

**COMPANIES ACT 2014  
COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION OF  
DRESSAGE IRELAND COMPANY LIMITED BY GUARANTEE**

**ADOPTED [•] 2023**

**COMPANIES ACT 2014**  
**CONSTITUTION**  
**OF**  
**DRESSAGE IRELAND COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**1 NAME**

The name of the Company is Dressage Ireland Company Limited by Guarantee (the “Company”).

**2 COMPANY TYPE**

The Company is a company limited by guarantee registered under part 18 of the Companies Act 2014 (the “Act”).

**3 OBJECTS**

3.1 The main objects for which the Company is established are to promote the sport of dressage at all levels (amateur and professional) in Ireland and, where appropriate, in other countries amongst its members and to the public, both generally and as an educational, recreational and sporting activity and to act as the national governing body for the development of dressage on the island of Ireland, and for its members overseas, from amateur to Olympic level.

3.2 In furtherance exclusively of the foregoing main object(s) the company shall have the following subsidiary objects:

3.2.1 to act in accordance with the principles and directives set out by the international governing body of equestrian sport, the Federation Equestre Internationale and our national federations, Horse Sport Ireland and Sport Ireland (including any successor or replacement bodies); and

3.2.2 to train, educate and examine dressage judges and to create, monitor and maintain graded lists of judges.

**4 ANCILLARY POWERS**

4.1 To the extent that the following powers are essential and ancillary to the promotion or attainment of the main object(s) of the Company as set out above, the Company

may exercise the following powers:

- 4.1.1 to organise and hold, or assist in organising and holding, all types of local, national and international dressage competitions, training camps, events and displays, to create and stimulate public and other interest in and publicise the activity of dressage, and to convene, participate in, arrange and hold exhibitions, meetings, conferences and discussions to facilitate the dissemination of knowledge and the generation of interest in relation to dressage;
- 4.1.2 to hold or enter into draws, raffles or other schemes for the raising and accumulation of funds for the Company and whether by private or public subscription or donation or otherwise;
- 4.1.3 to provide prizes, bursaries, donations, subsidies, grants and/or awards for members, competitors and other persons involved in dressage;
- 4.1.4 to apply for and receive prizes, bursaries, donations, grants and awards;
- 4.1.5 to establish, maintain or assist where practicable any branch, society, association or club under the auspices of or affiliated to the Company for persons interested or involved in the activity of dressage, and to provide where practicable club houses, meeting places and other facilities which are or may be required by each such branch, society, association or club for its activities;
- 4.1.6 to maintain registers of competitors, judges, horses and ponies competing in or otherwise involved in Ireland in the activity of dressage;
- 4.1.7 to assist dressage judges with their training requirements and where the board of Directors consider it appropriate, provide and pay subsidies to list 1 and list 2 ranked judges to attend training outside of the State and for the completion of dressage judging exams or for both;
- 4.1.8 to examine, study, investigate and consider and report on all matters affecting the activity of dressage and any persons interested therein or associated therewith and to collect and distribute information, statistics, opinions and reports thereon;
- 4.1.9 to draw up from time to time such rules, codes and/or regulations as may be considered appropriate for the proper and orderly regulation and organisation of the activity of dressage in Ireland and, insofar as not provided for by the Constitution of the Company, of the affairs of the Company;
- 4.1.10 without limitation of paragraph 4.1.10 above, to draw up from time to time a set of rules providing for a uniform system of technical arrangements for all official dressage competitions organised by or held under the auspices of the Company;
- 4.1.11 to provide where practicable for the training of dressage riders and for the creation, monitoring and maintenance of graded lists of dressage riders;
- 4.1.12 to pay for or subsidise the training costs of dressage riders including, where the board of Directors considers it appropriate, of riders at national

level;

- 4.1.13 to promote where practicable the improvement of horse and pony breeding and training in Ireland insofar and to the extent that same may facilitate better standards of dressage activities and competitions;
- 4.1.14 to adjudicate on all matters concerned with the activity of dressage in Ireland and from time to time to determine eligibility criteria in relation to the selection of riders for a national squad or team;
- 4.1.15 to apply for, promote and obtain any act of the Oireachtas, act of Parliament, charter, privilege, concession, licence or authorisation of any State, governmental, local or other authority for enabling the Company to more effectively carry on any of its main objects 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 interests of the Company or the activity of dressage or of any association, society, club, committee, body or person interested therein or associated therewith and established under the auspices of the Company;
- 4.1.16 to purchase, take on lease or in exchange, hire, let or otherwise acquire any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the promotion of its main objects, and to construct, maintain and alter any building or erections or any equestrian facilities necessary or convenient for the conduct of the affairs or the promotion of the main objects of the Company;
- 4.1.17 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its main objects;
- 4.1.18 to negotiate and enter into, either directly or indirectly, such contractual or other arrangements with Horse Sport Ireland, Sport Ireland and/or other appropriate equestrian authority or with sponsors, insurers, broadcasters, bankers, venues or others and on such terms as may be required or conducive or considered appropriate by the Company in relation to the organisation and/or the holding of all or any types of national or international dressage competitions, events and/or displays;
- 4.1.19 to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit, and to give or issue guarantees or indemnities for such purposes as may be considered appropriate or conducive to the promotion of all or any of the main objects of the Company;
- 4.1.20 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be considered fit, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its main objects;
- 4.1.21 to negotiate and enter into such contractual or other arrangements with service providers and/or professional or other advisers and to pay out of the funds of the Company all fees and expenses which the Company may pay or incur with respect to the formation and registration of the Company or generally in respect of services provided from time to time to the

