

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
TENNIS IRELAND COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

1. The name of the Company is Tennis Ireland Company Limited by Guarantee (hereinafter called the "**Company**")
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014.
3. The main objects for which the Company is established are:
 - 3.1 To be the governing body of the game of Tennis in Ireland (hereinafter referred to as the "**Game**") and to advance and safeguard the interests of the Game and those of the Company.

Subsidiary to and in furtherance of the main object:

- 3.2 To enforce and uphold the laws of the game as interpreted from time to time by the international Tennis Federation.
- 3.3 To enforce and uphold as may be appropriate all rules, regulations, codes of conduct and policies as may be laid down by any governmental, regulatory or other authority or body having jurisdiction over or relevant to the Company and/or the Game including (without prejudice to the generality of the foregoing) any policies or guidelines laid down in relation to doping control and the protection of children in sport.
- 3.4 To act as the sole arbiter in Ireland with reference to laws, championships, tournaments, international and other matches, all disputes and other matters relating to the Game.
- 3.5 To control, promote, foster and safeguard the interests of the Game in Ireland.
- 3.6 To promote, sanction and regulate international, inter-provincial, inter-club competitions, tournaments and matches and to enter and manage teams to represent Ireland.
- 3.7 To encourage all types of matches and events considered beneficial to the Game.
- 3.8 To study and legislate for all aspects of the Game in Ireland.
- 3.9 To strengthen and develop the bonds of friendship and co-operation between the Company and its members.
- 3.10 To promote and legislate for the teaching of the Game in Ireland and the training of coaches, referees and court officials.

Powers of the Company:

- 3.11 To purchase, lease, rent or otherwise acquire or dispose of property.
- 3.12 To invest, expand or dispose of funds for the purposes and objects of the Company.
- 3.13 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred

to some other institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Income and Property Clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

- 3.14 To make, vary, alter, maintain and enforce rules and regulations for the control and organisation of the Game in Ireland.
- 3.15 To obtain credit, raise money or borrow funds for all or any of the objects of the Game.
- 3.16 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may be capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 3.17 To take, purchase or otherwise acquire and hold shares and securities in any company including the Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- 3.18 To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- 3.19 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Company and the beneficiary of the pension, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 3.20 Generally to purchase, take on, lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 3.21 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 3.22 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- 3.23 To invest and to deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- 3.24 To give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Company

receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future of the Company) and performance of the obligations and the payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stocks, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or Company.

- 3.25 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.26 To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
- 3.27 To obtain any Act of the Oireachtas or Provisional Order, for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.28 To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- 3.29 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.30 To do all such other things as the Company may think incidental or conducive to the attainment of the above main objects.

Income and Property:

- 3.31 The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;

Additions, Alterations or Amendments:

- 3.32 No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall

have been previously approved in writing by the Revenue Commissioners.

Keeping of Accounts:

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

NOTE: It is hereby declared that the word "**Company**" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no way limited to or restricted by reference to or inference from the terms of any other paragraph.

PROVIDED ALWAYS that the provisions of this clause 3 all be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such as may be required not exceeding €1.00.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

PART I - PRELIMINARY

1. Interpretation

(a) The provisions of the Companies Act 2014 shall apply to the Company save in so far as they are excluded or varied.

(b) In these Articles the following expressions shall have the following meanings:

"**Act**", the Companies Act, 2014.

"**Annual General Meeting**", an annual general meeting of the Company, as referred to in Article 6.

"**Articles**", these Articles of Association as from time to time altered by resolution of the Company.

"**Audit Committee**", the audit committee of the Company appointed by the Board.

"**Auditors**", the auditors for the time being of the Company.

"**Board**", the board of directors of the Company referred to in Article 26 as the same may be constituted from time to time.

"**Branch**", as defined in Article 4(a).

"**Branch Annual General Meeting**", any annual general meeting of a Branch held in accordance with these Articles.

"**Branch Council**", a Council of any Branch referred to in Article 4 as the same may be constituted from time to time.

"**Branch Officer**", as defined in Article 4(c).

