X

COMPANIES ACT 2014

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

IRELAND ACTIVE LEISURE MANAGEMENT COMPANY LIMITED BY GUARANTEE

Incorporated on the 17th day of February 1998

(As amended by Special Resolution on the 3rd October 2013)

(As amended by Special Resolution on the 28th day of September 2016)

(As amended by Special Resolution on the 17th Day of October 2024)

Company Number 280350

MEMORANDUM OF ASSOCIATION

OF

IRELAND ACTIVE LEISURE MANAGEMENT COMPANY LIMITED BY GUARANTEE

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1. The name of the Company (hereinafter called "the Company") is Ireland Active Leisure Management Company Limited by Guarantee.

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

3. The registered office of the Company will be situate in Ireland.

4. The main objects for which the Company is established are:

a) To provide effective representation and services to member organisations;
b) To promote, develop and raise awareness of the contribution of the leisure, sport and fitness sector and leisure, sport and fitness to Irish society;
c) To seek grants, sponsorship and other sources of revenue for leisure, sport and fitness organisations and agencies in Ireland;
d) To advance learning, education and networking opportunities for leisure, sport and fitness organisations and agencies in Ireland;
e) To act as a consultative body to Government, state agencies and other representative or public bodies impacting on the leisure, sport and fitness sector;
f) To formulate and promote measures to improve, develop and enhance the status of the Irish leisure, sport and fitness sector;
g) To promote education and the exchange of information about leisure, sport and fitness and disseminate information on relevant leisure, sport and fitness issues;
h) To research areas of concern for leisure, sport and fitness organisations and people involved in leisure, sport and fitness in Ireland and abroad;
i) To provide occasions wherein the opinions and views of leisure, sport and fitness organisations can be aired and heard;
j) To maintain and develop national and international contacts for the advancement of the Irish leisure, sport and fitness sector;
k) To play a leadership role in actively raising the profile of the Irish leisure, sport and fitness sector;
l) To assist in the increase of the resources available to the leisure, sport and fitness sector in Ireland;
m) To support the work of leisure, sport and fitness organisations and assist in bringing them together with other interested organisations;
n) To provide education and training programmes and opportunities to Irish leisure, sport and fitness organisations;
o) To promote and raise standards in the leisure, sport and fitness industry;
p) To promote the Irish leisure, sport and fitness sector to government, the Oireachtas, statutory agencies and within the media;
q) To participate and co-operate with Sport Ireland, Healthy Ireland and other public bodies in respect of grant monies and any other programmes which they might initiate or participate in;

5. 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 Object and which powers may only be exercised in promoting the Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Object:

a) to carry on any business which may be seen by the Company as capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;

b) subject to such consents as may be required by law, to purchase, take on, lease, exchange, hire or otherwise acquire and to hold, manage, develop, sell, dispose of, lease or deal in any way with any real or personal property and any interest therein and in particular any land, buildings, offices and any rights or privileges necessary or convenient for the purposes of the Company and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Company;

c) subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit and to grant security in respect of such borrowings and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company and 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 of such methods, the performance of the obligations of and the repayment of payment of the principal amounts and interest of any person, firm or company or of the 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;

d)
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 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 from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of five years for any purposes.

e) to adopt, publish, amend and administer from time to time rules, regulations, codes and standards for members of the Company as may be determined by the Company in accordance with its constitution, rules and regulations and to do all such acts and things necessary to ensure conformity to and compliance with such rules, regulations, codes and standards as may be adopted or promulgated by the Company and to govern members or persons in any way connected with the objectives of the Company;

f) to levy, charge, collect and receive subscriptions, levies, fees and other payments from persons whether members of the Company or not and expend the same in furthering all or any of the objects of the Company or providing for the expenses of the Company;

g) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company;

h) ; 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 charitable objects;

i) To facilitate joint co-operation and action on matters of common interest;

j) To assume the funds, assets, rights, debts and liabilities of the Irish Leisure and Amenity Management Institute (ILAM);

k) To maintain the Company as an independent body; and

l) to do all such other lawful things as may be incidental to or conducive to the attainment or furtherance of the said objects or any of them.

m) And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

PROVIDED ALWAYS 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; and

b) the Company shall not support with its funds any object, or endeavour to impose on, or procure to be observed by, its members or others, any regulation, restriction, or condition which if an object of the Company would make it a trade union.