Company by its professional or other advisors;

- 4.1.22 to draw, make, accept, endorse, discount, execute or issue (or arrange the issuance on its behalf of) cheques, bank drafts, promissory notes, bills of exchange, debentures, letters of credit and other negotiable or transferable instruments or securities;
- 4.1.23 to establish or permit the establishment of regional or other committees or to engage persons to provide services to the Company whether under contracts of service, contracts of employment or contracts for services, in each case as the Company may consider fit or necessary for the purposes of facilitating the better promotion of the main objects, or the better organisation or administration of the affairs, of the Company;
- 4.1.24 to insure against all risks and claims which the Company or its assets may be or become liable and with reputable insurance companies, and to promptly pay all insurance premiums due in connection with insurance policies taken out in the name of or for the benefit of the Company and, if considered appropriate, to effect such insurances as may be obtainable in connection with and for the benefit of any officers or employees of the Company in respect of their carrying out their respective duties, powers or functions in relation to the affairs of the Company;
- 4.1.25 to promote the formation of companies (whether subsidiaries of the Company or otherwise), to enter in partnerships or joint ventures, to establish societies, clubs or associations, in each case in such manner and for such purposes as may facilitate the promotion of all or any of the main objects of the Company;
- 4.1.26 to amalgamate with any companies, institutions, societies or associations which have objects similar to those of the Company;
- 4.1.27 to co-operate with other companies, institutions, societies or associations as the Company considers necessary and desirable;
- 4.1.28 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate provided that to do so would be in accordance with the objects of the Company;
- 4.1.29 to admit horses and ponies to registration on such terms and conditions and subject to such payments (if any) as from time to time shall be determined by or in accordance with the Articles of Association;
- 4.1.30 to do all such other things as are incidental or conducive to the attainment of the main objects of the Company; and
- 4.1.31 to do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

## **5 LIMITATION OF LIABILITY**

The liability of the members is limited.

## **6 GUARANTEE OF MEMBERS**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:

- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of contributories among themselves,

such amount as may be required, not exceeding €1.269738.

## **7 INCOME AND PROPERTY**

7.1 The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Memorandum of Association. 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.

7.2 Further to section 155 and section 1197 of the Act, 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, subsidising or reimbursement, as the case may be, in good faith by the Company of:

- 7.2.1 reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- 7.2.2 interest at a rate not exceeding 5% per annum on money lent by Directors or members to the Company;
- 7.2.3 reasonable and proper rent for premises demised and let by any member or any Director to the Company;
- 7.2.4 reasonable and proper vouched out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- 7.2.5 the reasonable and proper vouched out-of-pocket expenses of volunteers, members, judges or others in respect of or in relation to (i) any meetings in respect of the Company and/or (ii) the holding of all or any types of national or international dressage competitions, events and/or displays; and
- 7.2.6 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.

## **8 WINDING UP**

If upon the winding up or dissolution of the Company there remains, after the

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of paragraph 7, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions , then to some charitable object.

**9 KEEPING OF ACCOUNTS**

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

**10 AMENDMENTS TO MEMORANDUM OF ASSOCIATION**

No addition, alteration or amendment shall be made to the provisions of the objects 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.

## ARTICLES OF ASSOCIATION

The following Regulations (the “**Regulations**”) apply to the Company:

### 1 INTERPRETATION AND GENERAL

1.1 The optional provisions of the Act (as defined by section 1177 of the Act) shall apply to the Company save to the extent that they are excluded or modified by the Regulations and such optional provisions (as so excluded or modified), together with the Regulations shall constitute the regulations of the Company.

1.2 In the Regulations:

1.2.1 unless the context requires otherwise, the following terms shall have the following meanings,:

(A) “**Act**” means the Companies Act 2014 (as amended from time to time);

(B) “**Chairperson**” has the meaning given to it in Regulation 4.3.1;

(C) “**Director**” means a director of the Company from time to time and includes an alternate director and the “**Directors**” means the directors of the Company or any of them acting as the board of directors of the Company;

(D) “**member**” means a member of the Company from time to time;

(E) “**secretary**” means any person appointed to perform the duties of the secretary of the Company, and shall include any temporary, assistant or acting secretary; and

(F) “**State**” means the Republic of Ireland;

1.2.2 a word or expression used in the Regulations which is not otherwise defined and which is also used in the Act shall have the same meaning as it has in the Act;

1.2.3 headings are inserted for convenience only and do not affect the construction of the Regulations;

1.2.4 any phrase introduced by the terms “including”, “include” and “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

1.2.5 unless the context otherwise requires, “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture association or partnership (whether or not having a separate legal personality) and that person’s personal representatives, successors or permitted assigns;

1.2.6 unless the context otherwise requires, the singular shall include the plural and vice versa and references to one gender includes all genders; and



1.2.7 expressions referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

## **2 MEMBERS**

2.1 The number of members is unlimited.

2.2 Subject to Regulation 2.6, the members shall consist of those persons who:

2.2.1 from time to time apply for membership of the Company and are admitted to membership by the Directors in their discretion; and

2.2.2 whose names are entered in the register of members of the Company,

and membership of a person, in any case, will commence from the date such person's name and address is entered onto the register of members of the Company as a member.

