorised body governing swimming (and related aquatic sports) on the island of Ireland. |
| "**Swim Ireland Articles**" | : | means the articles of association of Swim Ireland. |
| "**Swim Ireland Rules**" | : | means the uniform rules and regulations which govern the operation and management of swimming (and related aquatic sports) on the island of Ireland, drawn up by Swim Ireland, as amended from time to time. |
| "**Swim Ulster**" | : | means Swim Ulster Limited, a company not having a share capital, and which is limited by guarantee and registered in Northern Ireland, bearing company registration number NI055348; and whose principal place of business (as at the date of adopting these *Articles*) is Bangor Aurora Aquatics and Leisure Complex, 3 Valentine Road Bangor BT20 4TH. |
| "**Ulster**" or "**Ulster Region**" | : | means the geographical area over which the authority of Swim Ulster extends, comprising those 9 counties on the island of Ireland within which such unincorporated clubs or associations engaged in swimming or related aquatic sports are situate; and which have elected to affiliate themselves with the Company. |
| "**Writing**" | : | means the representation or reproduction of words symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |

1.1 Unless the context otherwise requires, other words or expressions contained in these *Articles* bear the same meaning as in the Companies Acts in force on the date when these *Articles* become binding on the company. And, subject as herein otherwise expressly defined, words and phrases defined in these *Articles* bear the same respective meanings herein.

1.2 Clause and schedule headings do not affect the interpretation of these *Articles*; and 'writing' or 'written' includes faxes and e-mail; and, unless otherwise stated, the expressions 'hereunder', 'herein', 'hereof' and similar expressions relate to these *Articles* in their entirety; and not to any particular provision in the document.

1.3 Unless otherwise specified, words in the singular include the plural; and words importing one gender include the other genders – and (in each case) *vice versa*; and reference to a person includes a natural person, a corporate or unincorporated body (whether or not having a separate legal personality).

## OBJECTS OF THE COMPANY

**2.** — The Company is established to foster and develop swimming and related aquatic sports, whether in competition or otherwise, in the Ulster Region. Swim Ireland, as the governing body of swimming and related aquatic sports on the island of Ireland, recognises the Company as the *de facto* governing body for swimming and related aquatic sports in the Ulster Region.

## LIABILITY OF MEMBERS

**3.** —The liability of each Member is limited to £1, being the amount that each such Member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after the latter ceases to be a Member, for—

(a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves.

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**PART 2**

**DIRECTORS**
**DIRECTORS' POWERS AND RESPONSIBILITIES**

**Directors' general authority**

**4.**—Subject to these Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

**Powers of the Board**

**5.**— (1) Subject to the provisions of the Companies Acts, the Company's current & extant constitutional documents (including these *Articles*) and to any directions given by Special Resolution of the Company, the business of the Company shall be managed by the Board which may exercise all the powers of the Company as are not by the Companies Acts or by these *Articles* required to be exercised by its Members; but subject nevertheless to the provisions of the said Companies Acts and to such directions, not being inconsistent with such provisions, as may be given by the Company in general meeting and provided that no direction given by the Company in general meeting and no alteration of the constitutional documents of the Company shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers afforded by this *article 5(1)* shall not be limited by any special power given to the Board under these *Articles* and a meeting of the Board Members at which a quorum is present may exercise all powers exercisable by the Board.

(2) Without prejudice to the generality of *article 5(1)* above, the powers of the Board shall include but not be limited to:

(a) responsibility for managing all the affairs of the Company;

(b) reviewing reports on the income and expenditure of all committees;

(c) approving, rejecting or amending any/ all recommendations by all committees;

(d) appointing and arranging for the supervision of the Company's staff;

(e) arranging the office accommodation for the administration and staff of the Company, and, for that purpose (but without limiting the generality of the foregoing) to enter into any contract for the lease, purchase and/or disposal of property;

(f) appointing any committees or sub-committees as are considered necessary for the efficient conduct of the Company's business;

(g) making alternative arrangements pending the next general meeting where a committee is not operating in accordance with the rules or these Articles;

(h) considering and approving or rejecting all applications for Ulster swimming records;

(i) establishing appropriate terms of reference for all committees and sub- committees of the Board and roles for committee Members;

(j) drawing-up the Rules, bye-laws or other procedures for the operation of the Company and the attainment of its objectives, and attending to amending same from time to time; subject to such rules bye-laws or other procedures being in compliance and not conflicting with the Swim Ireland Rules and the provisions of *article 5(4)* herein.

