

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ST. ANNE'S - WATERFORD TENNIS CLUB

INCORPORATED THE 16<sup>th</sup> DAY OF JULY 1985

KENNY STEPHENSON & CHAPMAN,  
SOLICITORS,  
NEWTOWN,  
WATERFORD

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

-of-

ASSOCIATION

OF

ST. ANNE'S-WATERFORD TENNIS CLUB

**1. Name**

The name of the Company (hereinafter called "The Club") is St. Anne's—Waterford Tennis Club.

**2. Company Type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014

**3. Object**

The object for which the Club is established (the "Object") is:-

To promote and encourage the game of amateur tennis and all other athletic or amateur games and sports.

**4. Powers**

The Club shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Object and which powers may only be exercised in promoting the Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Object:-

- 4.1. To take over the assets and liabilities of the present unincorporated club known as St. Anne's - Waterford Tennis Club and to manage, run, maintain and conduct the heretofore unincorporated Club.
- 4.2. To provide and maintain courts, lands and premises for the playing thereon and therein of all forms of tennis, badminton, squash and all or any sports or games.
- 4.3. To provide and maintain club houses, pavilions, changing rooms, function rooms, restaurants, refreshment rooms, bars and shops for the sale of liquor (alcoholic and otherwise), and other commodities and to provide all kinds of other facilities calculated to afford members and their guests all the privileges, conveniences, advantages and accomodation usual to such a club.
- 4.4. To promote, organise, subscribe to, hold or encourage its members to participate in, either alone or in conjunction with others, any meetings, competitions, matches,

social functions, tours, excursions and other forms of entertainment or to give, provide or contribute towards prizes and awards and provide for instruction in all kinds of games and sports and to do all of the above things whether for the benefit of members, the raising of Club funds, charity or other philanthropic or public purposes or any other purpose calculated directly or indirectly to promote the objects of the Club.

- 4.5. To adopt such means of making known and promoting the objects and activities of the Club as may seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals and by granting prizes rewards and donations.
- 4.6. To purchase or otherwise acquire, deal in, hold or dispose of any equipment., machinery, fittings, apparatus, materials and all kinds of provisions and any personal property or rights which may be required by the members or which may be necessary for or may be conveniently used with or may enhance any other property of the Club or which may be convenient for the purpose of carrying out any other objects of the Club.
- 4.7. To purchase, take on, lease, accept by way of gift, bequest or legacy or in exchange or otherwise acquire and hold, turn to account or otherwise deal with, and dispose of, whether by sale, lease, mortgage or otherwise and for such consideration as the Club may think fit, any lands, buildings, easements or property, real and personal and any interest in any such property and any rights connected therewith.
- 4.8. To construct, maintain and alter any buildings structures, erections or works necessary or convenient for the purpose of the Club.
- 4.9. To invest and deal with the monies of the Club not immediately required in such securities and in such manner as may from time to time be determined *PROVIDED HOWEVER that prior permission of the Irish Revenue Commissioners is obtained where it is intended to accumulate income over a period in excess of five years for any purpose.*
- 4.10. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.11. To borrow, raise or secure the payment of money to the Club and secure any of the Club's debts, liabilities or obligations by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other such manner as the Club shall think fit, and for the purposes aforesaid to charge all or any of the Club's undertaking, property and assets, present or future, including the guaranteed capital.
- 4.12. To enter into any arrangement with or obtain any decree, order or licence of any governments or authorities, municipal, local or otherwise which may seem conducive to the Club's objects, or any of them, and to obtain from any such government or authority and carry out, and comply with the terms of any grants, loans, arrangements, rights, privileges and concessions which the Club may think it desirable to obtain and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Club's interests.
- 4.13. To acquire and undertake the whole or any part of the business, property and liabilities of and to enter into any arrangement or joint venture with any person, club,

firm, association company or authority carrying on any activity or business similar, analogous or subsidiary to the objects of the Club or capable of being conducted so as directly or indirectly to benefit the Club or possessing any property suitable for the purposes of the Club.