2.3 The Directors reserve the right not to grant membership of the Company.

2.4 Members are divided into the following categories (and the Directors will, on the admission of any person as a member, designate such member as a member of the applicable category):

### **2.4.1 Ordinary Members**

Subject to Regulation 2.4.3, ordinary members are members who are 18 years of age or more who have paid their membership fees in full and who are not otherwise designated as life members or honorary members. Subject to the Act and the Regulations, ordinary members are entitled to attend and vote at general meetings of the Company.

### **2.4.2 Life Members**

Life members are persons who, as at 1 January 2015, had applied for, and been granted, life membership of the Company. Subject to the Act and the Regulations, life members are entitled to attend and vote at general meetings of the Company.

### **2.4.3 Junior Members**

Junior members are members under 18 years of age, one of whose parents or guardians is an Ordinary Member, who have paid their membership fees in full and who are not otherwise designated as life members or honorary members, provided that any junior member who reaches the age of 18 during any calendar year of such member's membership will remain as a junior member, subject to these Regulations, for the remainder of that calendar year and will be eligible, subject to these Regulations, to become an ordinary member with effect from 1 January of the following year. Junior members are entitled, subject to the Act and the Regulations, to attend at general meetings of the Company but are not entitled to vote.

#### 2.4.4 **Honorary Members**

Honorary members are persons deemed by the Directors to have rendered notable service to the Company or upon whom the Directors otherwise decide to confer honorary membership. Honorary members are entitled, subject to the Act and the Regulations, to attend at general meetings of the Company but are not entitled to vote.

- 2.5 The secretary, or any other person approved by the Directors, shall maintain the register of members of the Company and provide in that register for the category of membership applicable to each member. In the event of any dispute as to membership of the Company or any category of membership, a certified copy extract from the register of members of the Company, as issued by the secretary, will, save in the case of manifest error, be conclusive.
- 2.6 In relation to any application for membership and as a condition for continuing membership on an annual basis by persons who (as the case may be) wish to become or are members, such persons shall pay an annual membership fee to the Company (to be determined by reference to the calendar year) relevant to their membership category for such amount and by 1 January in each year (or such due date as the Directors may from time to time determine) (the “**due payment date**”). Life members and honorary members shall not be required to pay any such annual membership fees. The membership of any member shall immediately terminate if such member fails to pay to the Company the applicable annual membership fees by the due payment date but such termination is without prejudice to such former member’s entitlement to reapply for membership in accordance with this Regulation 2.
- 2.7 No person may enter or be otherwise involved, as owner or rider, in any dressage event or competition held by or organised under the auspices of the Company or to which the Company is permitted to nominate representatives in any year, unless such person is a member and, if applicable, has fully paid the annual membership fees for such year by the due payment date or has paid day membership as a temporary member. Temporary members will not be entitled to receive notice of or to vote at general meetings of the Company.
- 2.8 A member may resign his or her membership by serving notice to that effect upon the Directors at the registered office of the Company, such notice to expire no earlier than the date of service of the notice of resignation.
- 2.9 The Directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice of termination.
- 2.10 Without prejudice to Regulation 2.9, the Directors shall be entitled to cancel or terminate the membership of a member, with effect from such time as may be decided by the Directors, in the following circumstances:
- 2.10.1 subject to Regulation 2.12, the Directors determine that the member is in material breach of any of the provisions of the Regulations or the Rules for Dressage Competitions (as updated from time to time); or
- 2.10.2 subject to Regulation 2.12, the conduct of such member is, in the reasonable opinion of the Directors, regarded as injurious to the standing,

character or interests of the Company or otherwise renders such member unfit to remain as a member of the Company.

2.11 The Directors may, at their discretion, and subject to Regulation 2.12, suspend the membership of any Member should that Member, in the reasonable opinion of the Directors, have suffered a serious accident which renders the Member incapable of exercising his or her rights as a Member which enable him or her to participate in competitions sanctioned by the Company. The Directors may only suspend a Member under this Regulation 2.11 within the first six months of the Member's membership.

2.12 Unless the exigencies otherwise so require, the Directors shall not suspend under Regulation 2.11 or cancel or terminate the membership of any member pursuant to Regulation 2.10.1 or Regulation 2.10.2 unless the member concerned is given notice in writing of the proposal cancellation or termination of his or her membership and is invited to:

2.12.1 make written representations to the Company (addressed to the secretary) in connection with such proposal; and

2.12.2 if thought fit by the Chairperson, to speak at a meeting of the Directors in connection with such proposal (for such length of time as is deemed appropriate by the Chairperson),

such notice and invitation to be given by the Company to the member concerned not less than 14 days before the holding of any meeting of the Directors at which, or the passing by the Directors of any resolution in writing by which, the cancellation or termination of such membership is approved.