"**CEO**", the chief executive officer of the Company, as defined in Article 26(a).

"**Chairman**", the chairman of the Board, to be appointed pursuant to Article 27.

"**clear days**", in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"**Clubs**", as defined in Article 2(b).

"**Game**", the game of tennis.

"**General Meeting**", a general meeting of the Company held in accordance with Parts III and IV of the Articles.

"Individual Associate", as defined in Article 2(c).

"Ireland", the island of Ireland including Northern Ireland.

"Member", any person who is for the time being a member of the Company.

"Nominations Committee", the nominations committee of the Company appointed by the Board.

"Office", the registered office for the time being of the Company.

"President", the president of the Company appointed pursuant to Article 26(d).

"President-Elect", the president-elect of the Company appointed pursuant to Article 26(e).

"Register", the register of Members to be kept as required by the Act.

"Remuneration Committee", the remuneration committee of the Company appointed by the Board,

"Representative Director", as defined in Article 26(f).

"Secretary", any person appointed to perform the duties of the Secretary of the Company, including an assistant or deputy secretary.

- (c) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form. The expression "executed" shall include any mode of execution whether under seal or under hand.
- (d) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- (e) References to Articles are to Articles hereof. The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.
- (f) Except where the context otherwise requires words denoting the singular include the plural and vice versa; words denoting any one gender include all genders.

PART II - MEMBERSHIP

2. Number of Members

- (a) There shall be a minimum of three Members at all times and no upper limit to the number of Members of the Company.
- (b) The Members shall consist of one representative each (being either individuals or bodies corporate) nominated by the following:-
 - (i) clubs consisting of not fewer than 25 persons associated together for the purpose (either solely or inter alia) of playing the Game ("**Clubs**") approved by the Board and managed by a committee in accordance with the rules which shall provide:-

A. for the holding of annual and other General Meetings of the Club;

- B. for the election by members of the Club, either annual or at other stated periods, of their representatives on a committee of management provided that, where the ownership of the Club is not vested in the members as a whole, such representation is not less than one half of the committee; and
- C. for the election of officers and alteration of the rules of the Club in General Meeting, or by the committee of management;
 - (ii) local organisations, including the governing bodies of leagues, having rules approved by the Board;
 - (iii) universities, colleges, schools and other education establishments having rules approved by the Board; and
 - (iv) any other organisation, body, group, or association of persons involved in the playing, organisation, coaching or promotion of the Game or its rules, such as are approved by the Board.
- (c) Each person who is a member of any of the bodies referred to in the preceding paragraphs of this Article shall be an Individual Associate. An Individual Associate shall not be a Member and shall not be entitled to receive notice of, attend or vote at General Meetings save pursuant to the provisions of Article 13(b).

3. Cesser of Membership

Any Member may be removed from membership of the Company by a resolution of the Members in General Meeting passed by a majority of not less than two-thirds of those present and voting thereat of which not less than fourteen days' notice specifying the intention to propose such resolution and the grounds therefor shall have been given to the Member concerned as well as to all the Members of the Company at which the Member concerned shall have been given an opportunity to be heard in person on his own behalf.

4. Branches and Branch Councils

- (a) There shall be a branch (a "**Branch**") of the Company in each of the provinces which shall be known as the Connacht Branch/Leinster Branch/Munster Branch/Ulster Branch of Tennis Ireland.
- (b) Each Branch shall be administered by a Branch Council.
- (c) Each Branch shall have power to make rules for its own administration and such bye-laws as it considers necessary or desirable provided that such rules shall be consistent with any rules or bye-laws adopted or promoted by the Company and shall be subject to the approval of the Board. The rules of each Branch shall provide for, inter alia, the following:-
 - (i) the Branch Council for such Branch shall be elected annually by the members within the area relevant to such Branch at a Branch Annual General Meeting, and the number of members of such Branch Council shall be not less than ten and not more than twenty four; and
 - (ii) each Branch Council at its first meeting after its election shall choose from its members a Branch President and a Branch Vice President, an Honorary Secretary and Honorary Treasurer (each a "**Branch Officer**").
- (d) Subject to the overall authority of and to any direction in this regard given by the Board, each Branch shall be responsible for carrying out in the area relevant to such Branch the following duties and any duties delegated to it by the Board:-
 - (i) to enforce and promote the objects and bye-laws of the Company;