6. The liability of the members is limited.

7. 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 profit to members of the Company. 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.

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

exemption.

10. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liability of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

OF

IRELAND ACTIVE LEISURE MANAGEMENT COMPANY LIMITED BY GUARANTEE

The provisions of the Act (as defined below) shall apply to the Company save to the extent that this constitution provides or states otherwise.

1. Definitions

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

Act means the Companies Act 2014.

AGM means the Annual General Meeting of the Company.

Articles means these Articles of Association, as originally framed, or as from time to time altered by special resolution, and reference to an "Article" shall be construed accordingly.

Associate Members means suppliers to the industry who shall not have voting rights or rights to be elected or nominated to the Board.

Auditors means the auditors or auditor for the time being of the Company.

Board means the Board of Directors for the time being of the Company**.**

Chairperson means the person (if any) for the time being holding such office having been appointed thereto under the terms of these Articles.

Committee means a committee to which the Board shall have delegated powers pursuant to the provisions of these Articles.

Company means the Company whose name appears in the heading to these Articles.

Director's means the directors for the time being of the Company or directors present at a meeting of directors, and reference to a "Director" shall be construed accordingly.

EGM means an Extraordinary General Meeting of the Company.

Members means members of the Company as provided for in these Articles.

Memorandum of Association means the memorandum of association for the time being of the Company.

Month means calendar month.

Office means the registered office for the time being of the Company.

Officers means such Directors appointed as Chairperson, Vice Chairperson, Secretary, Treasurer or to such other office by the Board from time to time in accordance with these Articles.

Register means the register of members to be kept as required by section 169 of the Act.

Rules means the rules of the Company as may be amended from time to time.

Seal means the common seal of the Company.

Secretary means any person appointed to perform any of the duties of secretary of the Company and includes a deputy or assistant secretary.

State means Ireland.

Statutes means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force concerning companies and affecting the Company and every other act or statutory instrument concerning companies and affecting the Company.

Vice Chairperson means the person (if any) for the time being holding such office having been appointed thereto under the terms of these Articles.

Year means calendar year.

1.2. The masculine includes the feminine, the singular includes the plural and vice versa.

1.3. Words importing persons include corporations.

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

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

1.6. References to any provision of the Act shall be construed as a reference to any statutory modification or re-enactment thereof from time to time in force.

1.7. The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

MEMBERS

2. The number of Members of the Company is unlimited. The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company and entered on the register of Members of the Company.

3. The Membership categories are:

a) Large facilities with more than 20 employees
b) Medium facilities with between 5 and 20 employees
c) Small facilities with less than 5 employees
d) Education organisations
e) Associate members (including Suppliers)
f) Other organisations or individuals

4. All Directors shall, on appointment, become members of the Company.

5. Eligibility and application procedures for membership shall be determined by the Board from time to time.

6. Members shall comply with any rules or regulations applicable to them and pay such subscriptions as requested from time to time.

7. Membership of the Company shall terminate as the case may be:

7.1. by death;

7.2. by resignation delivered in writing to the Secretary;

7.3. if a member becomes bankrupt or insolvent or compounds with his creditors of being a company or corporation enters into liquidation either voluntary or compulsory or if a receiver is appointed over its assets;

7.4. if a member becomes of unsound mind or becomes a lunatic;

7.5. if a member is convicted of an indictable offence (other than an offence under the Road Traffic Acts);

7.6. if at least 75% of the members having the right to vote in general meeting resolve in general meeting that the member shall cease to be a member of the Company;

7.7. if at least a majority of the Directors resolve that the member shall cease to be a member of the Company;

7.8. if subscription fees are not paid to the Company as they arise in the manner and in the time set out by the Board ;

7.9. if a member retires, is removed or otherwise ceases to be a Director.

8. Membership of the Company shall not be transferable.

GENERAL MEETINGS

9. Annual general meetings of the Company shall be held in the State

10. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings and shall be held in the State.

12. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by sections 178 and 1203 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any ten members of the Company 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.

NOTICE OF GENERAL MEETINGS

13. Subject to sections 181, 191, 193 and 1208 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the meeting and the general nature of the business to be transacted at that meeting, in the case of a proposed special resolution, the text or substance of that proposed special resolution, and shall be given in manner authorised by these Articles to such persons as are under these Articles entitled to receive such notices from the Company.

14. 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.

PROCEEDINGS AT GENERAL MEETINGS

Chairperson

15. The Chairperson, shall preside as Chairperson at every general meeting of the Company, but, where there is no Chairperson or the Chairperson is not present and willing to act, the Vice Chairperson shall act as Chairperson. If the Vice Chairperson is not present and willing to act, the Directors present shall elect one of their number to be Chairperson of the meeting. If no Director is willing to act as Chairperson or if no Director is present, the members present shall choose one of their number to be Chairperson of the meeting.

Business of Annual General Meetings

16. The business of the annual general meeting shall include:

(a) the consideration of the accounts, balance sheets and the reports of the Directors and Auditors;

(b) the election of Directors in place of those retiring;

(c) the re-appointment of the retiring Auditors;

(d) the fixing of the remuneration of the Auditors;

(e) to receive and consider the minutes of the preceding AGM;

(f) the presentation to the members of the Company's affairs; and

(g) the consideration of all such other business as provided for by the agenda.

Quorum

17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten members present in person and entitled to vote on the business to be transacted shall be a quorum.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.

Adjournment

19. The Chairperson of the meeting 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, 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 30 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.

Poll

20. 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:

(a) by the Chairperson of the meeting; or

(b) by at least three members present in person at the meeting; or

(c) by any member or members present in person and representing not less than ten per cent of the total voting rights of all the members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

21. Unless a poll is demanded as aforesaid, a declaration by the Chairperson of the meeting 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.

22. A poll demanded on the election of a Chairperson of a meeting or on any question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time and place as the Chairperson of the meeting may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

23. Except as provided in these Articles, if a poll is duly 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 of the meeting at which the poll was demanded.

24. 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.

RESOLUTIONS IN WRITING

25. Subject to provisions of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised 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, and such resolution may consist of one document or two or more documents to the same effect each signed by one or more members.

VOTES OF MEMBERS

Right to Vote

26. Every member who is entitled to attend and vote at General Meetings shall have one vote.

27. Associate members shall have no right to vote.

Qualification of Voters

28. No member shall be entitled to vote at any general meeting unless all sums immediately payable by him to the Company have been paid

29. 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.

Proxies

30. Votes may only be given by members personally and voting by proxy shall not be permitted.

DIRECTORS

Directors' Expenses

31. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any committee of the Directors or general meetings or in connection with the business of the Company.

Directors' Other Interests

32. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 231 of the Act.

33. Director may not vote in respect of any contract, appointment or arrangement in which he is interested, and he shall be counted in the quorum present at the meeting.

34. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, but so that no member of the Board of Directors or a committee of the Board of Directors shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit or moneys worth shall be given by the Company to any member of such Board of Directors or committee of the Board of Directors, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors or committee of the Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, but nothing herein contained shall authorise a Director or his firm to act as Auditors.

POWERS AND DUTIES OF DIRECTORS

General Powers

35. 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 Acts or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Acts and to such directions, being not inconsistent with the aforesaid Articles, Rules or provisions, as may be given by the Company in general meeting; but 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.

36. The Directors may from time to time make, vary and amend rules, policies, regulations, codes, terms of reference or standing orders as they deem necessary for the regulation of the affairs of the Company and the conduct of its officers, servants and members provided that no provisions shall be made which are inconsistent with the provisions of the Act or the memorandum of association and the Articles for the time being of the Company or which would amount to such an addition or alteration of these Articles as could legally only be made by special resolution passed and confirmed in accordance with the Act. Any such provisions shall bind all Members.

Powers to Borrow and Grant Security

37. The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and, subject to sections 69 and 70 of the Act, 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.

