

COMPANIES ACTS, 1963 TO 2005

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

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

OF

THE OLYMPIC COUNCIL OF IRELAND LIMITED

COMPANIES ACTS, 1963 TO 2005

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE OLYMPIC COUNCIL OF IRELAND LIMITED

(Adopted by Special Resolution passed on 28th September 2005)

1. The name of the Company (hereinafter referred to as the "Council") is "The Olympic Council of Ireland Limited."
2. The objects for which the Company is established are:
 - (a)
 - (i) To promote games and sports and to bring together the youth of the world in the great quadrennial sports festival of the Olympic Games.
 - (ii) 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.
 - (b) 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.
 - (c) To ensure that the Council remains a completely autonomous and independent body and resists all political, religious or commercial pressures.
 - (d) 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.

- (e) 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.
- (f) 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.
- (g) 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.
- (h) To receive from any person or body monies for the purposes of furthering the objects of the Council.
- (i) 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.
- (j) 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.
- (k) 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 any of its objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Council.
- (l) 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 objects.
- (m) 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, licences, 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 licences 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.

- (n) To borrow or raise money for the purposes of the Council on such terms and on such security as may be thought fit.
- (o) To do or make any other acts and things which in the opinion of the Council may be conducive or incidental to the objects of the Council.
- (p) 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.

AND IT IS HEREBY FURTHER DECLARED that the objects specified in different paragraphs of this Clause shall not, except where the context expressly so requires, be in anyway limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Council but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

3. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the objects of the Council as set forth in this Memorandum of Association and no portion thereof 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 PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council or to any member of the Council in return for any services actually rendered to the Council nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Council but that no member of the Executive Committee of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Council to any member of such Executive Committee except repayment of out-of-pocket expenses and interest at the

rate aforesaid on money lent or reasonable and proper rent from the premises demised or let to the Council. PROVIDED that the proviso last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. The liability of the Members is limited.
5. 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.
6. 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 but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Council, 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 Council under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Council 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.

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COMPANIES ACTS, 1963 TO 2001

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE OLYMPIC COUNCIL OF IRELAND LIMITED

(adopted by special resolution passed on 28th March 2002)

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.

<u>Words</u>	<u>Meanings</u>
Act	The Companies Act, 1963.
Acts	The Companies Acts, 1963 to 2001 as such Acts may be amended and be in force from time to time.
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.
Council	The Olympic Council of Ireland Limited.
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.

Ireland	The island of Ireland.
Member	A member of the Council; and "Membership" shall be construed accordingly.
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.
Non-voting Member	A member of the Council and/or the Executive Committee, entitled to such rights and privileges as are hereinafter provided but not entitled to vote at meetings of the Council.
OCI Athletes Commission	The Athletes Commission as established under Article 16
Office	The Council's registered office.
Officers	The Officers of the Council referred to in Article 15.3.
Olympic Charter	The Olympic Charter as amended and in force from time to time (the version current at the date of adoption of these Articles being the version in force as from the 14 th July 2001);
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 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.
Voting Member	A member of the Council entitled to vote at meetings 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

In these Articles, unless the context requires another interpretation:

words importing the singular number only shall include the plural number and vice versa;

words importing the masculine gender only or neuter shall include the feminine gender;

words importing persons shall include corporations;

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

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 Olympic Movement 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.

4. MISSION

The mission of the Council is to develop and protect the Olympic Movement in Ireland in accordance with the Olympic Charter (*Rule 31.1*).

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 the National Olympic Academies, Olympic Museums and cultural programmes related to the Olympic movement (*Rule 31.2.1*);
- 5.2 ensure the observance of the Olympic Charter in Ireland (*Rule 31.2.2*);
- 5.3 encourage the development of sport (*Rule 31.2.3*);
- 5.4 help in the training of sports administrators in Ireland (*Rule 31.2.4*);
- 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 (*Rule 31.2.5*);
- 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 (*Rule 31.2.6*);

- 5.7 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 (*Rule 31.5*);
- 5.8 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
- 5.9 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 (*Bye-law 8.1 to Rules 31 and 32*) (*Bye-law 8.2 to Rules 31 and 32*).

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 (*Rule 31.3*).
- 6.2 The flag, the emblem and the anthem adopted by the Council must be approved by the IOC Executive Board (*Rule 35*).
- 6.3 The Council has the sole authority to designate the city which may apply to organise the Olympic Games in Ireland (*Rule 31.4*).
- 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 (*Bye-law 8.3 to Rules 31 and 32*).

