

COMPANIES ACT, 2014

FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

CONSTITUTION

- OF -

IRISH CLAY TARGET SHOOTING ASSOCIATION

(the “**Company**” or the “**Association**”)

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Company (hereinafter referred to as the Association) is –

“IRISH CLAY TARGET SHOOTING ASSOCIATION”

2. COMPANY LIMITED BY GUARANTEE

The Company is a company limited by guarantee and not having a share capital registered under Part 18 of the Companies Act 2014 (the “Act”).

3. OBJECTS

The main object for which the Association is established is:

To promote and encourage the amateur sport of clay target shooting

Subsidiary Objects

- (a) to act as the sole national governing and delegating body for the sport in Ireland and to promote and organise representation of amateur clay target shooting interests both nationally and internationally especially in relation to the International Shooting Sports Federation, the Federation Internationale de Tir aux Armes Sportives de Chasse, International Clay Target Shooting Council and other appropriate bodies.
- (b) To give instruction in the amateur sport of clay target shooting and to employ instructors, promote and arrange courses of instruction, demonstrations, exhibits, competitions and to grant awards, prizes and subsidies for same and to assist other principal provincial or local associations or clubs having like

objects as affiliates; to promote and develop the National Shooting Grounds within the State.

- (c) To ensure that the Association remains a completely autonomous and independent body and shall resist all political, religious or commercial pressures.

4. **POWERS OF THE COMPANY**

- (a) To receive from any person or body moneys for the purposes of furthering the objects of the Association.
- (b) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by laws and subject also as hereinafter provided.
- (c) To remunerate any company, firm or persons (not being a director) for services rendered to or on behalf of the Association including the costs and expenses of incorporation.
- (d) To purchase, take lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association thinks necessary or convenient for the attainment or advancement of any of its objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Association.
- (e) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its main object.
- (f) For the purposes aforesaid to acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any copyrights, designs, trademarks, patents, licences, franchises, concessions and the like (or rights in respect thereof) conferring a right of use of any secret or other information and/or any film, video, television or broadcasting rights which may seem capable of being used for any of the purposes of the Association and to use, exercise, develop, grant licences in respect of or otherwise turn to account any rights and information so acquired; and also to undertake any kind of trade, business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in the sport of clay target shooting.
- (g) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- (h) To do or make any other acts and things which in the opinion of the Association may be conducive or incidental to the main object of the Association.
- (i) To observe and comply with the Rules and Regulations of the International Shooting Sports Federation, the Federation Internationale de Tir aux Armes Sportive de Chasse and other appropriate bodies.
- (j) The Association shall not support with its funds or procure to be observed by its members or other any regulation or restrictions which would if such were an object of the Association make it a trade union.
- (k) The objects specified in different paragraphs of this Clause shall not except where the context expressly so requires be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

5. INCOME AND PROPERTY

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 5% at a reasonable and proper rate per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association but that no member of the Executive Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or benefit in money or money's worth shall be given by the Association to any member of such Executive Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent from the premises demised or let and provided that the restrictions as to rent or interest herein shall not apply to any payment to any company of which a member of the Executive Committee 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 on any such payment.

6. WINDING UP

- (a) Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards for payment of the debts and liabilities of the Association 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.

- (b) If upon the winding up or dissolution of the Association 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 member of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distributions of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 and Clause 7(b) hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as affect cannot be given to such provision, then to some charitable object.

7. REVENUE COMMISSIONERS

At any time while the Association is granted charitable status or a games and sports tax exemption from the Revenue Commissioners, the following provisions shall apply:

- (a) No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Article of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Office of the Revenue Commissioners.
- (b) Annual accounts shall be kept and made available to the Revenue Commissioners on request.

8. LIABILITY LIMITED

The liability of the Members is limited.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

INTERPRETATION

1.1 **Definition:** In these Regulations:

“**the Act**” shall mean the Companies Act, 2014;

“**Articles**” means these Articles of Association of the Company;

“**the Association**” shall mean this Company: Irish Clay Target Shooting Association;

“Connacht Province” means the branch of the Association made up of the Members and Recognised Clubs situated and residing in the province of Connacht with the appropriate Connacht provincial pre-fix in their membership number. The Connacht Province shall be referred to as the Connacht Clay Target Shooting Association;

“the Executive Committee” shall mean the Executive Committee of the Company constituted in accordance with these Articles who for the purposes of the Acts shall be the Directors of the Company;

“Executive Officers” means the Chairman, Honorary Secretary and Honorary Treasury of the Association;

