

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**THE OLYMPIC COUNCIL OF IRELAND**

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF**

**THE OLYMPIC COUNCIL OF IRELAND**

(adopted by special resolution passed on 28th September 2005)

(amended by special resolutions passed on 22 June 2017)

(amended by special resolution passed on 5 December 2017)

1. The name of the Company (hereinafter referred to as the “Council”) is “The Olympic Council of Ireland”.
2. The Council is deemed to be a company limited by guarantee to which Part 18 of the Companies Act 2014 applies.
3. The main objects for which the Council is established are:
  - (i) To act as the International Olympic Committee’s recognised national Olympic committee for Ireland and, for that purpose, to develop, promote and protect the Olympic movement in Ireland, in accordance with the Olympic Charter.
  - (ii) To promote athletic or amateur games and sports and to represent Ireland in the great quadrennial sports festival of the Olympic Games.
  - (iii) For the purpose aforesaid to foster the development of the Olympic movement and its ideals throughout Ireland in promoting the development of physical and moral qualities that come from contests in the friendly spheres of sport.
4. As objects incidental and ancillary to the attainment of the Main Object of the Council, the Council shall have the following subsidiary objects:
  - (a) To consistently encourage the Olympic spirit amongst the youth of Ireland and to help to promote a programme of education for the public and the press of the philosophy of sportmanship and with a view thereto to assist the Government to initiate and carry out programmes of physical culture, recreation and health for the youth of Ireland. Subject thereto, the National Federation controlling any competitive or recreational sport shall have complete independent control of that sport in both national and international spheres. The Council shall have complete independent control of all matters relating to the Olympic Movement or the Olympic Games.
  - (b) To ensure that the Council remains a completely autonomous and independent body and resists all political, religious or commercial pressures.
  - (c) To administer rules and regulations ensuring that only persons who are within the Eligibility Rules laid down by the International Olympic Committee may compete in the Olympic Games.

- (d) To co-operate with National Sports Federations in Ireland affiliated to the International Federations recognised by the International Olympic Committee in guarding and enforcing their Rules.
- (e) Subject to the provisions of the Eligibility Rules laid down from time to time by the International Olympic Committee, to adopt, publish, amend and administer from time to time standards of eligibility for selection of Olympic teams and/or national Olympic representatives and to do all such acts and things necessary to ensure conformity to and compliance with all such codes and standards by all persons whether competitors or otherwise having to do with the representation of Ireland at Olympic Games.
- (f) To function as the Olympic Representative Body for all National Sports Federations in Ireland and as such to be the only person, organisation or body empowered to enter eligible competitors in the Olympic Games and at the regional, continental or world multi-sports competitions patronised by the International Olympic Committee as the representatives of Ireland.
- (g) To observe and comply with the Charter, Rules, Regulations and Bye-laws of the International Olympic Committee.

**IT IS HEREBY DECLARED** that the Council shall not support with its funds or procure to be observed by its members or others any regulation or restriction which would, if such were an object of the Council, make it a trade union.

5. The following are the powers of the Council which powers are to be used only for the attainment of the main objects of the Council and any income generated from the exercise of these powers is to be applied for the main objects only:
- (a) To receive from any person or body monies for the purposes of furthering the main objects of the Council.
  - (b) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
  - (c) Subject to Clause 6, to employ staff and remunerate any company, firm or person for services rendered to or on behalf of the Council including the costs and expenses of incorporation.
  - (d) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Council think necessary or convenient for the attainment or advancement of its main objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Council.
  - (e) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Council as may be thought expedient with a view to the promotion of its main objects.
  - (f) For the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs, trade marks, patents, licenses, franchises, concessions and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet or broadcasting rights which may seem capable of being used for any of the purposes of the Council and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake

any kind of trade, business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in Olympic sport.

- (g) To borrow or raise money for the purposes of the Council on such terms and on such security as may be thought fit.
  - (h) To do or make any other acts and things which in the opinion of the Council may be conducive or incidental to the main objects of the Council.
6. The income and property of the Council shall be applied solely towards the promotion of the main objects of the Council as set forth in this Constitution. No portion of the Council's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Council. No member of the Executive Committee of the Council shall be appointed to any office of the Council paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Council. However, nothing shall prevent any payment in good faith by the Council of:
- (a) reasonable and proper remuneration to any member or servant of the Council (not being a member of the Executive Committee) for any services rendered to the Council;
  - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by members of the Executive Committee or other members of the Council to the Council;
  - (c) reasonable and proper rent for premises demised and let by any member of the Council (including any member of the Executive Committee) to the Council;
  - (d) reasonable and proper out-of-pocket expenses incurred by any member of the Executive Committee in connection with their attendance to any matter affecting the Council;
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a member of the Executive Committee may be a member holding not more than one hundredth part of the issued capital of such company.
7. The liability of the Members is limited.
8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the Council being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Council contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Euro20.00.
9. If upon the winding up or dissolution of the Council 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 Council. Instead, such property shall be given or transferred to some other company or companies having objects similar to the objects of the Council (which objects comply with paragraph (a) of section 1180(1) of the Companies Act 2014) and which shall meet the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014 and 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 Council under or by virtue of Clause 6 hereof. The members of the Council shall select the relevant company or companies to which its property is to be so given or transferred at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then the property shall be given or transferred to some other company or companies (being a charitable institution or institutions) selected by the members of the Council the objects of which are charitable.

- 10.** No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force:
- (1) unless such amendments have been previously submitted to and approved in writing by the Revenue Commissioners; or
  - (2) which would contravene section 1180 of the Companies Act 2014.
- 11.** Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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**ARTICLES OF ASSOCIATION**  
**OF**  
**THE OLYMPIC COUNCIL OF IRELAND**

(adopted by special resolutions passed on 5th December 2017 and 25th January 2018)

**1. DEFINITIONS**

In these Articles the words standing in the first column of the table set out hereunder shall bear the meaning set opposite to them in the second column thereof, if not inconsistent with the subject or context.

<b><u>Words</u></b>	<b><u>Meanings</u></b>
Act	The Companies Act 2014.
Acts	The Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force, including all enactments which are to be read as one with, or construed or read together as one with, the Act.
Articles	The Council's Articles of Association, as originally framed or as amended and in force from time to time.
Bye-law	A Bye-law of, or made by the IOC pursuant to, the Olympic Charter.
Constitution	The Council's Constitution, comprising the Memorandum and Articles as originally framed or as amended and in force from time to time.
Council	The Olympic Council of Ireland.
Executive Committee	The members for the time being of the Executive Committee constituted in accordance with these Articles.
Games	The Games of the Olympiad.
IOC	The International Olympic Committee.
IOC Member(s) in Ireland	The member(s) of the IOC who for the time being are the representatives of the IOC in Ireland.
Individual	A natural person.
Ireland	The island of Ireland.