7. RESPECT FOR IOC RULES

- 7.1 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.
- 7.2 The Council undertakes to respect Rules 38, 39, 40, 41, 49, 62 and 68 and paragraph 3 of the Bye-law to Rule 49, paragraph 3 of the Bye-law to Rule 59, paragraph 4 of the Bye-law to Rule 61 and paragraphs 2, 3 and 4 of the Bye-law to Rule 64.

8. MEMORANDUM AND ARTICLES

- 8.1 The Memorandum and these Articles shall be, at all times, in accordance with the Olympic Charter. If there is any doubt as to the implication or interpretation of the Memorandum or these Articles or if there is a contradiction between the Memorandum or these Articles and the Olympic Charter, the latter shall take precedence (*Bye-Law 2 to Rules 31 and 32*).
- 8.2 Subject to compliance with these Articles, any amendment of or addition to the Memorandum or these Articles may be proposed by any Officer of the Council or by any National Federation which is a Voting Member, whose sport is on the programme of the Olympic Games, through its Honorary Secretary. Such proposed amendment or addition must be notified, in writing, to the Honorary General Secretary at least twenty-eight days before a general meeting of the Council which will consider it. The Honorary General Secretary shall give notice of such proposed amendment or addition to each Officer of the Council and to the Honorary Secretary or equivalent officer of each National Federation which is a Member not later than twenty one days prior to the meeting of the Council which will consider same. A three-fourths majority of those present and voting at the meeting of the Council considering any amendment or addition shall be necessary to carry same.
- 8.3 Any amendment of or addition to the Memorandum or these Articles proposed to be made shall be notified by the Honorary General Secretary to the International Olympic Committee with a request for approval (*Bye-Law 2 to Rules 31 and 32*).

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. MEMBERS: 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 For the purposes of registration of the Council, the number of Members is five hundred but the Council may from time to time register an increase of Members.
- 10.3 All Members other than representatives of National Federations shall be citizens of Ireland. All Members shall be of good standing, sound judgment and independent mind, with the knowledge of and belief in the principles of the Olympic movement.
- 10.4 The decision of the Executive Committee as to whether or not any application for admission to Membership shall be admitted shall be final and conclusive, and the Executive Committee shall be entitled in its absolute discretion to refuse to admit to Membership any applicant (but it shall give its reason for such refusal), provided that any such decision is taken by the Council 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.
- 10.5 A register shall be kept by the Council containing the names and addresses of all the Members, together with such other particulars as may be required by the Acts.
- 10.6 Members of the Council, with the exception of those who devote themselves to the administration of sport, shall not accept any salary or fee of any kind in respect of their position thereon. They may accept reimbursement for transportation, lodging and other reasonable expenses incurred by them in connection with their Olympic duties (*Bye-law 6 to Rules 31 and 32*).

11. VOTING MEMBERSHIP

- 11.1 A member, honorary member or honour member of the IOC expelled from the IOC may not be a Member (*Rule 20.3.8*).
- 11.2 Voting Membership shall comprise
 - 11.2.1 the IOC Member(s) in Ireland (excluding Honorary IOC Members);
 - 11.2.2 the President;
 - 11.2.3 the other Officers and members of the Executive Committee elected in accordance with these Articles; and
 - 11.2.4 representatives of the National Federations affiliated to the International Federations governing sports included in the programme of the Olympic Games accepted into Membership in accordance with these Articles and which are in good standing in respect of such Membership.

To be recognised by the Council and accepted as a Member, a National Federation must exercise a specific and real sports activity (in Ireland and internationally, in particular by organising and participating in competitions and implementing training programmes for athletes), be affiliated to its International Federation recognised by the IOC and conduct its activities in compliance with both the Olympic Charter and the rules of its International Federation (*Rule 33*).

The Council shall not recognise more than one National Federation for each sport governed by such International Federations. Furthermore such National Federations or the representatives chosen by them must constitute the voting majority of the Council and of the Executive Committee (*Rule 32.1.2*); and

- 11.2.5 representatives of the OCI Athletes Commission.

12. NON-VOTING MEMBERSHIP

- 12.1 The non-voting Membership may include:
 - 12.1.1 the Honorary IOC Member(s) in Ireland;
 - 12.1.2 the representatives of National Federations affiliated to their International Federations as recognised by the IOC as controlling their

sport although such sports are not on the programme of the Olympic Games and provided such National Federations are affiliated to the Council (*Rule 32.2.1*); and

12.1.3 other Members elected in accordance with Article 12.4.

