

COMPANIES ACT 2014
CONSTITUTION OF
NETBALL IRELAND COMPANY LIMITED BY GUARANTEE

(As adopted by special resolution dated 29th June 2024)

MEMORANDUM OF ASSOCIATION

1. The name of the company is: **NETBALL IRELAND COMPANY LIMITED BY GUARANTEE (the "Company")**
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are to:
 - 3.1 act as the sole controlling and governing body of netball in the Republic of Ireland.
 - 3.2 develop the sport of netball in the Republic of Ireland.
 - 3.3 promote the health benefit of the sport, encourage the spirit of inclusiveness, understanding and friendship through the sport.
4. For the purposes of attaining the above objects the Company is empowered to:
 - 4.1 develop and maintain a governance structure for the Company capable of delivering to all members the services that are desirable or necessary to deliver the objects of the Company.
 - 4.2 establish, alter, approve, publish and enforce rules, regulations and bye laws for the sport of netball in the Republic of Ireland and to deal with any infringement thereof.
 - 4.3 provide for the registration and the maintenance of a register in accordance with relevant legal requirements of:
 - a. its members and to enter in it such particulars as are required by law or as are necessary and appropriate for the purposes of attaining the objects of the Company; and
 - b. such other persons and organisations and to enter in it such particulars as is necessary and appropriate for the purposes of attaining the objects of the Company.
 - 4.4 ensure the game of netball is a positive and inclusive activity which continues to emphasise overall development, wellbeing, safety, health and welfare at all levels within the sport.
 - 4.5 maintain the spirit of the sport of netball and protect the health of those who participate in the sport by implementing, through its rules and regulations, the Irish

Anti-Doping Rules published by Sport Ireland as amended from time to time.

- 4.6 further the education of all by encouraging and enabling their participation and involvement in netball in the Republic of Ireland.
- 4.7 enhance and expand the links the game has with its local, national and international stakeholders, its participants and the community.
- 4.8 obtain and maintain membership of World Netball or affiliate to any other appropriate body that the Board shall approve from time to time.
- 4.9 decide all matters, disputes or otherwise relating to netball in the Republic of Ireland.
- 4.10 raise funds solely for the promotion and advancement of the aims and objects of the Company in so far as they relate to the development and promotion of the sport of netball.
- 4.11 promote, run, hold, carry and/or take part in such games, entertainment and events, as are or will be sanctioned in accordance with the rules, regulations and bye laws for the time being of the Company for the purposes of clause 3 above.
- 4.12 use the resources and assets of the Company to develop, purchase, renovate and/or extend playing courts or appropriate facilities or to assist in such development, purchase, renovation and/or extension, whether such assistance is by way of grant or loan provided same be used for the purposes of clause 3 above.
- 4.13 purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company thinks necessary or convenient for the attainment or advancement of any of its objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Company.
- 4.14 for the purposes aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any copyrights, designs, trademarks, patents, licenses, franchise, concessions and the like (or rights in respect thereof) conferring a right to use or any secrets or other information and/or any film, video, television or broadcasting rights which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, or grant licenses in respect of or otherwise to turn to account any rights and information so acquired and also to undertake any kind of trade business or activity for the purpose of promoting advancing or protecting the interests of persons or bodies engaged in the sport of netball and to hold shares in any body corporate set up from time to time that is connected with the sport of netball in the Republic of Ireland or any activity ancillary thereto.
- 4.15 to guarantee, grant indemnities in respect of, enter into any suretyship or joint obligation, or otherwise support or secure, whether by personal covenant or by mortgaging or charging all of any part of the undertaking, property and assets (present and future), or by both such methods and whether in support of such guarantee or indemnity or suretyship or joint obligation or otherwise, the payment of any debts or the performance of any contract or obligation of any company or undertaking or any person including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary of the

Company or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect, from entering into such guarantee or indemnity or suretyship or joint obligation or other arrangement or transaction contemplated herein.