- (ii) subject always to the provisions of Article 31(e), to collect and pay over forthwith all sums due to the Company;
 - (iii) to report annually to the Company at the Annual General Meeting;
 - (iv) to forward to the Secretary of the Company its audited annual accounts not less than 7 days prior to the Annual General Meeting;
 - (v) to forward forthwith in writing to the Secretary of the Company names, addresses and telephone numbers of its representatives to the Board, each member of its Branch Council and each organisation affiliated within its jurisdiction immediately upon their election or appointment;
 - (vi) in the event of a Branch receiving an application for membership of the Company the Branch, to forward forthwith in writing details of such applicant for membership to the Secretary to enable the Board to consider the application;
 - (vii) to forward annually to the Secretary a copy of the current rules and all current bye-laws provided that in the event of there being no change notification in writing will suffice; and
 - (viii) to notify forthwith in writing to the Secretary any expulsion, suspension or disciplinary action taken against any Member, Individual Associate or any member of any other body entitled to nominate a Member of the Company.
- (e) Each Branch shall have the power to collect fees on its own behalf.
- (f) Each Branch shall have power to require any Member or any body represented by a Member within its province to provide an audited statement of accounts and details of its membership and its various categories.
- (g) Subject to the overall authority of and to any direction in this regard given by the Board and in particular subject to the provisions of Article 31, each Branch (and any Committee thereof to which it may delegate such power) shall have power to expel, suspend or discipline (which powers shall include, inter alia, the power to advise, admonish, censure, fine, disqualify, suspend or expel) any Member or any Individual Associate whom they determine to have:-
- (i) infringed these Articles or any rules, regulations or bye-laws adopted from time to time by the Board;
 - (ii) behaved in a manner likely to bring the Company or the Game into disrepute;
 - (iii) failed to discharge any sums due or owing to the Company or any of the Branches (including but not limited to annual affiliation fees, player's affiliation fees, permit fees and capitation fees); or
 - (iv) in any way given assistance to, promoted or partaken in an unauthorised event or tournament.

5. Eligibility to Serve on a Provincial Branch Council

- (a) A person shall not take part in the management of any Branch unless he is an Individual Associate as provided by Article 2(c).
- (b) No person shall be eligible to serve upon a Branch Council if he:-
 - (i) derives the majority of his income as a journalist or commentator and his work includes reporting of the Game;
 - (ii) derives the majority of his income from the Game; or

(iii) is an employee of the Company or a Branch.

- (c) For a person to be eligible to serve as an elected member on a Branch Council he shall have signed a nomination form wherein he discloses the nature and extent of any financial interest he has in the Game. Such nomination forms shall be available for inspection at the venue of the Branch Annual General Meeting at which he is to be nominated for a period of not less than thirty minutes prior to the commencement of such meeting. Such persons so nominated shall be eligible for election at the said Branch Annual General Meeting. Any person co-opted to a Branch Council shall, prior to such cooption disclose in writing to the Honorary Secretary of the relevant Branch the nature and extent of any financial interest in the game.

PART III - GENERAL MEETINGS

6. Annual General Meeting

The Company shall hold not less than two General Meetings in each calendar year, one of which will be the Annual General Meeting and shall specify the meeting as such in the notices calling it. The intention is that General Meetings will be held at intervals of approximately six months.

7. Extraordinary General Meeting

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. Convening General Meetings

The Board may convene General Meetings. Extraordinary General Meetings may also be convened on such requisition, or in default, may be convened by such requisitionists and in such manner as may be provided by the Act. If at any time there are not within Ireland sufficient Members of the Board capable of acting to form a quorum, any Members of the Board or any twenty Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Board.