“Leinster Province” means the branch of the Association made up of the Members and Recognised Clubs situated and residing in the province of Leinster with the appropriate Leinster provincial pre-fix in their membership number. The Leinster Province shall be referred to as the Leinster Clay Target Shooting Association;

“Members” means the members of Association for the time being in accordance with these Articles;

“Munster Province” means the branch of the Association made up of the Members and Recognised Clubs situated and residing in the province of Munster with the appropriate Munster provincial pre-fix in their membership number. The Munster Province shall be referred to as the Munster Clay Target Shooting Association;

“the office” means the registered office for the time being of the Association;

“Provinces” means the Ulster Province, Leinster Province, Connacht Province and Munster Province;

“Provincial Directors” has the meaning ascribed to it in Article 36 (iv);

“Provincial Management Committee” means the provincial management committee of each Province established by the Executive Committee in accordance with the Provincial Terms of Reference;

“Provincial Member” means in relation to any Province a Member of the Company who resides in the geographical area of the particular Province and has the particular Provinces provincial pre-fix in their membership number;

“Provincial Terms of Reference” means the terms of reference drawn up by the Executive Committee to govern the procedures and rules on which certain powers in relation to the Provinces have been delegated to Provincial Management Committee;

"Recognised Club" means a club promoting amateur clay pigeon shooting which is for the time being recognised by the Executive Committee pursuant to the provisions hereof;

"Secretary" shall mean any person appointed to perform the duties of the Secretary of the Association;

"The Seal" means the Common Seal of the Association;

"Constitution of the Association" shall mean the Memorandum and Articles from time to time of the Association;

"Ulster Province" means the branch of the Association made up of the Members and Recognised Clubs situated and residing in the province of Ulster with the appropriate Ulster provincial pre-fix in their membership number. The Ulster Province shall be referred to as the Ulster Clay Target Shooting Association.

1.2 **Construction:** In these Regulations, unless a contrary intention is stated, a reference to:

- (a) the singular shall include the plural and vice versa;
- (b) either gender includes the other;
- (c) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;
- (d) a person includes that person's legal personal representatives, permitted assigns and successors;
- (e) time shall be construed by reference to whatever time may from time to time be in force in Ireland;
- (f) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;
- (g) 'including' means comprising, but not by way of limitation to any class, list or category;
- (h) 'writing' shall, unless the contrary intention appears, be construed as including references to electronic, printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- (i) a Regulation is a reference to a regulation of this Constitution and a reference to a paragraph or sub-paragraph is a reference to a paragraph or sub-paragraph of the Regulation in which it appears.

Headings are to be ignored in the construction of these Regulations.

OPTIONAL PROVISIONS

2. The optional provisions of the Act (as defined in section 1177(2) of the Act) shall apply to the Company save and so far, as they are excluded or modified by these Regulations and such optional provisions together with the provisions of this Constitution shall constitute the regulations of the Associations. The following optional provisions of the Act shall not apply to the Association:
 - (a) Section 1196(3); and

“At the annual general meeting in every subsequent year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office”.
 - (b) Section 1199(9).

“Save where the constitution of a CLG provides otherwise, every member shall have one vote”.

OBJECTS

3. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. The number of Members of the Company is unlimited.
5. The subscribers to the memorandum of association and such other individuals, clubs or associations, firms or companies as the Executive Committee shall admit to membership shall be members of the Association
6. Members
 - 6.1 Membership shall comprise the following categories:
 - (a) Full individual Members
 - (b) Junior Individual Members
 - (c) Colt Individual Members
 - (d) Trade/Corporate Members
 - (e) Club/Association Members
 - (f) Life Members
 - 6.2
 - (a) Full Individual Members shall be entitled to and obligated in respect of all the rights, privileges and obligations of members herein provided for and

shall be entitled to receive a notice of and, subject to these Regulations, to attend and vote at all general meetings of the Association.

- (b) Junior Individual Members shall be entitled to and obligated in respect of all the rights and obligations of Full Individual Members and they shall be entitled to participate in senior competitions.
- (c) Colt Individual Members shall be entitled to and obligated in respect of all the rights and obligations of Full Individual Members and they shall be entitled to participate in senior competitions.
- (d) Trade/Corporate Members shall be entitled to represent themselves as members of the Association and to no other rights.
- (e) Club/Association Members shall each be entitled to cast votes at Annual General Meetings of the Association as provided for hereafter and to no other rights.
- (f) Life Members shall be entitled, subject to the provisions hereof, for their life, to the rights and, privileges and be obligated in respect of obligations of Full Individual Membership but shall not be liable to pay a subscription.