Member		A member of the Council; and “Membership” shall be construed accordingly.
Member Federation	National	A National Federation that has been admitted as a Member of the Council, whether: <ul style="list-style-type: none"> <li>(a) directly, in the case of a Member National Federation that is a company or other body corporate in accordance with Article 11.6, or</li> <li>(b) indirectly, in the case of a Member National Federation that is an unincorporated association, through the admission of its nominee in accordance with Article 11.5.</li> </ul>
Member Bodies	Sporting	A sporting body that has been admitted as a Member of the Council, whether: <ul style="list-style-type: none"> <li>(a) directly, in the case of a Member Sporting Body that is a company or other body corporate in accordance with Articles 11.6 and 11.7, or</li> <li>(b) indirectly, in the case of a Member Sporting Body that is an unincorporated association, through the admission of its nominee in accordance with Articles 11.5 and 11.7.</li> </ul>
Memorandum		The Council’s Memorandum of Association, as originally framed or as amended and in force from time to time.
Month		Calendar month.
National Federation		A governing body of an Olympic Sport in Ireland, or a joint board or committee formed by the governing bodies of an Olympic Sport in Ireland, which is generally recognised within that sport to be the authority responsible for the nomination and management of the Irish teams in that sport in the Olympic Games and which is affiliated to the International Federation for the time being recognised by the IOC as controlling that sport internationally. The term National Federation shall also include National Federations affiliated to their International Federations as recognised by the IOC as controlling their sport, even if such a sport is not on the programme of the Olympic Games at any given time.
OCI Commission	Athletes	The Athletes Commission as established under Article 21.
Office		The Council's registered office.
Officers		The Officers of the Council referred to in Article 17.1(a).

Officer or member of the Executive Committee	The Officers, elected other members, the Chair of the OCI Athletes Commission, the IOC Member or Members in Ireland (if any) and the co-opted independent directors (if any).
Olympic Charter	The Olympic Charter as amended and in force from time to time.
Olympic Games	The Games of the Olympiad and the Olympic Winter Games.
Olympiad	A period of four successive years which follows the Games.
Olympic Sport	A sport for the time being listed in the Olympic Charter and, or in the alternative, included by decision of the IOC as a programme sport of the Olympic Games.
President	The President for the time being of the Council.
Rule	A Rule of, or made by the IOC pursuant to, the Olympic Charter.
Seal	The common seal of the Council.
Winter Games	The Olympic Winter Games.
In writing	Written or reproduced in any visible substitute for writing, or partly one and partly another.
Year	Calendar year.

## **2. INTERPRETATION**

- 2.1 No “optional provision” as defined by section 1177(2) of the Act shall apply to the Council.
- 2.2 The powers and discretions set out in these Articles are to be used only for the attainment of the main objects of the Council as set out in Clause 3 of the Memorandum of Association and any income generated from the exercise of the said powers and discretions is to be applied for the objects of the Council only.
- 2.3 In these Articles, unless the context requires another interpretation:
- (a) words importing the singular number only shall include the plural number and vice versa;
  - (b) words importing the masculine gender only or neuter shall include the feminine gender;
  - (c) words importing persons shall include corporations;
  - (d) save as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, have the same meanings as they have in the Acts; and

- (e) reference to any provision of the Acts shall be reference to such provision as modified by any statute for the time being in force.

### **3. PREAMBLE**

In addition and without prejudice to the provisions contained in the Memorandum, the Council, being an organisation belonging to the Olympic Movement and being the National Olympic Committee for Ireland, hereby undertakes to respect and apply the provisions of the Olympic Charter and the World Anti-Doping Code and to abide by the decisions of the IOC.

The Council undertakes, in accordance with its mission and role at national level:

- 3.1 to participate in actions to promote peace; and
- 3.2 to promote women in sport.

The Council also undertakes to support and encourage the promotion of sports ethics, to fight against doping and to demonstrate a responsible concern for environmental issues and sustainable development.

### **4. MISSION**

The mission of the Council is to develop, promote and protect the Olympic Movement in Ireland in accordance with the Olympic Charter.

### **5. ROLE**

The role of the Council is to:

- 5.1 propagate the fundamental principles of Olympism at national level within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programmes of physical education and sport in schools and university establishments; to see to the creation of institutions which devote themselves to Olympic education; and, in particular, to concern itself with the establishment and activities of a National Olympic Academy, an Olympic Museum and cultural programmes related to the Olympic movement;
- 5.2 ensure the observance of the Olympic Charter in Ireland;
- 5.3 encourage the development of sport;
- 5.4 help in the training of sports administrators in Ireland;
- 5.5 commit itself to taking action against any form of discrimination (on grounds of race, religion, politics, sex and otherwise) and violence in sport;
- 5.6 fight against the use of substances and procedures prohibited by the IOC or the International Federations, in particular by approaching the appropriate authorities in Ireland so that all medical controls may be performed in optimum conditions and adopt and implement the World Anti-Doping code, thereby ensuring that the Council's anti-doping policies and rules, membership, funding requirements and results management procedures, conform to the World Anti-Doping Code and respect all roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping code;

- 5.7 encourage and support measures relating to the medical care and health of athletes;
- 5.8 work to maintain harmonious and co-operative relations with appropriate governmental bodies, while preserving the Council's autonomy and resisting all pressures of any kind, including those of a political, religious or economic nature, that may prevent it from complying with the Olympic Charter;
- 5.9 constitute, organise and lead delegations from Ireland to the Olympic Games and to the regional, continental or world multi-sports competitions patronised by the IOC; decide upon the entry of athletes proposed by National Federations (such selection shall be based not only on the sports performance of an athlete but also on his ability to serve as an example to the sporting youth of Ireland); and ensure that the entries proposed by the National Federations comply in all respects with the provisions of the Olympic Charter; and
- 5.10 provide for the equipment, transportation and accommodation of the members of such delegations; contract, for the latter's benefit, adequate insurance covering the risks of death, disability, illness, medical or pharmaceutical expenses and third party liability; and be responsible for the behaviour of the members of such delegations.

## **6. POWERS AND AUTHORITY**

- 6.1 The Council has the exclusive powers for the representation of Ireland at the Olympic Games and at the regional, continental or world multi-sports competitions patronised by the IOC and shall constitute, organise and lead the delegation from Ireland at these events. In addition the Council is obliged to participate in the Games of the Olympiad by sending athletes.
- 6.2 The flag, the emblem and the anthem adopted by the Council must be approved by the IOC Executive Board.
- 6.3 The Council has the sole authority to designate the city which may apply to organise the Olympic Games in Ireland.
- 6.4 The Council has the sole and exclusive authority to prescribe and determine the clothing and uniforms to be worn, and the equipment to be used, by the members of delegations from Ireland on the occasion of the Olympic Games and in connection with all sports competitions and ceremonies related thereto.

This exclusive authority does not extend to specialised equipment used by athletes of such delegations during the actual sports competitions. For the purpose of this paragraph, specialised equipment shall be limited to such equipment acknowledged by the Council as having a material effect on the performance of athletes, due to the specialised characteristics of the equipment. Any publicity in respect of any such specialised equipment must be submitted to the Council for its approval if there is any reference, express or implied, to the Olympic Games.

- 6.5 The Council may only use the Olympic symbol, flag, motto and anthem (which are the exclusive property of the IOC) within the framework of its non-profit-making activities provided such use contributes to the development of the Olympic Movement and does not detract from its dignity, and provided that it has obtained the prior approval of the IOC, in accordance with the Olympic Charter. All Olympic properties including but not limited to the Olympic symbol, flag, motto, anthem, identifications (including but not limited to "Olympic Games" and "Games of the Olympiad"), designations, emblems, flame and torches, and all rights to any and all Olympic properties, as well as all rights to the use thereof, belong exclusively to the IOC. The Council is

responsible to the IOC for the observance, in its country, of the relevant Rules of the Olympic Charter on this point. It shall take steps to prohibit any use of any Olympic properties which would be contrary to such Rules or their Bye-laws. It shall also endeavour to obtain, for the benefit of the IOC, protection of the Olympic properties of the IOC.