- 4.16 carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property for the purposes of clause 3 above.
 - 4.17 support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on its activities in so far as same shall refer solely to the objects as set out in clause 3 above.
 - 4.18 sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same, provide such sale or other disposition shall be consistent with the objects as set out in clause 3 above.
 - 4.19 remunerate any person, firm or company rendering services to or on behalf of the Company.
 - 4.20 control and regulate all participants engaged in netball who are registered with the Company including without limitation players (both amateur and professional) and regulate all netball competitions in the Republic of Ireland.
 - 4.21 establish the specification for equipment and facilities for the playing of netball in the Republic of Ireland.
 - 4.22 borrow or raise money for the purpose of the Company on such terms as the Company shall think fit and advisable and, on such security, as may be appropriate.
 - 4.23 apply for such licenses or other permits required for the carrying on of any of its objects or any activity conducive or incidental thereto including but not limited to applying for a lottery license and to do all such other things as are incidental or conducive to the attainment of all the above objects.
5. The liability of the members is limited.
 6. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while they are a member or is wound up within one year after the date on which they cease to be a member, for
 - 6.1. the payment of the debts and liabilities of the Company contracted before they cease to be a member, and the costs, charges and expenses of winding up; and
 - 6.2. the adjustment of the rights of contributories among themselves, such amount as may be required;
 - 6.3. not exceeding €1
 7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed

among the members of the Company but shall be given or transferred to an organisation or organisations having main objects similar to the main object of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of Clause 8 hereof, such organisation or organisations to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object similar to the main objects of the Company. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to members of the Company. No Director shall be appointed to any office of the Company paid by salary or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - 8.1. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - 8.2. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - 8.3. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - 8.4. reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company.

ARTICLES OF ASSOCIATION (the “Articles”)

The name of the company is Netball Ireland Company Limited by Guarantee (the “Company” or “Netball Ireland”).

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

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| “Act” | means the Companies Act 2014; |
| “Annual General Meeting” or “AGM” | means an annual general meeting of the Members of the Company; |
| “Board” | means the Board of Directors of the Company as described in this Constitution; |
| “Business Day” | means a day, when retail banks in Dublin are open for business other than a Saturday, Sunday or public holiday in the Republic of Ireland; |
| “Bye Laws” | means the bye laws of the Company in force from time to time as approved by the Board; |
| “Chair” | means the chair of the Board, appointed in accordance with Article 11; |
| “Company Secretary” | means the person appointed from time to time as the company secretary of the Company; |
| “Executive Committee” | means the committee as set up by the Board to manage the day to day business and affairs of the Company; |
| “Extraordinary General Meeting” or “EGM” | means any general meeting of the Company other than an Annual General Meeting; |
| “Honorary Life Member” | means a person who has had honorary life membership conferred on them by the Board; |
| “General Meeting” | means an AGM or an EGM; |
| “Individual Member” | means any individual who plays, coaches, referees, officiates, organises, administers or is in any way connected with the game of netball in Ireland and who applies for, and is granted, membership of the Company in their personal capacity; |
| “Members” | means the Ordinary Members and the Non Voting Members; |
| “Member Organisation” | means an Organisation that is a Member; |
| “Member of the Board” | means a Director; |
| “Month” | means a calendar month; |

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| “Non Voting Member” | shall have the meaning given in Article 2.4; |
| “Organisation” | means any club or school in the Republic of Ireland playing netball, composed of amateur or professional athletes, who are willing to conform to the rules of the Company from time to time including without limitation these memorandum and articles of association; |
| “Ordinary Member” | shall have the meaning given in Article 2.2; |
| “Person” | includes an individual, a body corporate or Organisation; |
| “Register” | means the register of Members of the Company kept pursuant to the Act; |
| “Representative” | is the person notified to the Company by a Member Organisation from time to time and at least 6 (six) Business Days before a General Meeting to be their representative including, without limitation, for the purpose of receiving notices, attending meetings and voting at General Meetings; |
| “State” | means the Republic of Ireland; |

- 1.2. Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3. In these Articles references to statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other provisions (whether before or after the date of these Articles) from time to time and shall include references to any provisions of which they are re-enactments (whether or without modification).
- 1.4. In these Articles, unless otherwise specified, words importing the singular include the plural, words importing any gender include every gender, and words importing persons include bodies corporate and unincorporate; and (in each case) vice versa.
- 1.5. The law governing the Constitution of the Company is the law of the State.
- 1.6. “signature” and any cognate word includes signature in writing and any other form of electronic signature acceptable in accordance with the law of the State.
- 1.7. “present in person” shall also mean participating by technological means where permitted by law.