9. Notice of General Meetings

- (a) Subject to the provisions of the Act allowing a General Meeting to be called by shorter notice, an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and all other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all Members and to the Members of the Board and the Auditors.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

10. Written Resolutions

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 bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

11. Quorum for General Meetings

- (a) No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and throughout the meeting. Except as provided in relation to an adjourned meeting, fifteen persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporate Member, shall be a quorum.
- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board may determine. If at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

12. Determination of Resolutions

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

13. Entitlement to Attend at General Meetings

- (a) The Auditors shall be entitled to attend any General Meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.
- (b) Each Member shall be entitled to be represented by not more than three persons (each of whom shall be an Individual Associate) at any General Meeting but shall be entitled to only one vote.
- (c) It shall be open to those in attendance at General Meetings to decide by a majority vote to permit the attendance of accredited members of the news media at such meeting or part thereof.
- (d) Any Branch Officer shall be entitled to attend and speak at any General Meeting but shall not be entitled to vote unless he is a Member.

14. Adjournment of General Meetings

The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Board. When a meeting is adjourned for fourteen days or more or sine die, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

15. Chairman of General Meetings

- (a) The President or, in his absence, some other person nominated by the Board shall preside as chairman at every General Meeting of the Company. If at any General Meeting neither of such persons shall be present within fifteen minutes after the

time appointed for the holding of the meeting and willing to act, the members of the Board present shall elect one of their number to be chairman of the meeting and, if there is only one member of the Board present and willing to act, he shall be chairman.

- (b) If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

16. Entitlement to Demand a Poll

Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairman of the meeting;
- (b) by at least three Members present (in person or by proxy) having the right to vote at the meeting; or
- (c) by any Member or Members present (in person or by proxy) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

17. Taking of a Poll

- (a) A poll shall be taken in such manner as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (b) 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 either forthwith or at such time (not being more than thirty days after the poll is demanded) and place as the chairman of the meeting may direct. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (c) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

18. Votes of Members

Votes may be given either personally or by proxy. On a show of hands every member present in person and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on a poll every member present in person shall have one vote and every proxy shall have one vote for every member for whom he shall have been appointed as proxy.

19. Chairman's Casting Vote

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 have a casting vote in addition to any other vote he may have.

20. Default in Payment

Unless the Board otherwise determine, no Member shall be entitled to vote at any General Meeting either in person or by proxy, unless all moneys then payable to the Company by such Member or by the body which shall have nominated him as a Member have been paid.

21. Time for Objection to Voting

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 tendered, and every vote not disallowed at such meeting shall be valid. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

22. Proxy Voting

The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A proxy (other than the chairman of the meeting) must be an Individual Associate who is a member of the body which nominated the Member appointing him.

23. Deposit of Proxy Instruments

The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Board, shall be deposited at such place or one of such places (if any) within Ireland as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the Office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that:-

- (a) in the case of a meeting which is adjourned to, or a poll which is to be taken on a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid, is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and
- (b) an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

24. Effect of Proxy Instruments

Deposit of an instrument of proxy in respect of a meeting shall not preclude a Member from attending and voting at the meeting or at any adjournment thereof. The instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

25. Effect of Revocation of Proxy

A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office, or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PART V - BOARD OF DIRECTORS