## **7. RESPECT FOR IOC RULES**

The Council shall at all times act in accordance with the Charter, Rules and Bye-laws of the IOC (as same may be amended from time to time), the provisions of which, insofar as they concern the constitution, duties and obligations of National Olympic Committees, shall be deemed to be incorporated into these Articles.

## **8. CONSTITUTION**

- 8.1 The Constitution shall be, at all times, in accordance with the Olympic Charter.
- 8.2 The Constitution shall comply with the Act and all other enactments of the State.
- 8.3 Subject to compliance with these Articles, any amendment of or addition to the Constitution may be proposed by the Executive Committee. Any National Federation which is a Voting Member, whose sport is on the programme of the Olympic Games, through its Honorary Secretary may request the Executive Committee to consider proposing amendments or additions to the Constitution at a forthcoming general meeting of the Council.
- 8.4 All amendments to the Constitution shall be by means of a special resolution, passed by 75% of the votes cast in accordance with section 191(3) of the Act at a meeting of which 21 days' notice has been given in accordance with section 181(1)(a) or section 191 of the Act.
- 8.5 Any amendment of or addition to the Constitution proposed to be made shall be notified by the Honorary General Secretary to the IOC with a request for approval.

## **9. PRELIMINARY**

- 9.1 The Council is established for the purposes expressed in the Memorandum.
- 9.2 The Office shall be at such place in the State as the Executive Committee shall appoint from time to time.

## **10. MEMBERSHIP: GENERAL PROVISIONS**

- 10.1 The subscribers to the Memorandum and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be Members of the Council and shall be entered in the Council's register of members accordingly.
- 10.2 The number of Members of the Council may from time to time be increased or reduced in accordance with the provisions of these Articles.
- 10.3 The only persons who can be admitted as Members of the Council are:
  - (a) A company or other body corporate that is a National Federation;
  - (b) An individual who is the nominee of an unincorporated association that is a National Federation;

- (c) the:
  - (i) IOC Member or Members in Ireland (if any);
  - (ii) Chair of the OCI Athletes Commission;
  - (iii) Vice Chair of the OCI Athletes Commission;
- (d) A sporting body that satisfies the criteria for membership as are from time to time prescribed by the Executive Committee;
- (e) The persons (if any) as are from time to time admitted as honorary members pursuant to Article 12.

For the avoidance of doubt, from the date of the adoption of these Articles, the Officers or members of the Executive Committee shall not be Members of the Council and their membership shall be terminated and their names removed from the register of members.

- 10.4 A person who was (a) a Member of the Council but who has been expelled from membership and (b) a member, an honorary member or an honour member of the IOC and who has been expelled from the IOC, may not be admitted as a Member of the Council.
- 10.5 The Executive Committee can set such terms and conditions as to membership (including the payment of a subscription) as it shall from time to time determine and may set different terms and conditions for different types of membership.
- 10.6 A register shall be kept by the Council containing the names and addresses of all the Members (including, for the avoidance of doubt, Honorary Members), together with such other particulars as may be required by the Act.

## **11. MEMBERSHIP: ADMISSION OF MEMBERS**

- 11.1 A National Federation that wishes to be admitted as a Member of the Council (an “Applicant National Federation”) shall apply in accordance with the following provisions:
  - (a) the Applicant National Federation must satisfy the Executive Committee that it qualifies as a National Federation and that it exercises a specific and real sports activity (in Ireland and internationally, in particular by organising and participating in competitions and implementing training programmes for athletes);
  - (b) the Applicant National Federation’s application shall be made in such form and containing such information as may from time to time be prescribed by the Executive Committee;
  - (c) the Applicant National Federation must satisfy the Executive Committee that it is the governing body of an Olympic Sport in Ireland, or a joint board or committee formed by the governing bodies of an Olympic Sport in Ireland, which is generally recognised within that sport to be the authority responsible for the nomination and management of the Irish teams in that sport in the Olympic Games and which is affiliated to the International Federation for the time being recognised by the IOC as controlling that sport internationally; provided that National Federations can be affiliated to their International

Federations as recognised by the IOC as controlling their sport, even if such a sport is not on the programme of the Olympic Games at any given time.

- 11.2 A sporting body that wishes to be admitted as a Member of the Council (an “Applicant Sporting Body”) shall apply in accordance with the following provisions:
- (a) the Applicant Sporting Body must satisfy the Executive Committee that it qualifies as a sporting body and that it exercises a specific and real sports activity (in Ireland and internationally, in particular by organising and participating in competitions and implementing training programmes for athletes); and
  - (b) the Applicant Sporting Body’s application shall be made in such form and containing such information as may from time to time be prescribed by the Executive Committee.
- 11.3 An Applicant National Federation or an Applicant Sporting Body may only be admitted as a Member by resolution of the Council, on the recommendation of the Executive Committee.
- 11.4 Where the Executive Committee is satisfied that an applicant is eligible to be admitted as a Member, it shall put a resolution to the Council in general meeting that the applicant be admitted as a Member of the Council with a recommendation that the applicant be admitted to membership. The decision of the Executive Committee as to whether or not to put such a resolution and recommendation to the Council in general meeting shall be final and conclusive provided that, in the case of an Applicant National Federation, such decision is taken by the Executive Committee in conformity with the objectives of the Olympic movement as set out in the Olympic Charter and in accordance with any obligations which the Council may have under the Olympic Charter. Where the Executive Committee declines to put such a resolution and recommendation to the Council in general meeting, it shall give its reason for such refusal.
- 11.5 The following provisions shall apply to a Member National Federation that is an unincorporated association:
- (a) The Member National Federation must nominate one individual (who must be an officer of that Member National Federation) to be its nominee to represent it in all matters pertaining to membership of the Council. A Member National Federation can change its nominee in accordance with this Article.
  - (b) The individual who is from time to time the notified nominee shall be entered in the Council’s register of members.
  - (c) The Member National Federation must notify the identity of its nominee and any changes in its nominee (together with such other information as the Executive Committee may from time to time prescribe) to the Honorary General Secretary by email to such email address as is from time to time designated by the Honorary General Secretary.
  - (d) The Council may send all notices and other communications to such person who is from time to time the nominee of such National Federation.
  - (e) The Council may also send copies of all notices to such other persons as are notified to it by the Member National Federation or to such other persons as the Executive Committee specifies for the purpose of ensuring that the contents

of any such notice are promptly brought to the attention of the appropriate persons in the Member National Federation.

- 11.6 The following provisions shall apply to a Member National Federation that is a company or other body corporate:
- (a) The Member National Federation's corporate name shall be entered in the Council's register of members.
  - (b) The Council will only engage with the Member National Federation's board of directors or other person duly authorised by its board of directors.
  - (c) The Member National Federation shall nominate one individual to whom all notices or other communications, from the Council, to that National Federation, are to be addressed. A Member National Federation can change its nominee in accordance with this Article.
  - (d) The Member National Federation must notify the identity of its nominee and any changes in its nominee (together with such other information as the Executive Committee may from time to time prescribe) to the Honorary General Secretary, by email, to such email address as is from time to time designated by the Honorary General Secretary.
  - (e) The Council may also send copies of all notices to such other persons as are notified to it by the Member National Federation or to such other persons as the Executive Committee specifies for the purpose of ensuring that the contents of any such notice are promptly brought to the attention of the appropriate persons in the Member National Federation.
- 11.7 The provisions of Article 11.5 shall apply mutatis mutandis to a Member Sporting Body that is an unincorporated association and the provisions of Article 11.6 shall apply mutatis mutandis to a Member Sporting Body that is a company or other body corporate.
- 11.8 The Executive Committee shall from time to time determine the individuals entitled to be admitted as Members on the grounds of being the IOC Member or Members in Ireland (if any), the Chair of the OCI Athletes Commission and the Vice Chair of the OCI Athletes Commission.