2. MEMBERS

- 2.1. The Company has the following categories of Members:
 - 2.1.1. Ordinary Members; and
 - 2.1.2. Non Voting Members.
- 2.2. Ordinary Members shall be:
 - 2.2.1. the Directors from time to time;
 - 2.2.2. members of the Executive Committee from time to time; and
 - 2.2.3. any Organisation which applies for and is granted membership of the Company.
- 2.3. The Bye Laws may provide for rules relating to the application, granting, removal and cessation of membership and any conditions attaching to membership including the provision of such information in relation to the finances or affairs of an Organisation as is requested by the Board. For the avoidance of doubt, the Bye Laws shall apply to all Members of the Company, including but not limited to the Organisations set out in Article 2.2.
- 2.4. Non Voting Members shall be:
 - 2.4.1. Individual Members;
 - 2.4.2. Honorary Life Members; and
 - 2.4.3. such other categories of members as may be defined in the Bye Laws.
- 2.5. Ordinary Members shall be entitled to receive notice of, and to attend, speak and vote at General Meetings.
- 2.6. Non Voting Members shall be entitled to receive notice of, attend and speak but not vote at General Meetings of the Company unless they are entitled to vote in their capacity as a Representative or proxy of an Ordinary Member.
- 2.7. Subject to clause 5.15, a Representative shall have authority to act on behalf of a Member Organisation at any General Meeting of the Company and shall be entitled to exercise all powers in relation to that meeting as they were an Ordinary Member.
- 2.8. A Person wishing to become a Member of the Company shall comply with the following conditions of membership:
 - 2.8.1. the Person has completed an application for membership in such form as the Board may prescribe;
 - 2.8.2. all membership fees due (if any) are paid in full; and
 - 2.8.3. the application has been approved by or on behalf of the Board in its absolute discretion.

- 2.9. Each Member agrees that their acceptance of membership constitutes an agreement between that member and (a) every other member and (b) the Company to be bound by the membership rules including without limitation these Articles and the Bye Laws.
- 2.10. The Board may from time to time determine the level of membership fees (if any) of the relevant category of Member.
- 2.11. Membership of the Company cannot be assigned, transferred or shared.
- 2.12. Without affecting any provision of the Bye Laws to provide for the cessation of membership in any other circumstances, membership of the Company shall cease:
 - 2.12.1. on the Member's death or on dissolution of a Member Organisation;
 - 2.12.2. with effect from the receipt by the Company Secretary of notice in writing of resignation from a Member; or
 - 2.12.3. on the cessation of membership in accordance the Bye Laws.
- 2.13. A cessation is without prejudice to any claim that the Company may have against the Member for matters that arose prior to the cessation. The Company may start, or continue with, the prosecution of any proceedings (including but not limited to disciplinary proceedings) against such a Member notwithstanding the cessation, and such Member shall have the same rights and obligations in respect of those proceedings as would have pertained if the Member had not ceased to be a member.