26. Board of Directors

- (a) The Board of Directors (the "**Board**") shall consist of not less than three persons and not more than fifteen persons (subject to Article 26(g)) as follows: -
- (i) the President;
 - (ii) the Chief Executive Officer of the Company from time to time (the "**CEO**");
 - (iii) up to eight Representative Directors appointed in accordance with Article 26(f); and
 - (iv) up to five Directors appointed in accordance with Article 26(g).
- (b) The Board shall be appointed in accordance with this Article 26. The Board, which shall be appointed annually by the Members at a General Meeting, shall hold office until their successors have been appointed, provided that any Branch may waive, its right to be represented in any one year.
- (c) With the exception of the President (who may serve for his term as President in addition to the maximum period of six years slated herein) and the CEO, no member shall serve more than six consecutive years on the Board.
- (d) Candidates for the role of President-Elect must be proposed by a Branch Council. Such nominations will be vetted by the Nominations Committee. The President-Elect shall then be elected from successful candidates at a General Meeting six months prior to the expiration of the current President's term of office. The President-Elect will not be a member of the Board. He will be entitled to attend at meetings of the Board during his term of office but will have no right to vote at such meetings. Upon the expiration of the term of the current President's term of office, the President-Elect shall become President. In the event that the role of President otherwise becomes vacant, the Board shall appoint one of their number as President to hold office until the next General Meeting.
- (e) If there is no then current President-Elect, candidates for the role of President must be proposed by a Branch Council. Such nominations will be vetted by the Nominations Committee and the President shall then be elected from successful candidates at a General Meeting. Any candidate for the role of President must be an Individual Associate and if a Representative Director or a Director appointed pursuant to Article 26(g), must resign from such position as Representative Director or Director appointed pursuant to Article 26(g) upon his appointment as President. The President so elected shall hold office for two years. Such appointment shall also take effect as appointment as a member of the Board.
- (f) Each Branch Council is entitled to nominate a director or directors (with a named alternate for each director so nominated who will be non-voting) as set out in the table below who will represent it on the Board (the "**Representative Director**"). The number of Representative Directors that each Branch Council shall be entitled to nominate shall be as follows:

Branch Council	Number of Representative Directors
Leinster	3
Munster	2
Ulster	2
Connacht	1

The nominated person must have served a minimum of two years on the Branch Council and must also be a member of that Branch. Each Branch Council shall be entitled to nominate one of the Representative Directors nominated by it as a member of the Audit Committee, the Remuneration Committee and the

Nominations Committee. The Representative Directors will also be responsible for reporting back to his Branch Council. The appointment of each Representative Director must be approved by the Members at a General Meeting and once so approved, each Representative Director will hold office for a term of three years. In the event that a Representative Director ceases to be a member of his Branch during this three year period, he shall cease to be a Representative Director and his alternate shall replace him on the Board. Upon the expiration of such term of three years, the Representative Director will resign and may be subject to re-election for one and only one further period of three years. Specific roles will be allocated to Representative Directors in the areas of Communication, Governance, Club Development and Income Growth.

- (g) Up to five additional persons shall be appointed to sit on the Board who will have responsibility for specific portfolios being Finance, Performance Tennis, Development, Commercial and Safeguarding Children. Either the Board collectively or any Director shall be entitled to propose a person to fill such position on the Board, with any such person so proposed then to be submitted for approval in accordance with the procedure set out in Article 26(j). Each Director appointed pursuant to this Article 26(g) will be responsible in particular for reporting at General Meetings on the performance of the Company against targets and planning for the future in respect of such Director's portfolio. The appointment of each such Director pursuant to this Article 26(g) must be approved by the Members at a General Meeting and once so approved, each such Director will hold office for a term of three years. Upon the expiration of such term of three years, any Director appointed pursuant to this Article 26(g) will resign and may be subject to re-election for one and only one further period of three years. In the event that the Board forms the view that additional portfolios are appropriate, they may create such additional portfolios and nominate additional persons as Directors to have responsibility for such new portfolios, and in such event the number of Directors specified in Article 26(a) and the number of such Directors specified in this Article shall be deemed to have been increased to take account of such additional directors without the need for a resolution of members to amend these Articles. Nothing in this Article 26(g) shall preclude the nomination of a Representative Director to have responsibility for any portfolio.
- (h) No person shall be eligible to sit on the Board if he:-
 - (i) derives the majority of his income as a journalist or commentator and his work includes reporting of the Game;
 - (ii) (other than the CEO and the Performance Portfolio Director) derives the majority of his income from the Game; or
 - (iii) (other than the CEO) is an employee of the Company or a Branch.
- (i) For a person (other than the CEO) to be eligible to sit on the Board he shall have signed a nomination form wherein he discloses the nature and extent of any financial interest he has in the Game. Such nomination forms shall be available for inspection at the venue of the Annual General Meeting at which he is to be nominated for a period of not less than thirty minutes prior to the commencement of such meeting. Such persons so nominated shall be eligible for election at the said Annual General Meeting. Any person co-opted to the Board shall, prior to such co-option disclose in writing to the Chairman the nature and extent of any financial interest in the Game.
- (j) No person shall be nominated as a Director pursuant to Article 26(g) unless such person has been approved for such nomination by a committee of the Board which shall consist of two Representative Directors, two other directors not being Representative Directors and an independent person who is not a director, chosen by the President. Whenever any proposal of a person to be appointed as a Director pursuant to Article 26(g) is received by the Company or the Board, such proposal shall be referred as soon as is practical to such committee, which shall meet no later than 28 days after the date of such referral to consider such proposal.