2.13 The death or bankruptcy of a member shall terminate his or her membership.

2.14 A person ceasing to be a member for any reason shall not be entitled to a refund, whether in whole or in part, of any membership fees paid by such person to the Company.

### **3 GENERAL MEETINGS**

#### **3.1 Annual General Meeting**

3.1.1 The Company shall in each year hold a general meeting as its annual general meeting (in addition to any other meetings in that year) and shall specify such meeting as its annual general meeting in the notice calling such meeting and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

3.1.2 The business of the annual general meeting shall include:

(A) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;

(B) the review by the Members of the Company's affairs;

- (C) the election and re-election of Directors;
- (D) the appointment or re-appointment of the statutory auditors (if applicable); and
- (E) the fixing of the remuneration of the statutory auditors (if applicable).

### 3.2 Entitlement to convene an extraordinary general meeting

- 3.2.1 All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
- 3.2.2 The Directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 3.2.3 An extraordinary general meeting shall also be convened by the Directors on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition (the “**requisition date**”), not less than 10 per cent of the total voting rights of all the members having, at the requisition date, the right to vote at general meetings of the Company, provided that if the Directors do not, within 21 days of the date of requisition date, proceed duly to convene a meeting to be held within 2 months after the requisition date, the requisitionists, or any of them representing more than 50 per cent. of the total voting rights of all of the requisitionists, may themselves convene an extraordinary general meeting but any extraordinary general meeting so convened shall not be held after the expiry of three months after the requisition date. Section 178 (as modified by section 1203) of the Act shall apply.

### 3.3 Location and means for holding general meetings

- 3.3.1 General meetings of the Company may be held inside or outside the State.
- 3.3.2 A general meeting shall be held at such time and place as the Directors shall appoint.
- 3.3.3 A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

### 3.4 Notice of general meetings

- 3.4.1 The only persons entitled to notice of general meetings of the Company (being all of the persons specified in section 180 of the Act (as modified by section 1204 of the Act) are:
  - (A) every member of the Company;
  - (B) the Directors and the secretary; and

- (C) unless the Company is entitled to and has availed itself of the audit exemption under the Act, the statutory auditors (who shall also be entitled to receive other communications relating to any general meeting which any member of the Company is entitled to receive).
- 3.4.2 A general meeting of the Company, other than an adjourned meeting, shall be called:
  - (A) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice; and
  - (B) in the case of any other extraordinary general meeting, by not less than seven days' notice.
- 3.4.3 A general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 3.4.2, be deemed to have been duly called if it is so agreed by:
  - (A) all the members entitled to attend and vote at the meeting;
  - (B) the statutory auditors of the Company (unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under section 360 or section 365 of the Act and, where relevant, section 399 of the Act has been complied with in that regard).
- 3.4.4 Notwithstanding any provision of Regulation 9, where notice of a general meeting is given by posting by ordinary prepaid post to the registered address of a member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- 3.4.5 In determining the correct period of notice for a general meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 3.4.6 The notice of a meeting shall specify:
  - (A) the place, the date and the time of the meeting;
  - (B) the general nature of the business to be transacted at the meeting; and
  - (C) in the case of a proposed special resolution, the text or substance of that proposed special resolution.
- 3.4.7 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.

### **3.5 Quorum for General Meetings**

- 3.5.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
- 3.5.2 A quorum at a general meeting shall be 45 members entitled to attend and vote at the general meeting present in person.
- 3.5.3 If within 30 minutes after the time appointed for a general meeting a quorum is not present, then:
  - (A) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved; and
  - (B) in any other case:
    - (1) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine; and
    - (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the member or members present shall be a quorum.

### **3.6 No Proxies**

Only members entitled to vote and who attend in person may vote at a general meeting of the Company and section 183 of the Act (as modified by section 1205 of the Act) shall not apply.

### **3.7 Proceedings at General Meetings**

- 3.7.1 The Chairperson (as defined in Article 4.3) shall preside as chairperson at every general meeting of the Company, or if there is no Chairperson, or if the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson shall be chairperson of the meeting.
- 3.7.2 If there is no Vice-Chairperson (as defined in Article 4.4), or if the Vice-Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 3.7.3 If at any general meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the appointed for the holding of the meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 3.7.4 The chairperson of the meeting 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.