3. GENERAL MEETINGS

- 3.1. Subject to the provisions of this Article 3.2 and 3.3, an AGM of the Company or an EGM of it may be held anywhere on the island of Ireland.
- 3.2. If the Company holds its AGM or any EGM outside of the State then the Company has the following duty, namely to make, at its expense, all necessary arrangements to ensure that Ordinary Members can by technological means participate in any such meeting without leaving the State, unless all of the Ordinary Members entitled to attend and vote at such meeting consent in writing to its being held outside of the State.
- 3.3. A meeting referred to in Article 3.1 may be held in 2 or more venues (whether inside or outside of the State) at the same time using any technology that provides Ordinary Members, as a whole, with a reasonable opportunity to participate in the meeting. For the avoidance of doubt, the Company may provide for participation in a General Meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a Ordinary Member, whether before or during the meeting. The mechanism for casting votes shall not require the Ordinary Member to be physically present at the General Meeting or require the Ordinary Member to appoint a proxy who is to be physically present at the meeting.
- 3.4. The Company shall in each year hold its AGM in addition to any other EGM's in that year and shall specify the meetings as such in the notices calling it. Not more than 15 months shall elapse between the date of one AGM of the Company and that of the next AGM.
- 3.5. Subject to the provisions of Section 176 of the Act and Article 3.2 and 3.3, the AGM

shall be held at such time and at such place in the State as the Directors shall appoint.

- 3.6. The Directors may, whenever they see fit, convene an EGM and an EGM shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 178 of the Act.

4. NOTICE OF GENERAL MEETINGS

- 4.1. Subject to Sections 175 and 177 of the Act, a General Meeting of the Company shall be called:
- 4.1.1. in the case of the AGM or an EGM for the passing of a special resolution, by not less than 21 days' notice in writing; or
 - 4.1.2. in the case of any other EGM, by not less than 14 days' notice in writing.
- 4.2. 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 the General Meeting and in the case of special business the general nature of that business and shall be given in a manner hereinafter mentioned to such persons as are under the Articles entitled to receive notices from the Company. If the General Meeting is to be held wholly or partly by electronic communications technology, the notice shall also include:
- 4.2.1. the electronic platform to be used for the meeting;
 - 4.2.2. details for access to the electronic platform;
 - 4.2.3. the time and manner by which an attendee must confirm his or her intention to attend the meeting;
 - 4.2.4. any requirements or restrictions which the Company has put in place in order to identify attendees who intend to attend the meeting;
 - 4.2.5. the procedure for attendees to communicate questions and comments during the meeting; and
 - 4.2.6. the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.
- 4.3. The accidental omission to give notice of a General Meeting to or the non-receipt of notices of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- 4.4. In the case of a Member Organisation, notice shall be given to the Representative last notified to the Company.
- 4.5. Notice may be served on or given to a Member by any of the means referred to in section 218(3) of the Act including by electronic means. Electronic means shall include without limitation publication on the Company's website or email.
- 4.6. Publication on the website shall require placing the notice of the General Meeting on the Company's website throughout the period from the giving of the notice to the start of the

General Meeting to which the notice relates (unless the Company shall be prevented from maintaining such notice on its website by reason of matters outside its control);

- 4.7. Section 218 (5) of the Act applies in relation to the service of notice.
- 4.8. Not less than 21 days before the date of an Annual General Meeting, the Company shall publish the following documents on its website:
 - 4.8.1. the statutory financial statements of the Company for the financial year concerned;
 - 4.8.2. the directors' report in relation to it for that financial year;
 - 4.8.3. the statutory auditor's report on those financial statements and the directors' report.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1. Business transacted at an EGM and all business transacted at an AGM shall, other than the following, be deemed special:
 - 5.1.1. the consideration of the Company's statutory financial statements and the report of the Directors and the report of the statutory auditors on those statements and the report;
 - 5.1.2. the review by the Members of the Company's affairs;
 - 5.1.3. the election and re-election of Directors who are due for election or re-election;
 - 5.1.4. the appointment or re-appointment of statutory auditors;
 - 5.1.5. the remuneration of the auditors.
- 5.2. No business shall be transacted at any General Meeting unless a quorum of Ordinary Members of the Company is present at the time when the meeting proceeds to business; save as herein otherwise provided, 6 (six) Ordinary Members present in person or by Representative or by proxy shall be a quorum.
- 5.3. If within half an hour from the time appointed for the General Meeting, a quorum is not present, the meeting, if convened upon the requisition of the Ordinary Members of the Company, 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 to such other day and at such other time and place as the Board shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Ordinary Members of the Company present shall be a quorum.
- 5.4. The Chair shall preside as chairperson at every General Meeting of the Company, or if there is no such Chair, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Board members present shall elect one of their number to be chairperson at the meeting.
- 5.5. If at any General Meeting, no Board member is willing to act as chairperson or if no Board member is present within fifteen minutes after the time appointed for the holding of the meeting, the Ordinary Members of the Company present shall choose one of their

number to be chairperson at the General Meeting.

