

Special Resolutions to amend the Swim Ireland Memorandum and Articles of Association (M&A)

Introduction

The Swim Ireland M&A Review Committee was appointed by the Board of Swim Ireland in June 2013, charged with undertaking a comprehensive review of the Company Memorandum and Articles of Association. Previous AGMs have accepted motions in relation to the structure of the Board and the creation of new membership categories. The Committee has now concluded its review and the Board hereby recommends the final recommendations of the Committee and thanks the Committee members for their dedication and commitment over the last three years.

There are twelve separate Resolutions and they can be viewed under three categories:

1. General amendments

The amendments in this category are contained in **Resolutions 1 & 2** which necessary in order to be fully compliant with the Companies Act and **Resolution 3** which calls for the removal of Transitional Articles inserted in 2016 to allow for changes to the Board structure but now serve no purpose.

2. Company AGM/President

Resolution 4 proposes that the Annual Awards Night (rather than the Annual AGM) be held in the Region of the outgoing President and that the term of office for the incoming President begins at the Awards Night.

3. Standing Committees

These amendments include proposals for changes to a number of Standing Committees and removes references to Committees that have not been functional.

Resolution 5 – Proposes a name change for the Competitions Committee to Meet Licensing Committee to reflect its function and a reduction in the number of members from 8 to 4

Resolution 6 – Proposes that the Remuneration Committee be embedded in the Articles

Resolutions 7 & 8 – Propose changes to the Complaints & Disciplinary Committee to allow for the appointment of a Chairperson who does not have to be a member of the Company but who should have the necessary skill set to conduct hearings and to allow the Board to consider waiving the four year rule for this position to ensure continuity

Resolutions 9 proposes the deletion of Articles which refer to Committees which are no longer operational including the National Performance Committee, the Schools Committee, the Education Technical Committee and the Diving Committee

Resolutions 10, 11 & 12 – are amendments to Articles and Definitions which are affected by the previous changes

IRISH AMATEUR SWIMMING ASSOCIATION LIMITED

COMPANY NUMBER 112024

(“the Company”)

We the undersigned, being the chairperson nominated by all the members entitled to attend and vote at general meetings of the Company hereby resolve that the following **special resolutions** be duly passed:

THE RESOLUTIONS

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:

1. Change of Company Name

That, subject to the approval of the Registrar of Companies, the name of the Company shall be changed to “Irish Amateur Swimming Association Company Limited by Guarantee” trading as Swim Ireland.

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:

2. Amendments to the Memorandum of Association

That the following amendments be made to the Memorandum of Association:

(a) That a new clause 2 be inserted into the Memorandum which states:

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

(b) That all subsequent clauses in the Memorandum be renumbered accordingly on account of the insertion of the new clause 2.

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

3. Amendments to the Articles of Association

(a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.

(b) That Article 72(e) be amended by the deletion of sub-articles 72(e) (i), (ii), (iv) and (v) in their entirety.

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

4. Amendments to the Articles of Association

(a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.

(b) That the following amendments be made to the Articles:

i. That Article 39 be amended by the deletion of Article 39 in its entirety and its replacement with the following Article 39:

“The Company AGM shall, so far as reasonably practicable, be held at such time and date as the preceding AGM shall determine, subject to compliance with the Act. The venue of such AGM shall be determined by the Board. In order to comply with the Act, if an AGM is to be held in Northern Ireland the preceding AGM must pass a resolution that it be so held.”

ii. That Article 80 be amended by the deletion of Article 80 in its entirety and its replacement with the following Article 80:

“An elected nominee from one of the Regions (as hereinafter provided) shall hold the office of President of the Company each Year. The elected nominee shall hold office as President from the Awards Night following the Company AGM until the Awards Night after the subsequent Company AGM. The venue for such Awards Night shall be determined by and shall be in the Region in which the President, outgoing at such Company AGM, resides.”

iii. That Article 82 be amended by the deletion of the final sentence in that Article which reads:

“That elected nominee shall hold office as President from the conclusion of the next Company AGM”.

iv. That Article 82 be amended by the addition of the following sentences at the end of Article 82:

“That elected nominee shall hold office from the conclusion of the Awards Night following the AGM at which they are elected.”

v. That Article 1(a) of the Articles be amended by the insertion of the following definition:

“Awards Night” means the annual awards ceremony taking place in the Region in which the outgoing President resides each year”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

5. Amendments to the Articles of Association

(a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.

