

COMPANIES ACTS, 1963 TO 1999

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

NATIONAL TARGET SHOOTING ASSOCIATION LIMITED

The regulations contained in or incorporated in Table C in the First Schedule to the Companies Acts 1963 to 1999 (hereinafter called "Table C") shall not apply to the Company.

1. INTERPRETATION

1.1 In these Articles:-

- (a) "the Act" means the Companies Act, 1963 to 1999.
- (b) "the Association" shall mean this Company: National Target Shooting Association.
- (c) "the Executive Committee" shall mean the Members for the time being of the Executive Committee hereby constituted or the members of the Executive Committee who for the purposes of the Acts shall be the Directors of the Company as shall be any person occupying the position of director by whatsoever name called.
- (d) "Secretary" means any person appointed to perform the duties of the Secretary of the Company.
- (e) "the Seal" means the Common Seal of the Company.
- (f) "the Office" means the registered office for the time being of the Association.
- (g) "Constitution of the Association" shall mean the Memorandum and Articles from time to time of the Association.

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

1.3 Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

2. MEMBERS

2.1 For the purpose of Registration the number of the members of the Association is declared unlimited.

2.2 The subscribers to the memorandum of association and such other individuals, clubs or associations, firms or companies as the Executive Committee shall admit to membership shall be members of the Association

2.3 Membership shall comprise the following categories:

- (a) Full individual Members: Full Individual Members shall be entitled to and obligated in respect of all the rights, privileges and obligations of members herein provided for. All Full Individual Members shall be entitled to enter and shoot in all open shoots registered with the Association and at representative level and have their scores recorded and reported as often as is deemed necessary. Full Individual members shall each be entitled solely to cast votes at Annual General Meetings of the Association as provided for hereafter.
- (b) Junior Individual Members: Junior Individual Members shall be entitled to and obligated in respect of all the rights and obligations of Full Individual Members and they shall be entitled to participate in senior competitions. Junior Membership in respect of any year shall be restricted to persons who on the 31st of December immediately preceding that year have not attained the age of 21 years.
- (c) Club/Association Members: Members of Member Clubs or Associations shall be entitled to enter and shoot in all open shoots registered with the Association except at representative level and have their scores recorded and reported as often as is deemed necessary.
- (d) Trade/Corporate Members: Trade/Corporate Members shall be entitled to represent themselves as members of the Association and to no other rights.
- (e) Member Clubs/Associations: Member Clubs/Associations shall each be entitled solely to cast votes at Annual General Meetings of the Association as provided for hereafter and to no other rights.
- (f) Life Members: Life Members shall be entitled, subject to the provisions hereof, for their life, to the rights and, privileges and be obligated in respect of obligations of Full Individual Membership but shall not be liable to pay a subscription.

2.4 Application for membership of the Association shall be made to the Executive Committee. The Executive Committee shall have power to elect to membership or, without disclosing any reason, to refuse any application for membership. The decision of the Executive Committee in relation to any application for membership shall be final.

- 2.5 Each member shall be obliged to pay an annual subscription to the Association on or before the 1st of January in each year; the amount of the subscription payable by each category of member shall be determined from time to time by the Executive Committee.
- 2.6 Membership shall commence on the date of receipt in any year by the Executive Committee of a valid subscription of a member following acceptance of his application for membership; membership shall continue thereafter subject to payment of the relevant annual subscription in each and every following year and subject to the provisions for determination hereinafter provided. Membership shall lapse in the event of failure to pay subscription in due time or within such extended time as may be agreed in writing by the Executive Committee; provided that a member granted extended time for payment shall not be entitled to participate in the shooting activities of the Association or to vote at any general meeting of the Association during the period of extended time.
- 2.7 The rights and liabilities attaching to any Members of the Association may be varied from time to time by a Special Resolution of the Association. In particular all members must comply with the following conditions of membership:
- (a) that they agree to be bound by the Child Protection Guidelines and by the Code of Ethics;
 - (b) that they agree to be bound by the Association's complaints and disciplinary procedures;
 - (c) that they agree to comply with these Articles, the Bye-laws, the Rules of Competition and all Other Rules of the Association; and
 - (d) that they agree to comply with the rules of competition and all the procedures, requirements and other rules of the ISSF.
- 2.8 Membership of the Association shall cease:-
- (a) On the members death.
 - (b) In the case of lapse of payment of annual subscription as per article 2.5
 - (c) If the member resigns by notice in writing to the Secretary at the Registered Office.
 - (d) If the Executive Committee resolve that he has ceased to be a member and notice in writing of such decision is given to him or sent to his last known address.