Power to Appoint Attorneys

38. 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 attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not

exceeding those vested in or exercisable by the Directors under these Articles or the Rules) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection 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.

Cheques etc.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies 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.

Minutes

40. The Directors shall cause minutes to be made in books provided 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; and

(c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:

(a) is adjudged bankrupt or makes any arrangement or composition with his creditors generally;

(b) becomes prohibited from being a Director by reason of any order made under Schedule 3 Part VI of the Act;

(c) resigns his office by notice in writing to the Company;

(d) is convicted of an indictable offence unless the Directors otherwise determine;

(e) is absent for more than six months or from 50% of all Board and/or Committee meetings within a 12 month period, without permission of the Directors, and the Directors pass a resolution that by reason of such absence he has vacated office;

(f) is removed from office of Director pursuant to section 146 and 1198 of the Act;

(g) holds any other office or place of profit under the Company beyond the extent permitted by Clause of the Memorandum of Association; or

(h) is directly or indirectly interested in any contract with the Company and fails to disclose his interests in a manner required by Section 231 of the Act as amended by Section 231 of the Act.

(i) is required in writing by all his co-Directors to resign;

(j) dies in office or the health of the director is such that he or she can no longer be reasonably be regarded as possessing an adequate decision-making capacity

APPOINTMENT OF DIRECTORS

42. The number of the Directors shall be not less than seven (7) and not more than thirteen (13), which shall reduce to not more than eleven (11) from the AGM in 2018.

43. The Directors shall be comprised of:

(a) Three (3) persons elected from Public Leisure Facilities
(b) Three (3) persons elected from Private Leisure Facilities (with at least one from a hotel facility)
(c) One (1) person elected from Education providers
(d) Such other person as may be appointed from time to time by the majority decision of the directors subject to a maximum of six (6), reducing to a maximum of four (4) from the AGM in 2018. Such persons must be drawn from relevant stakeholders and must hold relevant skills to sit on the Board. Furthermore, if after the election of the directors from Articles 43 (a)-(c) there are less than 3 directors from either gender, the Board shall co-opt Directors to make up the shortfall.

44. The eligibility and nominations process shall be as set out in the Rules of the Company.

45. The term of office for Directors shall be three years from the date of election or date of appointment to the Board.

46. At each AGM of the Company, at least 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. A retiring Director shall be eligible to be re-elected.

47. The Directors to retire in every year shall be those who have been longest in office since the 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.

48. Notwithstanding any other term of the Articles or otherwise, no director other than the Chairperson shall serve as a Director, and shall immediately retire at the next AGM, upon the sixth year anniversary of his/her initial appointment as a Director and, in the case of the Directors appointed as at the date of adoption of this article holding a term of more than six years, their term shall be disregarded and shall run from the AGM in 2017 or 2018 whichever date their current term ends to allow for continuity and staggered rotation of Directors. If a Director is appointed Chairperson during their term of office the provisions of Article 49 shall apply.

49. Notwithstanding any other term of the Articles or otherwise, any Director who is appointed Chairperson during their term of office as a Director may serve for a three year term of office as Chairperson from the date of such appointment as Chairperson (not the date of appointment as a Director) and shall be eligible for appointment for a second three year term as Chairperson subject always to serving a maximum two terms consecutively as Chairperson. The Chairperson shall immediately retire at the next AGM, upon the sixth-year anniversary of his/her initial appointment as Chairperson.

50. Following their retirement as a Director no person shall be eligible for election or appointment to the Board if they have previously served the maximum term of office as Director or Chairperson as provided in these Articles unless at least one year has passed from the date of such retirement. For the purpose of clarity, no director shall serve more than 6 years in office with out a one-year break and no director shall serve for more than 12 years in office in total.

51. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

52. A Director shall not be entitled to appoint any person to be an alternate or substitute Director.

53. No person may be a director of the Company unless he or she has attained the age of 18 years.

54. Any purported appointment of a director without that person's consent shall be void.

55. At their first meeting following the AGM the Directors shall appoint Officers including a Chairperson,

Vice Chairperson, Secretary and Treasurer as those vacancies arise from the Directors appointed at that time. Each shall hold the position for the duration of their term of office as a Director as specified in these Articles. The Directors may at any time fill a vacancy for the position of Chairperson, Vice Chairperson, Secretary and Treasurer from those Directors appointed if a Director retires, resigns or is unable or unwilling to act in one of those positions.