(k) drawing-up standing orders for general meetings of the Company and meetings of the General Council and amending same from time to time and circulating same to the Members.

(3) The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it may determine, including authority for the agent to delegate all or any of his powers.

(4) The Board shall have the power to adopt, alter and repeal the Rules, other rules, bye-laws, terms of reference, procedures and standing orders concerning the Company's governance, as it may deem necessary, expedient or convenient for the proper conduct and management of the Company or to comply with the Company's constitution (including these *Articles*); provided that no Rule (as defined), other rule, bye-law, term of reference, procedure or standing order shall:

(a) be inconsistent with or affect or repeal anything contained in the constitution of the Company, or

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(b) constitute such an amendment of or addition to these *Articles* as could be lawfully effected only by Special Resolution; or

(c) be inconsistent or conflict with the Swim Ireland Rules.

The Board shall adopt such means as it deems sufficient to bring to the attention of the Members all such Rules, other rules, bye-laws, terms of reference, procedures, standing orders, alterations and repeals; and all such Rules, other rules, bye-laws, terms of reference, procedures and standing orders so long as they are in force, shall be binding on the Members.

**Responsibilities of the Board**

**6.** — (1) The Board's key responsibilities are set out below. These shall include, but not be limited to, the following:

(a) Save to the extent that the Swim Ireland Rules contravene any law in Ulster, or otherwise explicitly state that they do not apply to the Ulster Region, the Board shall adopt the Swim Ireland Rules as the Rules of the Company.

(b) Promoting through its rules & regulations adherence to the Child Welfare and Protection Policies.

(c) The Board shall manage the affairs of the Company in accordance with the national plan for Swim Ireland and the specific needs of the Ulster Region as also agreed with Swim Ireland from time to time.

(d) The Board shall ensure that a development plan for the Ulster Region is prepared and implemented in line with Swim Ireland's island–wide plan; and it shall prepare annual business plans and budgets based on its development plan.

(e) The Board shall monitor and control its committees and sub-committees and direct policies to be implemented by them to accord with the Company's and Swim Ireland's island-wide plan.

(f) The Board shall develop swimming (and related aquatic sports) at all levels within the Ulster Region in line with Swim Ireland's island-wide plan.

(g) The Board shall procure the organisation and operation of events which are appropriate to the widest range of the Company's Members.

(h) The Board shall procure the operation of squad programmes to assist athletes to achieve to the fullest extent of their abilities.

(i) The Board shall procure by all means available the raising of finance to fund its programmes and activities.

(j) The Board shall report to the AGM, in particular as to the tabling of the Company's accounts which shall have been presented to the Clubs 12 days prior to the date of the AGM; and on the matters listed in this *article 6*.

(k) The Board shall also regularly liaise and communicate with Swim Ireland on requisite and appropriate matters; and also with the Members and with its wider constituency, as appropriate.

(2) Unless otherwise determined by ordinary resolution the number of Board members shall not be more than 9 and shall not at any time be less than 5. The Board shall comprise:

(a) The Chairperson;

(b) The Athlete representative;

(c) The Coach representative;

(d) 2 independent Directors;

(e) 4 ordinary Board members

(3) The president and the finance officer (whose roles are set out and defined at *articles 21(3)(a)* & *(b),* respectively, below) shall attend Board meetings as *ex-officio* members thereof. They shall therefore have no power to vote on any matter.

**Members' reserve power**

**7.**—(1) The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, any specified action.

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(2) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

**Directors may delegate**

**8.**—(1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters; and

(e) on such terms and conditions;

as they think fit.

(2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom the said powers are delegated.

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

**Committees**

**9.**—(1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

(2) The Directors may make rules of procedure for all or any committees which prevail over rules derived from the Articles if they are not consistent with them.

