

21/1/19

COMPANIES ACTS, 1963 to 1986

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

"SAILING IN DUBLIN ^{CLUB} LIMITED"

1. The name of the Company is Sailing in Dublin ^{CLUB} Limited (hereinafter called "the Club").
2. The objects for which the Club is established are:
 - (a) to takeover the whole or such part as may lawfully be taken over of the real and personal property belonging to and to undertake all or any of the liabilities of the unincorporated association known as Sailing in Dublin;
 - (b) to promote and encourage yacht sailing by amateurs;
 - (c) to encourage yacht racing by the promotion of regattas and the giving of prizes and by any other means which may from time to time be determined by the Club;
 - (d) to buy, sell, repair, equip, store, operate yachts, sail boats, motor boats, row boats and vessels of all kinds and all furniture and wharfing, mooring and other equipment related thereto;
 - (e) to carry on activities as marine architects, mechanical and electrical engineers and general contractors;
 - (f) to buy, sell and deal in goods, wares and merchandise of all kinds and descriptions and, in particular, but without limiting the generality of the foregoing, masts, sails, spars, rigging, oars, paddles and equipment, lumber, metals and fibreglass;
 - (g) to organise instruction and training courses relating to yachting, sailing, yacht racing, cruising, life saving, water safety, navigation, meteorology, seamanship and other related subjects of interest to its members;
 - (h) to provide entertainment facilities, for members and their guests including music, lectures, film shows, dances and similar functions;
 - (i) to manufacture, purchase, sell and deal in clothing, ties, flags, charts, stationary and other items related

to yachting, cruising and seafaring, including films, photographs and paintings.

- (j) to promote the objects of the Club by the publication of books and periodicals, radio and television broadcasts and films.
- (k) to provide for the delivery and holding of classes, courses, conferences, lectures, exhibitions and public meetings calculated to advance the cause of any of the said objects.
- (l) to employ boatmen and such technical staff as may be necessary to achieve the above objects;
- (m) To undertake and carry on in Ireland or elsewhere any other business (whether manufacturing or otherwise) which may seem to the Club capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Club's property or rights.
- (n) To purchase or otherwise acquire and undertake all or any part of the undertaking, assets, business, property, privileges, contracts, rights, obligations and liabilities of any company, corporation, society, partnership or person carrying on any business which the Club is authorised or empowered to carry on or possessed of property suitable for the objects of the Club or of any company or corporation in which the Club holds shares, bonds, debentures or other securities or obligations, and to pay for the same in cash or securities or obligations of the Club or partly in cash and partly in securities or obligations or any other consideration, and to carry on the business of any such company, corporation, society, partnership or person whose assets are so acquired.
- (o) To purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings situate in Ireland or any part of the world, or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof for any period and at such rent, and on such conditions as the Club shall think fit, or to develop same or any part thereof as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation gardens; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
- (p) To apply for, purchase or otherwise acquire any patents brevets d'invention, licences, concessions and the

like, conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Club or the acquisition of which may seem calculated directly or indirectly to benefit the Club and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

- (q) To take or otherwise acquire and to hold shares and securities in any company other than the Club and to sell, hold, or re-issue with or without guarantee or otherwise deal with the same.
- (r) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (s) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary or convenient for the purposes of its business.
- (t) To develop and turn to account any land acquired by the Club or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (u) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Club.
- (v) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

- (w) To invest and to deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- (x) To lend and advance money or give credit to any persons, firms or companies and in particular to persons of and others having dealings with the Club upon such terms as may seem expedient, and to guarantee, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Club, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company.
- (y) To borrow or raise money either without security or secured in such manner as the Club shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, by mortgage or other security charged upon all or any of the Club's property both present and future, and to purchase, redeem or pay off any such securities.
- (z) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures, debenture stock or other securities of the Club, or in or about the formation or promotion of the Club or the conduct of its business.
- (aa) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (bb) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (cc) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (dd) To adopt such means of making known the objects of the Club as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interests, by publication of books and periodicals and by granting prizes, rewards and donations.

- (ee) To obtain any Act of the Oireachtas or Provisional Order for enabling the Club to carry any of its objects into effect or for effecting any modification of the Club's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Club's interests.
- (ff) To procure the Club to be registered or recognised in any country or place.
- (gg) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Club.
- (hh) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (ii) To do all such other things as the Club may think incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i) the word "company" in this Clause, except where used in reference to the Club shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere 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 limited or restricted by reference to, or inference from, the terms of any other paragraph; and
- (ii) the provisions of this Clause shall be subject to the Club obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

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

3. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association,

and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit, to the members of the Club.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration and/or the payment of reasonable and proper out-of-pocket expenses to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Club.