Promptly following such meeting the committee shall inform the Board whether or not it approves the nomination of such person as a Director to be appointed pursuant to Article 26(g).

27. Chairman of the Board

- (a) The Board shall elect a Chairman from amongst their number. The Chairman so elected shall hold office for not more than three years. Upon the expiration of such term of three years, the Chairman will resign and may be subject to re- election for one and only one further period of three years.
- (b) If no such Chairman is elected, or, if at any meeting the Chairman is unwilling to act or is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairman of the meeting.

28. Ordinary Remuneration of Board

Save as provided by Article 29, no person serving as a member of the Board shall be entitled to receive any remuneration for the performance of his duties in that capacity.

29. Special Remuneration of Board

Any member of the Board who holds any executive office or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a member of the Board, may be paid such remuneration by way of salary', commission or otherwise as the Board may determine, provided that any such payment shall be subject to the approval of the Company in General Meeting.

30. Expenses of Board

The Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or General Meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

PART VI - POWERS OF THE BOARD

31. Powers of the Board

- (a) Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum of Association of the Company or of these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- (b) All regulations and decisions of the Board shall be binding upon the Branches, all affiliated organisations, all Members and all Individual Associates until revoked by the Board or set aside by a resolution of the Members passed at a duly convened General Meeting.
- (c) Without prejudice to the generality of the foregoing, the Board shall in particular have the following powers:-
 - (i) to enforce, implement and promote the objects of the Company and to take any actions or steps which the Board deems necessary or desirable in connection therewith;

- (ii) to frame and publish such bye-laws as it feels are necessary for the good management of the Company or the meetings of the Board or its sub-committees;
- (iii) to appoint, and delegate consideration of all matters relating to discipline to, a Disciplinary Committee. Such committee shall consist of five persons. The quorum for all meetings of the Disciplinary Committee shall be three;
- (iv) without prejudice to Articles 32 and 34, to appoint other committees and to determine their membership, terms of reference, powers and duties such as shall be deemed desirable and necessary and to delegate to such committees such powers and duties as the Board shall determine;
- (v) to sanction the holding of championships, internationals, interprovincials, tournaments and exhibition matches in Ireland;
- (vi) to frame and publish rules to govern the holding of championships, internationals, interprovincials, tournaments, and exhibition matches in Ireland;
- (vii) to promote, control, sanction and authorise all or any involvement of radio, television or other film or electronic recording process with the Game in Ireland;
- (viii) to take steps as may be open to the Company to regain and/or acquire any copyright in the Game in any part of Ireland which the law may provide;
- (ix) to determine the annual affiliation fee which shall be payable by a Member or any other person provided that no change to the method of calculation of any such affiliation fee shall be effective in respect of any year unless it shall be notified to each Member prior to 31 August in the immediately preceding year;
- (x) to determine a player's capitation fee, if any, which shall be payable by each Individual Associate provided that no such change to the method of calculation of any player's capitation fee shall be effective in respect of any year unless it shall be notified to each Member prior to 31 August in the immediately preceding year;
- (xi) to determine a permit fee, if any, which shall be payable by each member of the Company granted a permit to run a championship, tournament or exhibition;
- (xii) to determine a capitation fee, if any, which shall be payable by every or any entrant to a championship, tournament or exhibition;
- (xiii) to require a Branch to collect all or any of the above fees;
- (xiv) to determine the manner in which said fees shall be collected and paid by the Branches;
- (xv) to decide the date and method by which monies collected on behalf of the Company shall be paid over to the Company;
- (xvi) to appoint and enter into agreements with paid officials and employees;
- (xvii) to rent, lease, or purchase premises;
- (xviii) to borrow money and to mortgage or charge the undertaking or property of the Company or any part thereof as security of any debt, liability or obligation of the Company or any third party;