**Standing committees**

**10.** — (1) The following committees shall comprise the Company's standing committees:

(a) The Ulster Squad Management Committee.

(b) The Selection Committee.

(c) The Finance and General Purpose Committee.

(d) The Education Committee.

(e) The Competitions Committee.

(2) – The Board shall have the right at all times to appoint or direct the appointment of such other committees as it deems appropriate.

**DECISION-MAKING BY DIRECTORS**

**Directors to take decisions collectively**

**11.**—(1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with *article 12*.

**Unanimous decisions**

**12.**—(1) A decision of the Directors is taken in accordance with this *Article* when all eligible Directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

(3) References in this *Article* to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

(4) A decision may not be taken in accordance with this *Article* if the eligible Directors would not have formed a quorum at such a meeting.

**Calling a Directors' meeting**

**13.**—(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary to give such notice.

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(2) Notice of any Directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.

(4) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, same does not affect the validity of the meeting, or of any business conducted at it.

**Participation in Directors' meetings**

**14.**—(1) Subject to the *Articles*, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the *Articles*, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

(3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is situate.

**Quorum for Directors' meetings**

**15.**—(1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than 5.

(3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision —

(a) to appoint further Directors, or

(b) to call a general meeting so as to enable the Members to appoint further Directors.

**Chairing of Directors' meetings**

**16.**—(1) The Directors may appoint a Director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The Directors may terminate the chairman's appointment at any time.

(4) The chairman from time to time shall chair meetings of the Directors. If the chairman is not participating in a Director's meeting within 10 minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

**Casting vote**

**17.**—(1) If the number of votes for and against a proposal are equal, the chairman or other Director chairing the meeting has a casting vote.

(2) But the terms of *sub-paragraph 17(1)* above do not apply if, in accordance with the *Articles*, the chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**Conflicts of interest**

**18.**—(1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if *sub-paragraph 18(3)* below applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

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(3) This paragraph applies when—

(a) the Company by Ordinary Resolution dis-applies the provision of the *Articles* which would otherwise prevent a Director from being counted as participating in the decision-making process;

(b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the Director's conflict of interest arises from a permitted cause.

(4) For the purposes of this *Article*, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

(5) For the purposes of this *Article*, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(6) Subject to *sub-paragraph 18(7)* below, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

**Records of decisions to be kept**

**19.** The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

**APPOINTMENT OF DIRECTORS**

**Nomination of Directors**

**20.**—(1) Candidates wishing to stand for election to the Board or any sub-committee of the Board or for any office under these Articles where election at the Company's AGM is required, must receive the nomination of at least 2 Clubs, one of which must be their own. In the case of Clubs, nominations must be approved at a committee meeting of the relevant Club, which must be held in advance of the closing date for receipt of nominations by the Company.

(2) The names of nominees for election must be notified to the Company Secretary no later than 28 days prior to the date of the AGM.

(3) A full list of nominees seeking election or re-election to the Board or any sub-committee, where election at the AGM is required, shall be circulated to all Members no later than 21 days prior to the date of the said AGM.

(4) All candidates presenting for election shall be required to submit a brief profile of their experience and qualifications in respect of the position for which they are standing, in a format prescribed by the Board; and shall consent to vetting by Access NI (and/or Gardai Vetting, as appropriate).

(5) The Board shall comprise no less than 5 Directors. Each of the Directors shall serve for 2 years, on expiry of which each shall be eligible for re-election for a further term of 2 years; but shall not be eligible for re-election thereafter until a period of at least 2 years has elapsed after completion of their last term of office – the provisions of *articles 32(8)* & *(9)* herein being read in conjunction herewith.

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**Directors' roles**

**21.**—(1) The Company must ensure that all candidates for Directors' roles are eligible for office.

(2) Apart from ordinary members appointed to the Board from time to time but who function without specific portfolio the Board will comprise:

(a) The Chairperson. The Chairperson shall be chosen from among the Board members (excluding *ex-officio* members) serving from time to time. The Chairperson shall possess the requisite leadership qualities and management skills; and diligently implement the objects of Company. The Chairperson shall chair the meetings of the Company; and, in default of the terms of *article 16,* the meetings of the Board as convened from time to time. The Chairperson shall be the direct line-manager of the Company's operations manager.