- 4.14. To amalgamate with any other club or similar organization and to establish or promote or concur in establishing or promoting any club, association, trust or company, whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Club or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Club provided that it prohibits the distribution among its members of its income and profit to an extent at least as great as it is imposed on the Club by virtue of Clause 4.4. hereof.
- 4.15. To effect all such insurance on the premises of the Club and in relation to the carrying on of the activities and business of the Club, or any part thereof, and any risks incidental thereto which may seem expedient and if thought fit, to become a member of any mutual insurance company or of any building society.
- 4.16. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Club as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidations Act 1997 and provided that such pension scheme has been operated by the Club and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Club; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club and to subscribe or guarantee money for charitable objects.
- 4.17. To subscribe or guarantee money for any national, charitable, benevolent, public, general or other useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Club or the interests of its members.
- 4.18. To pay the costs and expenses of and incidental to the promotion and registration of the Club, and of and incidental to the acquisition or disposal or the proposed acquisition or disposal by it of any property, rights or interest.
- 4.19. To cause the Club, to be registered or legally recognised in any country or place.
- 4.20. To do any or all of the foregoing things in any part of the world, and either alone or in conjunction with or through the agency of others, including power of delegation (with or without the right of sub-delegation and substitution) to any attorney or attorneys.
- 4.21. To do all such other things as are incidental or conducive to the attainment of the above object

PROVIDED that the Club shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions, or condition which if an objective of the Club would make it a Trade Union.

5. **Limited Liability**

The liability of the members is limited.

6. **Undertaking to Contribute**

Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00 (now €1.27).

7. **Income and Property**

The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any employee of the Club or to any member of the Club, being a person engaged in any trade, business or profession, in return for any services actually rendered to the Club in the course of such trade, business or profession nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Committee of the Club for the time being shall be appointed to any salaried position in the Club or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such Committee, except repayment of out—of—pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club; provided that, the provision last aforesaid shall not apply to any payment to any Company of which a member of the 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.

8. **Additions, alterations and amendments**

a. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Industry, Trade, Commerce and Tourism after consultation with the Minister for Finance.

b. No addition, alteration or amendment shall be made to the provisions of the objects 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 unless the same shall have been previously approved in writing by the Revenue Commissioners.

9. The seventh and tenth clauses of this Memorandum contain conditions to which a licence originally granted by the Minister of Industry, Trade, Commerce and Tourism to the Club in pursuance of Section 24 of the repealed Companies Act 1963 was subject, *now Section 1180 (9) of the Companies Act 2014.*

## 10. ***Winding-up***

If after the satisfaction of all the debts and liabilities of the Club on its winding up or dissolution, any property of the Club is undisposed of, it shall not be given to, or distributed among, its member but shall be:-

- a. Given to a body or bodies of persons (withing the meaning of the Income Tax Acts) the objects of which or of each of which are similar to the objects of the Club, and the constitution or other governing rules of which or each of which contain or contains provisions prohibiting (to an extent at least as great as the prohibitions referred to in this Clause and in Clause 7 hereof) the distribution of any part of its income or property.

or

- b. Given to a body or bodies of persons (within the meaning of the Income Tax Acts) or trust established for charitable purposes only.

or

- c. Given partly under (a) and partly under (b) above

as may be determined by the members of the Club at or before the time of winding up or dissolution as aforesaid and in default of such determination shall be applied to some charitable object or objects.

## 11. ***Keeping of Accounts***

Annual accounts shall be kept and made available to the Revenue Commissioners on request. Where the gross annual income exceeds €250,000 the accounts will be audited.

We, the several persons whose names, addresses and descriptions are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

<b>NAMES</b>	<b>ADDRESSES</b>	<b>DESCRIPTION OF SUBSCRIBERS</b>
David McCarthy	11 Breffni Close, Lismore Lawn, Waterford	Company Director
Michael Cahillane	"Triberg", Ballinakill Cresnt., Dunmore Road, Waterford	Teacher
Paul Francis Nolan	3 Maypark Lane, Waterford	Company Director
Joseph G. Smyth	Roslea, Newtown, Waterford	Student
Robert Boyle	4 Shannon Drive, Avondale, Kilcohan, Waterford	Industrial Chemist
William Moore	2 Oak Road, Viewmount Park, Waterford	Engineer
Kathleen Foley	66 Viewmount Park, Waterford	Housewife

Dated the 10<sup>th</sup> day of June 1985,

WITNESS TO THE ABOVE SIGNATURES: -  
Helen O'Brien,  
Waterford,  
Solicitor.