- 3.7.5 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.7.6 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless the meeting is adjourned for 30 days or more (in which case notice of the adjourned meeting shall be given as in the case of an original meeting).
- 3.7.7 Where a matter is being decided (whether on a show of hands or on a poll), every member entitled to vote and present in person shall have one vote but so that no individual member shall have more than one vote.
- 3.7.8 Unless a poll is demanded in accordance with Regulation 3.8.1, at any general meeting:
- (A) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (B) a declaration by the chairperson of the meeting 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 the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 3.7.9 Where there is an equality of votes, whether on a show of hands or on a poll, at any general meeting, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 3.7.10 No member shall be entitled to vote at any general meeting of the Company unless moneys immediately payable by him or her to the Company have been paid.
- 3.7.11 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 chairperson of the meeting, whose decision shall be final and conclusive.
- 3.7.12 Where a resolution is passed at an adjourned general meeting, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

### **3.8 Right to demand a poll**

- 3.8.1 At any general meeting a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it) by:
- (A) the chairperson of the meeting;

- (B) at least three members present in person; or
  - (C) any member or members present in person and representing not less than ten per cent (10%) of the total voting rights of all the members of the Company having the right to vote at a meeting.
- 3.8.2 A demand for a poll may be withdrawn by the person or persons who have made the demand.
- 3.8.3 Subject to Regulation 3.8.4, if a poll is duly demanded (and the demand is not withdrawn), it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded
- 3.8.4 A poll demanded:
  - (A) with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith; and
  - (B) on any other question shall be taken at such time as the chairperson 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.

### **3.9 Unanimous Written Resolutions**

- 3.9.1 Notwithstanding any provision to the contrary in 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 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.
- 3.9.2 A resolution passed in accordance with Regulation 3.9.1 may consist of one document or two or more documents in like form each signed by one or more members.
- 3.9.3 A resolution passed in accordance with Regulation 3.9.1 shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, it shall be taken that it was signed by him or her on that date.

## **4 DIRECTORS**

### **4.1 Number of Directors**

The number of Directors from time to time shall be not less than four nor more than ten.

### **4.2 Appointment of Directors**



- 4.2.1 Any purported appointment of a Director without that Director's consent shall be void.
- 4.2.2 Only persons entitled to attend and vote at general meetings of the Company ("**Eligible Persons**") may be Directors.
- 4.2.3 No two or more members of the same Regional Committee may be Directors at the same time.
- 4.2.4 Directors may be appointed by the members in general meeting, provided that no person, other than a Director retiring at the meeting, shall be eligible for election to the office of Director at any general meeting unless:
- (A) such person is an Eligible Person; and
  - (B) not less than four days and not more than 21 days before the day appointed for the meeting, there shall have been left at the Company's registered office:
    - (1) notice in writing signed by not less than two members duly entitled to attend and vote at the general meeting for which such notice is given (but excluding the person concerned) of their nomination of the person concerned for such election; and
    - (2) notice in writing signed by the person concerned of his or her willingness to be so elected.
- 4.2.5 The Directors may from time to time appoint any Eligible 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 provided for in Regulation 4.1.1. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
- 4.2.6 The Company may, by ordinary resolution, increase or reduce the number of Directors.
- 4.2.7 The Company may, by ordinary resolution, appoint another Eligible Person in place of a Director removed from office under section 146 of the Act and, without prejudice to the powers of the Directors under Regulation 4.2.3, the Company in general meeting may appoint any Eligible Person to be a Director, either to fill a casual vacancy or as an additional Director provided the nomination process in Regulation 4.2.2 is followed.
- 4.2.8 At any general meeting at which it is proposed the Company will, in accordance with Regulation 4.2.2 and/or Regulation 4.2.5, appoint or elect Directors who have been nominated in accordance with the process in Regulation 4.2.2 and at which there are more nominations for the position of Director than vacancies on the board of Directors, Directors shall be appointed or elected in accordance with a vote by way of ballot in accordance with the following process:
- (A) Each member will have one vote per vacancy on the board of Directors.

- (B) The Chairman will circulate a ballot card in substantially the following format to each member present in person at the meeting and entitled to vote:

<b>DRESSAGE IRELAND COMPANY LIMITED BY GUARANTEE (THE “COMPANY”)</b>	
<b>BALLOT CARD</b>	
A ballot is being held because there are [NUMBER] of vacancies on the board of directors but [NUMBER] candidates who have been nominated in accordance with the process set out in the Constitution of the Company (the “Candidates”)	
You have one vote per vacancy (being [NUMBER] votes in total). Your ballot card will be disregarded and your votes will not be counted if (a) you give more than one vote to any Candidate and/or (b) you purport to exercise more than [NUMBER] votes.	
Please vote by marking an ‘X’ opposite the names of each Candidate you select.	
NAME OF CANDIDATE	
NAME OF CANDIDATE	
NAME OF CANDIDATE	
NAME OF CANDIDATE	

- (C) Any ballot card which is not completed in accordance with the instructions set out therein will be disregarded and the votes of such member will not be counted.
- (D) The ballot process shall be conducted in such manner as the chairperson of the meeting directs and the results of the ballot process, when declared by the chairperson of the meeting, will be final and conclusive.
- (E) For the avoidance of doubt, this Regulation 4.2.6 shall not apply to the election of any Director who retires at a general meeting in accordance with Regulation 4.7 but who is eligible for, and stands for, re-election at such meeting.

### 4.3 Chairperson

- 4.3.1 The Directors shall elect one from among their number to be the chairperson of the board of Directors (the “Chairperson”).
- 4.3.2 Subject to Regulation 4.3.3, the Chairperson may be appointed for such period as the Directors determine in their absolute discretion save that such period shall not exceed four years. A Chairperson shall automatically

cease to be Chairperson (but not a Director) on the expiry of any such four year period.