(b) The Board Secretary. The Board Secretary shall be chosen from among the Board members (excluding *ex-officio* members) serving from time to time. The Board Secretary shall be a person with the requisite organisational skills; whose duties shall include, but not be limited to: timeously issuing notices and the agenda of all Board (and other Company) meetings; recording & maintaining minutes of all Board meetings; attending to correspondence on behalf of the Board; dealing with queries on the Rules, standing orders, bye-laws, other rules, notices of motion and proceedings as from time to time arise; and attending to all such other administrative and management tasks as may be assigned to him or required to be fulfilled in the proper exercise of his office. For the avoidance of doubt, the member of the Board who also acts as Board Secretary shall have 1 vote only at Board meetings.

(c) The Athlete Representative. This Board member shall be a person over the age of 18 years who currently competes in swimming or related aquatic sports as a squad member of Swim Ulster (or has retired from competition in the sport), and who has been nominated to the position and elected by the Members at an AGM.

(d) The Coach Representative. This Board member shall be a person over the age of 18 years who at the time if his nomination is engaged in the coaching of swimming, or a related aquatic sport, and who has been nominated to the position and elected by the Members at an AGM.

(e) The Independent Directors. There shall be 2 such persons appointed to the Board. The independent Directors shall have the requisite professional skills and experience with a view to supplying an objective commercial rationale to the Board in its decision-making process and shall be chosen for nomination in accordance with the provisions of *article 32(9).*

(3) Other key roles.

(a) The President. The president shall be an *ex officio* member of the Board and shall represent the interests of the Company at all ceremonial and representative occasions, as required. The president shall be entitled to attend but not to vote at meetings of the Board. The president shall keep all matters and documents disclosed at meetings of the Board in strict confidence and will not disclose them to any third parties without the prior written consent of the Board.

(b)The finance officer. The finance officer shall be an *ex officio* member of the Board. Subject to such duties required to be carried out by the Board, and to the provisions of the Companies Acts, the finance officer shall be a person with a good working knowledge of finance, accounts and current accounting practices. He shall monitor the income and expenditure of the Company; attend to bank statements, accruals and prepayments, funding, investments and loans; and to keep and maintain up to date all the financial records of the Company. The finance officer shall be responsible for budget preparation and shall prepare a report, in agreed format, for presentation at meetings of the Board and/or the Company; and/or at AGMs, as appropriate, on all financial matters pertaining to the Company. The finance officer shall keep all matters and documents disclosed at meetings of the Board in strict confidence and will not disclose them to any third parties without the prior written consent of the Board.

**Methods of appointing Directors**

**22.**—(1) Any person who has been nominated to act as a Director, and is permitted by law so to act, may be appointed to be a Director—

(a) by Ordinary Resolution of the Members at an AGM, or

(b) by a decision of the Directors to fill a casual vacancy.

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(2) In any case where, as a result of death, the Company has no Member and no Directors, then in that case the personal representatives of the last Director or Member to have died have the right, by notice in writing, to appoint a person to be a Director.

**Termination of Director's appointment**

**23.** — A person ceases to be a Director as soon as—

(a) that person ceases to be a Director by virtue of any provision of the *Companies Acts* or is prohibited from being a Director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

(g) that person's term of office is concluded in accordance with the provisions of *articles 32(8)* or *32(9)*; or

(h) where that person was appointed by the Board to fill a casual vacancy, the AGM immediately following such appointment is concluded.

**Directors' remuneration**

**24.** — No Director appointed to any office of the Company shall be 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:

(a) reasonable and proper remuneration to any Member, Director, officer or servant of the Company for any services rendered to the Company; or

(b) reasonable and proper out of pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company.

**Directors' expenses**

**25.** —The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

(a) meetings of Directors or committees of Directors, or

(b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

**PART 3**

**MEMBERS**
**BECOMING AND CEASING TO BE A MEMBER.**

**Membership**

**26.** — (1) The number of Members of the Company is unlimited. The subscribers to the Company's memorandum of association and such other persons as are admitted to membership in accordance with these *Articles* shall be Members of the Company.