## **12. MEMBERSHIP: HONORARY MEMBERSHIP**

- 12.1 The Council can by resolution in general meeting appoint any individual as an honorary member where such individual has been nominated for honorary membership by the Executive Committee. In addition, the Executive Committee may recommend, and the Council may in general meeting create, different categories of honorary membership.
- 12.2 Every Honorary Member shall be entitled to receive notice of, and to attend and contribute to, every general meeting of the Council but shall not be entitled to vote at any such meeting.
- 12.3 The Council can by resolution in general meeting remove any person from Honorary Membership, whereupon he or she shall cease to be an Honorary Member.

## **13. MEMBERSHIP: VOTING AND OTHER RIGHTS OF MEMBERS**

- 13.1 Subject to Article 13.3, the following Members shall have one vote, whether on a show of hands or on a poll, at general meetings of the Council:
- (a) Member National Federations;
  - (b) The IOC Member or Members (if any) who has or have been admitted to membership of the Council;
  - (c) The Chair and Vice-Chair of the OCI Athletes Commission;
  - (d) Member Sporting Bodies.
- 13.2 For the avoidance of doubt, but subject to Article 15.18, no other Member, Officer or member of the Executive Committee or any other person shall have a vote at general meetings of the Council provided however that all Members and Officers or members of the Executive Committee shall be entitled to receive notice of, attend and speak at general meetings of the Council.
- 13.3 The following restrictions apply to the rights of the Members set out in Article 13.1 to vote at general meetings of the Council:
- (a) In order for a Member National Federation or a Member Sporting Body to be entitled to vote, it must, in the opinion of the Executive Committee, be in compliance with the terms and conditions of membership provided that where the Executive Committee determines that a Member National Federation or Member Sporting Body is not entitled to vote at a general meeting, the other Members present and entitled to vote at that general meeting may by ordinary resolution allow such Member National Federation or Member Sporting Body to vote;
  - (b) Where two Member National Federations together represent one Olympic Sport they shall have only one vote between them. Such vote shall be cast by the one of them, as is at that time nominated by the other, such nominations to be communicated to the Honorary General Secretary in the manner as shall from time to time be prescribed by the Honorary General Secretary;
  - (c) For the avoidance of doubt, Member National Federations that are affiliated to the International Federations governing sports included in the programme of the Olympic Games must constitute the voting majority in general meetings of the Council; and
  - (d) When dealing with questions relating to the Olympic Games, only the votes cast by Member National Federations that are affiliated to the International Federations governing sports included in the programme of the Olympic Games, shall be taken into account.
- 13.4 Members have a right to be regularly informed by the Council of its activities.
- 13.5 Members may benefit from the support and assistance of the Council to develop their activities, to the extent possible and at all times subject to the discretion of the Executive Committee. Members shall actively participate in the work, meetings and activities of the Council. Members must respect and implement the lawful decisions/resolutions made by the governing bodies of the Council. Members must act in accordance with the Olympic Charter, the IOC Code of Ethics, the Constitution of the Council and their own rules and regulations. The National Federations shall work closely together with the Council, in particular for the preparation and selection of the

athletes in the Olympic Games and at the regional, continental or world multi-sports competitions patronised by the IOC. Members shall exercise any other rights and duties in accordance with this Constitution and the Olympic Charter.

**14. MEMBERSHIP: TERMINATION**

Membership shall automatically terminate upon the occurrence of any of the following events:

- (a) In the case of a Member National Federation or a Member Sporting Body where:
  - (i) The Executive Committee determines that it no longer meets the criteria in Article 11 and the Council in general meeting resolves to terminate its membership; or
  - (ii) Where it is a company or other body corporate, it has a liquidator appointed to it or it is dissolved, whether following its strike off or otherwise; or
  - (iii) Where it is an unincorporated association, it is wound up or it is dissolved.
- (b) In the case of an IOC Member in Ireland, the Chair of the OCI Athletes Commission or the Vice Chair of the OCI Athletes Commission, where he or she cease to hold that office.
- (c) In the case of an Honorary Member, where the Council in general meeting so resolve on the recommendation of the Executive Committee.
- (d) In all cases where:
  - (i) the Member resigns by notice in writing to the Honorary General Secretary; or
  - (ii) the Member, being an individual, dies.
- (e) Where termination of membership is determined by the Disciplinary Committee pursuant to Article 34.4 and its decision to terminate membership is either not appealed or is upheld on appeal in accordance with Article 34.5.
- (f) Where an amendment is made to the Articles (including the amendments to membership made on the adoption of these Article) which provides that any person who was a Member is no longer qualified to be a Member.

**15. GENERAL MEETINGS OF THE COUNCIL**

- 15.1 All general meetings of the Council shall be either annual general meetings or extraordinary general meetings. All general meetings shall be held in the State.
- 15.2 An annual general meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding annual general meeting) and place as may be determined by the Executive Committee. The business of the annual general meeting shall include, in particular:

- (a) the consideration of the Council's statutory financial statements and the annual report of the Executive Committee and the report of the statutory auditors on those statements and that report;
  - (b) the review by the Members of the Council's affairs;
  - (c) the authorisation of the Executive Committee to approve the remuneration of the statutory auditors;
  - (d) the election and re-election of Officers and members of the Executive Committee (when applicable);
  - (e) the appointment and reappointment of statutory auditors;
  - (f) where it is held within four months from the conclusion of an Olympic Games, the receiving of reports from the President and Chef de Mission.
- 15.3 A general meeting shall be held within four months from the conclusion of an Olympic Games, at such time and place as may be determined by the Executive Committee for the purpose of receiving reports from the President and Chef de Mission and such other matters, including elections to the Executive Committee (where applicable). It shall not be necessary to convene and hold a separate general meeting where the business to be considered thereat is instead considered at the Council's annual general meeting.
- 15.4 The Executive Committee may convene a general meeting at any time. In addition, an extraordinary general meeting of the Council will be convened by the Honorary General Secretary on the written requisition, with cause stated, of not less than one half of the Member National Federations and which at that time have the right to vote at a general meeting of the Council or of one or more Members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the Members having, at the date of deposit, the right to vote at general meetings of the Council, as provided by section 178 (as modified by section 1203 in the case of a company limited by guarantee) of the Act. Such meeting shall be held within forty-two days of requisition.
- 15.5 An annual general meeting and a meeting called to pass a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Council (other than an annual general meeting or a meeting called to pass a special resolution) shall be called by fourteen (14) days' notice in writing at the least, exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.
- 15.6 The accidental omission to give notice to, or the non-receipt of notice by, any Member entitled to receive notice shall not invalidate the proceedings at any general meeting of the Council.
- 15.7 Every notice calling a general meeting shall specify the place and the day and hour of the meeting. The notice shall specify the nature of the business to be transacted at the meeting and, if any resolution is to be proposed as a special resolution, the notice shall contain the text or substance of that proposed special resolution.
- 15.8 The following provisions shall apply to attendance and voting at general meetings by Member National Federations and Member Sporting Bodies:
- (a) Three delegates from each Member National Federation and each Member Sporting Body are entitled to attend general meetings of the Council. Each

Member National Federation and each Member Sporting Body must notify the Honorary General Secretary (by email to an address prescribed by the Executive Committee for that purpose) of the names and addresses of its delegates to the general meeting of the Council. Such notification shall be received by the Honorary General Secretary not less than seven days before the meeting is due to take place.

