
Irish Canoe Union
Governance Policy

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Governance

Governance Policy

The Irish Canoe Union exists as a legal entity in the form of an incorporated company limited by guarantee. As a limited company the Irish Canoe Union is primarily governed by its Memorandum and Articles of Association ("the Articles"). In support of the Memorandum and Articles of Association, the Irish Canoe Union has developed additional policies such as this governance policy to assist the effective management and governance of the Union.

The ICU Governance Policy in conjunction with the Articles defines the governance and management of the Irish Canoe Union both as a legal entity and as a recognised national governing body of sport.

Throughout this Governance Policy document the term "Company" is used when referring to the incorporated body - "Irish Canoe Union Limited". In other instances unrelated to the corporate governance of the Company the term "Irish Canoe Union" is used.

Subject to the Companies Act and the provisions of the Articles, the business of the Company is managed, and the powers of the Company exercised, by a Board of Management ("the Board") and an Executive Committee ("the Executive"). Members of the Board and Executive are collectively known as Officers of the Irish Canoe Union ("the Officers").

Election and Composition of the Board and Executive

At the core of the 15 - member Board of Management is the 5 - member Executive Committee, one of whom is the Irish Canoe Union President ("the President"). The election of the President and the remainder of the Executive takes place biennially at annual delegate meetings of the Union.

The remaining 10 Members of the Board are drawn from the chairs of a number of technical sub committees ("the Technical Committees"). Each Technical Committee has responsibility for the administration, promotion and development of a specific discipline or function within the Irish Canoe Union. These disciplines and functions are:

1. Canoe Slalom
2. Flat Water Racing
3. Marathon Racing
4. Canoe Surfing
5. Canoe Polo
6. Wild Water Racing
7. Freestyle
8. Training, Coaching & Development
9. Child Protection
10. Access & Environment

Induction of New Officers

Following election, new Officers undergo an induction process which includes a briefing on the following documents:

1. Irish Canoe Union Governance Policy which includes details on:
 - Roles and Responsibilities of Officers and Company Directors.
 - Roles and Responsibilities of the Board and the Executive.
 - Roles and Responsibilities of the Chief Executive.
 - Organisational Chart of the Union's Management Structure.
 - Memorandum & Articles of Association.
 - Summary of the Union's Strategic Development Plan.
2. Policies' Manual (includes copies of current policies)
3. Copy of the most recent audited accounts.
4. Schedule of meetings and provisional work programme.

In addition, new Officers appointed as the Company Directors undergo a further briefing about their legal responsibilities and on the following documents:

1. ODCE Principal Duties and Powers of Companies.
2. ODCE Principal Duties and Powers of Company Directors.
3. Department of Finance Code of Practice for the Governance of State Bodies.

Governing Style

Officers are expected to govern with an emphasis on:

1. Good Governance and Organisational Development.
2. Strategies and Policies that are relevant to the Union's future development.
3. Organisational, Club and Member Development.
4. Strategic Leadership and Planning.
5. Effective Risk Management.
6. Clarity of Roles and Responsibilities.
7. Business and Sponsorship Opportunities.
8. Equity.

Officers are expected to;

1. be committed to ethical, businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Officers;
2. always act in the interests of the Irish Canoe Union and canoeing generally;
3. avoid conflicts of interest;
4. not attempt to exercise individual authority over the Company or make decisions outside of their designated scope of authority;
5. not publicly or unilaterally voice any negative comments or opinions relating to fellow Board Members or any Irish Canoe Union matter or issue;
6. support fellow Officers to govern the Irish Canoe Union effectively;
7. respect the confidentiality of sensitive issues under discussion.

Board Meetings

In accordance with the Articles, the Board is required to meet at least four times between Annual Delegate Meetings.

Officers' Duties and Obligations

All Officers, but in particular those Officers appointed as the Company Directors, have common law duties and duties imposed under the Companies Act.