- 6.3 All Full Individual Members shall be entitled to enter and shoot in all open shoots registered with the Association and have their scores recorded and reported as often as is deemed necessary.
- 6.4 Junior Membership in respect of any year shall be restricted to persons who on the 31st of December immediately preceding that year have not attained the age of 21 years. Colt Membership in respect of any one year shall be restricted to persons who on the 31st of December immediately preceding that year have not attained the age of 16 years.
- 6.5 Application for membership of the Association shall be made to the Executive Committee in writing or online. The Executive Committee shall have power to elect to membership or, without disclosing any reason, to refuse any application for membership. The decision of the Executive Committee in relation to any application for membership shall be final.
- 6.6 Each member shall be obliged to pay an annual subscription to the Association on or before the 1st of January in each year; the amount of the subscription payable by each category of member shall be determined from time to time by the Executive Committee.
- 6.7 The Executive Committee has authority to refund overpayment of subscription by or on behalf of members and to make regulations governing the submission and verification on claims of overpayment.
- 6.8 Membership shall commence on the date of receipt in any year by the Executive Committee of a valid subscription of a member following acceptance of his application for membership; membership shall continue

thereafter subject to payment of the relevant annual subscription in each and every following year and subject to the provisions for determination hereinafter provided. Membership shall lapse in the event of failure to pay subscription in due time or within such extended time as may be agreed in writing by the Executive Committee; provided that a member granted extended time for payment shall not be entitled to participate in the shooting activities of the Association or to vote at any general meeting of the Association during the period of extended time.

- 6.9 A member shall not be entitled to any of the rights or privileges of membership whilst his or its subscription is in arrears.

CLUBS

7.

- 7.1 Recognised Clubs shall be deemed to be affiliated to the Association.

- 7.2 The conditions for recognition of a Recognised Club shall be as follows: -

- (a) The constitution and rules of the club shall acknowledge the Association as governing body of the sport and otherwise shall be compatible (as determined by the Executive Committee) with the ethos and amateur status of the sport and the constitution and rules of the Association.
- (b) All individual members of the club must be members of the Association.
- (c) The club must make all information in relation to its constitution, membership and affairs available to duly authorised officers of the Association from time to time on request.
- (d) It must be a condition of membership of the club that the member shall comply with all rules and decisions promulgated from time to time by the Association.

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

DISCIPLINE

8.

- 8.1 The Disciplinary Body of the Association shall be the Disciplinary Tribunal as established by the Executive Committee. The Disciplinary Tribunal shall act within the context of its terms of reference as determined by the Executive Committee and the Disciplinary Procedures set down in the rules or bye laws of the Association as promulgated by the Executive Committee pursuant to these Articles provided that nothing in such terms of reference and/or disciplinary procedures shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Association or constitute such an amendment of or addition to these Articles as could only lawfully be made by Special Resolution. All appeals shall be governed as provided for in the Rules.
- 8.2 The sanctions which may be imposed by the Disciplinary Tribunal may include inter alia expulsion, fines, suspension of membership and/or the imposition or application of advice, withdrawal of recognition on a temporary or permanent basis, censure, or such sanctions as may be in accordance with any list of disciplinary measures from time to time elaborated by the Disciplinary Tribunal. In addition, the Disciplinary Tribunal may impose such sanctions as it shall deem fit in respect of any violations of such anti-doping regulations or rules as may be generally applicable in the sport.
- 8.3 The procedures of the Disciplinary Tribunal shall be governed by such regulations as the Disciplinary Tribunal may from time to time elaborate and the Disciplinary Tribunal shall also from time to time make provision for a list of disciplinary measures in addition to the measures aforesaid.
- 8.4 With effect as and from 1 June 2004 the anti-doping rules of the Association are the Irish Anti Doping Rules as amended from time to time.
- 8.5 All decisions issued by the Disciplinary Body of the Association and having been approved by the Executive Committee may be appealed exclusively by referral to a recognised dispute resolution or arbitration body, within 14 days from receipt of such decision, for final and binding arbitration in accordance with the recognised body's Arbitration Rules.

TERMINATION OF MEMBERSHIP

9. If any Disciplinary Body of the Association shall decide to expel any individual member or club then no part of the annual subscription of the then current year shall be returnable by the Association nor shall such member whose membership shall have been terminated as aforesaid have any claim against the assets of the Association

OFFICERS AND EXECUTIVE COMMITTEE OF THE ASSOCIATION

- 10.1 The members may elect annually at the Annual General Meeting the members of the Executive Committee all of whom shall hold office from the termination

of the Meeting at which they were elected until the termination of the next Annual General Meeting and shall then retire but be eligible for re-election, subject to Regulation 10.2. Only persons who are individual Members of the Association may be elected under this Regulation and if any such person while holding any such office should cease to be a member of the Association he shall automatically cease to hold such office.