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ARTICLES OF ASSOCIATION  
OF  
ST. ANNE'S-WATERFORD TENNIS CLUB

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<b><u>Words</u></b>	<b><u>Meanings</u></b>
the Club	the above named Company
the Act	The Companies Act, 2014, and every Statutory extension, modification or re-enactment thereof for the time being in force.
these articles	These Articles of Association as originally framed or as altered from time to time in accordance with the Statutes.
the office	The registered office for the time being of the Club.
the seal	The Common Seal of the Club.
officers	The President, Chairman, Honorary Secretary and Honorary Treasurer of the Club.
Committee	The committee of the Club referred to in Article 37.
Committee members	The members for the time being of the Committee or such members present at a meeting of the Committee and includes any person occupying the position of committee member by whatever name called.
Honorary Secretary	The person for the time being appointed to perform the duties of the secretary of the Club
full adult member	Any person who is over eighteen years of age and whose name is for the time being entered in the Register of full adult members of the Club.
student member	Any person who is over eighteen and under twenty three years of age who is in full time

	education, apprenticeship, cadetship or similar training subject to the proviso to Article 6, and whose name is for the time being entered in the Register of student members of the Club.
country adult member	Any person of at least 18 years of age who resides at a distance of 50 kilometres or greater from Waterford City General Post Office and whose name is for the time being entered in the Register of country adult members of the Club.
pavilion member	Any person of at least 18 years of age being a non—playing member of the Club who pays the relevant subscription to the Club and whose name is for the time being entered in the Register of pavilion members of the Club.
voting members	All full adult members and student members.
Adult Member	Any full adult member, student member, country adult member or pavilion member.
over 12 junior	Any person who is over twelve and under eighteen years of age and whose name is for the time being entered in the Register of over twelve junior members of the Club.
under 12 junior	Any person who is over five and under twelve years of age and whose name is for the time being entered in the Register of under twelve junior members of the Club.
country junior member	Any person of between 5 and 18 years of age who resides at a distance of 50 kilometres or greater from Waterford City General Post Office and whose name is for the time being entered in the Register of country junior members of the Club.
Junior Member	Any over twelve Junior or under twelve junior and any country junior member.
Member	Any person whose name is for the time being entered in any of the Club's Registers of Members.
In writing	Written, printed, photographed or lithographed, or visibly expressed in all or any of those or any modes of representing

or reproducing words in a visible form.

Relevant  
subscription

With respect to a member, a category of members within a class, a grouping of members or a class of members, the appropriate subscription payable for the time being by such member, category members within a class, grouping of members or class of members.

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine. Subject as aforesaid, any words or expressions defined in the Act at the date on which these articles become binding on the Club shall, if not inconsistent with the subject or context, bear the same meanings in these articles.

A reference in these articles to a specified age of any person or member or any class of persons or members shall be construed as a reference to that age on the 1st January in the year in question.

#### Purpose of the Club

2. The Club is established for the purposes expressed in the Memorandum of Association;
3. Any activity or business or object which the Club is either expressly or by implication authorised to undertake or pursue or any amenity which the Club is likewise authorised to provide may be undertaken, pursued or provided by the Committee at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such activity, business, object or provision of such amenity may have been actually commenced or not, so long as the Committee may consider it expedient not to commence or proceed with the same.

#### MEMBERS

4. For the purpose of registration the number of members of the Club is declared to be two thousand but the Committee may register an increase in the number of members whenever they think fit.
5.
  - (a) The subscribers to the Memorandum of Association of the Club and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained and none others shall be members of the Club.
  - (b) At the first meeting of the Committee following the incorporation of the Club the Committee shall admit to membership of the Club all members of the unincorporated Club who shall have indicated their wish to become members of the Club.
6. Members of the Club shall be of seven classes, namely, full adult members, student members, country adult members, pavilion members, over twelve juniors, under twelve juniors and country junior members.
  - (a) A full adult member shall have full voting rights at all general meetings of the Club and shall be eligible for election to the Committee including election as an officer;

- (b) A student member shall have full voting rights at all general meetings of the Club and shall be eligible for election to the Committee but shall not be eligible for election as an officer. .
- (c) Adult Members other than those at (a) and (b) above shall be entitled to notice of and attend, general meetings of the Club but shall not have any voting rights nor be eligible for election as officer or otherwise to the Committee.
- (d) Junior Members shall not have any right to vote or attend at general meetings of the Club or be eligible for election at any such meetings PROVIDED HOWEVER that a delegation from the junior membership may at the option of the Committee be invited to attend, any general meeting of the Club.

PROVIDED ALWAYS that a person who by virtue of age is only eligible for junior membership and who by reason of such personal circumstances outlined in the rules, regulations or by-laws of the Club for the time being, is unable to avail of the facilities provided in those rules, regulations or by-laws for Junior Members, may apply for and be admitted as a student member.