All Officers are regarded as owing a fiduciary duty to the Company. This means that Officers have special obligations to the Company because they occupy a position of trust. As a result of the fiduciary relationship between the Officers and the Company, all Officers are obliged to act competently, honestly, in good faith, and in the best interests of the Company.

Duty to act for a proper purpose

Since Officers are in a fiduciary position, powers given to Officers may only be exercised for the purposes for which they are given. In particular, powers may not be exercised in order for Officers to obtain a private advantage. Whether a particular act by Officers as fiduciaries is a bona fide exercise for the benefit of the Company is generally determined by ascertaining the substantial motivating purpose for which the power was exercised and then by determining whether that purpose was proper or not.

Duty to act honestly and in good faith

The duty to act honestly and in good faith applies to all decisions of the Officers and arises from common and company law because the Officers are regarded as being in a position of trust with respect to the Company.

The duty to act honestly stems from a duty to act for a proper purpose. If an Officer's purpose is misguided or improper, that Officer breaches this duty even though there may be no question of personal gain or dishonesty in the generally understood sense.

In circumstances of insolvency or near insolvency, the duty to act in the best interests of members is overridden by a duty to act in the best interests of creditors.

Duty to act with care and diligence

The duty to act with care and diligence is a subjective duty. To breach this duty, an Officer would need to be considered reckless in exercising their office.

The following are some of the broad principles that are relevant in determining whether Officers have fulfilled their duty of care and diligence to the Company. Although the list is not exhaustive, common law requires that the Officers, and in particular those Officers appointed as the Company Directors, must at least;

1. take reasonable steps to place themselves in a position to guard and monitor the management of the Company;
2. acquire a working knowledge of the fundamentals of the business of the Company;
3. keep informed about the activities of the Company and assess the safety and appropriateness of the Company's management practices;
4. generally monitor the Company's affairs and policies, although a detailed inspection of day to day activities need not be undertaken;
5. maintain a familiarity of the financial status of the Company by regularly reviewing the financial statements;
6. make enquiries into matters revealed by the financial statements which call for enquiry.

Duty to avoid conflict and to disclose interests

Officers should not allow a conflict of interest to compromise their position in the Company. Officers' "personal interests or other duties" and their duty to the Company must not be brought into conflict. This overlaps with the duty to act in good faith and for a proper purpose. Where an Officer holds an office which creates duties in conflict with duties as an Officer of the Company they should declare the interest to the Board.

Duty not to disclose confidential information

All the Officers need to recognise that from time to time, information will be provided to them which would be considered to be "confidential".

"Confidential Information" is any information determined to be confidential by the Board, Executive, or the Chief Executive and declared so by marking "confidential" on the information or by a statement issued by the Board, Executive or Chief Executive that information is confidential.

Officers have a duty not to disclose or exploit confidential information and should not reveal any discussions, meetings or documents relating to policies or plans in their initial stages without the consent of the Board or Executive.

From a practical point of view the Board is required to keep members informed of major decisions which are made, and to report on the reasons for these decisions. However, the Board and Executive is justified in not disclosing all its activities on the basis that in doing so it is acting in the interests of the Company by preventing information which may become detrimental or potentially distorted by being prematurely released.

Duty to support decisions of the Executive and Board

Officers must remember that they have a duty to act in the interests of the Company as a whole. Officers should support all decisions of the Board and Executive regardless of their support or dissent during a meeting. It is imperative that beyond meetings all Officers are united in the decisions of the Board and Executive.

Officers must always be sure that their actions are in the best interests of the Company, rather than for political expediency. This may from time to time place an Officer in a difficult position, for example if asked to comment by a member on a matter which is confidential to the Company. Officers' duties to the Company must always be upheld despite the relationship which may exist between an Officer and member.

Financial Obligations

The Companies Act requires companies to keep financial records that correctly record and explain their transactions, financial position, and performance. The financial records must enable true and fair financial statements to be prepared and they must be able to be audited annually.

At the end of the financial year a report which consists of financial statements such as a profit and loss statement, balance sheet, disclosures and notes, and a Company Directors' Declaration must be produced as part of statutory duties.