(xix) to expel, suspend or penalise any Branch, any Member or any Individual Associate thereof whom they determine to have:-

- A. infringed these Articles or any rules, regulations or bye-laws adopted from time to time by the Board;
- B. behaved in a manner likely to bring the Company or the Game in to disrepute;
- C. failed to discharge any sums due or owing to the Company or any of the Branches (including but not limited to annual affiliation fees, player's affiliation fees, permit fees and capitation fees); or
- D. in any way given assistance to, promoted or partaken in an unauthorised event or tournament;

(xx) to adjudicate on appeals from Members or Individual Associates suspended or penalised by a Branch.

(xxi) to adjudicate on appeals from Individual Associates expelled, suspended or penalised by Members;

(xxii) to appoint any two members to act on the committee of management of any official championship, tournament or exhibition in Ireland; and

(xxiii) without derogation of its powers to delegate to a Branch or other Member any of these powers.

- (d) The Board shall have power to require any Member or any body represented by a Member to provide an audited statement of accounts and details of its membership and its various categories and to require such statement to be signed by the President and Treasurer of the relevant Member.
- (e) Notwithstanding any other provision of these Articles, including but not limited to Articles 4(d) and 4(e), the Board shall at all times have the power to collect direct, or require the collection by any person on behalf of the Company of, all fees payable to the Company hereunder and in all matters relating to the collection of fees payable hereunder and the method of collection, the decision of the Board shall be final and binding on all Members, Individual Associates and Branches.

32. Power to Delegate

Without prejudice to the provisions of Article 34, The Board may delegate any of their powers to any committee consisting of one or more members of the Board. Any such delegation may be made subject to any conditions the Board may impose either collaterally with or to the exclusion of their own powers and may be revoked. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying. Such committees shall include but will in no way be limited to the following:

- (a) an Audit Committee charged with the task of establishing formal and transparent arrangements for considering how they should apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the Auditors;
- (b) a Remuneration Committee charged with the task of fixing levels of remuneration at levels sufficient to attract, retain and motivate employees of the quality required to run the Company successfully and to review remuneration levels on an ongoing basis. In doing so, the Remuneration Committee should have regard to arrangements in other similar organisations and any other relevant factors;

- (c) a Nominations Committee charged with the task of reviewing any nominations for the offices of President or President-Elect for the purpose of ensuring that any person being the subject of any such nomination complies with any rules set out in these Articles or otherwise prescribed by the members in general meeting regarding eligibility for election to the relevant office; and
- (d) an Appeals Committee charged with the task of receiving and considering appeals against any ruling or decision made on any matter (including but not limited to disciplinary matters) by any Branch Council or any committee, local board or agency established under Article 34 or by any Branch Council.

33. Appointment of Attorneys

The Board 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 Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

34. Local Management

The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Ireland or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith without notice of any such annulment or variation shall be affected thereby.

35. Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

PART VII - APPOINTMENT AND DISQUALIFICATION OF THE BOARD

36. Appointment of the Board

- (a) The Company may by ordinary resolution appoint a person to be a member of the Board to fill a vacancy.
- (b) The Board shall have the power at any time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles and in particular Article 26. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, provided that if such person is to be nominated as a Representative Director in accordance with Article 26(f) or a Director in accordance with Article 26(g) the provisions of the relevant Article shall apply in respect of such re-election as if it were the initial election of such person.