7.

- (a) The subscriptions and affiliation or other fees payable by members of, and visitors to, the Club shall initially, on formation of the Club, be such as were payable in the unincorporated Club immediately before incorporation. Thereafter any variation in such subscriptions and fees must be approved by special resolution of the Club in general meetings. In recommending variations in subscriptions and fees to the Club in general meetings the Committee shall have regard to the various classes of membership of the Club and any sub-division or groupings necessary (for example, family groupings), for the purpose of fixing subscriptions, including concessional rate subscriptions within such classes by virtue of the facilities afforded to different categories of members within a class or family groupings.
- (b) Any variation in subscriptions and fees approved by the Club may include provision for payment of family or other group subscriptions and for payment of subscriptions to cover membership for longer than the usual annual period including life subscriptions.
- (c) Notwithstanding (a) and (b) above the Committee may of its own motion and at its own discretion:
  - (i) offer country junior membership to a person of between 5 and 18 years of age who resides at a distance of less than 50 kilometres from Waterford City General Post Office and who is a current member of another tennis club;
  - (ii) apply pro rata rates for new members joining membership during a subscription period;
  - (iii) where the overall full adult membership and student membership falls below 800 and where the overall junior membership, counting those included in family memberships, falls below 400 and so long as these memberships remain respectively below 800 and 400, the Committee may, following a positive vote of two thirds or more of the current serving Committee members in attendance at a Committee meeting, offer new senior and/or junior membership up to these respective levels at pro rata subscription rates during a subscription period as an introduction incentive to a limited number of new members on a first come basis

either for a limited number of months or for the remainder of the current subscription period;

- (iv) Notwithstanding the number limits set out at Article 7 (c) (iii) immediately above, the Committee may extend, by use of its promotional discretion, the above adult membership level of 800 by a margin of a further 200 new members provided the promotional offer proposed is restricted to membership for the period between June 1<sup>st</sup> and August 31<sup>st</sup> in any year;
- (v) following a positive vote of two thirds or more of the current serving Committee members in attendance at a Committee meeting, offer a pro rata subscription rate or refund to a playing member of more than five (5) years standing who is unavailable to play for three months or more during any subscription period due to serious illness or serious injury;
- (vi) a new member for the purposes of (ii), (iii) and (iv) above is someone who has not been a member during any of the three (3) prior subscription periods. The above concessional rates and promotional offers may be applied and made subject to the proviso that all the other steps under these Articles regarding new members are observed.

- (d) The Committee may make provision for honorary membership of the Club for persons who have rendered exceptional services to the Club or in such other special circumstances as the Committee may from time to time decide. Honorary members shall have such privileges and rights to use the facilities of the Club as the Committee shall deem fit.

8. An annual Club subscription shall cover the period from 1st April in one year to 31<sup>st</sup> March in the following year. Each member shall pay his relevant subscription within the time limits determined for payment by the Committee from time to time and in default the Committee shall be entitled to direct the Honorary Secretary to remove the member's name from the register of members in which case the member must re-apply for membership.
9. Every application for membership shall be in the hands of the Committee who shall have full discretion in this regard. The Committee may delegate this power to a sub-committee of the Committee. In the event of conflict among the Committee or sub-committee at least two-thirds of the Committee or sub-committee present must vote in favour of an application before the applicant may be admitted to membership.
10. Every person wishing to become a member of the Club shall apply for membership of the Club on the form provided by the Club which shall include an undertaking to conform to and observe these articles, the rules, by-laws, standards and codes of practice and such other regulations as may be prescribed by the Committee from time to time.
11. Every application for membership as aforesaid shall be:-
  - (a) signed by the applicant and two proposers who shall be full adult members and/or student members of the Club;
  - (b) accompanied by the relevant subscription;
  - (c) addressed to the Honorary Secretary of the Club;
12. On the admission of any person as a member the Honorary Secretary shall notify the same to him and thereupon he shall be deemed to have agreed to and shall be subject to these

articles and any codes of conduct, child protection policy, rules, by-laws or other regulations prescribed from time to time by the Committee.