Officers appointed as the Company Directors must ensure that all financial year - end responsibilities are given serious consideration and professional assistance sought if necessary.

The Company Directors must make sure the Company's accounting and reporting procedures are timely and accurate. The Company Directors are responsible to members for the management of the funds of the Company and it is important that the Directors continually monitor the Company's financial situation. Directors should be aware that the Companies Act imposes a duty on company directors to prevent insolvent trading by a company.

Officers' Code of Conduct

Under the leadership of the President, Board and Executive Officers are encouraged to be proactive in implementing the objectives of the Irish Canoe Union having regard to the requirements outlined in the Articles and the powers vested in the Board to determine and articulate the values, vision and strategic direction of the Irish Canoe Union.

The Officers are expected to;

1. meet the fiduciary responsibilities expected of Officers and/or Company Directors;
2. act within their duty of care to make decisions in the best interests of the Company and the Irish Canoe Union;
3. develop strategic planning and direction for the Irish Canoe Union including monitoring organisational performance and evaluating strategic results;
4. develop and implement policies;
5. interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic objectives and direction;
6. report back to the stakeholders at Annual Delegate Meetings through the President and the Chief Executive;
7. monitor the compliance and effectiveness of the Chief Executive in relation to Board directives and policies.
8. Evaluate the effectiveness of the Board and Executive.

The Executive

Day to Day Management of the Company

Subject to the provisions of the Companies Act and the Articles, responsibility for the normal day to day management of the corporate affairs of the Company and the general affairs of the Irish Canoe Union is devolved to the Executive by the Board.

Unless the Board expressly rules on a matter, the Executive assumes the full powers of the Board except on disciplinary matters which are exclusively reserved for the Board. The Board can overrule any decision of the Executive at a subsequent meeting of the Board.

The Executive can exercise all the powers of the Company, except any power the Companies Act or the Articles requires the Company to exercise in a general meeting of its members.

Executive Meetings

The Executive is expected to meet as often as necessary between Annual Delegate Meetings.

Succession Planning for the Executive

The President and one Executive Member are elected from amongst nominations submitted in accordance with the Articles for a term of 2 years in each year of an even number.

The other 3 Executive Members are elected from amongst nominations submitted in accordance with the Articles for a term of 2 years in each year of an odd number.

Any member of the Executive holding office for three consecutive terms is not eligible for re - election as a member of the Executive for a period of one year.

Company Directors

Following its election, the Executive appoints from among its members an Honorary Secretary and an Honorary Treasurer.

The Executive also appoints from among its members, 3 members as the Directors of the Company ("the Company Directors"). One of the Company Directors appointed must be the President and ideally the other two Company Directors appointed should be the Honorary Secretary and the Honorary Treasurer.

The President

The Role of the President

The President is the nominal head of the Irish Canoe Union and in this capacity and in accordance with the Articles, the President;

1. should accept appointment as a Company Director and in that capacity fulfil all the legal and other duties required by the Articles and the Companies Act;
2. should act as chair of all Board and Executive meetings; and Annual Delegate Meetings;
3. should only make decisions stemming from Board and Executive directives on governance and policies;
4. does not have the authority to change Board and Executive decisions;
5. can represent the Irish Canoe Union at national and/or international level.

The President and Meetings of the Board and Executive

As chair of all Board and Executive meetings, the President should;

1. identify issues of significance to the Board and Executive;
2. provide the right environment for consideration of those issues;
3. ensure that all Board and Executive Members have the opportunity to put forward their views and have them considered.

Board and Executive meetings should deal with routine matters quickly and efficiently, allowing time for attention to be given to key areas of responsibility such as accountability, strategic thinking, planning, monitoring performance, and policy issues.