(2) Each and every applicant for membership of the Company (hereinafter 'the applicant') shall apply in the manner prescribed by the Rules and all applications shall in all cases be subject to Board approval.

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(3) If an applicant's application for membership is accepted by the Company, then, on receipt of the applicant's subscription fee, the Company shall enter into the register of Members the applicant's name, address, and the Club to which the applicant is assigned.

(4) Membership shall be personal to the Member and shall not be transferable or transmissible by an act of the Member or by operation of law.

(5) Membership shall automatically cease on a Member's death.

(6) Each Member shall further the objects interests and influence of the Company, to the best of his ability, and shall observe all the Company's bye-laws, standing orders, and the Rules, issued by the Company from time to time.

(7) Membership of the Company shall be open to persons in the following categories:

(a) Competitive Members. This category of membership comprises all athletes who participate in officially convened and organised competitions in swimming and related aquatic sports.

(b) Non-Competitive Members. This category of membership applies to all Members who participate in Club activities, but do not compete in officially convened and organised competitions in swimming and related aquatic sports.

(c) Officials. This category of membership applies to coaches, teachers, assistant teachers, other volunteers and committee members who participate in the administration organisation and operation of swimming and related aquatic sports.

(d) Affiliates. This category of membership applies to any other person involved in a Club, but who does not fall into any of the abovenamed categories (*sub-paragraphs 7(a) – (c)* above).

(8) A Member must agree to be bound by, and to comply with, all the conditions of membership set out below. These include, but are not limited to, the following:

(a) All the Rules and policies of the Company – including, but without derogating from the generality of the foregoing, the Child Welfare & Protection Policies.

(b) The Company's complaints and disciplinary procedures including any adjudication or determination made by the Disciplinary and Complaints Committee.

(c) All the Company's bye-laws standing orders, and the Rules, applicable and issued by the Company from time to time.

(d) Subject to appropriate terms in the Companies Acts, any other conditions as may be imposed by the Board on any particular category of membership from time to time.

(9) The Company shall keep an accurate and up to date register of Members at its registered office.

**Membership of Clubs – rights of members**

**27.** — Club members are persons – including each member of a group (such as a family) – who, in accordance with the Rules, have been accepted into membership by a Club and whose membership of that Club has neither lapsed nor been terminated; and who has paid the requisite subscription fees, and are fully up to date in respect of all such fees.

(1) Subject at all times to adherence with the terms and conditions of Swim Ulster membership, as determined in *article 26* above, members of Clubs shall be entitled to the following:

(a) The right to compete at all competitions in the sport of swimming (and related aquatic sports) held by or under the auspices of the Company subject to compliance with the relevant rules of the competition.

(b) The right to receive notice of, and to attend, all general meetings of the Company; and the right to receive notice of, and to attend, all meetings of the General Council.

(c) The right to speak at meetings of the General Council.

(d) The right to speak at general meetings of the Company but only as one of the two delegates who have been duly elected to represent the Club of which he is a Member, at such general meetings.

(e) The right, through his Club (and only if the Club, at a general meeting thereof, has consented thereto), to put forward notices of motion at any general meeting of the Company subject to compliance with all applicable standing orders of the Company in respect of such submissions.

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(f) The right to stand for election to any office of the Company subject to compliance with all applicable standing orders of the Company in respect of such election and to its nomination procedures.

(g) For the avoidance of doubt, and other than in circumstances set out in *article 27(e)* above, a member of a Club shall not have the right to vote at general meetings of the Company. Only delegates duly appointed by Clubs to represent the Club on behalf of its members shall have the right to vote at general meetings of the Company. A Club member shall, however, of right be entitled to vote by way of a show of hands at meetings of the General Council.

**Clubs - obligations**

**28.** — (1) Clubs shall comply with all affiliation regulations and procedures set down by the Company whether in the Rules, or any bye-laws or standing orders and as drawn up by the Board from time to time; and shall be bound by these *Articles*.