13. In case of misconduct or several infringements of these articles or any rules or by-laws of the Club by any member, the Committee may employ fair disciplinary measures, in terms of process and sanction, to deal with the matter and shall take cognisance of and use any such process laid down in regulations or by-laws from time to time of the Club. The sanction imposed may include, , temporary or longer term suspension of a member or require such member to withdraw from the Club. Notice of any sanction shall be in writing and shall be effective from service on a member and in the case of a request to withdraw from the Club such member shall thereupon cease to be a member of the Club. On withdrawal or for the period of suspension from the Club pursuant to a notice under this article, a member shall forfeit all rights as a member and shall not be entitled to any reimbursement of the member's relevant subscription.
14. The rights and, privileges of a member shall not be transferable and shall cease on the members death or resignation or removal from membership. Any member may resign his membership of the Club upon giving to or leaving with the Honorary Secretary of the Club at the office of the Club a memorandum in writing notifying his resignation provided his financial obligations to the Club are discharged and in this respect if notification of his resignation is served after the commencement of or during a new subscription year he shall be liable for his relevant subscription for that year and shall not be entitled to any abatement or refund.

#### GENERAL MEETINGS

15.
  - (a) The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next. The annual general meeting shall be held at such time and place in Waterford as the Committee shall determine. All general meetings other than annual general meetings shall be called extraordinary general meetings.
  - (b) So long as the Club holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
16. The Committee may at any time convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on such requisitions or, in default, may be convened by such requisitionists, as is provided by the Act.
17. The Committee shall on a requisition made in writing by not less than 10% of voting members convene an extraordinary general meeting. The requisition must state the objects of the meeting proposed to be called and must be signed by the requisitionists and deposited at the office of the Club.
18. On receipt of the requisition the Committee shall forthwith proceed to convene a general meeting; if they do not proceed within twenty one days to convene a meeting to be held within two months from the date of the requisition being so deposited the requisitionists may themselves convene a meeting in the same manner as nearly as possible as that in

which meetings are to be convened by the Committee to be held within three months of the date of requisition.

19. The notice convening a meeting on the requisition of voting members whether pursuant to the Act or Article 17 of these articles shall (notwithstanding article 20) state the agenda of the meeting and no other subject shall be discussed nor any other business transacted at such meeting.

#### NOTICE OF GENERAL MEETINGS

20. Subject to the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Club (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business the general nature of that business and shall be given, in manner hereinafter mentioned to such persons as are, under these articles entitled to receive such notices from the Club.
21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETING

22. Unless otherwise specifically provided in these articles all business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, the reports of the Committee and the auditors, the election of the officers and other members of the Committee in place of those retiring, the re-appointment of the retiring auditors, the fixing of the remuneration of the auditors and the fixing of the maximum overall level of indebtedness of the Club referred to in Article 58.
23. No business shall be transacted at any general meeting unless a quorum of voting members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten voting members present in person exclusive of the Committee shall be a quorum. Where and so far as legislation allows, the Committee may decide that the Club holds a general meeting by electronic means and may conduct the meeting either wholly or partly by the use of electronic communications technology or as a hybrid meeting (*a meeting where some of the members attend at a venue or venues specified in the notice while others may participate by electronic means*) *PROVIDED* that all attendees attending electronically are visible to the chairperson and have a reasonable opportunity to participate in the meeting. Where legislation allows a general meeting to be held by electronic means, attendance by the use of electronic communications technology shall be deemed for the purposes of these articles to mean present in person. The use of electronic communications technology may include a mechanism for casting votes by a member whether during a number of hours before the meeting as stated in the notice convening it, or during the meeting. A member who casts a vote electronically shall not be obliged to attend the meeting. The use of such electronic communications technology may be made subject to such requirements or restrictions put in place by the Committee as the Committee deems necessary to ensure the security of the electronic communications technology and to the extent that such requirements or restrictions are proportionate to the achievement of that objective and shall otherwise comply with legislation in this regard.

24. If within half an hour from the time appointed for the meeting a quorum of voting members is not present, the meeting, if convened on the requisition of the voting members, shall be dissolved. In any other case it shall stand adjourned to some day to be fixed by the Committee and at such adjourned meeting the voting members present (including those attending electronically) shall form a quorum.
25. The Chairman of the Committee shall preside as Chairman at every general meeting of the Club, or if he is not present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to be chairman of that meeting.
26. If at any meeting no committee member is willing to act as chairman or if no committee member is present within fifteen minutes after the time appointed for holding the meeting, the voting members present in person shall choose one of their number to be chairman of the meeting.
27. The Chairman may with the consent of the meeting, and shall if 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.
28. At any general meeting, voting shall, unless a poll is demanded by the Chairman or in writing by at least two voting members, be by a show of hands and a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
29. Except as provided in Article 31 if a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed valid for all purposes whatsoever.
30. Other than as provided in Article 43 where there is an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
31. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
32. Subject to the Act (Section 191 of the Companies Act, 2014), a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Club duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