4. The liability of the members is limited.
5. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of 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 IR£1.00 (one Irish pound).
6. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

COMPANIES ACTS, 1963 to 1986

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

"SAILING IN DUBLIN LIMITED"

INTERPRETATION

1. In these Articles:

- "the Act" the Companies Act, 1963 (No. 33 of 1963) and every statutory modification, amendment or re-enactment thereof for the time being in force (including but without prejudice to the generality of the foregoing the Companies (Amendment) Acts, 1977 - 1986);
- "Associate Member" a person who wishes to promote the objects of the Club and who has been duly elected or become an Associate Member of the Club in accordance with these Articles of Association;
- "the Club" Sailing in Dublin Limited;
- "Bye Laws" such bye-law or bye-laws as the Committee shall prescribe in accordance with Article 57;
- "the Committee" the Committee for the time being of the Club or the members of the Committee present at a meeting of the Committee and includes any person occupying a position on the Committee by whatever name called;
- "Honorary Secretary" any person elected or appointed to perform the duties of the Secretary of the Club;
- "Honorary Treasurer" any person elected or appointed to perform the duties of the Honorary Treasurer of the Club;
- "the Office" the registered office for the time being of the Club;

"Ordinary Member" a person who has been duly elected an Ordinary Member of the Association in accordance with these Articles of Association;

"the Seal" the common seal of the Club.

Words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender and vice versa.

Words importing persons shall include corporations.

References to Articles are to Articles of these Articles of Association. The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

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 in any statutory modification thereof in force at the date at which these Articles become binding on the Club.

MEMBERS

2. The number of members with which the Club proposes to be registered is 200 comprising of Ordinary Members and Associate Members but the Committee may from time to time register an increase of members.
3. The first members of the Club shall be the subscribers to the Memorandum of Association and the persons who at the date of the incorporation of the Club are members of the unincorporated club known as Sailing in Dublin referred to in the Memorandum of Association and who shall, on or before 30th September, 1987, sign and deliver to the Honorary Secretary, the form of application for membership.
4. The first members of the Club as defined in the preceding Article and such other persons as the Committee shall elect to membership shall be members of the Club.
5. Upon his election and upon payment of the entrance fee and the appropriate annual subscription, each elected member shall become a member of the Club and the Honorary Secretary

shall thereupon enter his name in the register of members of the Club.

6. Any person desirous of becoming a member of the Club shall comply with such Bye-laws as may be made from time to time in that regard.
7. Every member shall pay on being admitted to membership of the Club an entrance fee of IR£50.00 but the entrance fee may be increased or reduced by the members in general meeting..
8. The annual subscription shall be payable in advance on the first day of January in each year. The annual subscription shall be in the case of:-
 - (a) Ordinary Members the sum of IR£50.00; and
 - (b) Associate Members the sum of IR£3;But the annual subscription may be increased or reduced by the members in general meeting.
9. Associate members shall be entitled to receive notice of and to attend and vote at general meetings of the Club and to propose candidates for membership and/or propose and/or second candidates for office but shall not be entitled to use any property of the Club and shall enjoy only such privileges as the Committee may from time to time determine.
10. (a) Ordinary Members whose subscriptions are not paid by the first day of April in any year shall cease to be Ordinary Members and shall forthwith become Associate Members of the Club. A person who has become an Associate Member pursuant to the provisions of this Article may be re-admitted to Ordinary Membership of the Club by the Committee at any time upon payment of the appropriate annual subscription and upon such conditions (if any) as it may make.
 - (b) Associate Members whose subscriptions are not paid by the first day of June in any year shall cease to be Members of the Club.
11. No right or privilege of any member shall be in any way transferable or transmissible by his own act or by operation of law.
12. Every member shall observe all Bye-laws, regulations and orders of the Committee lawfully made in connection with the conduct of the affairs of the Club and not involving any such addition to or alteration of these Articles as could only lawfully be made by a special resolution of the Club.