3. ASSOCIATIONS AND CLUBS

- 3.1 Recognised associations and recognised clubs shall be deemed to be affiliated to the Association.
- 3.2 The conditions for recognition of a club or association shall be as follows:-
- (a) The constitution and rules of the club or association shall acknowledge the Association as governing body of the sport and otherwise shall be compatible (as determined by the Executive Committee) with the ethos and amateur status of the sport and the constitution and rules of the Association.
 - (b) All individual members of the club or association may be members of the Association. The club must make available (in accordance with the data protection acts) the individual's name, address, date of birth and other contact details for those individuals who wish to be members of the Association.
 - (c) The club or association must make details of its constitution and rules available to duly authorised officers of the Association from time to time on request.

The conditions for recognition by the Association of clubs and associations shall be required to be maintained on a continuing basis; in the event of failure to maintain compliance with all conditions at all times the Executive Committee may at any time terminate or withdraw recognition from the relevant association or club on a temporary or permanent basis at the absolute discretion of the Executive Committee.

4. DISCIPLINE

- 4.1 The Disciplinary Body of the Association shall be the Executive Committee or such subcommittee of the Executive Committee comprising at least two members of the Executive Committee as the Executive Committee may from time to time appoint. In addition, the Executive Committee may appoint up to five non-members of the Association to the Executive Committee (in its capacity only as Disciplinary Body) or such subcommittee. The Disciplinary Body shall act by a simple majority of its members.
- 4.2 All decisions issued by the Association may be appealed exclusively by referral to Just Sport Ireland, within 14 days from receipt of such decision, for binding arbitration in accordance with the Just Sport Ireland Arbitration Rules. The arbitral award issued by JSI may be appealed exclusively by referral to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, within 21 days from receipt of such arbitral award, for final and binding arbitration in accordance with the CAS Code of Sports-related Arbitration.
- 4.3 The Disciplinary Body shall have the power to sanction members including inter alia persons nominated by members who are entitled to exercise the rights or privileges of members from time to time for any breach of these articles, any rules or regulations or instructions from time to time elaborated by the Association, or for any violation of decisions reached by a body, committee or official of the Association or any person authorised by the Association or for any action violating the spirit (as determined by the Disciplinary Body) or letter of the laws of the sport of Target Shooting or in the

event that a majority of the Disciplinary Body forms the opinion that the conduct of any such member shall justify the application of a sanction to him.

- 4.4 The sanctions which may be imposed by the Disciplinary Body may include inter alia expulsion, suspension of membership and/or the imposition or application of advice, withdrawal of recognition on a temporary or permanent basis, censure, or such sanctions as may be in accordance with any list of disciplinary measures from time to time elaborated by the Disciplinary Body. In addition, the Disciplinary Body may impose such sanctions as it shall deem fit in respect of any violations of such anti-doping regulations or rules as may be generally applicable in the sport.
- 4.5 The procedures of the Disciplinary Body shall be governed by such regulations as the Disciplinary Body may from time to time elaborate and the Disciplinary Body shall also from time to time make provision for a list of disciplinary measures in addition to the measures aforesaid.
- 4.6 With effect as and from 1 June 2004 the anti doping rules of the Association are the Irish Anti Doping Rules as amended from time to time.

5. TERMINATION OF MEMBERSHIP

- 5.1 If any Disciplinary Body of the Association as provided for herein shall decide to expel any individual member then before such power is exercised the Secretary shall give to such member not less than fourteen days written notice to attend a meeting of the Executive Committee specifying the conduct complained of, and the member shall be afforded the opportunity at such meeting of answering the complaint made against him or it. Upon hearing the member the Executive Committee shall resolve either to approve and implement or to set aside the decision of the Disciplinary Body. A resolution approving termination shall not be carried unless it shall receive the votes of not less than a simple majority of those present and eligible to vote at the meeting. In lieu of approving expulsion of a member the Executive Committee shall have the power to suspend membership for such period as it shall think fit. In the event of approval of expulsion, or in the event that the member does not attend the meeting (or such later meeting as the Executive Committee may stipulate) then the membership of the member shall terminate forthwith. In the event of a termination of membership no part of the annual subscription of the then current year shall be returnable by the Association nor shall such member whose membership shall have been terminated as aforesaid have any claim against the assets of the Association.