The role of the President at meetings of the Board or Executive should encompass the following responsibilities and duties:

1. Understanding the procedural requirements for meetings.
2. Determining that meetings have been properly convened and that a quorum is present.
3. Being fully informed about the business and objectives of meetings.
4. Preserving order in the conduct of those present at meetings.
5. Confining discussions within the scope of meetings and within reasonable time limits.
6. Deciding whether proposed motions and amendments are in order and ensuring that discussion is on issues that, according to the Articles and policies, clearly belong to the Board or Executive to decide upon.
7. Formulating for discussion and decision, questions which have been moved for consideration.
8. Deciding points of order and other incidental matters which require decision.
9. Handling all matters in an impartial manner.
10. Adjourning meetings when justified and declaring meetings closed when the business of meetings has been completed.

The Chief Executive

Appointment of the Chief Executive

One of the responsibilities of the Executive is the appointment of the Chief Executive Officer ("the Chief Executive") to implement the effective management and administration of the Company and the Irish Canoe Union generally. Whilst the Chief Executive is ultimately responsible to the Board, the Chief Executive is primarily accountable to the President on a day-to-day basis.

The President and the Chief Executive

A critical component contributing to the effective management of the Company and the Irish Canoe Union generally is the working relationship between the President and the Chief Executive.

The President must be able to strike the right balance in supporting and trusting the Chief Executive while retaining an objective view of the management of the Company and maximising the performance of the Chief Executive.

The President is responsible for the day-to-day management of the Chief Executive and it is the responsibility of the President to monitor the Chief Executive's performance and compliance with Board and Executive policies and directives.

The Role of the Chief Executive

The formulation of governance policies is the responsibility of the Board. It is the responsibility of the Chief Executive to develop operational policies that complement the governance policies of the Board and to implement actions to achieve the results stated in these policies.

While management / operational policies are "owned" by the Chief Executive they must be aligned with the Board's governance policies. The Board should seek to satisfy itself that all operational policies are effective and appropriate.

The ability of the Chief Executive to make operational policy changes should not be restricted or delayed through a need to refer them for Executive or Board approval.

In summary the role of the Chief Executive includes, though not exclusively, the following responsibilities:

1. Implementation of the Irish Canoe Union's Strategic Development Plan in close co - operation with associated stakeholders.
2. Management of the Irish Canoe Union Office.
3. Day to day management and administration of the general affairs of the Irish Canoe Union.
4. Employment and human resources matters.
5. Administration of the financial affairs of the Company.
6. Business development, intellectual property, and sponsorship.
7. When required by the President, to deal with international matters.
8. Fulfilling the role of Company Secretary.
9. Relations with the Irish Sports Council, Olympic Council, and Government.

Delegation to the Chief Executive

Responsibility for the day to day operation and administration of the Company and the general affairs of the Irish Canoe Union is delegated to the Chief Executive who in turn is ultimately accountable to the Board. The extent of this delegation and its limitations are outlined in the contract between the Chief Executive and the Company.

Subject to the Articles, the Companies Act or any policy directive, the Chief Executive is given broad powers to perform all such things as appear necessary or are required for the proper management and administration of the Company.

The President, on behalf of the Board and Executive, prescribes directives and policies to the Chief Executive. Provided that the Chief Executive uses reasonable interpretation of policies and the strategic plan, the Chief Executive is authorised to establish further procedures, make decisions, take actions, establish practices and develop activities.

Unity of Control

Only decisions of the Board and Executive acting as a body are binding on the Chief Executive. These decisions must not contravene or contradict any statutory or legal requirement. Decisions or instructions of individual Officers are not binding on the Chief Executive unless the Board or Executive have specifically authorised the decisions or instructions in writing.

The Chief Executive can refuse requests from individuals and committees if the requests, in the opinion of the Chief Executive, require an unreasonable amount of staff time or funds or where the request may be considered disruptive, mischievous, and frivolous or not in the best interests of the Company.

Officers should not give instructions to persons who report directly or indirectly to the Chief Executive unless approved by the Chief Executive. Officers should not evaluate (formally or informally) any member of staff other than the Chief Executive.

Monitoring of Performance

Systematic monitoring of the performance of the Chief Executive will be against accomplishment of policies, implementation of the strategic plan and other criteria set out in the contract between the Chief Executive and the Company. The President on behalf of the Board monitors the Chief Executive via the Chief Executive's internal reports, external reporting by third parties, and Board and Executive assessments.