- 10.2 A member of the Executive Committee shall not hold that position for more than five consecutive years. This Regulation shall not preclude any director from election of President.

STAFF

11. The Executive Committee may appoint such staff as it shall consider prudent and necessary.

GENERAL MEETINGS

12. Subject to the provisions of Section 176 of the Act an Annual General Meeting of the company or an extraordinary general meetings of the Association shall be held inside or outside of the State and all members shall be entitled to attend and speak.

13.

- (1) Subject to paragraph (2) of this clause, the Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next.
- (2) So long as the Association holds its first annual meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid the annual general meeting shall be held at such time and at such place in Ireland as the Executive Committee shall appoint.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

14.

- (1) The Executive Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened by such requisition, or, in default, may be convened by such requisition as is provided by Section 177 and Section 178 of the Act. If at any time, there are not within Ireland sufficient members of the Executive Committee capable of acting to form a quorum any member of the Executive Committee or any one hundred (100) members of the Association or members of the association representing not less than one-tenth of the total voting rights

of all members having at the said date the right to vote at general meetings of the association (whichever is less) may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee. The requisition by a member of the Executive Committee or any one hundred (100) members of the Association or members of the association representing not less than one-tenth of the total voting rights of all members having at the said date the right to vote at general meetings of the association (whichever is less) shall state the proposed business of the meeting and shall be accompanied by a deposit of €1000 which shall be lodged with the Association for the purpose of defraying the cost of calling such Extraordinary Meeting. After holding the Extraordinary General Meeting the deposit may be returned to the members lodging same either in whole or in part as the Executive Committee shall at its absolute discretion by resolution determine.

- (2) An Extraordinary General Meeting called by request as aforesaid shall be held within forty days of the receipt by the Honorary Secretary of such request and the notice conveying the meeting shall state the business to be considered thereat and no other business shall be discussed.

NOTICE OF GENERAL MEETINGS

15. A meeting of the Association, other than an adjourned meeting, shall be called subject to Section 181 and Section 191 of the Act, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution by not less than 21 days' notice and a meeting of the Association (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association.

In addition to the means of service of notices specified in Section 181 of the Act, any notice of a meeting may be served on members by electronic means to the electronic mail address notified by members to the association from time to time or by posting the notice on the website of the association.

16. 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 that meeting. At the time of giving notice, the minutes of the previous meeting and accounts to be presented to the meeting (if any) will be placed available for member download on the Association website. Copies will not be sent to members and the placing of the minutes and accounts (if any) on the website shall be considered sufficient.

PROCEEDINGS AT GENERAL MEETINGS

17.
 - (a) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Executive Committee, the election of members of the Executive Committee and auditors in the place of those retiring auditors, and the fixing of the remuneration of the auditors.
 - (b) Notice of any resolution to be proposed at an Annual General Meeting must be received by the Secretary of the Association in writing not later than thirty-one days prior to the Annual General Meeting and if the Executive Committee so decides, notice thereof shall be given to the members of the Association prior to meeting.
18. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business; save as herein otherwise provided, fifteen members entitled to vote present in person shall be a quorum.
19. If within half an hour from the time appointed for the meeting 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 as the Executive Committee 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 members present shall be a quorum.
20. The chairman, if any, of the Association shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Executive Committee present shall elect one of their number to be chairman of the meeting.
21. If at any meeting no member of the Executive Committee is willing to act as chairman or if no such member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
22. The chairman 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 notice of an adjournment or of the business to be transacted at an adjournment meeting.
23. 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 chairman; or
- (b) by at least three members entitled to vote.

Unless a poll is so demanded, a declaration by the chairman 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 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.

The demand for a poll may be withdrawn.

- 24. Except as provided in Regulation 26, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall resubmit the motion to a second vote or a second poll at its discretion and in the event of their continuing to be an equality of votes shall be entitled to a second or casting vote.
- 26. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 27. Subject to Section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being a club or association by their duly authorised representatives provided the identity of the representatives shall have been notified in writing to the Secretary at least two days prior to the date of the Resolution) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

- 28. Every Registered individual member of the Association shall be entitled to vote. Every Recognised Club shall be entitled to authorise not more than two members of the Association to vote on its behalf. Every Registered individual member and every person authorised by a Recognised Club and every member of the Executive Committee shall have one vote. No other member shall be entitled to have a vote.

29. No member shall be entitled to a vote at any general meeting unless all moneys immediately payable or due by the member to the Association have been paid.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
31. The Honorary Secretary shall, at the general meeting cause the names of all candidates nominated for election as directors and the names of their proposers and seconders together with such other information as the Executive Committee may have stipulated to be distributed to each member attending in person and entitled to vote and the provisions of Section 144(4) of the Act shall not apply.
32. To the extent that the number of persons who have been nominated for election as directors in accordance with Regulation 10.2 is equal to or less than the number of vacancies for directors, the members attending the meeting in person shall vote on the nominations by a show of hands (or poll if so demanded). To the extent that the number of persons who have been nominated for election as directors exceeds the number of vacancies for directors, the members attending in person shall vote by poll by completing ballot papers in relation to the nominations and may vote for any number of candidates up to, but not exceeding, the number of vacancies to be filled. A ballot paper containing more votes than the number of vacancies to be filled shall be treated as a spoiled paper.
33. Properly completed ballot papers alone shall be taken into account in determining the result of the poll by ballot. The result of the ballot shall be declared by the chairman of the meeting. In the event of the poll by ballot failing to determine the directors to be elected because of an equality of votes, the candidates or candidate to be elected from those having an equal number of votes shall be determined by lot.

CLUBS, FIRMS AND COMPANIES ACTING BY REPRESENTATIVES AT MEETING

34.
 - (a) Any Recognised Club which is a member of the Association may by resolution of its directors or other governing body (a copy of which must be produced to the Secretary at least 5 days in advance of a meeting) authorise such two persons (being members of the Association) as it thinks fit to act as its representatives at any meeting of the Association and the persons so authorised shall be entitled to exercise the same powers on behalf of the body which they represent as that body and each representative shall be authorised to speak and vote and shall attend in person. The authorising resolution shall state the name of the persons so authorised. In default of such notification, the

Secretary for the time being of that Recognised Club, on production of proof of his holding that position, at any time prior to the commencement of that meeting, shall be entitled to attend and vote at each such general meeting of the Association.

- (b) Provisions similar to those set out in Regulation 34(a) shall apply to a firm or company which is a member of the Association save that it shall only be entitled to authorise one person (being a member of the Association) to represent it and such representative shall not be entitled to vote at any meeting.

EXECUTIVE COMMITTEE

35. There shall be no more than eleven directors of the Association. They shall collectively constitute the Executive Committee of the Association.
36. The Executive Committee shall, subject to Regulation 35 consist of the following persons elected at the AGM in accordance with Regulation 10.1 and Regulation 10.2;
- i. The Chairman of the Association.
 - ii. The Honorary Secretary.
 - iii. The Honorary Treasurer.
 - iv. Representatives of each of the Provinces not exceeding eight in total and nominated at their respective Provincial AGM as follows (“Provincial Directors”):
 - (a) Two Provincial Directors nominated by Leinster Province
 - (b) Two Provincial Directors nominated by Connacht Province
 - (c) Two Provincial Directors nominated by Ulster Province
 - (d) Two Provincial Directors nominated by Munster Province

In all cases the Provincial Directors must be paid up Members of the Association.

37. The Executive committee may appoint persons to fill any vacancies in the Executive Officer positions (including any vacancies arising by reason of non-election of any persons nominated for election as Executive Officer at the AGM) during the term of office of the Executive Committee and such person shall hold office until the termination of the next AGM.
38. In the event of a position on a Executive Committee not being filled in accordance with the procedures for doing so contemplated in these Articles, or a casual vacancy arising on any Executive Committee which is evident at the conclusion of the Association AGM, and if the position was to be filled by a

Province or if the vacancy arises in a position which was filled by a Provincial Director, the relevant Provincial Management Committee may appoint any person (provided such person is pre-approved by the Executive Committee and such person has not already been appointed to fill another casual vacancy on the Executive Committee) to fill any such vacancy howsoever arising within twenty eight (28) days from the date of such Association AGM. In any other case, or if the Provincial Management Committee fails to appoint a person to fill the vacancy, the Executive Committee may do so under the provisions of Regulation 39 and such person (however appointed) shall hold office from the date of such appointment to the conclusion of the next Association AGM after his appointment.

39. The Executive committee may appoint any person to be a Provincial Director of a Province to fill a casual vacancy (or other vacancy however arising) on the Executive Committee only where such vacancy has not been filled by the relevant Provincial Management Committee electing a replacement with the approval of the Executive Committee, within twenty-eight (28) days from the date of such vacancy arising. Such person so appointed shall hold office as Provincial Director until the conclusion of the next Association AGM after his appointment. Any person to be so appointed by the Executive Committee must be a member of the relevant Province.
40. The members of the Executive Committee may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive Committee or any sub-committee or general meeting of the Association or in connection with the business of the Association.
41. The members shall be entitled if so desired by a majority of the members voting at an Annual General Meeting to appoint up to a maximum of two non-executive Directors who shall serve as non-executive Directors of the Association and who shall not be members of the Association. Candidates for non-executive Director appointments will be nominated by the Executive Committee in accordance with the established protocols and shall be entitled to attend at all Executive Committee meetings, Annual General Meeting and Extraordinary General Meeting and to vote at such meetings. These positions shall be filled for three year terms following appointment at Annual General Meeting and no remuneration shall be paid in respect of the roles. Non-executive Directors may hold office for a maximum of two terms and shall be bound by the Executive Committee code of conduct.
42. The members shall be entitled if so desired by a majority of the Members voting at an Annual General Meeting to appoint a President who shall serve as President of the Association. Candidates for this position will be nominated by the Executive Committee in accordance with the established protocols and must be members of the Association. The President shall not be a member of the Executive Committee and this position shall be filled for a three-year term following appointment at Annual General Meeting and no remuneration shall be paid in respect of the role. The President of the Association may hold

office for a maximum of two terms and shall be bound by the Executive Committee code of conduct.

BORROWING POWERS

43. The Executive Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 44.
- (a) The business of the Association shall be managed by the Executive Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Act or by these articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting provide that no such provision shall invalidate any prior act of the Executive Committee which would have been valid if that direction had not been given.
 - (b) A member or connected party, who is involved either financially or otherwise with a commercial club or grounds, shall not permit his name to be put forward for election to the Executive Committee. For the purpose of this Article, a connected party shall be as defined in Section 220 of the Act
 - (c) For the purpose of this Article a commercial club or grounds shall be one in which all members do not have equal rights, or are not entitled to an equal share in any surplus generated, or whose members, on disbandment, or liquidation are not entitled to an equal share of any excess generated.
 - (d) In the event of a dispute as to whether or not a club or grounds is commercial, the onus of proof shall rest with the member”.
45. The Executive Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these articles) and for such period and subject to such conditions as they may think fit, and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him for a period not exceeding three months.

46. 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 such person or persons as in such manner as the Executive Committee shall from time to time by resolution determine.
47. The Executive Committee shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the Executive Committee present at each meeting of the Committee and of any sub-committee thereof;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Committee and of sub-committees of the Executive Committee.
 - (d) Any occurrence in Regulation 56.

VOTING ON CONTRACTS

48. A member of the Executive Committee may not vote in respect of any contract in which he is interested or any matter arising from or in connection with that contract and section 161(7) of the Act shall not apply in relation to the association. The participation by any member of the Executive Committee in respect of any vote in breach of this article shall not invalidate that vote but the Executive Committee may review, declare invalid and set aside the vote at any time thereafter.

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

49. At the first annual general meeting and each subsequent annual general meeting of the Association, all members of the Executive Committee shall retire from office as from the termination of such meeting.
50. A retiring member of the Executive Committee shall be eligible for re-election.
51. The Association at the Annual General Meeting at which a member of the Executive Committee retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring member of the Executive Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Executive Committee has been put to the meeting and lost.
52. No person other than a member of the Executive Committee shall, unless recommended by the Executive Committee, be eligible for election to the office of a member of the Executive Committee at any general meeting unless, not less than 30 day before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to

propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

53. At the annual general meeting in every subsequent year of the Association one-fifth of the Directors for the time being, or, if their number is not five or a multiple of five, then the number nearest one-fifth shall retire from office.
54. 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 between themselves) be determined by lot.
55. The Association may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any member of the Executive Committee before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the company and such member of the Executive Committee. Such removal shall be without prejudice to any claim such member of the Executive may have for damages for breach of any contract of service between him and the Association.
56. In addition to the circumstances set out in section 148 of the Act, the office of director shall also be automatically vacated if the director:
 - (a) holds any office or place of profit under the Association;
 - (b) makes any arrangement or composition with his creditors generally;
 - (c) becomes of unsound mind;
 - (d) is no longer an individual member of the Association
 - (e) ceases to hold office by reason of any order made under the Act; or
 - (f) is removed from office by a resolution duly passed pursuant to an Order of the Courts or pursuant to the Acts of these Regulations.
 - (g) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (h) resigns his office by notice in writing to the Association; or
 - (i) is convicted of an indictable offence unless the Executive Committee otherwise determine; or
 - (j) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 231 of the Act.

- (k) Absents himself from 3 consecutive meetings of the Executive Committee without written leave of absence of the Executive Committee provided that the participation by any disqualified holder in any meetings shall not invalidate the proceedings unless each of the persons attending shall have had actual notice of the disqualification

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

57. The Executive Committee which shall meet at least quarterly for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Section 160(1) of the Act shall be modified in its application to the Association. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the chairman shall have a second or casting vote. A special meeting may be held at the discretion of the Chairman and must be called upon receipt by the Secretary of a request for the calling of a meeting signed by not less than six members of the Executive Committee. Section 160(3) of the Act shall not apply to the Association. Such request must state the business to be considered at the meeting. At least fourteen days' notice shall be given to the Executive Committee of such a special meeting and the notice shall include an agenda showing the business to be conducted. Business not specified in the notice convening the meeting may be brought forward by leave of the Chairman and dealt with provided two-thirds of those present agree to treat such business as urgent.
58. The fact that any member of the Executive Committee has not for any reason whatsoever received notice of a meeting of the Executive Committee shall not invalidate such meeting or any resolution passed or any election or appointment made at such meeting. If the members of the Executive Committee so resolve it shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof who being resident in Ireland is for the time being absent from Ireland.
59. The quorum necessary for the transaction of the business of the Executive Committee shall be six. Section 160(6) of the Act shall not apply to the Association.
60. The continuing members of the Executive Committee 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 Articles of Association as the necessary quorum of the Executive Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
61. The chairman of the Association who shall ex officio be a member of the Executive Committee shall preside as chairman of all meetings of the Executive Committee but if not present within 5 minutes after the time appointed for holding the same, or if no chairman is elected the members of the Executive Committee present may choose one of their number to be chairman of the meeting.

62. The Executive Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee. The quorum for meetings of any such sub-committee shall be set out by the Executive Committee in the terms of reference for the relevant sub-committee.
63. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their number to be chairman of the meeting.
64. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members thereof present, and when there is an equality of votes, the chairman shall have a second casting vote.
65. All acts done by any meeting of the Executive Committee or of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or sub-committee.
66. A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid as if it had been passed at a meeting of the Executive Committee duly convened and held. Such a resolution may also consist of one or more telefax or facsimile messages in like form signed in the name of each or all of the members provided that in the case of each such telefax or facsimile message the Secretary or any member of the Executive Committee shall have endorsed the same with a Certificate stating that he is satisfied as to the authenticity thereof and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Meetings of the Executive Committee (including any committees of the Executive Committee may be conducted by the use of a conference telephone or similar facility provided always the Chairman of the meeting notes his satisfaction that all the members of the Executive Committee:
- (a) have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting; and
 - (b) can hear and contribute to the meeting and such participation in a meeting shall be deemed to constitute presence in person at the meeting.
67. The Executive Committee shall, by a majority vote, have power to invite anyone to attend and speak but not vote at their meetings.

68. A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Executive Committee or treasurer and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee, treasurer and as or in place of the secretary.
69. The seal shall be used only by the authority of the Executive Committee or of a sub-committee thereof authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by two members of the Executive Committee and shall be countersigned by the secretary or by some other person appointed by the Executive Committee for the purpose.

PROVINCES, PROVINCIAL MANAGEMENT COMMITTEES AND PROVINCIAL ANNUAL GENERAL MEETINGS

70. The Association has established the Provinces which shall be managed by the Provincial Management Committee in accordance with the Provincial Terms of Reference for the purposes of promoting, developing and encouraging the sport of Clay Target Shooting in each province with the assistance of Recognised Clubs within each province and for these purposes Ireland shall be divided into four (4) Provinces namely:
- (a) Connacht Clay Target Shooting Association;
 - (b) Leinster Clay Target Shooting Association;
 - (c) Munster Clay Target Shooting Association; and
 - (d) Ulster Clay Target Shooting Association.
71. Each Recognised Club shall be situated in one of the Provinces.
72. The Executive Committee has delegated certain powers to the Provincial Management Committees of each Province in relation to the Provinces as more particularly set out in the Provincial Terms of Reference. The Provincial Management Committees shall be sub-committees of the Executive Committees and may have their power and authority to act on behalf of the Executive Committee and the Association amended or revoked at any time by the Executive Committee.
73. The Executive Committee shall set down all duties, responsibilities, powers, regulations and procedures for the Provinces, the Provincial Management Committees and Provincial AGMS in the Provincial Terms of Reference as drawn up or amended by the Executive Committee from time to time.
74. Each Province, Provincial AGM or EGM and its Provincial Management Committee (as defined below) shall comply with duties, responsibilities, powers, affiliation regulations and procedures set down by the Executive Committee whether in the Provincial Terms of Reference, the Rules or any bye-laws or standing orders or terms of reference and shall be bound by these Regulations and the Rules.

75. An AGM of all Provincial Members located in each Province (a “Provincial AGM”) shall elect once every year a committee which shall be known as a Provincial Management Committee (a “Provincial Management Committee”). Subject to the provisions of these Regulations, representation on, terms of reference for and procedures of the Provincial Management Committees shall be as set out in the in the Provincial Terms of Reference drawn up by or amended by the Executive Committee from time to time.
76. Each Provincial AGM shall be held at least two (2) months prior to the Company AGM. At such Provincial AGM, there shall be elected inter alia (i) a Provincial Chairman, (ii) a Provincial Secretary, (iii) a Provincial treasurer, (ii) a maximum of five other Provincial Management Committee Members and (iv) two Provincial Directors who shall sit on the Executive Committee of the Company.
77. Each Provincial Management Committee shall adopt the procedures governing its Provincial AGM as are drawn up or amended by the Executive Committee from time to time.
78. The members of the Provincial Management Committees shall hold office from the conclusion of the Provincial AGM at which they are elected until the conclusion of the next Provincial AGM.
79. Provinces, Provincial AGMs or EGMs and Provincial Management Committees shall have no disciplinary powers over Clubs or Members within their Province.

INDEMNIFICATION OF OFFICERS OF THE ASSOCIATION

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

INTERPRETATION OF ARTICLES/DISPUTES

- 81.
- (a) The Executive Committee shall have power to interpret these Articles if there should be any ambiguity concerning the purpose or intention of any Article.
 - (b) Any disputes between members may at the discretion of the Executive Committee be required to be referred to a common dispute resolution mechanism (including arbitration and/or mediation) and shall be so referred if so required by the Executive Committee.

RULES /ALTERATION OF ARTICLES

82.

- (1) A General Meeting of the Association shall have power by special resolution to amend, add to, or rescind these Regulations but so that any such resolution shall not be carried unless it shall receive the votes of not less than three-fourths of those present and eligible to vote at that meeting.
- (2) Notice of the proposed alteration must reach the Secretary of the Association in writing not later than thirty days prior to the General Meeting.
- (3) Alterations to these Regulations shall take effect as from the time at which the resolution effecting shall have been passed.
- (4) The Executive Committee of the Association shall be authorised to promulgate the rules of game and rules of conduct and discipline from time to time which shall be required to be complied with by all members.
- (5) The Executive Committee of the Association may promulgate codes of conduct and guidance in relation to participation at international competition and such codes and guidance will be binding on all members and shall include inter alia the following provisions:
 - i. that only members of the Association may represent Ireland at international level.
 - ii. that members of the Association may not shoot any international that precludes any other member of good standing participation.

ACCOUNTS

83. The Executive Committee shall cause proper books of account to be kept relating to: -

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

84. The books of account shall be kept at the office or, subject to Section 283 of the Act, at such other place as the Executive Committee think fit, and shall at all reasonable times be open to the inspection of the Executive Committee.

85. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulation the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of such Committee) shall have any right of inspecting any account or book or document of the

Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.

86. The Executive Committee shall from time to time in accordance with the Acts cause to be prepared and to be laid before the annual general meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Association.
87. 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 Association together with a copy of the Executive Committee's 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 Act to receive them subject to Regulation 89.

AUDIT

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

NOTICES

89. A notice or any other document may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members or transmitted by electronic mail to any electronic mail address for the member that has been furnished to the association or by posting the notice on the website of the association but the accidental omission to give such notice or other document to or the non-receipt of such notice or other document by any such member shall not invalidate any meeting or resolution passed or election connected therewith.
90. The provisions of section 218(5) of the Act shall apply in relation to the Association and shall apply to notices served upon the persons listed in section 180(1) of the Act (as modified by section 1204 of the Act in its application to companies limited by guarantee).

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Constitution.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Desmond Foley, Lea-Field, Kinsealy, Malahide, Co. Dublin, Farmer.

Frank Garvey, Main Street, Swords, Co. Dublin, Pharmaceutical Chemist.

Harold Kyle, Eastland House, Coolock, Dublin 5, Company Director.

Joseph Woodcock, 20, Butterfield Drive, Dublin 14, Doctor.

William Irwin, Barlogue, Dublin Road, Drogheda, Medical Practitioner.

T. Napoleon Keeling, Killeek House, St. Margaret's, Co. Dublin, Doctor.

Arthur E. MacMahon, Villa Maria, Blessington, Co. Wicklow, Solicitor

Dated the 24th day of April 1986

Witness to the above signatures:

Name: W.R. Anthony Keller

Address: 46, Kildare Street, Dublin 2
Solicitor