- 5.6. The chairperson may with the consent of any General Meeting which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5.7. 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:
 - 5.7.1. by the chairperson; or
 - 5.7.2. by at least three Ordinary Members of the Company present in person, by Representative or by proxy; or
 - 5.7.3. by any Ordinary Member or Ordinary Members present in person, by Representative or by proxy and representing not less ten percent of the total voting rights of all the Ordinary Members of the Company having the right to vote at the General Meeting.
- 5.8. Unless a poll is so demanded, a declaration by the Chair or chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 5.9. The demand for a poll may be withdrawn before the poll is taken.
- 5.10. If a poll is duly demanded it shall be taken in such a manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.11. A poll demanded on the election of a chairperson 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 chairperson 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.
- 5.12. A resolution in writing signed by all of the following (a) in the case of a Ordinary Member Organisation, by a Representative of that Organisation and (b) all other Ordinary Members of the Company 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 Company 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.
- 5.13. Where more than one Representative of a Member Organisation attend at a General Meeting of the Ordinary Members, only one vote may be cast for that Member Organisation.
- 5.14. No objection shall be raised to the qualification of any voter except at the General

Meeting or adjourned General 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 Chair or chairperson of the meeting whose decision shall be final and conclusive.

- 5.15. The chairperson of the General Meeting shall have the power to determine, in the case of any doubt, whether or not an individual is a Representative or a proxy of a Member Organisation for the purpose of these Articles. A Member Organisation and any person claiming to be a Representative or a proxy shall furnish such information and documentation as the chairperson may require for the purpose of making his or her determination.
- 5.16. An ordinary resolution requires a simple majority of the votes cast by the Ordinary Members of the Company, as being entitled to do so, vote in person, by Representative or by proxy at a General Meeting of the Company;
- 5.17. A special resolution requires not less than 75% of votes cast by Ordinary Members of the Company as being entitled to do so, vote in person, by Representative or by proxy at a General Meeting of the Company;
- 5.18. In the event of there being an equality of votes, the chairperson of the General Meeting shall have a second or casting vote.

6. PROXIES

- 6.1. An Ordinary Member entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint another person (whether a Member of the Company or not) as his, her or its proxy to attend and vote instead of him, her or it. A proxy so appointed shall have the same right as the Ordinary Member to speak at the General Meeting and to vote on a show of hands and on a poll.
- 6.2. No person shall be recognised as representing more than one Ordinary Member, whether as Representative or as proxy and shall not be entitled to cast more than one vote as a Representative or as proxy. For the avoidance of doubt, casting a vote as a Representative or as proxy, does not prevent a Ordinary Member casting their own vote.
- 6.3. The instrument appointing a proxy (the “Instrument of Proxy”) shall be in writing and:
 - 6.3.1. if the appointer is an individual or a Representative of a member organisation, signed by that individual or Representative; or
 - 6.3.2. if the appointer is a body corporate either executed under the seal of the body corporate or signed by a duly authorised officer of the body corporate;
 - 6.3.3. subject to clause 6.3.2, under the hand of the individual if a Ordinary Member or the hand of a Representative of a Ordinary Member Organisation; or
 - 6.3.4. if the appointer is a body corporate either under seal of the body corporate or under the hand of an officer.
- 6.4. The Instrument of Proxy or other authority, if any, under which it is signed, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited

not later than the following time:

- 6.4.1. 6 (six) Business Days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 6.4.2. in the case of a poll, 6 (six) Business Days before the time appointed for the taking of the poll.
- 6.5. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the Instrument of Proxy, be effected by communicating the Instrument of Proxy to the Company by electronic means (as defined in Section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
- 6.6. An Instrument of Proxy shall be in the following form or a form as near to it as circumstances permit:-