12.2 The Executive Committee may elect any person to be an Honorary Member either for life or for such other period as the Executive Committee may, at its discretion, think fit. In addition the Executive Committee may create different categories of honorary Membership. Without prejudice to the foregoing, the Executive Committee may elect as Honorary Members any of the following:

12.2.1 multi-sports groups and other sports-oriented organisations or their representatives (*Rule 32.2.2*); and

12.2.2 Irish citizens who, in the opinion of the Executive Committee, are liable to reinforce the effectiveness of the Council or have rendered distinguished services to the cause of sport and Olympism (*Rule 32.2.2*).

12.3 Every Honorary Member shall be entitled to receive notice of and to attend and speak at every meeting of the Council but shall not be entitled to vote at any such meeting.

12.4 Governments or other public authorities shall not have any right to appoint or designate any persons to be Members of the Council. However the Executive Committee may decide, at its discretion, to elect as Members representatives of such authorities (*Rule 32.4*).

13 **MEETINGS OF THE COUNCIL**

13.1 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.

13.2 Within twelve months from the conclusion of an Olympic Games a meeting of the Council will be held to receive reports from the Chef de Mission, Honorary General Secretary and Honorary Treasurer and to elect Officers and an Executive Committee for the next Olympic Games, in accordance with the provisions set out in these Articles. If circumstances prevent the holding of an Olympic Games the existing Officers and the Executive Committee will remain in office until the Council elects successors in accordance with the

provisions of these Articles. An outgoing Executive Committee constituted in accordance with the provisions of Article 15 shall remain in office until the end of the meeting referred to in this Article.

Copies of the minutes at which elections or replacements of Members have taken place shall be sent to the IOC. All documents must be certified as true copies by the President and the Honorary General Secretary (*Bye-law to Rules 31 and 32, paragraph 3*).

- 13.3 All general meetings of the Council shall be either annual general meetings or extraordinary general meetings. The Executive Committee may convene a general meeting at any time. All general meetings shall be held in the State. 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 affiliated National Federations whose sports are on the programme of the Olympic Games or as provided by section 132 of the Act. Such meeting shall be held within forty-two days of requisition.
- 13.4 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 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.
- 13.5 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.
- 13.6 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 a statement to that effect.
- 13.7 13.7.1 Three delegates from each National Federation are entitled to attend any meeting of the Council. Each National Federation must notify the Honorary General Secretary in writing of the names and addresses of its delegates to the Council meeting and the seniority of those delegates. Such notification shall be received by the Honorary General Secretary not less than seven days before the meeting is due to take place.

If the notification from the National Federation does not specify the seniority of the delegates, the seniority shall be determined by the order in which the delegates' names appear on the notification, the first-named being the most senior.

13.7.2 Three delegates from the OCI Athletes Commission are entitled to attend any meeting of the Council. The OCI Athletes Commission must notify the Honorary General Secretary in writing of the names and addresses of its delegates to the Council meeting and the seniority of those delegates. Such notification shall be received by the Honorary General Secretary not less than seven days before the meeting is due to take place. Such delegates shall be active athletes or retired athletes having taken part in the Olympic Games.

If the notification from the OCI Athletics Commission does not specify the seniority of the delegates, the seniority shall be determined by the order in which the delegates' names appear on the notification, the first-named being the most senior.

13.8 No delegate shall be entitled to represent more than one member organisation of the Council. No delegate shall be entitled to represent any member organisation of the Council unless he or she is an officer or a member of the governing board thereof or has been duly appointed by the member organisation to act on its behalf at Council meetings.

13.9 The following business shall be deemed special:

13.9.1 all that is transacted at an extraordinary general meeting; and

13.9.2 all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheet and the reports of the Executive Committee and the Auditors, the election of members of the Executive Committee in place of those retiring, the reappointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

13.10 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 the representatives of not less than twelve National Federations which have complied with Article 11.2.4.

13.11 If within half an hour from the time appointed for the 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.

13.12 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 on the President's behalf. 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.

- 13.13 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. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- 13.14 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 twelve Members present and entitled to vote.
- 13.15 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.
- 13.16 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.
- 13.17 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.
- 13.18 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 second or casting vote.
- 13.19 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.

- 13.20 The minutes of all general meetings other than an annual general meeting shall be distributed by the Honorary General Secretary to all Members within six months of each such meeting.