6. GENERAL MEETINGS

- 6.1 Subject to the provisions of Section 140 of the Companies Act, 1963 in relation to the Annual General Meetings all general meetings of the Association shall be held in the State and all members shall be entitled to attend and speak.
- 6.2 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it. Provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
- 6.3 All general meeting, other than annual general meetings shall be called extraordinary general meeting.
- 6.4 The Executive Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at anytime there are not within the State sufficient members of the Executive Committee capable of acting to form a quorum any Executive Committee member or any ten members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee. The requisition by a member of the Executive Committee or any ten members of the Association shall state the proposed business of the meeting.
- 6.5 In case of an extraordinary general meeting called in pursuance of a requisition shall be held within forty days of the receipt by the Honorary Secretary of such request and the notice convening the meeting shall state the business to be considered thereat and no business other than that stated in the requisition as the object of the meeting shall be transacted.
- 6.6 Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day of which it is given) specifying the place, and day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the presents or under the Act entitled to receive such Notices from the Association; but with the consent of the Auditors and of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meeting other than Annual General Meetings, or meetings to pass a Special Resolution, a meeting may be convened by such Notice as those members may think fit.
- 6.7 Accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any Resolution passed, or proceeding at that meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, and the Reports of the Executive Committee and the Auditors,

the election of members of the Executive Committee and the appointment of, and the fixing of the remuneration of, the Auditors.

- 7.2 Notice of any resolution to be proposed at an Annual General Meeting must be received by the Secretary of the Association in writing not later than thirty-one days prior to the Annual General Meeting and if the Executive Committee so decides, notice thereof shall be given to the members of the Association prior to the meeting.
- 7.3 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall constitute a quorum.
- 7.4 If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall constitute a quorum.
- 7.5 The Chairman, if any, of the Executive Committee shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman, or if he is not present: within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Executive Committee members present shall elect one of their number to be Chairman of the meeting. But if no Executive Committee member is willing to act as Chairman or if no Executive Committee member is present within fifteen minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 7.6 The Chairman may, with the consent of any meeting at which a quorum is present and he 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 an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 7.7 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 the Chairman or by at least three members present in person. And unless a poll be so demanded a Declaration by the Chairman at the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution. The demand for a poll may be withdrawn.
- 7.8 Subject to the provisions of Article 7.7, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.9 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.
- 7.10 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.
- 7.11 Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being a club or association by their duly authorised representatives provided the identity of the representatives shall have been notified in writing to the Secretary at least two days prior to the date of the Resolution) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association 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.

8. VOTES OF MEMBERS

- 8.1 Every recognised member club or association shall be entitled to authorise not more than two members of the Association to vote on its behalf. Every person authorised by a club or association and every full individual member of the Association shall have one vote. No other member shall be entitled to have a vote.
- 8.2 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any general meeting.
- 8.3 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.

9. CLUBS, FIRMS, COMPANIES AND ASSOCIATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 9.1 Any club or association which is a member of the Association may by resolution of its directors or other governing body (a copy of which must be produced to the Secretary at least 15 days in advance of a meeting) authorise such two persons (being members of the Association) as it thinks fit to act as its representatives at any meeting of the Association and the persons so authorised shall be entitled to exercise the same powers on behalf of the body which they represent as that body and each representative shall be authorised to speak and vote and shall attend in person. The authorising resolution shall state the name of the persons so authorised.

- 9.2 Provisions similar to those set out in Article 9.1 shall apply to a firm or company which is a member of the Association save that it shall only be entitled to authorise one person (being a member of the Association) to represent it and such representative shall not be entitled to vote at any meeting.

10. APPOINTMENT AND ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 10.1 The first Executive Committee shall be appointed by the Subscribers to the Memorandum of Association, and they shall hold office until the first Annual General Meeting of the Association at which they shall retire but shall be eligible for re-election. At every subsequent Annual General Meeting all the Executive Committee members shall retire from office as from the termination of such meeting, but shall be eligible for re-election.

- 10.2 The Executive Committee shall consist of

- (a) President (acting as Chairman of meetings),
- (b) Vice-President,
- (c) Secretary,
- (d) Treasurer,
- (e) No less than three discipline Coordinators as the Executive Committee shall decide upon.
- (f) Additional officers as the members shall decide upon to a maximum of five.

The first Executive Committee shall elect the aforementioned officers and the officers shall hold these positions until the first Annual General Meeting at which they shall retire but shall be eligible for re-election. The members at the first Annual General Meeting and each subsequent Annual General Meeting shall elect an Executive Committee. The members at the first Annual General Meeting shall decide whether they or the Executive Committee should elect the positions of President, Vice-President, Secretary, Treasurer and other officers of the Executive Committee and their decision shall regulate the election of all future Executive Committee officer positions. In all cases the representatives must be members of the Association. The Executive Committee may appoint persons to fill any vacancies (including any vacancies arising by reason of non-election of any persons nominated for election at the AGM) during the term of office of the Executive Committee and such person shall hold office until the termination of the next AGM.