4.3.3 The Chairperson may be removed as Chairperson at any time by a resolution of the Directors.

4.3.4 Upon any Director appointed as Chairperson ceasing, at any time and for any reason, to be a Director, such Director will also cease to be the Chairperson.

#### **4.4 Vice-Chairperson**

4.4.1 The Directors shall elect one from among their number to be the vice-chairperson of the board of Directors (the "**Vice-Chairperson**").

4.4.2 Subject to Regulation 4.4.3, the Vice-Chairperson may be appointed for such period as the Directors determine in their absolute discretion save that such period shall not exceed four years. A Vice-Chairperson shall automatically cease to be Vice-Chairperson (but not a Director) on the expiry of any such four year period.

4.4.3 The Vice-Chairperson may be removed as Vice-Chairperson at any time by a resolution of the Directors.

4.4.4 Upon any Director appointed as Vice-Chairperson ceasing, at any time and for any reason, to be a Director, such Director will also cease to be the Vice-Chairperson.

#### **4.5 Removal of a Director**

The Company may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in the Regulations or in any agreement between the Company and such Director and section 146 of the Act shall apply.

#### **4.6 Vacation of Office**

The office of Director shall be vacated if:

4.6.1 the Director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with his creditors generally; or

4.6.2 the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14; or

4.6.3 the Director resigns his or her office by notice in writing to the Company; or

4.6.4 the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or

- 4.6.5 a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
- 4.6.6 the Director is sentenced to a term of imprisonment following conviction of an indictable offence; or
- 4.6.7 the Director is for more than 6 months absent, without the permission of the Directors, from meetings of the Directors held during that period; or
- 4.6.8 save with the approval of a resolution passed at a general meeting of the Company, the Director holds any other office or place of profit in the Company; or
- 4.6.9 the Director is, or was, directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by section 231 of the Act; or
- 4.6.10 the Director ceases to be an Eligible Person.

#### **4.7 Rotation of Directors**

- 4.7.1 Subject to Regulation 4.7.6, at each general meeting of the Company, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office.
- 4.7.2 Subject to Regulation 4.7.6, the Directors to retire in every year shall be:
  - (A) those who are required to retire under Regulation 4.7.3; and
  - (B) otherwise those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 4.7.3 Subject to Regulation 4.7.6, a retiring Director shall be eligible for re-election save that a Director who has been in office continually since his or her initial appointment until the date of the sixth annual general meeting following that initial appointment as a Director shall resign at such general meeting and shall not be eligible for re-election for a minimum period of two years from the date on which such Director ceased to be a Director.
- 4.7.4 Subject to and in accordance with Regulation 4.2.4, the Company, at the meeting at which a Director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.
- 4.7.5 In default of the Company doing so, the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:
  - (A) at such meeting it is expressly resolved not to fill such vacated office, or
  - (B) a resolution for the re-election of such Director has been put to the meeting and lost.

4.7.6 Notwithstanding the provisions of this Regulation 4.7, each the Chairperson and Vice-Chairperson may be appointed as Chairperson and Vice-Chairperson respectively in accordance with Regulation 4.3 for such period not exceeding four years as is determined by the Directors in their discretion and shall not be required to retire as a Director pursuant to the provisions of this Regulation 4.7 during such period. On the expiry of any such period, a Director who was Chairperson or Vice-Chairperson and who no longer holds either office shall be eligible for retirement under Regulation 4.7.2. at the next following AGM.

#### **4.8 Remuneration of Directors**

4.8.1 Further to section 155 and section 1197 of the Act, 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, subsidising or reimbursement, as the case may be, in good faith by the Company of:

- (A) reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- (B) interest at a rate not exceeding 5% per annum on money lent by Directors or members to the Company;
- (C) reasonable and proper rent for premises demised and let by any member or any Director to the Company;
- (D) reasonable and proper vouched out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (E) the reasonable and proper vouched out-of-pocket expenses of volunteers, members, judges or others in respect of or in relation to (i) any meetings in respect of the Company and/or (ii) the holding of all or any types of national or international dressage competitions, events and/or displays; and
- (F) 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.

#### **4.9 Powers of Directors**

4.9.1 The business of the Company shall be managed by its Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the Constitution, required to be exercised by the Company in general meeting, but subject to:

- (A) the Regulations;
- (B) the provisions of the Act; and

- (C) such directions, not being inconsistent with the Regulations or the Act, as the Company in general meeting may (by special resolution) give, provided that no such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 4.9.2 No direction given by the Company in general meeting under Regulation 4.9.1 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 4.9.3 Without prejudice to the generality of the Directors' authority pursuant to Regulation 4.9.1:
- (A) the Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof;
  - (B) all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine; and
  - (C) the Directors shall be responsible for the funds of the Company and for opening, accessing and monitoring bank accounts or electronic payment platforms or any combination of the two in the name of the Company or to which the Company may have access and, in relation to any such bank account or platform:
    - (1) all withdrawals, payments or disbursements from or debits to any bank account of the Company or electronic payment platform used by the Company shall be made on the joint signatures of two Directors of the Company or shall otherwise be duly authorised by at least two the Directors (in either case acting with the authority of the board of Directors); and
    - (2) no overdraft may be permitted or allowed to arise without the prior approval of the Directors, and for such purposes such monthly or other reconciliation checks, calculations and projections as may be required will be presented to the Directors to ensure that (save as aforesaid) no overdraft is incurred provided however that the Directors may retrospectively ratify any temporary overdraft which has arisen if caused by the inadvertence or circumstances beyond the control of the Directors; and

- (D) the Directors shall authorise the payment of funds from central sources as they sees fit having regard to the resources and needs of the Company.

