

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

GALWEGIANS RUGBY FOOTBALL CLUB CLG

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is Galwegians Rugby Football Club company limited by guarantee.

2. Company type

- i. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
- ii. The company is registered with the companies registration office to drop the word “Limited By Guarantee” from its title.
- iii. Hereinafter in this Constitution the word Club shall have the meaning of Company.

3. Main Object

The main object for which the Company is established (the “Main Object”) is

- i. the furtherance, promotion, support and playing of Rugby Union Football
- ii. To take over the operations, activities, assets & liabilities, of the Galwegians Rugby Football Club, established in 1922. Based in Galway City, Co Galway.

Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

All other games, past-times, or athletic activities, lawfully permitted activities in or on the Club's premises, indoor or outdoor, shall be incidental or ancillary amenities, subservient in all respects to the principal objects.

The Club shall not discriminate against any person or persons nor shall it refuse membership to any person or persons by reason only of that person or persons gender, marital status, family status, disability, sexual orientation, age, religion, race or by virtue of being a member of the travelling community.

4. **Powers**

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

- 4.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 4.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 4.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.7 Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and

provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for sporting objects.

- 4.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 4.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 4.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 4.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained if required by law from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 4.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations

of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

- 4.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 4.22 To enter into any arrangements with any governments or authorities including the Irish Rugby Football Union ("IRFU") and the Connacht Rugby Football Branch ("Connacht Rugby"), supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of the Income and Property clause hereof and to guarantee the contracts of, otherwise assist any

such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 4.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 4.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 4.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 4.28 To establish and maintain links with international and national organisations having similar objectives.
- 4.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 4.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

5. Income and Property

- 5.1 The income and property of the Company shall be applied solely towards the promotion of Main Object and Subsidiary 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 profit to members of the Company.
- 5.2 No Director shall be appointed to any office of the Company paid by salary or fees, 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:
 - (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- (b) 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;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company or firm of which a Director may be a member.

6. Additions, alterations or amendments

No addition, alteration or amendment shall be made to the provisions of the object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Income and Property clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, in consultation with the IRFU [or the body for time being then governing the sport of Rugby Union in Ireland, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object for the furtherance of Rugby Union. 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.

9. Limited Liability

The liability of the members is limited.

10. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (b) the adjustment of the rights of the contributories among themselves,
- such amount as may be required, not exceeding €1.

11. **Keeping of Accounts**

Annual accounts shall be kept and made available to the Revenue Commissioners on request. However, where required by the Revenue Commissioners, such accounts shall be audited.

12. **Additions, Alterations or Amendments**

No addition, alteration or amendment shall be made to the provisions of the Main Object Clause, the Income & Property Clause, the Winding Up Clause, the Keeping of Accounts Clause, or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners (if required by law).

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The "**Board**" means the Board of Management

The "**Board of Management**" means the board who shall attend to the business and affairs of the Company who shall be elected for not less than one year but not more than three years by a simple majority of the Members present and voting at the Annual General Meeting. The Board shall comprise a minimum of seven persons consisting of the Chairperson, the Director of Administration, , the, the Director of Finance, the Director of Governance, the Director of House and Grounds, the Director of Rugby Football, the Director of the Youth Academy, and the Director of Women’s Football and such co-options as the Board of Management require from time to time.

The "**Club**" means the Company.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the Board of Management of the Company and “Director” shall be construed accordingly.

The "**Junior Vice-President**" means any person appointed to perform the duties of the Junior Vice-President of the Club.

The "**President**" means any person appointed to perform the duties of the President of the Club.

The "**Secretary**" means any person appointed to perform the duties of the Director of Administration of the Club.

The "**Seal**" means the Common Seal of the Company.

The "**Vice-President**" means any person appointed to perform the duties of the Vice-President of the Club.

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

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be Seven but the Company may from time to time register an increase of members.

3. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.
4. The membership shall be Ordinary, Youth, Temporary, Honorary and Life Members.
5. No person shall be entitled to remain a Youth Member after they have attained the age of 20 years.
6. Youth Members shall not be entitled to vote at a general meeting until they attain the age of 18 years. The legal guardians of Youth Members shall be entitled to subscribe as Ordinary Members.
7. All members, supporters, players and officials of visiting teams, referees, officials and members of other Rugby Clubs and sporting bodies temporarily visiting the playing grounds of the Company with the permission of the Board shall be deemed Temporary Members of the Club for the day and entitled to enjoy the amenities of the Company. Temporary Members shall not be entitled to vote at a general meeting.
8. The Directors may from time to time determine the terms and conditions on which persons shall be admitted to Membership of the Company and the classes (if more than one) of Members and the privileges, rights and obligations of the Members of each such class.
9. The Directors may from time to time register an increase in Members.
10. Every candidate for Membership of the Company must be:
 - a) proposed by a Member;
 - b) seconded by another Member; and
 - c) supported by two other Members of the Company.
11. The proposer and seconder of any candidate must have completed two years Membership of the Company save within the first two years it shall require that the candidate be proposed by two members of the Board of Management.
12. The proposal must be in writing and be made on an official form, copies of which are available from the Director of Administration.
13. Notice of candidature must be given to the Director of Administration not less than four weeks before a scheduled general meeting.
14. The candidate's name will be put before the Board, or to any committee thereof to whom the Board has delegated consideration and approval of this matter, who by simple majority may approve or reject the candidate. Before deciding finally on the matter, the Board or committee may refer to the proposer and seconder. If the candidate is approved, the Director of Administration will forward the name of the candidate to each

Member not less than four weeks prior to any general meeting. Any new members approved in this manner may not vote at a General Meeting for a period of three months after their approval.

15. Any objection to a candidate must be received in writing by the Board not later than one week before the general meeting at which the candidate is to be elected. If less than five Members object, the candidate will be elected subject to acceptance of Membership by the candidate.
16. If five or more Members object, the proposer will be informed by Board. At that time, the proposer may either withdraw the candidate's name or propose that it go forward to the meeting, to be voted upon in secret ballot. If as a result of such ballot, two-thirds of the Members present and voting, approve of the candidate, then the candidate will be elected subject to the acceptance of Membership by the candidate.
17. Any person whose candidature has been voted upon and rejected may not be proposed again for at least two years from the date on which the vote was taken.
18. The entry of a Member's name in the Register shall be evidence of Membership but no Member shall be entitled to request the issue of a certificate of Membership.
19. The rights and privileges of a Member as such shall be personal and accordingly shall not be transferable.
20. A subscription fee to be set annually by the Board, must be paid each year by each Member not later than the 1st of November of the current year. The Board shall have discretion to remove any Member whose subscription remains unpaid on 30th December of the current year. The annual subscription fee for any Member may be waived or reduced at the discretion of the Board.
21. On election, the subscription for the current year must be paid by Members to the Director of Finance
22. A Member shall not be liable for an annual subscription or be obliged to attend a meeting with effect from the first day of January following the Member's 75th birthday.
23. Subject to Article 21, if a Member has not attended at least one general meeting over a rolling three year period, the Directors shall have discretion to remove that person from Membership unless the Board are satisfied that such Member has justifiable reasons for such non-attendance and that their absence arose as a result of acceptable and extenuating circumstances.
24. Should a member conduct himself or herself in a manner that, in the opinion of the Board, is derogatory to the Club, the Board may call for an explanation, and if they think fit, remove such a person from Membership without any obligation to refund his or her subscription.
25. Any person who loses Membership under Article 20 or 24 above or for any other reason may be re-admitted as a Member by permission of the Board under such terms and

conditions as the Board may determine, upon application being made to them by such person.

RIGHTS OF MEMBERS

26. Membership of the Company is not transferable and shall cease:-
- (a) on the member's death .
 - (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office.
 - (c) if membership is not paid by the due date.

GENERAL MEETINGS

27. The Company 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 Directors 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 Company 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.
28. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
29. Directors may, whenever they think fit, convene an extraordinary general meeting.
30. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
31. The Directors of the Company shall, on the requisition of fifteen or more fully paid up members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
32. The requisition shall state the objects of the meeting and shall be signed by the requisitioner and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitioner.
33. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisition's, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

34. Any reasonable expenses incurred by the requisitioner by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitioner by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
35. For the purposes of Articles 29 to 33, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
36. A meeting convened under Articles 29 or 33 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
37. The chairperson of the Board of Management shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
38. If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
39. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
40. Unless a poll is demanded in accordance with Article 57, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the 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.
41. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson 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.
42. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution

in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) 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. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