- 10.3 The Association at the meeting at which a member of the Executive Committee retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring member of the Executive Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Executive Committee has been put to the meeting and lost.
- 10.4 No person other than a member of the Executive Committee shall, unless recommended by the Executive Committee, be eligible for election to the office of a member of the Executive Committee at any general meeting unless, not less than 30 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
- 10.5 The Association may from time to time by ordinary resolution increase or reduce the number of members of the Executive Committee and may also determine in what rotation the increased or reduced number is to go out of office.
- 10.6 The Executive Committee may at any time appoint any member of the Association to be a member of the Executive Committee but only to fill a casual vacancy or as an addition to the Committee provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but shall be eligible for re-election.
- 10.7 The Association may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any member of the Executive Committee before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such member of the Executive Committee. Such removal shall be without prejudice to any claim such member of the Executive may have for damages for breach of any contract of service between him and the Association.
- 10.8 The Association may by ordinary resolution appoint another person in place of a member of the Executive Committee removed from office under Article 10.7. Without prejudice to the powers of the Executive Committee under Article 10.6 the Association in general meeting may appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an additional member thereof. A person appointed in place of a member of the Executive Committee, so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Executive Committee in whose place he is appointed was last elected a member of the Executive Committee.
- 10.9 A member or connected party, who is involved either financially or otherwise with a commercial club or grounds, shall not permit his name to be put forward for election to the Executive Committee. For the purpose of this Article, a connected party shall be as defined in the Companies Act, 1963 to 1999.
- 10.10 For the purpose of this Article a commercial club or grounds shall be one in which all members do not have equal rights, or are not entitled to an equal share in any surplus generated, or whose members, on disbandment, or liquidation are not entitled to an equal share of any excess generated.
- 10.11 In the event of a dispute as to whether or not a club or grounds is commercial, the onus of proof shall rest with the member.

- 10.12 No person who is not an individual member of the Association shall in any circumstances be eligible to hold office as a member of the Executive Committee and if any such person while holding any such office should cease to be a member of the Association he shall automatically cease to hold such office.

11. DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

- 11.1 The business of the Association shall be managed by the Executive Committee who may pay all expenses incurred in promoting and registering the Association, and exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in a general meeting, but no direction given by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that direction had not been given.
- 11.2 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a further or casting vote. Two Executive Committee members may and the Secretary shall on the requisition of two Executive Committee members summon a meeting of the Executive Committee. Such request must state the business to be considered at the meeting. At least fourteen days notice shall be given to the Executive Committee of such a special meeting and the notice shall include an agenda showing the business to be conducted. Business not specified in the notice convening the meeting may be brought forward by leave of the Chairman and dealt with provided two-thirds of those present agree to treat such business as urgent. The fact that any member of the Executive Committee has not for any reason whatsoever received notice of a meeting of the Executive Committee shall not invalidate such meeting or any resolution passed or any election or appointment made at such meeting. If the members of the Executive Committee so resolve it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof who being resident in Ireland is for the time being absent from Ireland.
- 11.3 The Executive Committee may from time to time make vary and repeal Bye-Laws for the regulation of the affairs of the Association and the conduct of its officers, servants and members and such Bye-Laws may prescribe the subscription to be paid by individual members, clubs and associations and the privileges to be enjoyed by any class of members provided that no Bye-Law shall be made which is inconsistent with the provisions of the Companies Act or the Memorandum or Articles of Association for the time being of the Association or which would amount to such an addition to or alteration of these Articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Companies Act 1963.
- 11.4 The Executive Committee may delegate any of its powers to subcommittees consisting of such member or members of the Executive Committee as they think fit, and any subcommittee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such subcommittee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superceded by any Regulations made by the Executive Committee. The quorum for meetings of any such subcommittee shall be three.
- 11.5 The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be four.
- 11.6 The continuing Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the Regulations of the Association as the necessary quorum of the numbers of the Executive Committee the continuing members of the Executive Committee may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
- 11.7 All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee or any subcommittee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Executive Committee was disqualified be as valid as if every such person had been duly appointed.
- 11.8 A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid as if it had been passed at a meeting of the Executive Committee duly convened and held. Such a resolution may also consist of one or more telefax or facsimile messages in like form signed in the name of each or all of the members provided that in the case of each such telefax or facsimile message the Secretary or any member of the Executive Committee shall have endorsed the same with a Certificate stating that he is satisfied as to the authenticity thereof and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Meetings of the Executive Committee (including any committees of the Executive Committee may be conducted by the use of a conference telephone or similar facility provided always the Chairman of the meeting notes his satisfaction that all the members of the Executive Committee:
- (a) have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting; and
 - (b) can hear and contribute to the meeting and such participation in a meeting shall be deemed to constitute presence in person at the meeting.
- 11.9 The Executive Committee shall, by a majority vote, have power to invite anyone to attend and speak but not vote at their meetings.
- 11.10 A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Executive Committee or treasurer and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee, treasurer and as or in place of the secretary.
- 11.11 The Executive 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 Directors to be the attorney or attorneys of

the Association for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors 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 Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