(2) A Club's rules, bye-laws, procedures and standing orders shall not be in conflict with any provision of these *Articles* or the Rules.

(3) A Club member who ceases to be a member of a Club automatically ceases to be a Member of the Company.

(4) Each Club shall promptly inform the Company and provide any requested details to the Company of any changes in its membership.

(5) In the event that a Club fails to comply with (or enforce) any disciplinary or other measure prescribed by the Board, the Disciplinary and Complaints Committee and/or the Company in general meeting, that Club shall be liable to be disaffiliated from the Company in accordance with the procedures for disaffiliation set down in the Rules or any bye-laws or standing orders of the Company.

**Child Members; Vulnerable Adults**

**29.** — (1) It is a fundamental condition of membership for each Child Member (that is in respect of persons who have not yet attained majority) or any vulnerable adult – as defined by law, that their parents/guardians (or responsible person in respect of a vulnerable adult) must comply with the conditions of membership set out below. Specifically, the parents/guardians of the Child Member or responsible person in respect of a vulnerable adult:

(a) Agree to be bound by the Child Welfare and Protection Policies.

(b) Agree to be bound by the Company's complaints and disciplinary procedures including any adjudication or determination made by the Disciplinary and Complaints Committee.

(c) Agree to be bound by any other conditions as may be imposed by the Board on Child Members, or vulnerable adults from time to time; and that the parents/guardians

(d) Agree to comply with these *Articles*, the Rules, bye-laws and standing orders of the Company; and to legislation enacted from time to time.

(2) Any failure by a parent/ guardian of a Child Member to comply with these conditions may result in the immediate revocation of membership.

**Termination of Membership**

**30.**— (1) A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

**ORGANISATION OF GENERAL MEETINGS**

**Convening, attending and speaking at general meetings**

**31.**—(1) The Board or not less than 7 Clubs affiliated to Swim Ulster (each acting by 2 Club members as their officially mandated representatives) may at its (or their) discretion and whenever it (or they) think fit, convene a general meeting of the Company.

(2) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(3) A person is able to exercise the right to vote at a general meeting when —

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

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(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(4) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(5) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

(6) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

**Annual General Meetings & business at AGMs**

**32.**—(1) Subject to *sub-paragraphs (2)* and *(3)* below, the Company shall in each calendar year hold a general meeting as its AGM in addition to any other general meetings it may elect to convene in that year; and shall specify the meeting as such in the notices calling for it to be convened. Not more than 15 months shall elapse between the date of one AGM of the Company and that of the next.

(2) The Company shall ensure that it holds its AGM at least 2 months prior to the annual general meeting of Swim Ireland.

(3) The AGM shall be held at such time and place as the Board shall appoint.

(4) The business of the AGM shall include the consideration of and attendance to the following important matters —

(a) The election of President (as *ex-officio* member of the Board).

(b) The election of the Athlete Representative as a Director to the Board.

(c) The election of the Coach Representative as a Director of the Board.

(d) The election of up to 5 other persons to the Board to act as ordinary Board Members.

(e) The election of 2 individuals to the Board who will act as Ulster nominees to the board of Swim Ireland (the regional nominees). These individuals shall be *ex-officio* Members of the Board.

(f) The election of individuals to sub-committees of the Board.

(g) The election of those who will represent the Company on other bodies (e.g. the Commonwealth Games Council).

(h) Consideration of the reports and accounts presented by the Members of the Board.

(i) The appointment and fixing of the remuneration of the auditor or auditors; and

(j) Such other matters as are prescribed by law or as included in the agenda to be considered at the AGM.

(5) The AGM shall also consider and approve the business plan prepared by the Board for the ensuing year. This and all other business transacted at an AGM shall be deemed special.

(6) Nominations for election to any position being voted upon by the Members must be notified to the Company Secretary 28 days prior to the date of the AGM. A full list of nominees shall be forwarded to all Members 7 days prior to the AGM.