- (b) No delegate may be an Officer or member of the Executive Committee.
- (c) No delegate shall be entitled to represent more than one Member National Federation or Member Sporting Body.
- (d) No delegate shall be entitled to represent any Member National Federation or Member Sporting Body unless he or she is an officer or a member of its governing board or other body or has been duly appointed by the Member National Federation or Member Sporting Body to act on its behalf at general meetings of the Council.
- (e) Any one (and only one) of the three delegates notified by a Member National Federation and a Member Sporting Body shall be entitled to vote on its behalf at a general meeting and the Council shall not be required to enquire as to which delegate, if any, has been authorised to vote by the Member National Federation or the Member sporting body. A voting paper and, or in the alternative, a voting card shall be given to the first delegate to present himself or herself at the registration desk before a general meeting.
- (f) The members of the OCI Athletes Commission are entitled to receive notice of and attend any general meeting of the Council provided however that no member of the OCI Athletes Commission (other than the Chair and Vice Chair) shall be Members of the Council or entitled to vote. The OCI Athletes Commission must notify the Honorary General Secretary in writing of the names and addresses of those of its members attending a general meeting of the Council.

15.9 The following business shall be deemed special:

- (a) all business that is transacted at an extraordinary general meeting; and
- (b) all business that is transacted at an annual general meeting, with the exception of the consideration of the statutory financial statements and the reports of the Executive Committee and the Statutory Auditors, the review by the Members of the Council's affairs, the election of Officers and members of the Executive Committee in place of those retiring, the reappointment of the retiring Statutory Auditors and the fixing of the remuneration of the Statutory Auditors.

15.10 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter provided a quorum shall be half of the Members of the Council who are entitled to attend and vote at that general meeting.

15.11 If within half an hour from the time appointed for the general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Executive 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.

- 15.12 The President for the time being of the Council shall preside as Chairman at any general meeting, but if such President is not present then the First Vice-President may preside as Chairman of the meeting. If the First Vice-President is not present then the Second Vice-President may preside as Chairman of the meeting. If neither the President nor the First and Second Vice-Presidents are present then the members of the Executive Committee present shall choose one of their number to preside as Chairman at the meeting. In the event of a tie, the Chairman of the meeting shall be chosen by lot.
- 15.13 The Chairman may with the consent of any general 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. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- 15.14 Subject to all voting on the election of Officers and other members of the Executive Committee being by poll on a secret ballot, 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 by (a) the Chairman or (b) not less than three Members present and entitled to vote or (c) any Member or Members present and representing not less than 10 per cent of the total voting rights of all of the Members of the Council having the right to vote at the meeting.
- 15.15 A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand withdrawn) a declaration by the Chairman that a resolution has been carried, whether unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded for or against such resolution.
- 15.16 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
- 15.17 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- 15.18 In the case of 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 casting vote, except on a vote for the election of Officers and members of the Executive Committee in which case the provisions in Article 20 shall apply.
- 15.19 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 either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

## **16. EXECUTIVE COMMITTEE: POWERS**

- 16.1 The affairs and business of the Council shall be managed by an Executive Committee to be constituted as hereinafter provided who may exercise all such powers of the Council as are not, by the Act or by this Constitution, required to be exercised by the Council in general meeting, but subject to:
- (a) Any regulations contained in this Constitution;
  - (b) The provisions of the Act;
  - (c) Such directions, not being inconsistent with the foregoing regulations or provisions, as the Council in general meeting may (by special resolution) give provided that no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that direction had not been given.
- 16.2 Without prejudice to the generality of Article 16.1, the Executive Committee shall have the power to make policies, procedures, codes and regulations for the Council and the power to make standing orders as to the governance of the Executive Committee. Disciplinary regulations made by the Executive committee shall be communicated to all Members, National Federations, Sporting Bodies and the IOC Athletes Commission.
- 16.3 The Executive Committee shall establish and maintain an appropriate Child Welfare Policy and an appropriate Anti-Doping Policy.
- 16.4 The Executive Committee may exercise all the powers of the Council to borrow money and to mortgage and charge its undertaking and property or any part thereof, whether outright or as security for any debt, liability or obligation of the Council.

## **17. EXECUTIVE COMMITTEE: COMPOSITION**

- 17.1 The Executive Committee shall consist of:
- (a) the five (5) persons elected to the offices of President, First Vice-President, Second Vice-President, Honorary General Secretary and Honorary Treasurer in accordance with these Articles;
  - (b) the seven (7) persons elected in accordance with these Articles until the first general meeting of Council held after the summer Olympic Games held in 2020 and thereafter the six (6) persons elected thereafter; and
  - (c) the person who is, from time to time, the Chair of the OCI Athletes Commission;
  - (d) the IOC Member or Members in Ireland (if any); and
  - (e) up to two (2) independent directors co-opted by the Executive Committee members listed at (a) to (d) above pursuant to Article 17.2.
- 17.2 The Executive Committee may co-opt up to two (2) persons as independent directors of the Council who can complement the skills-set of the Executive Committee as elected by the Members in general meeting. In exceptional circumstances, where none of the outgoing Executive Committee are returned after an election, for the purpose of furthering continuity, the Executive Committee may co-opt one former Officer or member of the Executive Committee to serve as one of the two (2) independent directors. Without prejudice to the validity of such appointment by the Executive

Committee, the appointment of each independent director shall be ratified by the Members at the Annual General Meeting next following that appointment. All independent directors appointed shall be members of the Executive Committee, with voting rights, and may serve a maximum of two, four-year terms.

- 17.3 Should the President cease for any reason to hold office during his or her period of office the First Vice-President shall assume the office of President for the remainder of that period of office. If in such circumstances the First Vice-President shall cease for any reason to hold office then the Second Vice-President shall assume the office of President for the remainder of his or her period of office.
- 17.4 Should any Officer other than the President cease for any reason to hold office during his or her period of office, the Executive Committee shall appoint another Officer in his place who must be a member of the Executive Committee. Any person thus appointed shall hold office for the remainder of the former Officer's period of office unless the Council shall in the meantime resolve in general meeting to remove him or her, in which case the Council shall thereupon in general meeting elect another person to hold such office for the remainder of the former Officer's term of office.
- 17.5 Any change in the Officers or members of the Executive Committee shall be notified by the Honorary General Secretary to the IOC.

**18. EXECUTIVE COMMITTEE: TERMS OF OFFICE**

- 18.1 The current term of office of all Officers and elected members of the Executive Committee shall end in 2020 on the conclusion of the first general meeting of the Council held after the summer Olympic Games.
- 18.2 The term of office of all Officers and elected members of the Executive Committee who are elected in 2020 (and in every subsequent Olympiad) shall be for a period of no longer than four (4) years, ending on the conclusion of the first general meeting of Council held after the summer Olympic Games.