14 VOTES OF MEMBERS

- 14.1 Only the most senior of the delegates present from each National Federation and from the OCI Athletes Commission shall have the right to vote at meetings of the Council, in accordance with the provisions of Article 13.7.
- 14.2 Any Member and any delegate who would be entitled, but for the existence of this Article, to more than one vote on any matter shall be entitled only to one vote.
- 14.3 When dealing with questions relating to the Olympic Games, only the votes cast by members of the Executive Committee and by the National Federations affiliated to the International Federations governing sports included in the programme of the Olympic Games shall be taken into account (*Rule 32.3*).

15 EXECUTIVE COMMITTEE

- 15.1 The affairs of the Council shall be managed by an Executive Committee to be constituted as hereinafter provided.
- 15.2 The Executive Committee shall consist of:
- 15.2.1 the Officers referred to in these Articles,
- 15.2.2 the IOC Member(s) in Ireland,
- 15.2.3 the IOC Members in Ireland elected pursuant to paragraph 2.2.4 of the Bye-law to Rule 20 of the Olympic Charter. Such Members are ex officio Members of the Executive Committee within which they have the right to vote (*Rule 32.1.1*),
- 15.2.4. seven other members who are duly nominated for such membership and elected by the Council in accordance with the provisions of these Articles, and
- 15.2.5 the Chairman of the OCI Athletes Commission.

- 15.3. The Officers of the Council to be elected are:
- 15.3.1 the President;
 - 15.3.2 the First Vice-President;
 - 15.3.3 the Second Vice-President;
 - 15.3.4 the Honorary General Secretary; and
 - 15.3.5 the Honorary Treasurer.
- 15.4 No person shall be eligible for nomination for election to the Executive Committee who is not:
- 15.4.1 at the date of nomination, a delegate of a National Federation whose sport is on the programme of the Olympic Games, which is affiliated to the Council;
 - 15.4.2 an outgoing Officer of the Council; or
 - 15.4.3 an outgoing member of the Executive Committee.
- 15.5 Nominations for Officers and members of the Executive Committee must be submitted in writing to the Honorary General Secretary at least twenty eight days before the meeting referred to in Article 13.2. Nominations can be made only by a National Federation whose sport is on the programme of Olympic Games and which is affiliated to the Council. The Honorary General Secretary shall, at least forty nine days before the meeting referred to in Article 13.2, write to each National Federation inviting nominations for Officers and members of the Executive Committee.
- 15.6 Persons nominated shall be formally proposed at the meeting referred to in Article 13.2 and shall be seconded by a delegate from a sport other than that of the proposer. Voting for election to any office under these Articles (other than the office of Auditor) shall be by secret ballot. Such election shall be decided by a straight majority vote and on an equality of votes the Chairman shall have a casting vote.
- 15.7 Should the President cease for any reason to hold office during an Olympiad the First Vice-President shall assume the office of President for the remainder of that Olympiad. If in such circumstances the First Vice-President shall cease for any reason to hold office during an Olympiad then the Second Vice-President shall assume the office of President for the remainder of that Olympiad.

- 15.8 Should any Officer other than the President cease for any reason to hold office during an Olympiad the Executive Committee shall appoint another Officer in his place who need not be a member of the Executive Committee. Any person thus appointed shall hold office for the remainder of the Olympiad unless the Council shall in the meantime resolve in general meeting to remove him, in which case the Council shall thereupon in general meeting elect another person to hold such office for the remainder of the Olympiad.
- 15.9 Any change in the Officers of the Council shall be notified by the Honorary General Secretary to the IOC.
- 15.10 The Executive Committee may, at its discretion, co-opt delegates of other sports organisations or persons who, in the opinion of the Executive Committee, can render service to the Olympic Movement. The terms of such co-opted membership may be defined by the Executive Committee but shall in no such case confer a vote at Executive Committee meetings on any person so co-opted. Every person so co-opted shall be referred to as a “Co-opted Member” of the Executive Committee. The function of a Co-opted Member of the Executive Committee shall be to inform and advise the Executive Committee, and to express opinions on such matters as the Executive Committee shall request, but not to vote on any matter arising at any meeting of the Executive Committee. Accordingly, Co-opted Members of the Executive Committee shall not be directors of the Council for any purposes of the Acts.

16 OCI ATHLETES COMMISSION

The Executive Committee shall establish an athletes commission whose composition and terms of reference shall be determined by the Executive Committee from time to time.