(7) All Board Members shall be elected at every second AGM to serve for a term of 2 years; and shall hold office from the conclusion of the AGM at which they are elected until the conclusion of the AGM at which their term of office expires. The Board representatives appointed as regional nominees to the board of Swim Ireland, referred to in *article 32(4)(e)* above, shall be elected for a term of 2 years and shall hold office from the conclusion of the Swim Ireland's annual general meeting at which their elections were notified by the Company Secretary until the conclusion of the Swim Ireland's annual general meeting at which their term of office expires. The Company Secretary shall notify the Secretary of Swim Ireland no later than 28 days prior to the commencement of the Swim Ireland annual general meeting of the names of the persons so elected.

(8) Where any Board member or the President has served as a Board member or President for 4 years (whether consecutive or not) at any time, he may not serve as a Board member or President again until at least 2 consecutive years have elapsed since he last served. For the purposes of this article, "year" means the period between the conclusion of one Company AGM and the conclusion

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of the next. For the avoidance of doubt any Board Member or President who has served as a Board Member or President for three or more years (whether consecutive or not) at any time may not seek election for a new term as a Board Member until at least two consecutive years have elapsed since he last served as a Board Member or President.

(9) In circumstances in which the Board nominates an Independent Director to the Board or otherwise appoints such a person to fill a casual vacancy, it shall ensure that the person so appointed meets the following essential criteria:

(a) he or she is not (nor has been hitherto) a Member of Swim Ulster; and

(b) he or she possesses the skills and particular experience required from time to time by the Board (including but not limited to expertise in the fields of management, human resources, marketing, accounting or the law).

**General Council**

**33.**—(1) In any one calendar year the Company shall hold meetings of the General Council (hereinafter, in this clause, 'the Council') which meetings shall be held at such time and place as shall be determined by the Board. The Council shall constitute a forum for the exchange of views by Members concerning swimming (and related aquatic sports) and competitions relating thereto.

(2) Notice of each Council meeting shall be sent to Members 14 days in advance thereof.

(3) The business to be transacted at Council meetings shall relate to reports and decisions of the Board and the order of business shall be as determined by the Board.

(4) Subject to the terms of *article 32*, all Members shall be entitled to notice of such Council meetings; to attend, speak at, and to vote thereat.

(5) Decisions of the Council shall be decided by a simple majority of Members present and eligible to vote.

(6) Decisions of the Council shall constitute a strong but non-binding recommendation to the Board.

(7) Attendance records and minutes of Council meetings are to be arranged by the Company Secretary.

**Quorum and business for general meetings**

**34.**—(1) No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) 15 representatives entitled to vote at a general meeting shall be a quorum.

(3) All general meetings other than AGMs shall be called extraordinary general meetings. The Company shall in each year hold an AGM in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.

**Chairing general meetings**

**35.**—(1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present.

(2) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start—

(a) the Directors present, or

(b) (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the Chairman of the Meeting".

**Attendance and speaking by Directors and non-Members**

**36.**—(1) Directors may attend and speak at general meetings, whether or not they are Members.

(2) The Chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

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## Adjournment

**37.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.

(2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the Chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### Voting: general

**38.** — (1) Each Club shall be entitled to send 2 delegates to the AGM; and to any general meetings convened by the Company. All voting delegates shall be Members of the Company in their own right. A delegate shall be elected by the Club in accordance with the procedure in the Club's rules for electing delegates at its general meeting. Each Club shall notify the Board Secretary in writing of the delegates elected by it before the relevant meeting. Only delegates who are Members of the Company may speak and/or vote at any general meeting.

(2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the *Articles*.

### Errors and disputes

**39.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the Chairman of the meeting whose decision is final.

### Poll votes

**40.**—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the Chairman of the Meeting;

(b) the Directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

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(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the Chairman of the Meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

**Content of proxy notices**

**41.**—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the Member appointing the proxy;

(b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

(d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**Delivery of proxy notices**

**42.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

**Amendments to resolutions**

**43.**—(1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—

(a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.

(2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—

(a) the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

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**PART 4**

## ADMINISTRATIVE ARRANGEMENTS; MISCELLANEOUS MATTERS

### Means of communication to be used

**44.**—(1) Subject to the terms of these *Articles*, anything sent or supplied by or to the Company under the *Articles* may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of said Companies Acts to be sent or supplied by or to the Company.