(b) That the following amendments be made to the Articles:

i. That Article 133 be deleted in its entirety and replaced with a new Article 133 entitled “NATIONAL MEET LICENSING COMMITTEE” which reads as follows:

“133. There shall be a maximum of four (4) persons on the National Meet Licensing Committee (excluding the ex officio members), one of whom shall be elected from each Region in accordance with the provisions set out in this Article. Each Region shall, at its relevant AGM (which shall take place at least two (2) months prior to the Company AGM) elect one (1) representative to the Committee. The secretary of each Regional Management Committee shall notify the Board Secretary in writing of the names of such elected nominees no later than 12 Clear Days prior to the date of the Company AGM.

ii. That Article 1(a) of the Articles be amended by the insertion of the following definition:

“National Meet Licensing Committee” means the committee referred to as such in, and established pursuant to, Article 133”

- iii. That Article 125(e) be amended by the deletion of “the National Competitions Committee” and its replacement with “the National Meet Licensing Committee”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

6. Amendments to the Articles of Association

(a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.

(b) That the following amendments be made to the Articles:

- i. That a new Article 136 entitled “*REMUNERATION COMMITTEE*” be inserted which reads as follows:

“136. The Remuneration Committee shall consist of three (3) persons who shall have the requisite experience in human resource and financial matters to sit on such a Committee and shall include the Treasurer of the Company. The Board shall appoint such persons from time to time and may remove any such person from this Committee at any time. The Board shall ensure that this Committee is re-established as soon as possible after each Company AGM.”

- ii. That Article 1(a) of the Articles be amended by the insertion of the following definition:

“Remuneration Committee” means the committee referred to as such in and established pursuant to Article 136”

- iii. That Article 125 be amended by the addition of “(g) the Remuneration Committee”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

7. Amendments to the Articles of Association

(a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.

(b) That the following amendments be made to the Articles:

- i. That Article 130 be amended by the deletion of Article 130 in its entirety and its replacement with the following Article 130:

“130. The Disciplinary and Complaints Committee shall consist of nine (9) persons, eight of whom shall be elected from the Regions in accordance with the provisions set out in this Article. All nominees to the Disciplinary and Complaints Committee shall have the requisite qualifications as determined by the Board from time to time. Each Region shall be entitled to elect two persons to this Committee at their respective Annual Regional Conference which shall take place at least two (2) months prior to the Company AGM. The secretary of each Regional Management Committee shall notify the Board Secretary in writing of the names of such elected nominees no later than 12 Clear Days prior to the date of the Company AGM. The Board shall appoint a chairperson to the Committee, who for the avoidance of doubt does not have to be a Member of the Company.”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

8. Amendments to the Articles of Association

That the following amendments be made to the Articles:

- (a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.
- (b) That the following amendments be made to the Articles:
- i. That Article 127 be amended by the deletion of Article 127 in its entirety and its replacement with the following Article 127:

“127. Where a maximum term of office is provided by these Articles for any office on a Standing Committee no person shall be eligible for re-election to the same Standing Committee on which he has served the maximum term of office until the second Company AGM after he ceased to hold that office. Save and except for the Audit Committee and the Remuneration Committee, the maximum term of office on a Standing Committee is four Years (whether consecutive or not). Every member of a Standing Committee shall hold office from the conclusion of the Company AGM at which, or with effect from which (as the case may be), such member was elected until the conclusion of the next Company AGM. The Board may consider extending the maximum term of office for the Chairperson of the Disciplinary and Complaints Committee.”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

9. Amendments to the Articles of Association

That the following amendments be made to the Articles:

- (a) That the Article numbers used in this resolution be treated for the purpose of this resolution whilst disregarding the above resolutions put to this EGM.
- (b) That existing articles 135, 136, 138, 141, 142 and 143 be deleted in their entirety.

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

10. Amendments to the Articles of Association

That the following amendments be made to the Articles:

- (a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.
- (b) That Article 135 be amended by the deletion of Article 135 in its entirety and its replacement with the following Article 135:

“Each of the Audit Committee and the Officials Committee shall contain a minimum of two volunteer committee members who shall be Members of the Company.”

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

11. Amendments to the Articles of Association

That the following amendments be made to the Articles:

- (a) That the Article numbers used in this resolution be treated for the purpose of this resolution as if all other resolutions put to this EGM have been passed, and if any such other resolutions are not so passed that the Article numbers be amended accordingly where so required.
- (b) That the following amendments be made to the Articles:

- i. That Article 125 be amended by the deletion of Article 125 in its entirety and its replacement with the following Article 125:

"125. The following shall be the Standing Committees (10) of the Company:

- (a) the Child Welfare Committee;*
- (b) the Selection Committee;*
- (c) the Disciplinary and Complaints Committee;*
- (d) the Masters Committee;*
- (e) the National Meet Licensing Committee;*
- (f) the National Performance Committee;*
- (g) the Remuneration Committee;*
- (h) the Audit Committee;*
- (i) the Officials Committee; and*
- (j) Nominations Committee."*

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY

12. Amendments to the Articles of Association

That the following amendments be made to the Articles:

- (a)** That Article 1(a) of the Articles be amended by the deletion of the following definitions and any reference to the following definitions be deleted throughout the Articles:

"Diving Committee"

"Education Technical Committee"

"High Performance Technical Committee"

"National Competitions Committee"

"Schools Swimming Committee".



CHAIRPERSON

Date: 16th September 2016