17 RETIREMENT OF MEMBERS OF THE EXECUTIVE COMMITTEE

Membership of the Executive Committee shall be vacated ipso facto if the member:

- 17.1 resigns by writing under his hand left at the Office;
- 17.2 becomes an employee of the Council, a paid consultant or adviser to the Council or provides for profit any other services to the Council;
- 17.3 is adjudged bankrupt in Ireland or in any territory outside Ireland or makes

any arrangement or composition with his creditors generally or is prohibited from being a director by reason of any order made under the Acts;

- 17.4 becomes of unsound mind;
- 17.5 is convicted of an indictable offence unless the Executive Committee otherwise determine; or
- 17.6 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 194 of the Act.

18 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 18.1 The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The President of the Council will preside over and conduct the business of meetings of the Executive Committee. In his absence one of the Vice-Presidents, or in the absence of the President and both Vice-Presidents some Officer appointed from among those present, will act as chairman (“the Chairman”) with the same powers as the President.
- 18.2 The Vice-Presidents will perform such duties as are assigned by the President or are laid down from time to time by the Executive Committee.
- 18.3 Questions arising at any meeting 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.
- 18.4 The Honorary General Secretary on the requisition of seven members of the Executive Committee shall at any time summon a meeting of the Executive Committee. At least twenty-one days notice (inclusive of the day on which the notice is given) specifying the place, the day and the hour of meeting and enclosing the agenda shall be given of every meeting so requisitioned of the Executive Committee.
- 18.5 No business not mentioned in the agenda for any meeting of the Executive Committee shall be transacted at any meeting of the Executive Committee unless in the opinion of the President or Chairman, as the case may be, of the meeting supported by a majority of the other members of the Executive Committee present at the meeting such business arises directly out of an item included in the agenda or out of the minutes of the last preceding meeting or as a matter of urgency.
- 18.6 The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed 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.

- 18.7 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.
- 18.8 All acts done by any meeting of the Executive Committee, or by any person acting as a 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 member of the Executive 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 the Executive Committee and had been entitled to vote.

19 COMMITTEES AND SUB-COMMITTEES

- 19.1 The Executive Committee may delegate any of their powers to committees or sub-committees, whether consisting of a member or members of their body, as they think fit. Any committee so formed shall in the exercise of powers of delegation conform to any regulations that may be imposed on them by the Executive Committee.
- 19.2 The Executive Committee may appoint committees or sub-committees to deal with particular aspects of the Olympic movement, or matters connected with the Olympic Games, and may lay down the standing, responsibility and

purpose of such committees or sub-committees.

- 19.3 The head of each committee or sub-committee shall be one of the Council's Officers or an elected member of the Executive Committee.
- 19.4 Each such committee or sub-committee shall appoint one of its members to be Secretary thereof from time to time and such Secretary shall keep a proper record of the proceedings at all meetings of such committee or sub-committee and a record of the persons attending at any such meeting. The records of the committees or sub-committees shall be available to the Executive Committee.
- 19.5 The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Executive Committee.
- 19.6 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.
- 19.7 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 sub-committee and had been entitled to vote.

20 BORROWING POWERS

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.

21 MINUTES

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

- 21.1 of all appointments of officers made by the Executive Committee;

21.2 of the names of the members of the Executive Committee and any committee or sub-committee thereof; and

21.3 of all resolutions and proceedings at all meetings of the Council and of the Executive Committee and of any committee or sub-committee thereof.

Every member present at any meeting of the Executive Committee or of any committee or sub-committee shall sign his name in a book to be kept for that purpose.

22 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.

23 ACCOUNTS

23.1 The Executive Committee shall cause proper books of account to be kept relating to:-

23.1.1 all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

23.1.2 all sales and purchases of goods by the Council; and

23.1.3 the assets and liabilities of the Council.

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 Council's affairs and to explain its transactions.

23.2 The books of account shall be kept at the Office or, subject to section 147 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.

23.3 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.

23.4 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 income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Acts to be prepared and laid before the annual general meeting of the Council.

23.5 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 Council together with a copy of the Executive Committee's report and auditor's report shall, not less than twenty one days before the date of the annual general meeting, be sent to the Auditor and to every person entitled under the provisions of the Acts to receive them.