[Name of Ordinary Member] (the “Member”) of [Address of Member] being a member of the Company hereby appoint(s) [Name and Address of proxy] or failing him or her

[Name and Address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual / extraordinary) general meeting of the Company to be held on [Date of the meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

| Voting Instructions to Proxy (choice to be marked with an ‘x’) | | | |
|---|-----------|---------|---------|
| Number or description of resolution: | In Favour | Abstain | Against |
| 1. | | | |
| 2. | | | |
| 3. | | | |
| Unless otherwise instructed the proxy will vote as he or she thinks fit. | | | |
| Signature of member/Representative Dated: | | | |

7. THE BOARD

- 7.1. The Board of the Company shall be comprised of up to 5 (five) Directors.
- 7.2. The Board shall elect a Chair from amongst their number.
- 7.3. Subject to the law and these Articles, the Board is able to arrange their composition, responsibilities and organisation as they consider most suitable.
- 7.4. Any change to the number of Directors requires a special resolution.
- 7.5. The Directors shall be elected at a General Meeting of the Ordinary Members.
- 7.6. In the event that a Director is appointed within six (6) months following the date of an AGM, that Director shall be deemed to have been appointed at that AGM. If he or she is appointed later than the expiry of the six (6) month period, he or she shall be deemed appointed at the following AGM.
- 7.7. A Director shall serve for an initial term. Upon the expiry of the initial term the Director shall retire from office but still be eligible to be re-appointed for further terms of office
- 7.8. The duration of the initial term and subsequent terms of office for each Director during any period of consecutive service shall be in accordance with one of the following repeated rotations (each a "Rotation"):
 - 7.8.1. 3 year - 2 year; or
 - 7.8.2. 2 year - 3 year.
- 7.9. On or before the appointment of a Director the Board shall stipulate the Rotation that will apply to that Director. In selecting the Rotation the Board shall consider the Rotation best suited to optimising the continuing composition of the Board.
- 7.10. The Rotation which applies to the Directors at the date of the adoption of these Articles shall be in accordance with a resolution of the Board passed prior to such adoption.
- 7.11. Notwithstanding Article 7.5 the Directors may from time to time appoint a Director to fill a vacancy in the Directors or to make up any shortfall in the permitted number of Directors. The Director so appointed shall hold office only until the next Annual General Meeting and then shall be eligible for re-appointment.
- 7.12. A Director may not appoint an alternate.

8. POWERS OF THE BOARD

- 8.1. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in General Meeting, but subject to:
 - 8.1.1. any regulations contained in these Articles;
 - 8.1.2. the provisions of the Act; and

- 8.1.3. such directions, not being inconsistent with foregoing regulations or provisions, as the Company in General Meeting may (by special resolution) give. However, no direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 8.2. The Directors 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 Company for such purposes and with powers authorities and discretions (not exceeding those vested in or exercisable by the Directors and 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 provision 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.
- 8.3. The Directors may delegate any of its powers to the Executive Committee or such other person(s), committee, sub-committee or entity as the Board may determine from time to time and on such terms as the Board from time to time determines ensuring that the initial membership, terms of reference and powers of any such entity shall be set out by the Board when such a person or entity is established. For the avoidance of doubt, the Board may delegate the power to such sub-committees to sub-delegate their authority if the Board considers it appropriate.
- 8.4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, 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 Directors shall from time to time by resolution determine.
- 8.5. The Directors shall cause minutes to be made in books provided for the purpose:
 - 8.5.1. of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors;
 - 8.5.2. of all appointments of officers made by the Directors; and
 - 8.5.3. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
- 8.6. Without prejudice to the general powers and duties conferred on the Board or any other provision of these Articles conferring authority on the Board, the Board will have responsibility for the supervision and management of the Company and its business, including without limitation:
 - 8.6.1. the governance, strategic development, policy formulation, planning and monitoring the Company on matters affecting netball in the Republic of Ireland;
 - 8.6.2. conducting the affairs of the Company in accordance with these Articles;
 - 8.6.3. preparing and approving a business plan annually;
 - 8.6.4. approving financial budgets and statutory accounts;

- 8.6.5. administering and controlling possession of all of the funds of the Company and applying such funds for such purposes and in such manner as the Board deems necessary or desirable provided these are in line with the objects of the Company;
- 8.6.6. investing the funds of the Company in such securities or otherwise as the Board deems fit; and
- 8.6.7. delegating authority to such individuals or bodies as the Board sees fit, including but not limited to the Chair and committees.

