RULES

OF

IRELAND ACTIVE LEISURE MANAGEMENT COMPANY LIMITED BY GUARANTEE

Ireland Active Leisure Management Company Limited Rules effective from 29th August 2019

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RULE 1. THE COMPANY

1. Ireland Active Leisure Management Company ("the Company") is a not for profit company limited by guarantee not having a share capital.

2. Copies of the Constitution are available to the members from the website or online directly from the companies' office.

3. The principal offices shall be in the Republic of Ireland.

RULE 2. STRATEGY, OBJECTIVES, MISSION AND VISION

1. The Company shall ensure a strategic plan is developed for the organisation at least every four years.

2. Ireland Active provides support and services to create the platforms to professionalise the leisure, health and fitness industry through standards and best practice whilst simultaneously developing programmes, events and organisational excellence.

3. The vision of the Company as set out in the strategic plan is to be an effective voice for the Irish leisure, health and fitness sector.

4. The mission of Company as set out in the strategic plan is to promote, support and protect the social and economic importance of the Irish leisure, health and fitness sector with the aim of getting more people, more active, more often.

5. The objects for which Company is established are as set out in the Constitution.

RULE 3. INTERNATIONAL AFFILIATION

The Company is affiliated to Europe Active and IHRSA (International).

RULE 4. MEMBERSHIP

1. Members of the Company are those admitted to membership as set out in the Constitution. 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

2. Members have rights and obligations as set out under the Constitution.

RULE 5. MEMBERSHIP - APPLICATION AND AFFILIATION

1. Applications for membership shall be made to the Company as follows:

   a) Membership Form is completed and lodged for approval to the Company
   b) For the avoidance of doubt the membership shall only become effective on the date all approvals have been finalised.
   c) Members agree to sign up to a Code of Conduct

2. The Company reserves the right to decline membership. Any enquiries on the refusal to grant membership shall ultimately be a matter for the Board to determine.

3. The following provisions apply to all memberships;

   a) Membership Fees shall be set by the Board from time to time and shall be set out on the website.
   b) As membership applications contain personal data all application data shall be held in compliance with General Data Protection Requirements (GDPR).
   c) Membership fees shall be lodged in a timely manner.

4. Members shall not be entitled to any of the rights or privileges of membership including voting rights or attending any meetings whilst subscriptions are in arrears.

5. A member may at any time withdraw from the Company by giving notice but shall remain liable for their subscription for the then current year.

6. Membership of the Company shall terminate in accordance with the provisions of the Constitution.

RULE 6. RULES

The Board of Directors shall have the power to review and amend these Rules at any time in so far as they are not inconsistent with the Constitution.

RULE 7. STRUCTURE AND GOVERNANCE

1. The overall governance and control of the Company is vested in the Board on behalf of the members which has such powers and duties as set out in the Constitution.

2. The Board shall employ a Chief Executive Officer (CEO) to manage the day to day operational, administrative and management matters of the Company. The CEO shall be accountable to the Board and shall perform all duties in accordance with a contract of employment issued by the Board. The CEO shall be responsible for the employment and management of such other staff as may be required to fulfil its objectives.

3. All meetings of the Company and of the Board of Directors shall take place in accordance with the Constitution.

4. All Directors shall be required to sign a Code of Conduct and make a Conflict of Interest declaration.

5. The Board shall be governed by Standing Orders.

6. A "Schedule of Matters Reserved to the Board" shall set out all matters which are reserved for decision by the Board.

7. All Directors shall be issued with a handbook and provided with Board induction and training.

8. The Board has adopted a Finance and Administration policy which details responsibility and processes for the administration and finance function of the organisation.

9. The accounts shall be audited by a firm of Auditors appointed each year who are members of a recognised body of accountants. The remuneration of the Auditors shall be agreed by the Board. The Audit Committee shall liaise with Auditors on an annual basis.

10. The Board has adopted a Risk Register which is reviewed regularly by the Audit Committee and by the Board.

11. Reasonable expenses incurred by Directors, Members and Staff in the course of their duties may be reimbursed in accordance with the provisions of the Expenses Policy which shall be approved and amended by the Board from time to time.

12. The Board has adopted a suite of policies on all other governance matters relevant to the Company.

RULE 8. NOMINATION AND ELECTION OF DIRECTORS TO THE BOARD

1. The appointment of Directors is as set out in the Constitution.

2. Any person wishing to be considered for election shall complete the necessary nomination form approved by the Nominations Committee from time to time.