43. A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
44. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
- (a) all the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
45. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. Where notice of a meeting is given by email, or circulation in the newsletter to the registered email address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 1 hour following posting. Where a member changes their address or email address the obligation falls to the Member to notify the Company of such new details and notice shall be deemed to be valid if sent to the current existing addresses as appropriate.
46. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
47. The notice of a meeting shall specify:
- (a) the place, date and time of the meeting;

- (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member;
 - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
48. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

VOTES OF MEMBERS

49. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote. Each member of the Club who on the last day of November has paid their subscription for the current season and is eligible to vote per section 2.3 shall be entitled to vote at any General Meeting or Extra Ordinary General Meeting of the Club and at the following Annual General Meeting and to use the Club Facilities.
50. All members have equal voting rights. 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 chairperson of the meeting, whose decision shall be final and conclusive. The Board of management shall be entitled to make such rules and regulations from time to time as they see fit to regulate and approve the qualification of any voter in advance of a general meeting.
51. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson 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.

PROXIES

52. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy

to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

53. The instrument appointing a proxy (the “**Instrument of Proxy**”) shall be in writing –
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
54. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, 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:-
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
55. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument 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.
56. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[*Name of Company*] (the “**Company**”)

[Name of 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 or extraordinary, as the case may be) general meeting of the Company to be held on the [date of 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.....

Dated [date]

VOTING ON A POLL

- 57. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 58. A demand for a poll may be made by:
 - (a) the chairperson of the meeting;
 - (b) at least three members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
- 59. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 39, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 60. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 61. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.
- 62. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.
- 63. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
 - (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

DIRECTORS

64. The number of the Directors shall be not less than five (5) and unless and until determined by the Company in general meeting, not more than Nine (9). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
65. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 64. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
66. The first Director of Governance shall be elected from the Trustees of Galwegians Rugby Football Club in office immediately prior to the incorporation of the Company. In the event that no such trustee is willing to act then past Presidents of Galwegians Rugby Football Club shall be eligible to be appointed. The immediate Past President shall convene a meeting of all available Past Presidents within 28 days of having been requested to do so by the Secretary. The Past Presidents present at the meeting shall choose one of them willing to act to take the position of Director of Governance and the immediate Past President shall notify the Secretary in writing of this choice. If the immediate Past President is not willing to convene such a meeting, or fails to do so within 14 days of having been requested, his immediate predecessor shall be requested and so on until a Past President convenes the required meeting.

OFFICERS

67. The President, Vice-President and Junior Vice-President (“**the Officers**”) shall be elected at the Annual General Meeting and serve until the next Annual General Meeting. Job Descriptions for Officers of the club to be maintained and reviewed at the first meeting of the newly formed Board of Management. The role of President will be to represent the club at formal functions and act as an ambassador and leader for the club along with duties as identified by the Board of Management and herein. The President shall be assisted by one Vice President and one Junior Vice-President. The President and Vice President shall be entitled to sit on the Board of Management for their tenure but shall not be entitled to vote on matters tabled to the Board of Management.
68. A member must be fully paid up and a member of the Club for at least two years to be eligible for election as one of the roles of Officers.
69. Officers of the Club shall be elected as follows:
 - i. A member must be proposed and seconded from the floor for each Officer Position;
 - ii. Each Officer Position is considered a single position separate and independent from other positions on the Board of Management; however, should there be

insufficient candidates to fill all positions, the meeting may decide to appoint a candidate to more than one position

- iii. Where there is only one member proposed for an Officer Position that person shall be deemed elected;
- iv. Where more than one member is proposed for an Officer Position then an election shall be called;

70. Election Protocol for Officers:

- i. Elections will be supervised by three tellers who are members that are appointed by the Board of Management to oversee and ensure that the voting is conducted in accordance with the Club Constitution;
- ii. A Separate election must be held for each contested position;
- iii. The election shall be by secret ballot;
- iv. The Tellers will issue ballots to all members present and eligible to vote. Eligibility to vote will be established by showing the Tellers a current membership card or verification on the register of members;
- v. Members shall record the proposed Officer Position and name of their preferred candidate on the ballot;
- vi. Ballots shall be folded and returned to the Tellers who shall tabulate the results;
- vii. On agreement of the majority of tellers, the result will be announced to the meeting;
- viii. Where the Tellers cannot agree the results, the vote will be considered void and be retaken;
- ix. In the event of a tie drawing lots amongst those tied shall fill the place.