REMOVAL OF MEMBERS

13. A member shall be at liberty by notice in writing to resign his membership on payment of all moneys due from him to the Club.
14. Any member whose conduct in the opinion of the Committee duly expressed by resolution thereof and passed by a majority of the members of the Committee present and voting thereon renders him unfit to retain his membership shall, on an ordinary resolution to that effect passed by the members present and voting thereon at a general meeting duly convened to consider the case, have his name struck off the register of members and shall cease to be a member accordingly PROVIDED that no member shall be deprived of his membership for any reason without at least twenty-one days notice specifying the intention to propose such resolution and the grounds therefor shall have been sent to the member concerned as well as to all the members and an opportunity to be heard in person in his own defence at a general meeting specially convened for that purpose. A person who has been deprived of his membership under this Article may be re-admitted by the Committee at any time and upon such conditions as it may make.
15. The liability of a member who shall withdraw or be removed from membership of the Club to pay any subscription or other sum which has become due from him prior to his withdrawal or removal shall not cease on his withdrawal or removal but the Club may take such proceedings as shall be necessary for the recovery of such subscription or other sum.
16. The Committee shall have power at any time to suspend any member from the rights, privileges and benefits of membership of the Club for a stated period after informing the member of the grounds for such suspension.

GENERAL MEETINGS

17. All general meetings of the Club shall be held in the State.
18. (a) Subject to paragraph (b) of this Article, the Club shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Club and that of the next.

(b) So long as the Club holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 17, the annual general meeting shall be held at such time and place in the State as the Committee shall appoint.

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.
20. The Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient members of the Committee capable of acting to form a quorum, any member of the Committee or any two members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee .

NOTICE OF GENERAL MEETINGS

21. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Club (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Club, entitled to receive such notices from the Club. X
22. 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

23. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of the Officers in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
24. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.

25. 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 Committee 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.
26. The chairman of the Committee shall preside as chairman at every general meeting of the Club, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to be chairman of the meeting.
27. If at any meeting no member of the Committee is willing to act as chairman or if no member of the Committee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
28. The chairman 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an 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.
29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman; or
 - (b) by at least three members present in person;

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

30. Except as provided in Article 32 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
33. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Club 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.

VOTES OF MEMBERS

34. Every member shall have one vote.
35. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that court, and any such committee, receiver, guardian or other person may vote on a show of hands or on a poll.
36. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Club have been paid.
37. 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, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
38. Votes must be given personally.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

39. Any body corporate which is a member of the Club may by resolution of its Committee or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Club, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Club.

THE OFFICERS

40. (a) The Officers of the Club shall consist of the Chairman, the Safety Officer, the Maintenance Officer, the Honorary Secretary and the Honorary Treasurer.
- (b) At each Annual General Meeting, the Club shall elect the said officers by a simple majority of the members present and voting at the Annual General Meeting and who shall hold office until the conclusion of the next succeeding Annual General Meeting when they shall retire but shall be eligible for re-election at the relevant Annual General Meeting subject to Articles 46, 47 and 48.
41. Any candidate for election as an officer shall have been proposed and seconded by a member of the Club, such nomination to be in writing shall have been deposited with the Honorary Secretary at the Office not less than five days before the date of the Annual General Meeting. In the event of their being insufficient nominations for the positions of officers, further candidates may be proposed and seconded at the Annual General Meeting. ✕

THE COMMITTEE

42. The names of the first Officers shall be determined in writing by the subscribers of the memorandum of association or a majority of them.
43. The affairs of the Club shall be managed by the Committee, who may pay all expenses incurred in forming and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles required to be exercised by the Club in general meeting, subject, nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Club in general meeting; but no direction given by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if that direction had not been given.

44. Unless and until otherwise reserved by the Club in General Meeting, the Committee shall consist of:-
- (a) The Chairman;
 - (b) The Safety Officer;
 - (c) The Maintenance Officer;
 - (d) The Honorary Secretary; and
 - (e) The Honorary Treasurer.
45. The Company may from time to time by ordinary resolution increase or reduce the number of the Committee.
46. In case of any casual vacancy in the office of the Chairman, the Safety Officer, the Maintenance Officer, the Honorary Secretary or the Honorary Treasurer, as the case may be, the Committee may appoint some other member of the Club, to act as the Chairman, the Safety Officer, the Maintenance Officer, the Honorary Secretary or the Honorary Treasurer, as the case may be, until the next succeeding Annual General Meeting.
47. The Club may, by ordinary resolution, of which extended notice has been given in accordance with Section 142 of the Act, remove any member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Club and such member of the Committee. Such removal shall be without prejudice to any claim such member of the Committee may have for damages for breach of any contract of service between him and the Club.
48. The Club may, by ordinary resolution, appoint another person in place of a member of the Committee removed from office under Article 47. Without prejudice to the powers of the Committee under Article 46, the Club in general meeting may appoint any person to be a member of the Committee to fill a casual vacancy. A person appointed in place of a member of the Committee so removed or to fill such a vacancy shall hold office only until the next annual general meeting, and shall then be eligible for re-election.
49. A member of the Committee shall have vacated office if he:-
- (a) is adjudged bankrupt in the State or in any part of the World or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a member of the Committee by reason of any order made under Section 184 of the Act;
 - (c) becomes incapable by reason of mental disorder of discharging his duties as a member of the Committee;
 - (d) resigns such office by notice in writing to the Club;