3. The Nominations Committee shall ensure appropriate diversity in gender and skill sets are represented on the Board. The Nominations Committee may request election candidates have certain skill sets prior to putting themselves forward for election. The nomination form shall set out any pre-requisite criteria required by the Nominations Committee from time to time. In particular the following skill sets should be represented:

    - Legal
    - Financial
    - Governance
    - Leisure/Sports Administration
    - Business/Commercial
    - Public Affairs/Public Relations

4. Any person wishing to be considered for nomination for election must be a fully paid up member, be over 18 years of age, and fully comply with the requirements of a Director as set out in the Constitution and in particular the requirements on eligibility and terms of office.

5. Each nomination must be sent in on the relevant nomination form.

6. Nomination forms shall be available from the Company and must be submitted to the Company Secretary no less than 14 days prior to the AGM. Nomination forms shall be examined by the Nominations Committee to ensure those persons nominated are eligible for election. A final list of candidates shall be issued to all members at least 5 days prior to the AGM.

7. Candidates putting themselves forward must comply with the fit and proper persons test prior to being eligible for election. By running for election candidates accept that they shall become Directors of the Company and shall ensure they comply with complete all necessary Company forms as are required in relation to such directorship within 14 days of their election or appointment to the Board and prior to taking part in their first Board meeting.

8. Election of Directors shall take place in person by those entitled and present on the day. Voting shall be by way of secret ballot.

9. The candidates in each election will be listed on the ballot papers in alphabetical order.

10. If only one candidate is nominated for a position, the candidate shall be declared elected on receiving a vote of the majority of those voting.

11. In the event of there being more than one candidate for any office a vote shall be taken by those present at the meeting, and the candidate receiving an absolute majority of votes, after an elimination process if necessary, shall be declared elected.

12. Votes will be collected via a ballot box. Each member entitled to vote will be asked to place their envelope (containing the completed ballot paper) in the ballot box. A record will be kept of each person that is voting to be counterchecked against the list of persons authorised to vote.

13. Once all votes have been cast, the votes will be counted and scrutinised by at least two scrutineers appointed by the Chair of the meeting. Any spoiled votes will not be counted. It shall be a matter for the scrutineers to determine what a spoiled vote is.

14. When the votes have been counted and verified the result shall be passed to the Chair of the meeting who shall announce the result. Details of the numbers of votes cast shall also be given by the Chair.

15. Up to two (2) independent directors may be nominated by the Nominations Committee and approved by the majority decision of the Board. The Nominations Committee shall ensure such nominations to the Board hold relevant skills to sit on the Board and shall ensure gender balance is considered.

RULE 9. OFFICERS OF THE BOARD

1. 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. All such appointments shall be made in accordance with the Constitution.

2. The Chairperson shall chair all meetings of the Board and the Company in accordance with the Constitution and shall carry out all duties in the best interests of the members and the Company as a whole.

3. The Chairperson shall possess the necessary professional leadership, communication and corporate governance knowledge necessary to manage and chair the Board.

4. The Chairperson shall lead the Board, instilling the values of Company and ensuring constructive relations with the executive staff. The Chair shall work closely with the CEO.

5. In particular the Chair shall;

   a) ensure the efficient conduct of the Board and general meetings
   b) ensure that members are given the opportunity to express views before important decisions are taken
   c) provide support for the Chief Executive in a constructive relationship
   d) ensure that the Board gives appropriate delegated responsibility to the Chair, Committees, Chief Executive and others to enable the business of the organisation to be carried out effectively
   e) ensure that the Board receives professional advice as necessary
   f) ensure that Ireland Active complies with the Code of Governance
   g) represent Ireland Active
   h) take decisions delegated to the Chair on the advice of the Chief Executive or other senior staff and to consult as appropriate with other Board members
   i) make recommendations on the composition of the Board and to report on the performance of the individual members of the Board when necessary

6. In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings and on such occasions shall have the powers and responsibilities of the Chairperson.