BOARD OF MANAGEMENT

- 71. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such 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.
- 72. The Board shall meet as and when necessary for the purposes of the efficient and expeditious management of the Company and its affairs on behalf of the Membership.

Five Directors shall form a quorum. The Board shall have power to make Regulations from time to time as the welfare and best interests of the Company make so require and such Regulations shall have the same binding effect on all Members as these herein.

73. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; sub-committees, and any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. The Board of management shall have power to appoint Sub Committees for the more efficient and expeditious management of the Company and to carry out specific functions necessary to the activities of the Club and shall have power to co-opt such additional members as may be required for special purposes.
74. The following regulations shall apply to sub-committees;
 - i. All sub-committees shall cease to exist on the passing of a resolution of the Board of Management;
 - ii. That the appointed sub committees at their first meeting; appoint a Chairperson, define terms of reference for the subcommittee operation and submit same to the General Committee for approval;
 - iii. That all sub-committees have a minimum composition of three club members of whom at least one is a member of the Board of Management;
 - iv. That the club Chairperson may attend all sub-committee meetings;
 - v. That where a Sub-Committee agrees to co-opt a member from outside the General Committee onto its body that this person must be a club member, proposed to and approved by the Board of Management;
 - vi. Such Sub-Committees shall conform to any decisions given to them by the Board of Management and that they will report to the Board of Management who shall have final say in all matters;
75. 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.
76. The Company shall not incur any expenditure exceeding €60,000.00 (or such higher amount as may be agreed by a Special resolution of the Company amending this article from time to time) without the unanimous consent of the entire Board of Management. In the event that unanimous agreement is not reached by the Board of Management to such expenditure then a special general meeting of the members shall be called and a two-thirds majority shall be required to approve such expenditure.
77. The Company shall cause minutes to be entered in books kept for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

POWERS OF ATTORNEY

78. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS

79. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

80. At the first Annual General Meeting of the Company, all the Directors, save the Director of Governance, shall retire from office and at the Annual General Meeting in every subsequent third year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
81. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
82. A retiring Director shall be eligible for re-election. Provided that no director, , may serve more than 3 consecutive terms of 3 years without approval of a two-thirds majority of the members voting in a General Meeting.
83. The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Director has been put to the meeting and lost (c) the director has served more than 3 consecutive terms of 3 years and the approval of a two-thirds majority of the members voting in a General Meeting is not forthcoming in accordance with article 82 .
84. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than fourteen days before the date appointed for the meeting, there has been left at the Company's registered office (a) 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 (b) notice in writing signed by the person concerned of his willingness to be elected.

85. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
86. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
87. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 57. Without prejudice to the powers of the Directors under Article 59, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
88. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS

89. The Directors 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 chairperson shall have a second or casting vote. The Director of Administration and any Director may, and the Director of Administration on the requisition of any other Director shall, at any time summon a meeting of the 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.
90. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five(5)
91. 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 the Act 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.
92. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

93. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
94. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
95. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
96. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee 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 Directors was disqualified, be as valid as if every such person had been duly appointed.
97. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
98. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
- (a) a Director or member of the committee 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
- (b) such a meeting shall be deemed to take place –
1. where the largest group of those participating in the conference is assembled;
 2. if there is no such group, where the chairperson of the meeting then is;
 3. if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

SECRETARY

99. The Secretary shall be appointed by the Directors for such term and at such conditions as they may think fit; and any Secretary so appointed may be removed by them.
100. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

101. 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
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

102. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
103. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
104. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
105. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
106. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual

general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

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

108. Club Finance Governance

- i. That the Director of Finance put in place procedures that shall be approved by the General Committee for governance and management of the Club Finances in line with good accounting practices, IRFU rules and Revenue Commissioners Rules such as they may apply to the Club;
- ii. That the Director of Finance be responsible for administration of all club bank accounts and ensure that they are maintained in good order;
- iii. That no subcommittee in the course of its activities (in line with its terms of reference); commits the Club to debts or shall incur debts that are not approved in advance by the Board of Management;
- iv. That those creditors of the club be paid in a timely manner;
- v. That no member or committee member carry out any action, transaction or activity on behalf of the club that may bring into disrepute the financial reputation of the club;