- 11.12 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association 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 Executive Committee shall from time to time by resolution determine.
- 11.13 The Executive Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.
- 11.14 The Executive Committee shall cause proper Minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Association and of the Executive Committee and of subcommittees of the Executive Committee and all business transacted at such meetings, of the names of the Executive Committee present at each meeting of the Committee and of any subcommittee thereof and any such Minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.
- 11.15 No remuneration shall be payable under any circumstances to any members of the Executive Committee in respect of his service on the Executive Committee, or on any subcommittee of members of the Executive Committee to which the Executive Committee may delegate powers under Article 11.4. The members of the Executive Committee may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any subcommittee or general meeting of the Association or in connection with the business of the Association.
- 11.16 A member of the Executive Committee may not vote in respect of any contract in which he is interested or any matter arising therefrom. The participation by any member of the Executive Committee in respect of any vote in breach of this article shall not invalidate that vote but the Executive Committee may review, declare invalid and set aside the vote at any time thereafter.

12. INDEMNIFICATION OF OFFICERS OF THE ASSOCIATION

- 12.1 The officers of the Association and members of the Executive Committee and of its subcommittees and all employees of the Association shall be indemnified by the Association against any claims or demands in respect of any liability properly incurred on behalf of the Association.

13. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 13.1 The office of a member of the Executive Committee shall be vacated if such member:
 - (a) Hold any other office or place of profit under the Association.
 - (b) is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangement or composition With his creditors generally or
 - (c) becomes prohibited from being a member of the Executive Committee by reason of any order made under section 184 of the Act or
 - (d) becomes of unsound mind or
 - (e) resigns his office, by notice in writing to the Association or is convicted of an indictable offence unless the members of the Executive Committee otherwise determine.
 - (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 194 of the Act.
 - (g) Absents himself from 3 consecutive meetings of the Executive Committee without written leave of absence of the Executive Committee provided that the participation by any disqualified holder in any meetings shall not invalidate the proceedings unless each of the persons attending shall have had actual notice of the disqualification.

14. THE SECRETARY

- 14.1 The Secretary shall be appointed by the Association in the manner set out in Article 10.2.

15. THE SEAL

- 15.1 The seal of the Association shall not be affixed to any instrument except by the Authority of a resolution of the Executive Committee and in the presence of at least two members of the Executive Committee and of the Secretary or in the absence of the Secretary to such other person as shall be appointed for the purpose by the Executive Committee and the said members and the Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact the Seal has been properly affixed.

16. ACCOUNTS

- 16.1 The Executive Committee shall cause proper books of account to be kept relating to:
 - (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(b) All sales and purchase of goods by the Association;

(c) The assets and liabilities of the Association;

16.2 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 Association's affairs and to explain its transactions.

16.3 The books of account shall be kept at the office, or subject to Section 147 of the Act, at such other place as the Executive Committee think fit, and shall at all reasonable times be open to the inspection of any member of the Executive Committee.

16.4 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 Association or any of them should be opened 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 Association except as conferred by statute or authorised by the members of the Executive Committee or by the Association in General meeting.

16.5 At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting together with a proper Balance Sheet made up to the same date. Every such Balance Sheet shall be accompanied by proper Reports of the Executive Committee and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with the statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereon or to accompany the same shall not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all persons entitled to receive notice of General Meetings in the manner in which Notices are hereinafter directed to be served. The Auditor's Report shall be open to inspection and to be read before the meeting.

17. AUDIT

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

18. NOTICES

18.1 A Notice may be served by the Association upon any member including clubs, associations and other bodies which are members either personally or by sending it through the post in a prepaid letter, addressed to such member at his address as appearing in the Register of Members.

18.2 Any member described in the Register of Members by an address not within the Republic of Ireland who shall from time to time give the Association an address within the Republic of Ireland at which Notices may be served upon him, shall be entitled to have Notices served upon him at such address, but, save as aforesaid only those members who are described in the Register of Members by an address within the Republic of Ireland shall be entitled to receive Notices from the Association.

18.3 Any Notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a prepaid Letter.

18.4 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 the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Association.

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

19. DISSOLUTION

19.1 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Witness to the above signatures:

dated the 10th day of October 2009