7. The Secretary shall possess the necessary skills required to undertake the role which includes but is not limited to;

   a) ensuring that the annual general meeting takes place
   b) ensuring that the company's records are maintained
   c) ensuring that the annual return is made to the Company's Office
   d) ensuring accurate records are kept with the Company's Office regarding names and addresses of directors
   e) Inform the Company's Office of all changes in the Constitution

8. The Treasurer shall possess the necessary skills required to undertake the role which includes but is not limited to;

a) Account for any monies received and lodge same without delay with the accounts manager.
b) Ensuring that the Management Accounts are prepared for each Board meeting in consultation with the CEO
c) Presenting the Management Accounts to the Board meeting
d) Ensuring that the Annual Financial Statements are prepared by the Auditor for approval by the Board each year in advance of the AGM
e) Ensuring that a budget is prepared each year in consultation with the CEO for approval by the Board

RULE 10. ROLE OF THE CHIEF EXECUTIVE OFFICER (CEO)

1. The Board shall delegate the day to day management of the Company to the CEO. The CEO shall report to the Chair of the Board in accordance with a contract of employment and in line with Company law.

2. The CEO shall be responsible for;

a) Managing Ireland Active in accordance with its values and objectives and in accordance with the policies and decisions determined by the Board
b) Advising the Board on policies
c) Drawing the Board's attention to matters that it should consider and decide
d) Ensuring the Board is given the information and advice necessary to perform its duties
e) Ensuring proper systems of control are established and maintained
f) Supervising the preparation of documents for consideration by the Board
g) Assisting the Chair in ensuring the business of the Board is properly conducted
h) Leading and manage the staff of Ireland Active
i) Representing Ireland Active

RULE 11. COUNCIL OF THE REGISTER OF EXERCISE PROFESSIONAL (REPS) IRELAND

1. The Company has established a Council of the Register of Exercise Professionals (REPS) Ireland to provide governance and support to the REPS.

2. The REPS has been established to safeguard and promote the health and interests of people who are using the services of exercise and fitness instructors and trainers. It provides a framework within which individual instructors and trainers can achieve standards or professionalism, linked to best practice within the industry and academic research

3. The Company provides administrative support to maintain and manage the REPS while the Council provides leadership and strategic guidance.

4. The Board has approved a Charter for the Council which sets out the purpose and objectives of the Council, its role and responsibilities and its membership.

5. The Council reports to the Board of the Company.

6. The CEO attends meetings of the Council as an ex officio member

7. REPs Ireland is affiliated to European REPs (EREPs) and ICREPs (International)

RULE 12. COMMITTEES

1. In accordance with the Constitution, the Board shall appoint Committees as it deems necessary from time to time to act in an advisory capacity on various issues and to provide oversight where appropriate. The Board may also disband committees if the need arises.

2. The following committees shall (but not limited to) be established by the Board;

    a) HR & Remuneration
    b) Standards
    c) Governance
    d) Nominations
    e) Conference and Commercial
    f) Audit and Risk Committee

3. The Board shall approve the constitution and terms of reference of each Committee. Committees shall act in accordance with their terms of reference and the powers and duties delegated to them.

4. Committees shall keep minutes of their meetings, details of each Committee member's appointment together with proper books and accounts for any financial transactions.

5. The Board shall have power to call upon Committees to produce any financial records, letters, documents and other evidence which the Board may request.

6. The Chair of each Committee shall provide regular reports to the Board on the activities.

7. The Board shall nominate a Chair for each Committee.

RULE 13. HR AND REMUNERATION COMMITTEE

1. The role of the HR & Remuneration Committee will be to assist and provide advice to the Board and CEO in fulfilling its responsibilities to staff in relation to HR and remuneration matters.

2. The Board Appointed HR & Remuneration Committee shall consist of at least three (3) persons who shall be the Officers of the Board and if the skills do not exist other persons with the requisite HR experience. The Board shall appoint such persons from time to time and may remove any such person from this Committee at any time if specific skills are deemed lacking or necessary.

    The Committee shall be comprised of:

    a) Chairman
    b) Treasurer
    c) Secretary
    d) Independent Person with specific HR skills

3. The Committee shall have such powers and responsibilities as delegated to it by the Board and as stipulated in its terms of reference approved by the Board.

   The Committee shall also act on behalf of the Board in respect human resource matters pertaining to the CEO and the Staff.

RULE 14. STANDARDS COMMITTEE

1. The role of the Standards Committee will be to assist and provide advice to the Board in fulfilling its responsibilities to members and other stakeholders in relation to Ireland Active quality standards, services and advice.

2. The Board Appointed Standards Committee shall consist of at least three (3) persons and no more than seven (7) persons who shall have the requisite experience in quality standard matters. The Board shall appoint such persons from time to time, with the requisite experience, and may remove any such person from this Committee at any time.