#### VOTES OF MEMBERS

33. Each voting member of the Club, shall have one vote only whether by a show of hands, on a poll or in a ballot.

34. No voting member shall be entitled to be present or to vote on any question at any general meeting or be reckoned in a quorum unless his relevant subscription and all other monies, if any, due by him to the Club has been paid up to date.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
36. Votes must be given personally.

#### COMMITTEE

37. The Committee of the Club shall, unless otherwise determined by ordinary resolution of the Club in general meeting, consist of 15 members four of whom shall be the officers of the Club and eleven others, all of whom must be eligible for election in accordance with Article 6 and duly elected in accordance with these articles PROVIDED HOWEVER that the first officers and other committee members of the Club shall be the persons who are the officers and other committee members of the committee of the unincorporated Club on the date of incorporation of the Club.
38. The qualification of a committee member shall be that as set out in Article 6(a) and (b).

#### APPOINTMENT AND RETIREMENT OF COMMITTEE

39. Unless otherwise determined by ordinary resolution of the Club in general meeting, at every annual general meeting of the Club all committee members shall retire from office but shall be eligible for re-election at the same or at any other general meeting of the Club.
40. The Committee shall be filled by election starting with election, in turn, of the officers and following with election in turn of the remaining eleven committee members. To be eligible for election as an officer the specified member proposed as an officer must be a retiring Committee member, the proposing member must state for which officer position/positions on the Committee such retiring Committee member will be proposed and give similar 7 days' notice in writing as specified in Article 41 hereof for election of a member to the Committee, who is not a retiring Committee member. All such notices of officer proposals must also be signed by the member to be proposed, thereby signifying the member's willingness to be elected.
41. No eligible member, not being a retiring committee member, shall be eligible for election to the Committee at any general meeting unless at least 7 days 24 hours before the time appointed for the meeting, there is delivered to the Honorary Secretary notice in writing, duly signed by a voting member, of his intention to propose a specified member All such notices shall also be signed by the member to be proposed thereby signifying his willingness to be elected.
42. Where more than one eligible member is proposed as any particular officer or where more than eleven eligible members are in turn proposed as other committee members, voting shall be by secret ballot.
43. Where two or more candidates obtain an equal number of votes another secret ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again

obtain an equal number of votes the election shall be determined by lot.

44. The Committee shall have power at any time and from time to time to appoint any eligible member as an officer or other committee member to fill a casual vacancy but so that the total number of committee members shall not at any time without the sanction of a general meeting, in the manner provided above, exceed the number fixed as above but any committee member so appointed shall hold office only until the next following annual general meeting of the Club and shall then be eligible for re-election.
45. A committee member may retire from his office upon giving one month's notice in writing to the Club through the Honorary Secretary of his intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
46. The Club may by ordinary resolution remove any committee member before the expiration of his period of office and appoint another qualified member in his stead notwithstanding anything in these articles or in any agreement between the Club and such committee member.
47. The Club is to keep at its office a register containing the names and addresses of its Committee members and is to send to the Registrar of Companies a copy of such register, and shall from time to time notify to the Registrar any change that takes place in such Committee members as required by the Act.

#### PROCEEDINGS OF COMMITTEE

48. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business subject to a minimum of five. Unless otherwise provided in these articles in relation to a specific matter, questions arising at any meeting shall be decided by a majority of votes with the Chairman having second or casting vote in the event of equality.
49. The Chairman, being one of the officers of the Club, shall act as Chairman of all meetings of the Committee but if at any time or times there is no Chairman or if at any meeting the Chairman is not present at the time appointed for holding the same, the committee members present shall choose some one of their number to be Chairman of such meeting.
50. The Honorary Treasurer shall carry out all duties normally associated with that office and without prejudice to the generality of the foregoing shall be responsible to the Committee for the discharge of its obligations under articles 72 to 75 hereof.
51. The Honorary Secretary shall carry out all duties normally associated with that office and without prejudice to the generality of the foregoing shall:—
  - (a) attend general meetings of the Club and meetings of the Committee and sub-committees;
  - (b) convene meetings;
  - (c) keep minutes and other records of the Club for as long as the Committee may from time to time decide bearing in mind the Club's obligations and also their historical, sporting, cultural and social value;
  - (d) conduct correspondence on behalf of the Club;