9. BYE LAWS

- 9.1. The Board may delegate its power to make, amend or repeal the Bye Laws to such persons or bodies as the Board considers appropriate and to confer on such persons or bodies the power to sub-delegate their authority. Save where the Board determines that an urgent need arises to make, amend or repeal the Bye-Laws, the Board or the person or body to whom it has delegated its authority, shall consult with the Executive Committee in advance of finalising proposals to make, amend or repeal the Bye Laws.
- 9.2. The Board has ultimate responsibility for making, amending or repealing the Bye Laws provided always that no Bye Law shall be inconsistent with or attempt to repeal anything or constitute an amendment of or addition to these Articles as could only lawfully be made by special resolution at a General Meeting of the Company.
- 9.3. Bye Laws may include but are not limited to:
 - 9.3.1. the admission of Members and the rights and privileges of Members;
 - 9.3.2. the formation and procedure of any committees or the terms of reference of any such committees;
 - 9.3.3. the conduct of Members in relation to one another, and to the Company, its employees and volunteers;
 - 9.3.4. any other matter which the Articles provide may be dealt with by bye laws, rules and regulations; and
 - 9.3.5. generally all such matters as are commonly the subject of company rules or bye laws in the case of a national governing body of a sport.

10. RESERVED MATTERS

- 10.1. The following matters are reserved for the decision of the Ordinary Members by ordinary resolution:
 - 10.1.1. matters reserved to members under the Act (save where a special resolution is required under the Act); and
 - 10.1.2. the election of Directors.

11. PROCEEDINGS OF DIRECTORS

- 11.1. The Directors shall elect a Chair of their meetings. The Directors may elect a Vice Chair of their meetings.
- 11.2. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 11.3. Questions arising at any meeting shall be decided by a majority of votes.
- 11.4. Where there is an equality of votes, the Chair shall have a second or casting vote.
- 11.5. A Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
- 11.6. Subject to the provisions of Article 11.7 the quorum necessary for the transaction of business of Directors shall be 3 (three) Directors present in person.
- 11.7. The continuing Directors 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 of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 11.8. If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Vice Chair will chair the meeting. If at any meeting the Chair and the Vice Chair are not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.
- 11.9. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person 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 Director.
- 11.10. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
- 11.11. A meeting of the Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
 - 11.11.1. a director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 11.11.2. such a meeting shall be deemed to take place:

- 11.11.2.1. where the largest group of those participating in the conference is assembled; or
- 11.11.2.2. there is no such group, where the Chair or chairperson of the meeting then is; or
- 11.11.2.3. if neither of 11.11.2.1 or 11.11.2.2 applies, in such location as the meeting itself decides.

12. THE SEAL

The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Company Secretary or by a second Director (if any) or by some other person appointed by the Directors for that purpose.

13. FINANCE AND ACCOUNTS

- 13.1. The Board shall ensure the accounts of the Company are maintained in accordance with normal and accepted accounting practice and in particular proper books of accounts shall be kept relating to:
 - 13.1.1. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 13.1.2. all sales and purchases of goods by the Company; and
 - 13.1.3. the assets and liabilities of the Company.
- 13.2. 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 Company's affairs and to explain its transactions.
- 13.3. The books of account shall be kept at the registered office of the Company or subject to Section 283 of the Act at such other place as the Board think fit and shall at all reasonable times be open to inspection of the Board.
- 13.4. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the books of the Company or any of them shall be open to inspection for the Members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 13.5. The Board shall from time to time in accordance with Section 186 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, accounts and reports, as are required by that section, to be prepared and laid before the Annual General Meeting of the Company.
- 13.6. The Board will adopt such procedures as are appropriate for the lodgement, payment, application, withdrawal and control of the funds of the Company.