   The Committee shall be comprised of:

   a) One member of the Board of Ireland Active, who shall act as Chair
   b) One member of the Board of REPs Ireland
   c) One person from a current Ireland Active member organisation
   d) Other persons as required from time to time and appointed by the Board of Ireland Active

3. The Chief Executive and REPs Registrar shall not sit on the Committee although they shall attend committee meetings and report at same.

4. The Committee shall have such powers and responsibilities as delegated to it by the Board and as stipulated in its terms of reference approved by the Board.

RULE 15. GOVERNANCE COMMITTEE

1. The role of the Governance Committee is to assist and provide advice to the Board in fulfilling its responsibilities to members and other stakeholders in relation to Ireland Active governance practice and policies and the adoption of the Code of Good Governance for the Voluntary Sector.

2. The Board Appointed Governance Committee shall consist of at least three (3) persons and no more than five (5) persons who shall have the requisite experience in governance matters. The Board shall appoint such persons from time to time, with the requisite experience, and may remove any such person from this Committee at any time.

   The Committee shall be comprised of:

   a) Two members of the Board of Ireland Active

b) The Chairperson of Ireland Active
c) Other persons as required from time to time and appointed by the Board of Ireland Active
d) CEO of Ireland Active

The Chief Executive shall sit on the Committee and shall attend committee meetings and report at same. The Board shall appoint the members of the Committee. The Committee Chair shall be responsible for arranging committee meetings, and the Board shall elect the Committee Chair.

RULE 16. NOMINATIONS COMMITTEE

1. The Committee shall be responsible for preparing an overall skills set and eligibility criteria for all positions on the Board of Directors including a fit and proper persons test. Such criteria shall be approved by the Board of Directors.

2. Following receipt of nominations for the position of Board Directors, the Committee shall determine the eligibility of such nominees in accordance with the skills set and eligibility criteria prior to any person being put to the members for consideration for election at the AGM.

3. In advance of any elections, the Committee shall conduct a skills set examination of the Board and determine a skill sets criteria which must be met by any person wishing to be eligible for election to the Board.

4. The Committee shall conduct an open transparent process for the nomination of the two nominated independent Directors to the Board in accordance with the skills set and eligibility criteria.

5. All candidates for nomination shall be submitted for final approved to the Board.

RULE 17. CONFERENCE AND COMMERCIAL COMMITTEE

1. The role of the Conference and Commercial Committee will be to assist and provide advice to the Board in developing the annual conference and commercial strategy for the organisation.

2. The Board Appointed Conference and Commercial Committee shall consist of at least three (3) persons who shall have the requisite experience in commercial matters. At least one member of the committee must have significant commercial experience. The Board shall appoint such persons from time to time and may remove any such person from this Committee at any time.

The three persons appointed shall be:
a) Two members of the Board of Ireland Active
b) The Chairperson of Ireland Active
c) Other persons as deemed necessary from time to time appointed by the Board

3. The Chief Executive shall not sit on the Committee although they shall attend committee meetings and report at same. The Board shall appoint the members of the Committee. The CEO shall be responsible for arranging committee meetings.

RULE 18. AUDIT AND RISK COMMITTEE

1. The role of the Audit & Risk Committee will be to assist and provide advice to the Board in fulfilling its responsibilities to members and other stakeholders in relation to the adequacy of the systems of internal control and risk management of financial and non-financial risks and reporting of results.

2. The Board Appointed Audit & Risk Committee shall consist of at least three (3) persons who shall have the requisite experience in financial and administrative matters. At least one member of the committee must have significant financial experience. The Board shall appoint such persons from time to time and may remove any such person from this Committee at any time.

   The three persons appointed shall be:
   d) One member of the Board of Ireland Active
   e) One person who shall be a current Ireland Active member
   f) One person who shall be an external party to the organisation with finance/accounting expertise.

3. Neither the Treasurer nor the Chief Executive shall sit on the Committee although they shall attend committee meetings and report at same. The Board shall appoint the members of the Committee. The Treasurer shall be responsible for arranging committee meetings.

RULE 19. GARDA VETTING SERVICE

1. Ireland Active operates a NVB Vetting Consortium through which members can avail of National Vetting Bureau vetting. Ireland Active has three Liaison Persons who are authorised to process Vetting applications on behalf of member organisations.

2. The Company operates a Vetting Policy on this service for all members.

RULE 20. DATA PROTECTION

The Company shall ensure all data and personal information under its control shall be held and maintained in accordance with the Company Data Protection Policy and relevant legislation.

RULE 21. DISPUTES – SPORT DISPUTES SOLUTIONS IRELAND (SDSI)

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