**19. EXECUTIVE COMMITTEE: ELIGIBILITY**

- 19.1 Subject only to the transitional measures contained in Article 19.2 and 19.3, no person who has been an Officer or elected member of the Executive Committee for a period of eight (8) years or more shall be eligible to be elected to the Executive Committee provided however that a person who has served such a period and has ceased to be an Officer or elected member of the Executive Committee for at least four (4) years shall be eligible to be elected to the Executive Committee for one more term on one, and only one, further occasion.
- 19.2 In 2020, at the first general meeting of Council held after the summer Olympic Games, as a transitional measure, all Officers and elected members of the Executive Committee who have served on the Executive Committee for less than twelve (12) years shall be eligible to be nominated and elected to the Executive Committee.
- 19.3 In 2024, at the conclusion of the first general meeting of Council held after the summer Olympic Games, half (and if uneven, rounded down to the nearest whole number) of the Officers and other elected members of the Executive Committee shall be ineligible for nomination and re-election following the end of their term. Those who shall be ineligible shall be those who have been the longest as Officers or as other elected members of the Executive Committee but as between persons who became Officers or other elected members of the Executive Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. As a

transitional measure, the other Officers and elected members of the Executive Committee shall be eligible to be nominated and elected to the Executive Committee, provided that they have served for less than twelve (12) years.

- 19.4 In 2028, at the conclusion of the first general meeting of Council held after the summer Olympic Games and at the conclusion of each such meeting held in every subsequent Olympiad, half (and if uneven, rounded down to the nearest whole number) of the Officers and other elected members of the Executive Committee shall be ineligible for nomination and re-election following the end of their term. Those who shall be ineligible shall be those who have been the longest as Officers or as other elected members of the Executive Committee but as between persons who became Officers or other elected members of the Executive Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The other Officers and members of the Executive Committee will be eligible to be nominated and elected to the Executive Committee only if they have not served for a period of eight (8) years or more.
- 19.5 The only persons eligible for election as Officers or other elected members of the Executive Committee, pursuant to Article 17.1(a) and (b), shall be such persons who are validly nominated by a Member National Federation or by a Member Sporting Body provided always that a majority of the Officers and members of the Executive Committee are nominated by Member National Federations that are affiliated to the International Federations governing sports included in the programme of the Olympic Games.

## **20. EXECUTIVE COMMITTEE: NOMINATIONS AND ELECTION PROCEDURES**

- 20.1 In the year of an election of Officers and other members of the Executive Committee, the Executive Committee shall appoint an accounting firm that is qualified to act as statutory auditors, as scrutineers for the nomination and election process.
- 20.2 The Honorary General Secretary shall, at least forty nine days before the meeting to be held for the purpose of electing Officers and other elected members of the Executive Committee, send a notice to each Member National Federation and Member Sporting Body so entitled, inviting nominations for Officers and elected members of the Executive Committee. The notice seeking nominations shall be sent by email to the address or addresses notified to the Council for that purpose and a copy of that email may be sent to such other persons within the Member National Federation or Member Sporting Body as the Honorary General Secretary thinks appropriate. Each notice seeking nominations shall be accompanied by a nomination form which shall be prescribed by the Executive Committee.
- 20.3 Member National Federations and Member Sporting bodies must return their nominations for Officers and elected members of the Executive Committee to the Council by email (to the email address specified in the notice seeking nominations) in accordance with the prescribed nomination forms, at least twenty eight days before the meeting at which it is proposed to hold the elections.
- 20.4 All nominations received shall be examined by the scrutineers whose decision as to their validity shall be final. The scrutineers shall provide the Honorary General Secretary with a list of the persons who have been validly nominated before the general meeting at which the elections are to take place.
- 20.5 Voting for election of the Officers and other elected members of the Executive Committee shall be by secret ballot. At each election, there shall be six separate ballots taken, five to fill each of the five Officer positions and one to elect seven (7) (in 2020)

and six (6) (in 2024 and in every subsequent Olympiad) other members of the Executive Committee. On each of the six ballots, every Member entitled to vote shall, subject to Article 13, have one vote.

- 20.6 The candidates who secure the highest number of votes in each of the five (5) ballots to fill the five (5) Offices shall be elected to that Office.
- 20.7 In the event of an equality of votes on any ballot to elect an Officer there shall be a further ballot between the candidates who obtained the highest number of votes, and the candidates (if any) with less votes than the candidates with the highest equal votes, shall be eliminated. This process shall be repeated until one of the candidates receives the highest number of votes, whereupon that candidate shall be elected to that Office.
- 20.8 In 2020 the seven (7) candidates, and in 2024 and in every subsequent Olympiad the six (6) candidates, who secure the highest number of votes shall be elected as the other elected members of the Executive Committee such that the candidate who secures the highest number of votes shall be deemed to be first elected, the candidate who secures the second highest number of votes shall be deemed next elected and so on and so forth until all positions are filled. In the event of an equality of votes to fill the last position or positions, there shall be a further ballot taken which excludes the candidates who are deemed to have been elected and the candidates (if any) who receive less votes than those candidates with an equality of votes. This process shall be repeated until one or more of the candidates receives the highest number of votes, whereupon that candidate or those candidate shall be elected to fill the remaining position or positions.
- 20.9 The scrutineers appointed pursuant to Article 20.1 shall manage the election process and report to the Chairman the results of the secret ballots referred to in this Article.

## **21. OCI ATHLETES COMMISSION**

The Executive Committee shall establish an Athletes Commission (referred to in these Articles as the “OCI Athletes Commission”) whose composition and terms of reference shall be determined by the Executive Committee from time to time in accordance with the specific IOC guidelines for the Athletes Commissions within the National Olympic Committees.

## **22. VACATION OF OFFICE BY MEMBERS OF THE EXECUTIVE COMMITTEE**

Membership of the Executive Committee (whether as an Officer, an elected other member, the Chair of the OCI Athletes Commission, the IOC Member or Members in Ireland (if any) or as a co-opted independent director) shall be vacated ipso facto if he or she:

- 22.1 resigns by writing under his hand left at the Office;
- 22.2 being the Chair of the OCI Athletes Commission, he or she ceases to occupy that office;
- 22.3 being an IOC Member in Ireland, he or she ceases to occupy that office;
- 22.4 being an independent director, is removed from that position by the Executive Committee in accordance with his or her term of appointment;
- 22.5 becomes an employee of the Council, a paid consultant or adviser to the Council or provides for profit any other services to the Council;
- 22.6 is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his or her creditors or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;

- 22.7 becomes or is deemed to be the subject of a disqualification order within the meaning of Part 14 of the Act;
- 22.8 becomes subject to a declaration of restriction under section 819 of the Act;
- 22.9 can no longer be reasonably regarded as possessing adequate decision-making capacity by reason of his or her health;
- 22.10 is convicted of an indictable offence unless the Executive Committee otherwise determine and the determination of the Executive Committee is ratified at the next held general meeting of the Council;
- 22.11 is directly or indirectly interested in any contract with the Council and fails to declare the nature of his interest in the manner required by section 231 of the Act; or
- 22.12 in removed by an ordinary resolution passed in general meeting of the Council in accordance with section 146 of the Act; and
- 22.13 is removed by the Disciplinary Committee pursuant to Article 34.4 and its decision is either, not appealed, or is upheld on appeal in accordance with Article 34.5.