4.9.4 The Directors may delegate any of their powers to such person or persons as they think fit, including committees (as defined in Regulation 5.9.1), comprised of such persons as the Directors think fit.

#### **4.10 Other interests of directors**

4.10.1 A Director may not be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise and section 229 of the Act shall not apply

4.10.2 Notwithstanding the provisions of Regulation 4.10.1. nothing in this Constitution shall prohibit any Director from being a member of any:

- (A) high-performance committee; or
- (B) advisory council; or
- (C) other type of committee or council,

(or any combination of them) of or established by any or some or all of:

- (D) Horse Sport Ireland;
- (E) Sport Ireland;
- (F) Federation Equestre Internationale,
- (G) Sport Northern Ireland,
- (H) European Equestrian Federation,
- (I) European Horse Network,
- (J) any other sporting or equestrian body approved from time to time by the Directors,

or any successor or replacement body of any of them.

#### **4.11 Powers of Director to Act in a Professional Capacity for Company**

A Director may act by himself or herself, or his or her firm, in a professional capacity for the Company.

### **5 MEETINGS OF THE DIRECTORS**

#### **5.1 Convening a Meeting of the Directors**

5.1.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

- 5.1.2 A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

## **5.2 Notice of Meetings of the Directors**

- 5.2.1 All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 5.2.2 A Director may waive notice of any meeting, and such waiver may be retrospective.

## **5.3 Quorum at Meetings of the Directors**

- 5.3.1 The quorum necessary for the transaction of the business of the Directors shall be four Directors.
- 5.3.2 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed in accordance with the Regulations as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

## **5.4 Chairperson**

The Chairperson will chair the meetings of the Directors but if no such Chairperson is elected, or, if at any meeting of the Directors the Chairperson is not present within 15 minutes after the time appointed for holding it, the Vice-Chairperson shall chair the meeting. If the Vice-Chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

## **5.5 Voting at Meetings of the Director**

- 5.5.1 Questions arising at any meeting of the Directors shall be decided by a majority of votes.
- 5.5.2 Where there is an equality of votes at any meeting of the Directors, the chairperson of the meeting shall have a second or casting vote.

## **5.6 Unanimous Written Resolutions**

- 5.6.1 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
- 5.6.2 A resolution passed in accordance with Regulation 5.6.1 may consist of several documents in like form each signed by one or more of the Directors and for all purposes shall take effect from the time that all such several documents are received at the registered office of the Company by facsimile transmission or otherwise.

## **5.7 Use of Technology**



- 5.7.1 A meeting of the Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- (A) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (B) such a meeting shall be deemed to take place:
    - (1) where the largest group of those participating in the conference is assembled;
    - (2) if there is no such group, where the chairperson of the meeting then is; or
    - (3) if neither subparagraph (1) or (2) above applies, in such location as the meeting itself decides.

## 5.8 Alternate Directors

- 5.8.1 Any Director (the “**appointer**”) may from time to time appoint any other Director or, with the approval of a majority of the Directors, any other person to be an alternate director (the “**appointee**”) as respects him or her.
- 5.8.2 Only one person may stand appointed at a particular time to be an alternate director as respects a particular Director.
- 5.8.3 The appointee, while he or she holds office as an alternate director, shall be entitled:
- (A) to notice of meetings of the Directors;
  - (B) to attend at such meetings as a Director; and
  - (C) in place of the appointer, to vote at such meetings as a Director,
- but shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.
- 5.8.4 Any appointment of an alternate director shall be effected by notice in writing given by the appointer to the Company.
- 5.8.5 Any appointment of an alternate director may be revoked at any time by the appointer or by a majority of the other directors or by the Company in general meeting.
- 5.8.6 Revocation the appointment of an alternate director by the appointer shall be effected by notice in writing given by the appointer to the Company.
- 5.8.7 An appointee shall cease to be an alternate director upon his or her appointer ceasing to be a Director.

- 5.8.8 The appointer and the alternate director appointed by that appointer shall be deemed to constitute but one and the same Director for the purposes of counting the number of Directors for all purposes under the Constitution or the Act, including for the purposes of determining:
- (A) the maximum number of Directors;
  - (B) the quorum for a meeting of the Directors;
  - (C) a majority of the Directors for the purposes of the approval of a resolution of the Directors; or
  - (D) all the Directors for the purposes of a resolution in writing of the Directors.

## **5.9 Committees - general**

- 5.9.1 The Directors may establish one or more committees consisting in whole or in part of Directors.
- 5.9.2 A committee established under Regulation 5.9.1 (a “**committee**”) may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting of the committee, the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
- 5.9.3 A committee may meet and adjourn as it thinks proper.
- 5.9.4 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson shall have a second or casting vote (subject to any provision to the contrary in the rules of the committee).