Statutory Removal and Replacement

56. The Company may, by Ordinary Resolution of which extended notice has been given in accordance with sections 146 and 1198 of the Act if required by that section, 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.

57. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under the last preceding Article, and, without prejudice to the powers of the Directors to appoint any person to be a Director, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director, provided that any such Director appointed under this Article is appointed in compliance with the Articles.

PROCEEDINGS OF DIRECTORS

Notice of Meetings

58. The Chairperson may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Any Director may waive notice of any meeting, and any such waiver may be retrospective. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to a Director who, being a resident of the State, is for the time being absent from the State.

Regulation of Meetings

59. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit but shall meet at least four times a year.

60. The Chairperson, shall preside as Chairperson at every meeting of the Directors, but, where there is no Chairperson or the Chairperson is not present and willing to act, the Vice Chairperson shall act as Chairperson. If the Vice Chairperson is not present and willing to act, the Directors present shall elect one of their number to be Chairperson of the meeting.

61. The quorum necessary for the transaction of the business of the Directors shall be 50% of the Board of Directors plus one (rounded down if an uneven number).

62. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting will 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the directors present will be a quorum.

Voting

63. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

64. A Director may not vote in respect of any contract or arrangement in which he is interested or any matter arising in respect of any such contract or arrangement. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested

Telephone and Conference Meetings

65.

(a) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings.

(b) Each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.

(c) At the commencement of the meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.

(d) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.

(e) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

Vacancies

66. 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 in compliance with the Articles or summoning a general meeting of the Company but for no other purpose.

Resolutions

67.

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.

COMMITTEES

68. The Directors may delegate any of their powers to Committees as they think fit. The remit and constitution of such Committees shall be determined by the Board from time to time.

CEO

69. A Chief Executive may be appointed by the Board for such time, at such remuneration, on such terms and upon such conditions as it may think it and subject to the conditions and the terms of any contract between him and Ireland Active.

70. The CEO shall not be a member of the Board. The CEO shall be responsible, along with the Board, for managing the day to day running of the Company and shall report to the Board accordingly at its meetings and shall liaise with the Chairperson between Board Meetings

SECRETARY

71. The Secretary shall be appointed by the Directors for such term, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

72. A provision of the Statutes 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

73. The Seal shall be used only by the authority of the Directors or 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 Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

74. The Directors shall cause proper books of accounts to be kept relating to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

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.

75. The books of account shall, subject to sections 274 to 286 of the Act, be kept at such place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

76. 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 accounts and books of the Company or any of them shall be open to the inspection of members who are not Directors, and no member who is not a Director shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.

77. The Directors shall from time to time cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Statutes to be prepared and laid before the annual general meeting of the Company.

78. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Statutes to receive them.

AUDIT

79. Auditors shall be appointed and their rights and duties regulated in accordance with the Statutes.

NOTICES

79.1. A notice may be given by the Company to any member either personally, by email, or by sending it by post to him to his registered address. A notice given by email shall be deemed to have been given at the same time as it is transmitted. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have effect in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

80. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

(a) every member entitled to attend and vote thereat;

(b) every Director; and

(c) the Auditors.

81. A person present at a general meeting in person will be deemed to have received notice of the meeting, and, where requisite, of the purposes for which it was called.

INDEMNITY

82. Subject to section 235 of the Act, every Director, managing director, Secretary, committee member and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 233 and 234 of the Act in which relief is granted to him by the court.

DISPUTE RESOLUTION

83. All disputes arising out of or in connection with the Company shall be referred to Just Sport Ireland for resolution by mediation in accordance with the Just Sport Ireland Mediation Rules. If the dispute remains unresolved at the conclusion of the mediation process, the dispute shall be referred to Just Sport Ireland for final and binding arbitration in accordance with the Just Sport Ireland Arbitration Rules.

Names, Addresses and Descriptions of Subscribers

Dated the

Witness to the above signatures: