

## **Terms of Reference of Provinces, Provincial Management Committees and Provincial AGMS**

### **1. INTRODUCTION**

At a meeting of the Executive Committee of Irish Clay Pigeon Shooting Association (the "**Company**") held on Tuesday 24<sup>th</sup> August 2010 it was resolved pursuant to Article 66 of the Articles of Association of the Company to draw up the following terms of reference to govern the recently established Provinces, Provincial Management Committees and Provincial AGMs ("**Provincial Terms of Reference**").

The Company is a company limited by guarantee and its constituent documents are its Memorandum and Articles of Association. The Memorandum and Articles of Association of a company provides the framework within which the Company will operate. The Memorandum and Articles deals primarily with the functioning of the Company as a legal entity and provide for the establishment of the Provinces, Provincial Management Committees and Provincial AGMs but does not provide the level of detail required for the day to day operating of these organs of the Company. Therefore, these Terms of Reference deal with the more general aspects of the day to day operations of the Provinces, Provincial Management Committee and Provincial AGM.

## 1.1 Definitions

<b>“Articles”</b>	means the Articles of Association of the Company for the time being and as amended from time to time;
<b>“Company”</b> <b>“Company AGM”</b>	means Irish Clay Pigeon Shooting Association; means the annual general meeting of the Company held in accordance with the Articles.
<b>“Company Secretary”</b>	means the Secretary of the Company for the time being.
<b>“Connacht Province”</b>	means the branch of the Company made up of the Members of the Company 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 Pigeon Shooting Association.
<b>“Executive Committee”</b>	means the board of directors of the Company for the time being;
<b>“Existing Clay Pigeon Associations”</b>	means the Leinster Clay Pigeon Shooting Association, Ulster Clay Target Shooting Association, Connacht Clay Pigeon Shooting Association, and Munster Clay Pigeon Shooting Association which existed prior to the establishment of the new Provinces by the Company.
<b>“Leinster Province”</b>	means the branch of the Company made up of the Members of the Company 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 Pigeon Shooting Association.
<b>‘M&amp;A’</b>	means the Memorandum and Articles of Association of the ICPSA;
<b>“Members”</b>	means the members of the Company for the time being;
<b>“Munster Province”</b>	means the branch of the Company made up of the Members of the Company 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 Pigeon Shooting Association.
<b>“Provinces”</b>	means the Ulster Province, Leinster Province, Connacht Province and Munster Province
<b>“Provincial Committee Member”</b>	means the Provincial Officers and Ordinary Committee Members of each Provincial Management Committee;
<b>“Provincial Directors”</b>	means the members of the Executive Committee appointed on an annual basis at Provincial AGMs in accordance with the Articles and these Terms of Reference.
<b>“Provincial Member”</b>	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.
<b>“Provincial Officers”</b>	means the Provincial Chairman, Secretary and Treasurer of each Provincial Management Committee;
<b>“Terms of Reference”</b>	means these terms of reference;
<b>“Ulster Province”</b>	means the branch of the Company made up of the Members of the Company 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 Interpretation:**

In these Terms of Reference:

- The singular shall include the plural and vice versa.
- Unless the context or subject otherwise requires, references to words in one gender include references to the other genders.
- Reference to a person shall include an individual, partnership, corporation, limited liability company, business trust, joint stock company, trust, unincorporated association, joint venture, governmental entity or authority or other entity of whatever nature.

## **2. STATUS**

The Provinces have been established by the Company as branches of the Company and enjoy the benefit of the limited liability of the Company. The Executive Committee has delegated its power and authority to manage the affairs of the Provinces to sub-committees known as Provincial Management Committees which shall have the areas of responsibility in relation to the Provinces as specified in these Terms of Reference.

## **3. EXISTING ASSETS**

The Provinces shall replace the Existing Provincial Clay Pigeon Shooting Associations and all the assets of each Existing Provincial Clay Pigeon Shooting Association shall automatically transfer in their entirety to the relevant Province.

## **4. OBJECTS**

The Company has established the Provinces which shall be managed by the Provincial Management Committee for the object of promoting, developing and encouraging the sport of Clay Pigeon Shooting in the relevant provincial area with the assistance of clubs affiliated to the Company within the relevant provincial area.

## **5. RESPONSIBILITIES**

Each Province shall act through its Provincial Management Committee which shall have the following powers and responsibilities:

- a) managing the affairs of the Province in accordance with the instructions and directions of the Executive Committee;
- b) convening Provincial AGMs for the election of Provincial Directors to the Executive Committee and appointing members of Provincial Management Committee in accordance with these Terms of Reference and the Articles;
- c) selecting and fielding representative teams at inter-provincial competitions;
- d) ensuring that it does not act in any way which would be detrimental to the Company as a whole or its Members;
- e) accounting for and administering in a prudent fashion for the benefit of the Provincial Members all funding received from the Company and to pay all reasonable expenses incurred in the performance of these responsibilities;

- f) maintain proper books of account on the financial affairs of the Province and lodge a copy of these books of account with the Company Secretary within 7 days after the conclusion of each annual Provincial AGM;
- g) maintain proper minutes and records of each Provincial AGM or EGM and Provincial Management Committee meeting and lodge a copy of these records with the Company Secretary within 7 days after the conclusion of each annual Provincial AGM; and
- h) reporting to the Executive Committee on a regular basis, and to the Company's AGM on an annual basis, in each case on the matters listed in this paragraph 5.
- i) Each Provincial Management Committee will comply with all requests and directions of the Executive Committee to make any information or copies of any records available to the Executive Committee as soon as reasonably practicable after receiving such request.

## 6. PROVINCIAL MEETINGS

- 6.1 Each Province shall in each year hold a Provincial AGM in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it. All general meetings shall be held in Ireland. No more than 13 months will lapse between each Provincial AGM.
- 6.2 All general meetings of the Provinces other than annual general meetings ("**Provincial AGMs**") shall be called extraordinary general meetings ("**Provincial EGMs**").
- 6.3 The Provincial AGM shall, so far as reasonably practicable, be held at such venue, time and date as the preceding Provincial AGM shall determine.
- 6.4 The Provincial Secretary or failing him the Company Secretary shall convene a Provincial EGM:
  - a) if a resolution to convene a Provincial EGM is passed at the preceding Provincial AGM; or
  - b) where ten (10) Provincial Members requisition such a meeting by service on the Company Secretary of a written notice duly signed by ten (10) Provincial Members seeking the holding of such a meeting and stating the reason the EGM is being requisitioned and the membership numbers of the signatories to the requisition; or

Such meetings shall be convened by the Company Secretary within fourteen (14) Clear Days of the receipt of the requisition required under this paragraph. EGMs shall be held at a time and venue and on a date as determined by the Executive Committee.

- 6.5 The Provincial Secretary shall or failing him the Company Secretary shall provide twenty one (21) Clear Days notice of each Provincial AGM to each Provincial Member located within the relevant province. Notice shall be given to each Provincial Member by posting a copy of the notice on the [www.icpsa.ie](http://www.icpsa.ie) website or alternatively sending same by pre-paid post to last known address of the notice party.
- 6.6 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.

## **7. PROCEEDINGS AT PROVINCIAL AGMS AND EGMS**

- 7.1 No business shall be transacted at any general meeting of the Provinces unless a quorum is present. Save as otherwise provided in these Terms of Reference, 5% Provincial Members entitled to attend and cast votes at the Province's general meetings and who are present in person shall constitute a quorum.
- 7.2 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 the Provincial 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 Company Secretary 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.
- 7.3 The chairman, if any, of the Provincial Management Committee shall preside as chairman at every general meeting of the Province, 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 Provincial Management Committee present shall elect one of their number to be chairman of the meeting.
- 7.4 If at any meeting no member of the Provincial Management 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 Provincial Members present shall choose one of their number to be chairman of the meeting.
- 7.5 The Provincial 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.
- 7.6 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 Province 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.
- 7.7 Except as provided in paragraph 7.9, 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.
- 7.8 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 his discretion and in the event of their continuing to be an equality of votes shall be entitled to a second or casting vote.
- 7.9 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.

7.10 The following business shall be transacted at every Provincial AGM:

- a) Adopt minutes from the previous Provincial AGM.
- b) Adopt provincial accounts for the preceding year.
- c) Provincial Chairman's report.
- d) Provincial Secretaries report.
- e) Provincial Treasurers report.
- f) Elect a Provincial Chairman, Secretary, Treasurer, and a maximum of five Ordinary Committee Members.
- g) Elect two Provincial Directors to the Executive Committee of the Company.
- h) Proposals for the Company AGM.
- i) Date of Next Provincial AGM
- j) Any other business at the Chairman's discretion.

## **8. Nominations for Provincial AGMS**

8.1 Candidates wishing to stand for election at a Provincial AGM to the Provincial Management Committee or as a Provincial Representative or for any office under the Articles or these Terms of Reference where election at the Provincial AGM is required, must receive the nomination of at least two (2) Provincial Members.

8.2 The names of nominees for election must be notified to the Provincial Secretary no later than 7 Clear Days prior to the date of the Provincial AGM.

8.3 A full list of nominees seeking election or re-election to the Provincial Management Committee or as Provincial Representative shall be posted on the [www.icpsa.ie](http://www.icpsa.ie) no later than 3 Clear Days prior to the date of the Provincial AGM.

8.4 The nomination must be accompanied by acceptance of the nomination by the candidate in writing.

8.5 Where no valid nominations are received prior to the deadline set out in paragraph 8.2, nominations may be received from the floor at the Provincial AGM in compliance with all of the above criteria other than the requirement for the proposal to be in writing.

8.6 The nominee, proposer and seconder of all nominations must all be present at the AGM. No Provincial Member shall be entitled to nominate, propose or second a nomination for election at any Provincial general meeting unless all moneys immediately payable or due by the Provincial Member to the Company have been paid.

8.7 The term of office for all Provincial Committee Members shall be from the end of the Provincial AGM at which they are elected until the end of the following Provincial AGM.

## **9. VOTES OF MEMBERS AT PROVINCIAL MEETINGS**

9.1 No person may be a Provincial Member of more than one Province at any one time. A Member shall be a Provincial Member of the Province which matches the provincial pre-fix his Company membership number.

9.2 Subject to paragraph 9.2, every Provincial Member shall be entitled to vote on any resolution before his Province's Provincial AGM or EGM.

9.3 No Provincial Member shall be entitled to attend or vote at any Provincial general meeting unless all moneys immediately payable or due by the member to the Company have been paid.

9.4 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.

## 10. THE PROVINCIAL MANAGEMENT COMMITTEE

10.1 Each Province shall, subject to and in accordance with the provisions of these Terms of Reference, elect a Provincial Management Committee at its Provincial AGM. No person other than a Provincial Member of the relevant Province shall be eligible for election to a Provincial Management Committee.

10.2 The number of Provincial Committee Members shall be not more than eight (8) persons and shall never at any time be less than three (3) persons. The Board shall be composed of the following:

- a) Provincial Chairperson;
- b) Provincial Treasurer;
- c) Provincial Secretary;
- d) No more than 5 other working members (the “**Ordinary Committee Members**”).

10.3 Each Provincial Committee Member shall each be elected at every Provincial AGM for a term of one (1) year and shall hold office from the conclusion of the Provincial AGM at which they are elected until the conclusion of the next Provincial AGM.

10.4 In addition, the Provincial Management Committee shall have power at any time and from time to time, by majority resolution of the Provincial Management Committee:

- a) to appoint any Provincial Member to fill a casual vacancy in the number of Ordinary Committee Members up to the maximum number of Ordinary Committee Members allowable under paragraph 10.2(d) to hold office from the date of such appointment until the conclusion of the next Provincial AGM; and/or
- b) to appoint an existing Provincial Committee Member to fill a casual vacancy arising amongst the Provincial Officers to hold office from the date of such appointment until the conclusion of the next Provincial AGM.

## 11. VACATION OF OFFICE OF PROVINCIAL COMMITTEE MEMBER

11.1 The office of a Provincial Committee Member shall be vacated:

- a) subject to the other provisions of these Terms of Reference, at the conclusion of the Provincial AGM next following such Provincial Committee Member's election unless re-elected following successful candidature in a second or subsequent election; or
- b) if he becomes of unsound mind; or
- c) if he resigns his office by notice to the Company (whether in electronic form or otherwise); or

- d) if the Provincial Management Committee by majority resolution remove the Provincial Committee Member;
- e) if a majority resolution is passed by the Provincial Members to remove him at a Provincial EGM;
- f) if he is convicted of an indictable offence, or any other offence which in the reasonable opinion of the Provincial Management Committee or the Executive Committee adversely affects his position as a Board Member.

## **12. PROCEEDINGS OF THE PROVINCIAL MANAGEMENT COMMITTEES**

12.1 Subject to the provisions of the Articles and these Terms of Reference, the Provincial Management Committee may regulate its proceedings as it thinks fit. A Provincial Committee Member may, and the Provincial Secretary shall, at the request of a Provincial Committee Member, call a meeting of the Provincial Management Committee.

12.2 The Provincial Management Committee may meet and adjourn as it thinks proper.

12.3 Questions arising at a Provincial Management Committee meeting shall be decided by a majority of votes of the Provincial Committee Members present and entitled to vote in accordance with these Terms of Reference and subject to the Articles. In the case of an equality of votes, the Provincial Chairperson shall have a second or casting vote.

12.4 The quorum for the transaction of the business of each Provincial Management Committee shall be 50% of the Provincial Committee Members for the time being entitled to attend and cast votes at Provincial Management Committee meetings.

12.5 Every Provincial Committee Member shall have one vote at Provincial Management Committee meetings, subject to the provisions of the Articles and these Terms of Reference in relation to when a Provincial Committee Member is not entitled to vote.

12.6 A Provincial Committee Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote in accordance with these Terms of Reference.

12.7 The continuing Provincial Committee Members or a sole continuing Provincial Committee Member may act notwithstanding any vacancies in their number, but, if the number of Provincial Committee Member is less than the number fixed as the quorum, the continuing Provincial Committee Member(s) may act only for the purpose of calling a general meeting.

12.8 All acts done by a meeting of the Provincial Management Committee, or by a person acting as a Provincial Committee Member, as the case may be, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or election of any Provincial Committee Member or any other member as aforesaid, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed or elected and was qualified and had continued to be a Provincial Committee Member or other member as aforesaid and had been entitled to vote.

### **12.9**

- a) A resolution in writing signed by all the Provincial Committee Members entitled to receive notice of a meeting of the Provincial Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Provincial Management Committee duly convened and held and may consist of several



documents in the like form each signed by one or more Provincial Committee Members.

- b) Any Provincial Committee Member may participate in a meeting of the Provincial Management Committee by means of conference telephone or other telecommunications equipment whereby all persons participating in the meeting can hear each other speak. Participation in a meeting in this manner shall be deemed to constitute meeting in person at such meeting. Any Provincial Committee Member may be situated in any part of the world for any such meeting.

#### **BOARD MEMBERS' APPOINTMENTS AND INTERESTS**

- 13. Save as otherwise provided by these Terms of Reference, a Provincial Committee Member shall not vote at a meeting of the Provincial Management Committee of which he is a member, on any resolution concerning a matter in which he has, directly or indirectly, an interest. An interest of a person who is, for the purposes of these Terms of Reference, the Articles and for any purpose of the Acts, connected with a Provincial Committee Member shall be treated as an interest of that Provincial Committee Member. A Provincial Committee Member shall not be entitled to vote on any matter in which any person with whom that Provincial Committee Member is connected (as determined by the Acts) has an interest.

#### **PROVINCIAL OFFICERS**

- 14. The Provincial Officers of each Province shall be members of the ICPSA's disciplinary panel and where a Provincial Officer is conflicted or unable to act for any reason on the ICPSA's disciplinary panel an Ordinary Committee Member of the same Provincial Management Committee may be called upon by the Executive Committee to replace the Provincial Officer on the ICPSA's disciplinary panel.
- 15. All Provincial Committee Members shall act in accordance with the highest standards of confidentiality, probity, transparency and accountability.
- 16. All Provincial Committee Members shall respect and adhere to the principles of collective responsibility and collective decision making.
- 17. All Provincial Committee Members shall declare conflicts or potential conflicts of interest when dealing with the business of the Provincial Management Committee.

#### **ALTERATION OF THESE TERMS OF REFERENCE**

- 18. These Terms of Reference may only be altered or amended by a majority resolution of the Executive Committee.
- 19. The members of the Company may by ordinary resolution make recommendations to the Executive Committee on proposed alterations to these Terms of Reference. The Executive Committee shall within a reasonable period of the passing of such recommendations consider them and if they deem them appropriate put them to a vote of the Executive Committee in accordance with Clause 18 above.