14. BORROWING POWERS

The Directors may exercise all the powers of the Company 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 Company or of any third party.

15. DISQUALIFICATION, RESIGNATION AND REMOVAL OF DIRECTORS

- 15.1. A member of the Board shall vacate his or her membership of the Board and cease to be a Director if he or she:
- 15.1.1. ceases to be a Director by virtue of any provisions of the Act or he or she becomes prohibited by law from being a Director;
 - 15.1.2. is restricted under Part 14, Chapter 3 of the Act and the Board, at any time during the currency of the restriction, resolve that his or her office be vacated;
 - 15.1.3. dies or becomes subject to a bankruptcy order or interim order or he or she makes any arrangement or composition with his or her creditors;
 - 15.1.4. resigns his or her office by notice in writing to the Company;
 - 15.1.5. the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - 15.1.6. absents himself or herself from the meetings of the Board during a continuous period of six (6) months without the permission of the Board;
 - 15.1.7. is sentenced to a term of imprisonment (whether that term is suspended or not) following conviction of an indictable offence;
 - 15.1.8. is removed from office by resolution of the Members duly passed pursuant to section 146 of the Act;
 - 15.1.9. he or she is removed from office by resolution of the Board acting in the best interests of the Company.

16. VOTING ON MATTERS OF PERSONAL INTEREST

- 16.1. A Director shall declare an interest in respect of any contract, appointment or arrangement in which they are interested.
- 16.2. A Director shall not vote in respect of any contract, appointment or arrangement in which they are interested but they shall be counted in the quorum present at the meeting.

17. EXECUTIVE COMMITTEE

- 17.1. The Board shall establish an Executive Committee and such other committees as it deems appropriate.
- 17.2. The Executive Committee shall be comprised of:
 - 17.2.1. the Directors of the Board of Netball Ireland; and
 - 17.2.2. such other members appointed by the Board as the Board shall determine will assist in the management and development of the Company and as may be detailed in the Bye Laws.
- 17.3. Each member of any committee shall have one vote.
- 17.4. Without affecting the generality of Article 8.3, following consultation with the Executive Committee, the Board shall determine terms of reference for all committees.
- 17.5. Having regard to the Board's overall responsibilities and obligations for the supervision and management of the Company, the Board may, if it considers that it will be beneficial to the overall interests and objectives of the Company, amend, supplement or withdraw any functions delegated to the Executive Committee or any other committee.
- 17.6. The members of all committees shall always act in the best interests of the Company.

18. AUDIT

If Auditors are required for the Company then they shall be appointed and be regulated in accordance with Chapters 18 to 20 inclusive of the Act.

19. DISCIPLINE

- 19.1. Members may be disciplined in accordance with the procedures set out in the Bye Laws of the Company.
- 19.2. Members may appeal disciplinary decisions in accordance with the Bye Laws of the Company.

20. ANTI-DOPING

- 20.1. The Company forbids the use of prohibited substances or methods, a practice generally known as doping in sport. The rules of the Company regarding doping are the Irish Anti-Doping Rules as adopted by Sport Ireland and as amended from time to time (the "ADR").
- 20.2. The rules contained in the ADR shall have effect and be construed as rules of the Company.

21. INDEMNITY

Subject to the provisions of the Act every member of the Board, Company Secretary and other

officers for the time being of the Company shall be indemnified out of the assets of the Company against all costs, losses, damages, or expenses in respect of any covenant, contract, or agreement entered into or act or thing done in discharge of his duties or in or about the carrying into effect of any object or purpose of the Company and in respect of any action, suit, proceedings, or other matter whatsoever connected with the Company of the affairs thereof. No member of the Board or any other officer of the Company shall be answerable or responsible for any act, receipt, omission, neglect, default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the Company unless the same shall happen through their own dishonesty

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBER

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