- (e) carry out such other duties as may be required by the Committee.
- 52. In the temporary absence of the Honorary Treasurer or Honorary Secretary the Committee may appoint a temporary substitute who shall for the purposes of these articles be deemed to be the Honorary Treasurer or Honorary Secretary as the case may require.
- 53. Committee members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum for the Committee, the continuing committee members or committee member may act for the purposes of increasing the number of committee members to that number or of summoning a general meeting of the Club but for no other purpose.
- 54. The Committee may delegate any of its powers to sub-committees consisting of such committee members (and of such other member or members) as they think fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Committee.
- 55. The meetings and proceedings of any such sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee in so far as the same are applicable thereto and not superseded by any regulations made by the Committee under the last preceding Article.
- 56. All acts done by any meeting of the Committee or by a sub-committee or by any person acting as a committee member, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such committee member or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a committee member.
- 57. The committee shall cause minutes to be duly entered in books provided for the purpose:-
  - (a) of all appointments of committee members made by the Committee;
  - (b) of the names of the committee members present at each meeting of the Committee and of any sub-committees of the Committee;
  - (c) of all resolutions and proceedings at all meetings of the Club and of the Committee and of any sub-committees of the Committee. Any such minutes of any meeting of the Committee or of any sub-committee or of the Club, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matter stated in such minutes.

#### POWERS OF COMMITTEE

- 58. The following Articles 59 to 67 inclusive outline powers of the Committee which shall be subject to the provisions of the Memorandum of Association of the Club, to provisions elsewhere contained in these articles and the following restrictions:-
  - (a) The Club shall at each annual general meeting fix a maximum permitted level of indebtedness for the Club to remain in force until the next annual general meeting which the Committee in exercising their powers shall not exceed.
  - (b) The Committee shall not dispose of all or any part of, or any interest in, the Club's real property nor acquire any real property without the specific prior

sanction of the Club by special resolution in general meeting PROVIDED HOWEVER that this restriction shall not prevent the Committee, on behalf of the Club, without such sanction from securing by any of the methods envisaged in Article 60 any debts, liabilities or the performance of any obligations of the Club which in total do not exceed the maximum permitted level of indebtedness for the time being in force.

59. The committee shall have power to manage and superintend the affairs of the Club and to act in its name and for that purpose to order the seal to be affixed to any deed or other document and generally may exercise all such powers and do all such acts as may be exercised and done by the Club and as are not required by law or by these articles to be exercised or done by the Club in general meeting.
60. The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities, as security for any debt, liability or obligation of the Club.
61. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit.
62. The monies of the Club shall be lodged in such bank as the Committee shall direct under such regulations as shall be made by the Committee. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Committee shall from time to time by resolution determine.
63. The Committee shall out of the funds of the Club pay the costs and expenses of and incidental to its incorporation, and all charges and expenses which may be incurred in carrying out the objects of the Club.
64. The Committee shall make a report to each annual general meeting of the Club, of the transactions of the preceeding year and a statement of the accounts of the Club shall be laid before the meeting.
65. The Committee, in the interests of the welfare and good order of the Club, shall have power to make, alter and repeal, in its discretion, such regulations and by—laws governing:-
  - (a) the conduct of members;
  - (b) the care of children and general safeguarding codes and guidelines
  - (c) apparel and footwear to be worn by members when playing sports and games in or on behalf of the Club;
  - (d) use of Club facilities generally and any preferred rights as to priority of use between the various classes of members;

- (e) the times of opening and closing the grounds, club, club house and all other club premises or any part thereof

and the Committee shall have power to make, alter and repeal such further regulations and by-laws as it deems necessary from time to time to ensure the smooth running of the Club and to preserve or enhance the good name and standing of the Club in the community PROVIDED ALWAYS that no regulation or by-law made by virtue of this article shall be inconsistent with or repeal anything contained in the Memorandum of Association of the Club or these articles or constitute such an amendment of or addition to these articles as could only lawfully be made by special resolution.

- 66. Subject to the provisions of article 67, a committee member may as such committee member vote at a meeting of the Committee on any contract, arrangement, matter or thing wherein he is interested, whether directly or indirectly, provided that due notice of the fact that he is so interested shall have been previously given by such committee member to the Committee.
- 67. No Committee member and no manager or servant employed by the Club shall have any personal interest, direct or indirect, in the sale of excisable liquors therein or in the profits arising from such sale.