**23. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 23.1 The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The President will chair meetings of the Executive Committee. In the President’s absence one of the Vice-Presidents, or in the absence of the President and both Vice-Presidents some other Officer of the Executive Committee will act as chairman (“the Chairman”).
- 23.2 The office of the President and the Vice Presidents are honorary positions. The duties and responsibilities of the President, and where the President is indisposed, of the Vice-Presidents shall be:
  - (a) Overseeing the governance and performance of the Executive Committee, setting the agenda for meetings and facilitating the effective contribution of Members of the Executive Committee;
  - (b) Ensuring that there are appropriate strategies in place to implement the policies of the Executive Committee;
  - (c) Leading and representing the Executive Committee in communications with the Chief Executive Officer, senior management and employees of the Council;
  - (d) Chairing meetings of the Executive Committee and general meetings of the Council;
  - (e) Representing the interests of the Council at all ceremonial and representative occasions; and
  - (f) Such other matters as are from time to time specified by the Executive Committee.
- 23.3 Questions arising at any meeting of the Executive Committee shall be determined by a majority vote and, in the case of an equality of votes, the President or the Chairman, as the case may be, shall have a second or casting vote.

- 23.4 The office of the Honorary General Secretary is an honorary position. The duties of the Honorary General Secretary are to handle administrative matters on behalf of the Council and to act as the Company Secretary, having such duties as may be specified from time to time by the Executive Committee.
- 23.5 The Honorary General Secretary shall, on the requisition of the President or any three members of the Executive Committee, summon a meeting of the Executive Committee. All members of the Executive Committee shall be entitled to reasonable notice of any meeting of the Executive Committee but no person other than a member of the Executive Committee can object to the notice given for any meeting of the Executive Committee.
- 23.6 The quorum necessary for the transaction of the business of the Executive Committee shall be seven. A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Committee. The Executive Committee may act notwithstanding any vacancies in its body but if at any time their number shall be less than the quorum fixed by or in accordance with these Articles they may act only for the purpose of filling up vacancies in the members of the Executive Committee or summoning a general meeting of the Council.
- 23.7 A resolution in writing signed by a majority of the members of the Executive Committee for the time being shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Executive Committee. The Council shall be entitled to act on a signature transmitted by facsimile or e-mail or other form of electronic communication provided that the Honorary General Secretary is satisfied as to the authenticity of the signature. Where it is proposed to have a resolution passed in accordance with this article the Honorary General Secretary shall transmit a copy of the resolution proposed to be signed to each member of the Executive Committee at such address (physical or e-mail) or facsimile number as that member shall have notified to the Honorary General Secretary. If the member has not notified any such address or number it shall be sufficient for the Honorary General Secretary to transmit a copy of the proposed resolution to the address or number of that member last known to the Honorary General Secretary.
- 23.8 All acts done by any meeting of the Executive Committee, or by any person acting as an Officer or member of the Executive Committee, shall as regards all persons dealing in good faith with the Council, notwithstanding that there was some defect in the appointment of any Officer or member of the Executive Committee or person acting as such or that any such Officer or member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer or member of the Executive Committee and had been entitled to vote.

## **24. COMMITTEES AND SUB-COMMITTEES**

- 24.1 The Executive Committee may delegate any of their powers to committees or sub-committees, which may consist of members of the Executive Committee or such other persons as the Executive Committee think fit. Any committee so formed shall in the exercise of its powers of delegation, conform to their terms of reference as determined from time to time by the Executive Committee.
- 24.2 The Executive Committee:

- (a) may establish such committees or sub-committees, having such terms of reference as the Executive Committee thinks appropriate; and
  - (b) shall establish a standing committee to be called the Audit & Risk Committee having such terms of reference as the Executive Committee thinks appropriate.
- 24.3 A majority of the members of any committee, except the Disciplinary Committee established pursuant to Article 34, shall be members of the Executive Committee. The quorum for meetings of committees or sub-committees shall be set by the Executive Committee in each such committees' terms of reference provided however that in order for each such committee to be quorate there must be a majority of members of the Executive Committee present.
- 24.4 The members of any committee or sub-committee appointed under this Article shall not be entitled to any remuneration for their services, but the Executive Committee may authorise the payment by the Executive Committee to any such member of any reasonable and proper out of pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of the Council.
- 24.5 All acts done by any meeting of any committee or sub-committee, or by any person acting as a member of any committee or sub-committee, shall as regards all persons dealing in good faith with the Council, notwithstanding that there was some defect in the appointment of any member of any committee or sub-committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of any committee or subcommittee and had been entitled to vote

**25. CHIEF EXECUTIVE OFFICER**

- 25.1 The Executive Committee may from time to time appoint any person (other than an Officer or member of the Executive Committee) to the office of Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 25.2 Without prejudice to section 40 of the Act, the Executive Committee may confer upon a Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring such powers, the Executive Committee may specify that the conferral is to operate either:
- (a) so that the powers concerned may be exercised concurrently by them and the Chief Executive Officer; or
  - (b) to the exclusion of their own such powers.
- 25.3 The Executive Committee may:
- (a) revoke any conferral of powers on a Chief Executive Officer; or
  - (b) amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

**26. MINUTES**

The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- 26.1 of all appointments of officers made by the Executive Committee;
- 26.2 of the names of the members of the Executive Committee and any committee or sub-committee thereof; and
- 26.3 of all resolutions and proceedings at all general meetings of the Council and of the Executive Committee and of any committee or sub-committee thereof.

**27. THE SEAL**

The Council shall have a common seal with its name engraved thereon in legible characters and the Executive Committee shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Executive Committee. Every instrument to which the Seal shall be affixed shall be signed by the Honorary General Secretary, or by some other person appointed by the Executive Committee for the purpose, and by one other member of the Executive Committee.

**28. FINANCIAL STATEMENTS**

- 28.1 The Executive Committee shall cause adequate accounting records to be kept relating to:-
- (a) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Council;
  - (c) all transactions whereby services are provided or purchased; and
  - (d) the assets and liabilities of the Council.

Adequate accounting records shall not be deemed to be kept, if they are not kept, such accounting records as are necessary to facilitate the preparation of financial statements that give a true and fair view of the state of the Council's affairs and to explain its transactions.

- 28.2 The accounting records shall be kept at the Office or, subject to sections 282 and 283 of the Act, at such other place as the Executive Committee think fit, and shall at all reasonable times be open to the inspection of the Executive Committee.
- 28.3 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Council or any of them shall be open to the inspection of Members not being members of the Executive Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Council except as conferred by statute or authorised by the Executive Committee or by the Council in general meeting.
- 28.4 The Executive Committee shall from time to time in accordance with the Acts cause to be prepared and to be laid before the annual general meeting of the Council such statutory financial statements and reports as are required by the Acts to be prepared and laid before the annual general meeting of the Council.
- 28.5 A copy of the statutory financial statements (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Council together with a copy of the Executive Committee's report and Statutory Auditor's report shall, not less than twenty one days before the date of the annual

general meeting, be sent to the Statutory Auditor and to every person entitled under the provisions of the Acts to receive them.

- 28.6 As required by section 341(1) and (2) of the Act, the Executive Committee shall, in each financial year, cause copies of the financial statements, directors' report and statutory auditors' report to be laid before the Council in general meeting, not later than 9 months after the Council's financial year end.