37. Disqualification of Member of the Board

Any member of the Board shall resign forthwith if:-

- (a) he ceases to be a director of the Company by virtue of any provision of the Act or he becomes prohibited by law from being a director;
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes the subject of a Restriction Order made under Section 819 of the Act;
- (d) becomes the subject of a Disqualification Order made under Chapter 4, Part 14 of the Act;
- (e) in the opinion of a majority of the members of the Board he becomes incapable by reason of mental disorder of discharging his duties as a member of the Board;
- (f) he resigns his office as director and/or member of the Board by notice to the Company;
- (g) being a director, he is convicted of an indictable offence and the Board determines that as a result of such conviction he should cease to be a member of the Board;
- (h) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period, and the Board pass a resolution that he has by reason of such absence vacated office; or
- (i) he is required in writing by a majority of his fellow members of the Board to resign, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

PART IX - PROCEEDINGS OF BOARD

38. Regulation and Convening of Board Meetings

Subject to the provisions of these Articles the Board may regulate their proceedings as they think fit. A member of the Board may, and the Secretary at the request of a member of the Board shall, call a meeting of the Board. Any member of the Board may waive notice of any meeting and any such waiver may be retrospective. If the Board so resolve, it shall not be necessary to give notice of a meeting of the Board to any member of the Board who, being a resident in Ireland, is for the time being absent from Ireland.

39. Voting at Board Meetings

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

40. Interests of Members of the Board

A member of the Board shall declare his interest in respect of any contract in which he is interested or any matter arising therefrom and may not vote on, and shall not be counted for the purpose of forming a quorum in respect of the consideration of, any such contract or matter.

41. Quorum for Board Meetings

- (a) The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than five.
- (b) The continuing members of the Board or a sole member thereof may act notwithstanding any vacancies in their number but, if the number of members of

the Board is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a General Meeting.

42. Telecommunication Meetings

Any member of the Board may participate in a meeting of the Board or any committee of the Board by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

43. Validity of Acts of the Board

All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.

44. Resolutions in Writing

A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board.

PART X - THE SECRETARY

45. Appointment of Secretary

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

PART XI - THE SEAL

46. Use of Seal

The Board shall ensure that the common seal of the Company shall only be used by the authority of the Board.

47. Signature of Sealed Instruments

Every instrument to which the common seal shall be affixed shall be signed by a member of the Board and shall also be signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

PART XII- NOTICES

48. Notices in Writing

Any notice to be given, served or delivered pursuant to these Articles shall be in writing.

49. Service of Notices

(a) A notice or document to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any Member by the Company:

(i) by handing same to it or its authorised agent;

(ii) by leaving the same at its registered address; or

(iii) by sending the same by the post in a pre-paid cover addressed to it at its registered address.

(b) Where a notice or document is given, served or delivered pursuant to subparagraph (a) (i) or (ii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Member or its authorised agent, or left at its registered address (as the case may be).

(c) Where a notice or document is given, served or delivered pursuant to subparagraph (a) (iii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

50. Deemed Receipt of Notices

A Member present, either in person or by proxy, at any meeting of the Company or the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

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

Names and Addresses of Subscribers

1. Ms. Maria O'Sullivan, The Glade, Woodview, Douglas Road, Cork, Teacher

Signature: _____

2. Mr. David Nathan, 5 Townparks, Skerries, Co. Dublin, Company Director.

Signature: _____

3. Mr. Ciaran O'Donovan, 25 Eaton Brae, Orwell Road, Rathgar, Dublin 6, Executive

Signature: _____

4. Mr. Tony Locke, 29 Lindsay Road, Glasnevin, Dublin 9, Chartered Accountant.

Signature: _____

5. Dr. Walter Hall, Fiat 3, 27 Windsor Ave., Belfast BT9 6EE, Northern Ireland, Lecturer.

Signature: _____

6. Mr. James Foley, 9 Owenabue Close, Ballea, Carrigaline, Cork, Lecturer.

Signature: _____

7. Ms. Olwyn Raftery, Weston Lodge, Taylor's Hill, Galway, Married Woman.

Signature: _____

Dated the 13th day of October 2000.

WITNESS to the above signatures:

Andrew Conaty,

39/40 Upper Mount Street,

Dublin 2.

Legal Executive.