AUDIT

109. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

110. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

CLUB DISCIPLINE

111. That any member may be reported to the Board of Management for disciplinary review where they are accused of conduct that maybe considered detrimental to the interest, reputation or well-being of the Club (Both on and off the field of play);

112. That the Board of Management shall appoint a Disciplinary Panel for all such matters consisting of not less than 3 Independent Members of the club to conduct an enquiry into the allegation of misconduct;

113. That a member being dealt with in this manner shall be given a reasonable opportunity to attend before the Disciplinary Panel to explain their alleged misconduct and is entitled to have one member in attendance;
114. That the Disciplinary Panel shall have the power to cancel membership, suspend for any length of time, or impose a suitable sanction on the member where the allegation made is upheld;
115. That the member shall have the right of appeal against any sanction so imposed by presenting that appeal in writing to the Board of Management. The Board of Management will then appoint an Appeal Panel consisting of not less than three independent members (and expressly excluding those members who participated in the Disciplinary Panel), to review the findings of the Disciplinary Panel and if required to conduct their own review;
116. That the member being dealt with in this manner shall be given a reasonable opportunity to attend before the Appeal Panel to explain their alleged misconduct and is entitled to have one person in attendance with them to speak on their behalf;
117. That the Appeal Panel shall have the power to reverse or uphold the decision of the Disciplinary Panel;
118. That all members agree to be bound by the decision of the Appeal Panel and its findings shall be final.

LIQUOR LICENSING REGULATIONS

119. A visitor to any club house of the Company shall not be supplied with excisable liquor in the Club premises unless on the invitation of and in the Company of a Member, and the Member shall upon admission of such visitor to such premises, or immediately upon being supplied with such liquor enter his own name and the name and address of the visitor in a book which shall be kept for the purpose and which shall show the date of each visit. The Board of Management may prohibit the admission of any visitor to the club premises and no member shall bring the person whose admission is prohibited into the club premises
120. No excisable liquor shall be supplied for consumption on the Club premises to any person (other than a Member of the Club lodging in the Club) or be consumed on those premises by any person (other than such a Member) on any day or times outside the Intoxicating Liquor Acts then in force.
121. Nothing contained in the Registration of Clubs Act 1904 to 1999, or contained, by virtue only of the operation of Sub-Section (1) of Section 7 of the Intoxicating Liquor Act 1927, in the Rules of the Club shall operate to prohibit the supplying for

consumption on the Club premises of excisable liquor to any person or the consumption of excisable liquor on those premises by any person

121.1 On Christmas Day, between 12.00 midday and 10.00 pm or

121.2 On any other day, for one hour after the expiration of any period in respect of that day during which it is lawful for the Club, by virtue of Sub-Section (1)(b), to supply any excisable liquor for consumption on the Club premises;

If in each case the excisable liquor is:-

121.3 ordered by or on behalf that person at the same time as a substantial meal is so ordered,

121.4 consumed by that person during the meal or after the meal has ended

122. In addition to the foregoing Rules, the clauses and regulations embodied in the Registration of Clubs Acts 1904 to 1999 and the Intoxicating Liquor Acts amending and extending the same, shall be deemed to be Rules of the Club.

AMENDMENTS TO RULES AND DISSOLUTION OF THE CLUB

123. No alteration, amendment, or addition shall be made to these Articles except at a General Meeting and with the consent of at least two thirds of the Members present and voting (save that an alteration, amendment, or addition required to comply with any Statute may be made by the Board of Management).

124. Notice of any proposal, alteration, amendment or addition shall be given in writing to the Director of Administration at least thirty clear days prior to a General Meeting.

125. The Company may be dissolved by a Resolution passed at a Special General Meeting specifically called for that purpose and carried by a 75% majority of the Members present. If upon the 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 with the prior approval of the body approved under Section 235 of the Tax Consolidation Act 1997 known as the "Irish Rugby Football Union", given or transferred to some other body approved under Section 235 of the Tax Consolidation Act 1997 having main objects similar to the main objects 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, such institution or institutions 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 the body approved under Section 235 Tax Consolidation Act 1997 known as the Irish Ruby Football Union

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers
--

Dated this day of 2023

Witness to the above signatures: -

Address of the witness