#### DISQUALIFICATION OF COMMITTEE MEMBERS

- 68. The office of committee member shall be vacated if the committee member:-
  - (a) holds a remunerated position or other place of profit under the Club;  
or
  - (b) is adjudged bankrupt in the State, in Northern Ireland, Great Britain or the EU or makes any arrangement or composition with the Committee member's creditors generally;  
or
  - (c) becomes prohibited from being a committee member by reason of any order made under the Act;  
or
  - (d) becomes of unsound mind;  
or
  - (e) resigns his office by notice in writing to the Club in accordance with Article 46 hereof;  
or
  - (f) is convicted of an indictable offence unless the Committee otherwise determines;  
or
  - (g) is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in manner required by the Act.

## INDEMNITY

69. Subject to the Act (and in particular Section 235 of the Companies Act, 2014) every committee member and every member of a sub-committee of the Committee and every servant of the Club (other than the auditor) unless otherwise stipulated by agreement shall be indemnified by the Club against all costs, losses and expenses which any such committee member or member of a sub-committee of the Committee, or servant may incur or become liable to by reason of any contract entered into or any act or thing done by him by virtue of such office, or in anyway in the discharge of the duties of his office, except such costs, losses or expenses as shall have been incurred or occasioned by his own wilful act or default.
70. Subject to the Act (and in particular Section 235 of the Companies Act 2014), no committee member of the Club shall be liable for the acts, receipt, neglects or defaults of any other committee member or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for the 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 shall happen through his own dishonesty.

## SEAL

71. The seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of one committee member at least who shall sign the instrument to which the seal is so affixed and such instrument shall be countersigned by a second committee member.

## ACCOUNTS

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

73. The books of account shall be kept at the office of the Club or subject to the Act at such other place as the Committee think fit, and shall at all reasonable times be open to inspection by members.

74. The Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Club such income and expenditure accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the annual general meeting of the Club.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Club together with a copy of the Committee's report and auditors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to any person entitled under the provisions of the Act to receive them.

#### AUDITORS

76. One or more auditors who shall be duly qualified for appointment as auditor in accordance with the Act, shall be appointed, and the duties of such auditor or auditors shall be regulated in accordance with the provisions of the Act in that behalf.
77. A notice may be served by the Club upon any member either personally or by being left at his registered address or by sending it through the post in a prepaid letter addressed to such member at his registered address. As regards those members who have no registered address a notice posted up in the office of the Club shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.
78. Where a notice is sent by post, service of a notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope or a wrapper containing the notice, and to have been effected at the expiration of twenty four hours after the envelope or wrapper containing the same is posted.
79. Any notice required to be given by the Club to the members or any of them, and not provided for, by or pursuant to these articles, shall be sufficiently given if given by advertisement which shall be inserted at least once in one leading daily newspaper in general circulation in the City of Waterford. A notice to be given by advertisement shall be deemed to have been given on the day on which the advertisement or the last of the advertisements, as the case may be, appears.

## ENTITLEMENT TO NOTICES

80. A notice of every general meeting shall be given in any manner hereinafter authorised to:-

(a) Every adult Member;

and

(c) the auditor for the time being of the Club;

No other person, unless required by law, shall be entitled to receive notice of general meetings. Documents referred to in any notice may, unless otherwise required by legislation, be communicated to members by publishing same in the members' area of the Club's website.

## DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION

The Provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in full in these articles.

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NAMES	ADDRESSES	DESCRIPTION OF SUBSCRIBERS
David McCarthy	11, Breffni Close, Lismore Lawn, Waterford	Company Director
Michael Cahillane	"Triberg", Ballinakill Crsnt, Dunmore Road, Waterford	Teacher
Paul Francis Nolan	3 Maypark Lane, Waterford	Company Director
Joseph G. Smyth	Roslea, Newtown, Waterford	Student
Robert Boyle	4 Shannon Drive, Avondale, Kilcohan, Waterford	Engineer
William Moore	2 Oak Road, Viewmount Park, Waterford	Engineer
Katherine Foley	66 Viewmount Park, Waterford	Housewife

DATED THIS 10<sup>th</sup> DAY OF JUNE 1985

Witness to the above signatures:-

Helen O'Brien,  
Waterford,  
Solicitors