## **5.10 Regional Committees**

- 5.10.1 The Company is organised into one central system with seven regions, Eastern Region, Leinster Region, Midlands & Western, North Munster Region, Northern Region, South East Region and South Munster (each a “**Region**”).
- 5.10.2 Each Region shall be responsible for the management of dressage shows within its area subject to the overall control of the Directors.
- 5.10.3 The organisation of Regions shall be as prescribed or approved by the Board from time to time. Without limiting the generality of the preceding sentence, the Directors may from time to time vary the number of Regions.
- 5.10.4 Subject to Regulation 5.10.5, each member of the Company shall be a member of the Region which contains that member’s registered address.
- 5.10.5 Each member shall be entitled to join any Region other than that which contains his or her registered address, provided that such Region is reasonably proximate to that registered address or to the place where his

or her horse or pony is regularly kept. Any member changing Regions shall notify the Company in writing.

- 5.10.6 Each Region shall be managed by a Regional Committee. Each Region shall elect its own Regional Committee for each calendar year by and from among its members.
- 5.10.7 Notice of annual general meeting for each Region, at which it is proposed to elect a Regional Committee for the coming year, must be sent to the Company at the same time as it is sent to regional members. The Directors shall be entitled to send a representative to attend such regional annual general meeting.
- 5.10.8 Each Regional committee shall consist of a Chairperson, Honorary Secretary, Honorary Treasurer and other such ordinary members as the Region may elect. All regional committee members shall be ordinary members.
- 5.10.9 Only one immediate family member of the same family may sit on any regional committee (an immediate family member includes, child, husband, wife partner, parent, grandparent, brother or sister).
- 5.10.10 Each Region shall approve regulations to operate and govern its Region and such regulations shall be subject to approval from the Directors.

#### **5.11 Regional Representatives Committee**

- 5.11.1 Without limiting the generality of Regulation 5.9, the Directors shall establish a regional representatives committee made up of members from each Region and such others as the Directors may determine (the "**Regional Representatives Committee**").
- 5.11.2 The Directors shall prescribe or approve the terms of reference and policies of the Regional Representatives Committee.

#### **5.12 Judges' Committee**

- 5.12.1 Without limiting the generality of Regulation 5.9, the Directors shall establish a committee, known as the "**Judges' Committee**" and may delegate to the Judges' Committee such of the Directors' powers relating to the appointment, regulation and removal of Dressage Ireland judges and other powers as they shall from time to time deem necessary.
- 5.12.2 The membership of and the terms of reference and policies and procedures of the Judges' Committee shall be prescribed or approved by the Directors.
- 5.12.3 No person may be appointed by the Judges' Committee to be a Dressage Ireland judge (which term does not include any international judge engaged from time to time by the Company) unless that person is a member of the Company and any Dressage Ireland judge who ceases for any reason to be a member of the Company shall automatically cease to be a Dressage Ireland judge.

## **6 SECRETARY**

- 6.1 The Company shall have a secretary, who may be one of the Directors.
- 6.2 The secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors think fit, and any secretary so appointed may be removed by the Directors.
- 6.3 The Directors shall ensure that the person appointed as secretary has the skills or resources necessary to discharge his or her statutory and other duties.

## **7 POWER OF ATTORNEY**

- 7.1 The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State.
- 7.2 A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

## **8 THE COMMON SEAL AND OFFICIAL SEAL**

- 8.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.
- 8.2 The Company's seal shall be used only by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and the use of the seal shall be deemed to be authorised for these purposes where the matter or transaction or contract pursuant to which the seal is to be used has been so authorised.
- 8.3 Any instrument to which the Company's seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them, and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by a foregoing committee of them for that purpose.
- 8.4 The Company may have an official seal for use abroad.
- 8.5 The Company may have one or more duplicate common seals or official seals for use in different locations.

## **9 SERVICE OF NOTICES ON MEMBERS AND THE COMPANY**

- 9.1 A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or the Constitution may be served on or given to the member in one of the following ways:
- 9.1.1 by delivering it to the member;
  - 9.1.2 by leaving it at the registered address of the member;
  - 9.1.3 by sending it by post in a prepaid letter to the registered address of the member; or
  - 9.1.4 by electronic means, and this Regulation 9.1.4 shall be deemed irrevocable consent of the members to receive notice by electronic means.

- 9.2 Any notice served or given in accordance with Regulation 9.1 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
- 9.2.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
  - 9.2.2 in the case of its being left, at the time that it is left;
  - 9.2.3 in the case of its being posted (to an address in the State), on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address): (a) on a Friday, 72 hours after despatch or (b) on a Saturday or Sunday, 48 hours after despatch;
  - 9.2.4 in the case of electronic means being used, 12 hours after despatch,
- but this Regulation is without prejudice to section 181(3) of the Act and Regulation 3.4.4.
- 9.3 In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

## **10 INDEMNIFICATION**

Subject to the provisions of the Act every Director or member of a committee appointed by the Directors, auditors, Secretary and every other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 of the Act in which relief is granted to them by the Court.