- (e) is convicted of an indictable offence (other than an offence under the Road Traffic Acts for which he is not sentenced to imprisonment and actually imprisoned) unless the Committee otherwise determine; or
- (f) is removed from office by a resolution duly passed pursuant to Section 182 of the Act or under the provisions of Article 47 hereof.

PROCEEDINGS OF THE COMMITTEE

- 50. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A member of the Committee may, and the Honorary Secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. If the Committee so resolve, it shall not be necessary to give notice of a meeting of the Committee to any member of the Committee who, being resident in the State, is for the time being absent from the State.
- 51. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be three.
- 52. The continuing members of the Committee 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 Club as the necessary quorum of the Committee, the continuing members or member of the Committee may act for the purpose of increasing the number of the Committee to that number or of summoning a general meeting of the Club but for no other purpose.
- 53. The Chairman shall preside as chairman at any meeting of the Committee and if he is not present within 15 minutes after the time appointed for the holding of the meeting or if he is unwilling to act, the Committee present shall elect one of their number to be chairman at their meeting.
- 54. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Committee.
- 55. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.

56. All acts done by any meeting of the Committee or of a sub-committee of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

57. The Committee shall have power from time to time to adopt and make, alter or revoke, bye-laws for the regulation of the Club and otherwise for the furtherance of the purposes for which the Club is established provided that such bye-laws are not repugnant to the Memorandum or Articles of Association and that no bye-law shall be made under this power which would amount to such an addition to or alteration of these Articles of Association as could only legally be made by special resolution of the Club in accordance with the Companies Acts, 1963 to 1986.

All such bye laws for the time being in force shall be binding upon all members until the same shall cease to have effect by revocation by the Committee or by a resolution in general meeting of the members of the Club. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto or having otherwise no notice of them.

58. A resolution in writing signed by all the members of the Committee for the time being, or of a sub-committee of the Committee being members entitled to receive notices of meetings of the Committee or of such sub-committee as the case may be shall be as valid as if it had been passed at a meeting of the Committee or such sub-committee as the case may be which had been duly convened and held and any such resolution in writing may consist of several documents in the like form each signed by one or more of such members of the Committee or such sub-committee as the case may be.

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

60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Club 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 Committee shall from time to time by resolution determine.
61. The Committee shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Committee;
 - (b) of the names of the Committee present at each meeting of the Committee and of any sub-committee of the Committee;
 - (c) of all resolutions and proceedings at all meetings of the Club and of the Committee and of committees of the Committee.

VOTING ON CONTRACTS

62. A member of the Committee may vote in respect of any contract in which he is interested or any matter arising thereout.

BORROWING POWERS

63. The Committee may exercise all the powers of the Club 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 Club or of any third party provided that the Committee shall only exercise the borrowing powers herein before conferred so that the total sum outstanding on foot of all borrowings of the Club, unless otherwise sanctioned by the members in general meeting, shall not exceed IR£500 at any one time.

HONORARY SECRETARY

64. The Honorary Secretary shall be elected by the members at the Annual General Meeting pursuant to the provisions of Article 40 hereto but subject to the provisions of Articles 46, 47 and 48.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Committee and the Honorary Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Committee and as, or in place of, the Honorary Secretary.

HONORARY TREASURER

66. The Honorary Treasurer shall be elected by the members at the Annual General Meeting pursuant to the provisions of Article 38 hereof but subject to the provisions of Articles 46, 47 and 48.

THE SEAL

67. The seal shall be used only by the authority of the Committee or of a sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Committee and shall be countersigned by the Honorary Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

ACCOUNTS

68. The Committee shall cause proper books of account to be kept relating to -
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place; and
 - (b) all sales and purchases of goods by the Club; and
 - (c) the assets and liabilities of the Club.

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 Club's affairs and to explain its transactions.

69. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Committee think fit, and shall at all reasonable times be open to the inspection of the Committee.
70. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee or by the Club in general meeting.
71. The Committee shall from time to time, in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Club 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 Club.

72. 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 Club together with a copy of the Committee's report and auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

74. A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

75. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

(a) every member; and

(b) the auditor for the time being of the Club.

No other person shall be entitled to receive notices of general meetings.