(2) Subject to the terms of these *Articles*, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

(3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### Company seals

**45.**—(1) Any common seal may only be used by the authority of the Directors.

(2) The Directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this *Article*, an authorised person is—

(a) any Director of the Company;

(b) the Company Secretary (if any); or

(c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

### No right to inspect accounts and other records

**46.** —Except as provided by law or authorised by the Directors or by an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

### Provision for employees on cessation of business

**47.** —The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

### Company Secretary

**48.** — The Company Secretary shall be appointed by the Board from time to time and shall be a person with the necessary organisational skills to act as Company Secretary, whose duties shall include keeping the register of Members up to date; keeping the statutory registers, books and records of the Company up to date, making all statutory filings on behalf of the Company to the necessary authorities; advising the Board and the Company in relation to requirements under the Companies Acts relating to the statutory registers, books and records of the Company and filing requirements of the Company; informing the Board Secretary of correspondence addressed to the Board in a timely manner; and any other duties assigned to the Company Secretary from time to time under the Companies Acts. For the avoidance of doubt, the Company Secretary shall not be a Member of the Board and shall have no right to attend or vote at Board meetings of the Company.

## ANTI-DOPING
## DIRECTORS' INDEMNITY AND INSURANCE

### Anti-doping policy

**49.** — The Company subscribes to a rigorous anti-doping regime. Accordingly –

(1) In addition to other terms relating to or affecting membership (and the various categories of Members) as set out in these Articles, it shall be an irrevocable and fundamental condition of

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membership, and for all associations or Clubs affiliated to the Company, that all the constituent members of that Club or association submit to and comply with any dope-testing rules or regime required by the Company and/or any organisations or bodies to which it is affiliated.

(2) All Clubs (and their constituent members) are strictly and solely responsible for ensuring compliance for themselves (and their constituent members) with all anti-doping rules adopted from time-to-time by Swim Ireland; and published and imposed by such international or national bodies such as LEN, FINA, the Olympic Council of Ireland; and/or the Irish Sports Council; and/or Sport Northern Ireland; and/or any other anti-doping rules published and imposed from time to time; and all Members acknowledge that the Company shall have no liability of any kind whatsoever in respect of adherence to all such rules by all Members or associated Clubs (and/or their constituent members).

**Indemnity**

**50.**—(1) Subject to *sub-paragraph (2)* below, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against—

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,

(b) any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in *section 235(6)* of the *Companies Act 2006*),

(c) any other liability incurred by that Director as an officer of the Company or an associated Company.

(2) This *Article* does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this *Article* —

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant Director" means any Director or former Director of the Company or an associated Company.

**Insurance**

**51.**—(1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

(2) In this *Article* —

(a) a "relevant Director" means any Director or former Director of the Company or an associated Company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

**ACCOUNTS & AUDIT**

**Accounts**

**52.**—(1) The Board shall cause proper accounting records to be kept in accordance with the provisions of the Companies Acts with respect to -

(a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place

(b) All sales and purchases of goods and services by the Company.

(c) The assets and liabilities of the Company.

Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

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(2) The accounting records shall be kept at the registered office of the Company or at such other places as the Board thinks fit, and shall always be open to the inspection of all officers of the Company during their working hours and by such other persons authorised by the Company in general meeting.

(3) The Board shall from time to time in accordance with its statutory obligations cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance-sheets and reports as are required by statute.

(4) A copy of every balance-sheet (including every document required by law to be annexed thereto) which is laid before the Company in general meeting, together with a copy of the auditor's report and draft business plan for the ensuing year, shall not less than 21 clear days before the date of the meeting be sent or delivered to every Member, the auditors and every holder of loan stock or debentures of the Company, provided that this *Article* shall not require a copy of those documents to be sent to any person whose address is not known to the Company; or to more than one of the joint holders of any debenture.

**Audit**

**53.**—(1) At least once a year the accounts of the Company, comprising its income statement and balance-sheet as at the end of its financial year, shall be examined and audited.

(2) The auditors shall be appointed at the Company's AGM and their duties regulated in accordance with the provisions of the Companies Acts.

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