

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)

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 promote athletic and amateur 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.
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.

CONTENTS

ARTICLES OF ASSOCIATION

Number	Article	Page
	Contents	6
1	Definitions	7
2.	Interpretation	9
3.	Preamble	9
4.	Mission	9
5.	Role	9
6.	Powers and authority	10
7.	Respect for IOC Rules	11
8.	Constitution	11
9.	Preliminary	11
10.	Members: general provisions	11
11.	Voting Membership	12
12.	Non-voting Membership	12
13.	Meetings of the Council	13
14.	Votes of Members	16
15.	Executive Committee	16
16.	OCI Athletes Commission	18
17.	Vacation of office by members of the Executive Committee	18
18.	Proceedings of the Executive Committee	19
19.	Committees and sub-committees	20
20.	Borrowing powers	21
21.	Chief Executive Officer	21
22.	Minutes	21
23.	The Seal	21
24.	Financial Statements	22
25.	Honorary Treasurer	22
26.	Audit	23
27.	Finances of the Council	23
28.	Service of notices on members and the Council	23
29.	Wind up	24
30.	Authority for Interpretation	25
31.	Discipline	25
32.	Confidentiality	25
33.	Indemnity	26

ARTICLES OF ASSOCIATION

OF

THE OLYMPIC COUNCIL OF IRELAND

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

(adopted by special resolution passed on 22 June 2017)

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 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.
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 15.5.
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 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

No “optional provision” as defined by section 1177(2) of the Act shall apply to the Council.

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.

In these Articles, unless the context requires another interpretation:

- 2.1 words importing the singular number only shall include the plural number and vice versa;
- 2.2 words importing the masculine gender only or neuter shall include the feminine gender;
- 2.3 words importing persons shall include corporations;
- 2.4 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
- 2.5 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.

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;
- 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;
 - 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;
 - 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.

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.

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. If there is any doubt as to the implication or interpretation of the Constitution or if there is a contradiction between the Constitution and the Olympic Charter, the latter shall take precedence, subject to it not being in contravention with the Acts and any other enactment.

8.2 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.

8.3 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.

8.4 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. 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.

11. VOTING MEMBERSHIP

- 11.1 A member, honorary member or honour member of the IOC expelled from the IOC may not be a Member.

- 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;

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.

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; and

11.2.5 the Chair for the time being 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; and

12.1.3 members (other than the Chair) of the Athletes Commission.

- 12.2 The Council can by resolution in general meeting appoint persons as Honorary Members. The Executive Committee may nominate, and the Council may in general meeting elect, any person to be an Honorary Member. In addition the Executive

Committee may recommend, and the Council may in general meeting, create different categories of honorary Membership.

- 12.3 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.
- 12.4 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. MEETINGS OF THE COUNCIL

- 13.1 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.
- 13.2 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:
- (a) the consideration of the company's statutory financial statements and the report of the directors and the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the company'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;
 - (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.
- 13.3 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. 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.
- 13.4 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 affiliated National Federations whose sports are on the programme of the Olympic Games 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.
- 13.5 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 seven 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.

- 13.6 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.
- 13.7 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.
- 13.8 The following provisions shall apply:
- 13.8.1 Three delegates from each National Federation are entitled to attend any general 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 general meeting of the Council 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.
- 13.8.2 All members of the OCI Athletes Commission are entitled to attend any general meeting of the Council. 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.
- 13.9 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 general meetings of the Council.
- 13.10 The following business shall be deemed special:
- 13.10.1 all that is transacted at an extraordinary general meeting; and
- 13.10.2 all 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 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.
- 13.11 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.
- 13.12 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.

- 13.13 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.
- 13.14 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.
- 13.15 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.
- 13.16 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.
- 13.17 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.
- 13.18 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.
- 13.19 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.
- 13.20 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.

13.21 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 delegate, of the delegates present from each National Federation, shall have the right to vote at general meetings of the Council.

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.

15. EXECUTIVE COMMITTEE

15.1 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.

15.2 Without prejudice to the generality of Article 15.1, the Executive Committee shall have the power to make policies, procedures and codes for the Council and the power to make standing orders as to the governance of the Executive Committee.

15.3 The Executive Committee shall establish and maintain an appropriate Child Welfare Policy and an appropriate Anti-Doping Policy.

15.4 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,

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 Chair of the OCI Athletes Commission.

15.5 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.
- 15.6 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.
- 15.7 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 13.3. 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 13.3, write to each National Federation inviting nominations for Officers and members of the Executive Committee.
- 15.8 Persons nominated shall be formally proposed at the meeting referred to in Article 13.3 and shall be seconded by a delegate from a National Federation 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.
- 15.9 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.
- 15.10 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 must 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.
- 15.11 Any change in the Officers of the Council shall be notified by the Honorary General Secretary to the IOC.
- 15.12 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. VACATION OF OFFICE BY 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 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;
- 17.4 becomes or is deemed to be the subject of a disqualification order within the meaning of Part 14 of the Act;
- 17.5 becomes subject to a declaration of restriction under section 819 of the Act;
- 17.6 can no longer be reasonably regarded as possessing adequate decision-making capacity by reason of his or her health;
- 17.7 is convicted of an indictable offence unless the Executive Committee otherwise determine;
- 17.8 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
- 17.9 is removed by an ordinary resolution passed in general meeting of the Council in accordance with section 146 of the Act; and
- 17.10 is requested in writing by all of the other Members of the Executive Committee to resign.

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 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").
- 18.2 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 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.
- 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 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.
- 18.5 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.
- 18.6 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.
- 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, 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.

- 19.2 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.

- 19.3 A majority of the members of any committee established 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.

- 19.4 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.

- 19.5 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.

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. CHIEF EXECUTIVE OFFICER

- 21.1 The Executive Committee may from time to time appoint any person (other than a 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.
- 21.2 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.
- 21.3 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).

22. MINUTES

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

- 22.1 of all appointments of officers made by the Executive Committee;
- 22.2 of the names of the members of the Executive Committee and any committee or sub-committee thereof; and
- 22.3 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.

23. 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.

24. FINANCIAL STATEMENTS

- 24.1 The Executive Committee shall cause adequate accounting records to be kept relating to:-
- 24.1.1 all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
 - 24.1.2 all sales and purchases of goods by the Council;
 - 24.1.3 all transactions whereby services are provided or purchased; and

24.1.4 the assets and liabilities of the Council.

Adequate accounting records shall not be deemed to be kept, if there 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.

24.2 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.

24.3 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.

24.4 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.

24.5 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.

24.6 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.

25. 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.

26. AUDIT

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

27. FINANCES OF THE COUNCIL

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

- 27.1 Membership subscriptions;
- 27.2 subsidies from the State, public bodies, or other organisations;
- 27.3 National Lottery and other lotteries;
- 27.4 gifts and bequests;
- 27.5 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;
- 27.6 fees for services rendered;
- 27.7 any other source which the Council or its Executive Committee shall approve;
- 27.8 sponsorship; and
- 27.9 from the European Olympic Council 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.

28. SERVICE OF NOTICES ON MEMBERS AND THE COUNCIL

28.1 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.

28.2 Any notice served or given in accordance with Article 28.1 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;
 - (iii) 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.

28.3 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.

28.4 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 members of the Executive Committee and the Honorary General Secretary of the Council; and
- (d) the Statutory Auditor for the time being of the Council,

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

29. 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.

30. AUTHORITY FOR INTERPRETATION

The sole authority for the interpretation of these Articles and any standing orders 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 more 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 235 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.