24 HONORARY TREASURER

The Honorary Treasurer will lodge all moneys, as soon as possible, in a bank account of the Council. He will normally pay accounts due by the Council by cheques which will be signed by any two of the President, the Honorary Treasurer and the Honorary General Secretary. Where he considers it advisable he will seek the authority of the Council or the Executive Committee for any exceptional expense or payment. He will present to meetings of the Council and the Executive Committee a current financial statement. He shall prepare and submit to the Auditors a balance sheet and statement of accounts in accordance with the Acts. On the conclusion of each Olympiad he will have his records audited by a qualified accountant appointed by the Council and will present the auditor's report to the Council. He will carry out financial instructions of the Council or the Executive Committee as directed.

25 AUDIT

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

26 FINANCES OF THE COUNCIL

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

26.1 Membership subscriptions;

- 26.2 subsidies from the State, public bodies, or other organisations;
- 26.3 National Lottery and other lotteries;
- 26.4 gifts and bequests;
- 26.5 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;
- 26.6 fees for services rendered;
- 26.7 any other source which the Council or its Executive Committee shall approve; and
- 26.8 sponsorship.

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 2(c) of the Memorandum, is to remain a completely autonomous and independent body, resisting all political, religious or commercial pressures.

27 BYE-LAWS

Subject to these Articles and to the Acts, the Executive Committee shall have power to make regulations or bye-laws on all matters not provided for in these Articles and to do all such things which it may deem necessary for attaining the objects of the Council, provided that all actions taken or regulations or bye-laws made under this Article shall be reported to the next succeeding annual general meeting of the Council and provided further that no bye-laws shall be made under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by special resolution passed in accordance with the Acts.

28 NOTICES

A notice may be given by the Council 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 a notice of a meeting at the expiration of twenty four 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. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

28.1 every Member;

28.2 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; and

28.3 the auditor for the time being of the Council.

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

29 WIND UP

The provisions of clause 6 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.

30 INTERPRETATION

Subject to the provisions of Article 27, the sole authority for the interpretation of these Articles and any regulations or bye-laws made thereunder from time to time shall be vested in the Executive Committee.

31 DISCIPLINE

31.1 The Executive Committee shall appoint not less than two of its members to sit on the Executive Committee Disciplinary Sub-committee.

31.2 The Disciplinary Sub-committee shall be empowered to hear any complaint against any officer, Member or sport whether made by another officer, Member, sport or a member of the public. Upon receiving a written request from the Disciplinary Sub-committee, the officer, Member or sport concerned against whom a complaint has been made shall provide such further information or documentation within such a period as may be reasonably required. The Disciplinary Sub-committee will give the said officer, Member or sport 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.

31.3 The Disciplinary Sub-committee shall, in relation to an officer, Member or sport against whom a complaint as aforesaid shall have been made, have the following disciplinary powers:

31.3.1 reprimand;

31.3.2 fine;

31.3.3 suspension for whatever period of time the Disciplinary Sub-committee shall decide; and

31.3.4 termination of Membership.

31.4 Any officer, Member or sport against whom the disciplinary action referred to in this Article shall have been taken shall have a right of appeal to an extraordinary general meeting of the Council called for that purpose.

Notice of such appeal must be served in writing to the Secretary of the Executive Committee not less than 14 days after the date upon which any decision of a disciplinary sub-committee shall have been communicated to the said officer, Member or sport concerned. Any decision of the disciplinary sub-committee or (on appeal) of the Council taken at the aforesaid extraordinary general meeting shall be by not less than a 2/3 majority.

31.5 Any decision made by the extraordinary general meeting referred to in Article 31.4 may be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland which will resolve the dispute definitively in accordance with the code of Sports-Related Arbitration. The decision of the Court of Arbitration for Sport in Lausanne shall be final and binding on the parties. The time limit for appeal is twenty one days after the receipt by the appellant of the decision to be appealed.

32 CONFIDENTIALITY

Without prejudice to its rights or duties at law, each Member shall treat all information relating to any other 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.

33 INDEMNITY

Subject to section 200 of the Act no Executive Committee member or other officer of the Council shall be liable for the acts, receipts, neglects or defaults of any other Executive Committee member or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

Certified as a true copy of the Articles of Association of The Olympic Council of Ireland Limited as adopted by Special Resolution at the Extraordinary General Meeting held in Dublin, Ireland on Thursday 28th March 2002.

Signed: _____
Patrick Hickey
President & IOC Member
2nd April, 2002

Signed: _____
Dermot J. Sherlock
Honorary General Secretary
2nd April, 2002

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