**29. HONORARY TREASURER**

The office of Honorary Treasurer is an honorary position. The duties of the Honorary Treasurer is to provide oversight for the Executive Committee on all financial matters relating to the Council. The Honorary Treasurer shall make a report on such matters at each Executive Committee meeting and general meetings of the Council as may from time to time be determined by the Executive Committee. The Honorary Treasurer shall liaise with the Chief Executive Officer and any other employees of the Council as the Executive Committee may from time to time determine and shall provide oversight for the Executive Committee on the implementation of the Council's financial strategy and budget.

**30. AUDIT**

Statutory Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

**31. FINANCES OF THE COUNCIL**

The finances of the Council shall be derived from, among others:

- 31.1 membership subscriptions;
- 31.2 subsidies from the State, public bodies, or other organisations;
- 31.3 National Lottery and other lotteries;
- 31.4 gifts and bequests;
- 31.5 proceeds from events like Olympic Day, from stamp issues, the sale of National Olympic Committee emblems approved by the IOC for use on a commercial basis, publications and sale of printed material, the granting of licences to third parties for the use of the Council's emblems and mascots;
- 31.6 fees for services rendered;
- 31.7 any other source which the Council or its Executive Committee shall approve;
- 31.8 sponsorship; and
- 31.9 from the European Olympic Committees and IOC funding.

No financial assistance from any of the various public and private bodies referred to herein may interfere with the independence of the Council which, in accordance with clause 4(b) of the Memorandum, is to remain a completely autonomous and independent body, resisting all political, religious or commercial pressures.

**32. SERVICE OF NOTICES ON MEMBERS AND THE COUNCIL**

32.1 A notice required or authorised to be served on or given to a member of the Council pursuant to a provision of the Act or this Constitution shall, save where the means of serving or giving it specified in paragraph (d) is used, be in writing and may be served on or given to the member in one of the following ways:

- (a) by delivering it to the member;
- (b) by leaving it at the registered address of the member;
- (c) by sending it by post in a prepaid letter to the registered address of the member;  
or
- (d) by electronic means; and

each of the members of the Council hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Council with an email address to which notices may be served or given.

32.2 Any notice served or given in accordance with Article 32.1 shall be deemed, in the absence of any agreement to the contrary between the Council (or, as the case may be, the officer of it) and the member, to have been served or given:

- (a) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
- (b) in the case of its being left, at the time that it is left;
- (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):
  - (i) on a Friday - 72 hours after despatch; or
  - (ii) on a Saturday or Sunday - 48 hours after despatch;
- (d) in the case of electronic means being used in relation to it, twelve hours after despatch,

but this Article is without prejudice to section 181(3) of the Act.

32.3 In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Council by an officer or member of the Council by email provided, however, that the Executive Committee have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Council.

32.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member;
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a Member where a Member but for his death or bankruptcy would be entitled to receive notice of the meeting;

- (c) the Officers and members of the Executive Committee;
- (d) the members of the OCI Athletes Commission; and
- (e) the Statutory Auditor for the time being of the Council,

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

### **33. WIND UP**

The provisions of Clause 9 of the Memorandum relating to the winding up or dissolution of the Council shall have effect and be observed as if the same were repeated in full in these Articles.

### **34. DISCIPLINE**

34.1 The Executive Committee shall appoint a Disciplinary Committee comprised of two Officers or other members of the Executive Committee and two (2) independent persons with knowledge and experience in conducting disciplinary enquiries. All those appointed shall be drawn from a panel of persons who have been approved by the Members in general meeting. The terms of reference of the Disciplinary Committee shall be set by the Executive Committee and shall be communicated to all Members, National Federations, Sporting Bodies and the IOC Athletes Commission.

34.2 The Disciplinary Committee shall be empowered to hear any complaint against any:

- (a) Officer or member of the Executive Committee (whether as an Officer, an elected other member, the Chair of the OCI Athletes Commission, an IOC Member in Ireland or as a co-opted independent director), or
- (b) Member of the Council (including, for the avoidance of doubt, any Member National Federation or Member Sporting body who has been admitted as a Member, indirectly, through the admission of a nominee and any individual associated with any such Member National Federation or Member Sporting Body),

whether made by any member of the Executive Committee, Member of Council or a member of the public.

34.3 Upon receiving a written request from the Disciplinary Committee, the person against whom the complaint has been made (the "Complainee") shall provide such further information or documentation within such a period as may be reasonably required. The Disciplinary Committee will give the said Complainee a reasonable opportunity to make representations (in writing, in person or through the use of any duly appointed counsel or representative) in connection with the said complaint before making any final decision thereon.

34.4 The Disciplinary Committee shall have the following disciplinary powers against a Complainee against whom it upholds (whether in whole or in part) a complaint:

- (a) reprimand;
- (b) fine;

- (c) suspension from his, her or its position, for whatever period of time and on such terms and conditions as the Disciplinary Committee shall decide;
- (d) in the case of a Member of the Council, termination of Membership or, in the alternative, the imposition of conditions on its membership; and
- (e) in the case of an Officer or member of the Executive Committee, his or her removal as a member of the Executive Committee.

34.5 Any decision made by the Disciplinary Committee may be submitted exclusively by way of appeal to Just Sport Ireland (“JSI”) in accordance with its rules and (where applicable) to the Court of Arbitration for Sport in Lausanne, Switzerland (“CAS”). The time limit for any appeal to CAS is twenty one days after the receipt by the appellant of the decision to be appealed. If the Court of Arbitration agrees to entertain an appeal of the decision made, it will resolve the dispute definitively in accordance with the code of Sports-Related Arbitration. The decision of JSI or, if applicable, the Court of Arbitration for Sport in Lausanne shall be final and binding on the parties.

### **35. CONFIDENTIALITY**

Without prejudice to its rights or duties at law, an Officer or member of the Executive Committee and each Member of the Council shall treat all information relating to any Member, the Council or the Executive Committee as strictly confidential and shall not communicate such information or any part thereof to any other person authority or organisation whatsoever.

### **36. INDEMNITY**

36.1 Subject to the provisions of and so far as may be permitted by section 235(3) of the Act and to Article 36.2 and 36.3, every Officer and member of the Executive Committee (whether as an Officer, an elected other member, the Chair of the OCI Athletes Commission, the IOC Member or Members in Ireland (if any) or as a co-opted independent director) shall be entitled to be indemnified by the Council against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an Officer or member of the Executive Committee provided that:

- (a) judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part), or,
- (b) he or she is acquitted in the proceedings, or,
- (c) relief from liability is granted to him or her by the Court under sections 233 or 234 of the Act.

36.2 Legal and other professional fees as well as costs, charges, losses, expenses or liabilities incurred by an individual member of the Executive Committee shall not be discharged by the Council unless these are first pre-approved at the discretion of the Executive Committee and the Executive Committee may attach such terms and conditions as it thinks fit to any such approval.

36.3 Any legal or professional fees as well as costs, charges, losses, expenses or liabilities incurred by or for an individual member of the Executive Committee and paid by the

Council shall become repayable to the Council, by that member of the Executive Committee, where he or she is not entitled to be indemnified pursuant to Article 36.1 or where circumstances later occur that disentitles him or her to the indemnity.

- 36.4 The Executive Committee may cause the Council to purchase and maintain for directors' and officers' insurance in respect of any liability referred to in Article 36.1.