Contractual Responsibilities

In carrying out the role of Chief Executive, the Chief Executive is responsible, though not exclusively, for the;

1. overall efficient management and control of the activities which are within the remit of the Chief Executive or allocated to the Chief Executive from time to time by the Board or Executive;
2. overall efficient management and control of the Irish Canoe Union Office;
3. supervision of all Irish Canoe Union employees and in this respect to ensure that there is no deviation from standard business practices, policies, contractual or legal obligations in relation to employment, compensation or other benefits to employees, consultants or volunteers;
4. carrying out the secretarial role for the Board and Executive, including the supervision of the preparation of Board and Executive minutes and papers;
5. financial management of the Company including budgets, cost control, financial planning, overseeing the acquittal of budgets, preparation of relevant reports, and compliance with legal accountability requirements;
6. ensuring that a record of property and assets of the Company is maintained;
7. seeking, securing and servicing grants or revenue from the Irish Sports Council, government, or sponsors;
8. ensuring the implementation of the Irish Canoe Union Strategic Development Plan and making recommendations to the Board on changes that might be required to ensure the effective delivery of the Plan;
9. preparing the Annual Report in conjunction with the Board and Executive;
10. maximising the exposure of the Irish Canoe Union and its related activities to the media and acting as required or requested as spokesperson to media representatives;
11. liaising with members as appropriate;
12. providing regular reports to the Board and Executive regarding Chief Executive activities;
13. maintaining records, minutes, membership register, and all matters concerning financial transactions, business, meetings and dealings of the Company and ensuring where required that records are kept in accordance with statutory requirements;
14. entering into contracts or agreements on behalf of the Irish Canoe Union which have been previously approved by the Board or Executive or which the Chief Executive has been delegated the power to enter into. For the avoidance of doubt, the Chief Executive will have the authority to enter into contracts and agreements where such revenue or expenses have been budgeted;
15. undertaking all other duties as required that will ensure the smooth, efficient and professional operation of the Company and the Irish Canoe Union.

Prohibitions of the Chief Executive

The Chief Executive must not:

1. allow any activity that is unlawful or in violation of commonly accepted business practices or ethics to take place or occur;
2. allow staff, volunteers and members to be subjected to conditions, procedures or decisions that are unlawful, unsafe, undignified and unnecessarily intrusive or that fail to provide appropriate confidentiality or privacy;
3. allow financial planning to deviate materially from policies or place the Company at financial risk;
4. permit situations to arise where the Officers are unfamiliar with Board or Executive issues and procedures;
5. permit the Board or Executive to be uninformed or unsupported in its work;
6. allow assets of the Company to be unprotected, inadequately maintained or unnecessarily at risk;
7. allow the Officers to be unaware of relevant trends, anticipated adverse media coverage or major problems or issues;
8. fail to report in a timely manner actual or anticipated non compliance with Board or Executive policies or directives;
9. fail to record Board and Executive resolutions or decisions in a way that they may be understood in the future;
10. use methods of collecting, reviewing or storing information that fails to protect against improper access;
11. enter into contracts and agreements where revenue or expenses have not been budgeted for or the amount in the contract or agreement exceeds the budgeted amount by €2,000. In such a case, the approval of the Executive or Board must be obtained prior to the contract or agreement being entered into.

Financial Responsibilities

The Chief Executive is responsible for the financial management of the Company including bank accounts, debtors/creditors, insurances, payroll, pensions, etc. The Chief Executive will be required to;

1. implement a proper accounting and payroll system;
2. implement a financial reporting system;
3. implement operating budgets for the Company including the submission of regular financial reports to the Executive and Board;
4. maintain cost control measures;
5. maintain insurance policies including public liability, Directors and Officers indemnity, building, and contents;
6. authorise the reimbursement of expenses that are reasonably incurred by the Officers and employees in the course of carrying out their duties. Expenses may be reimbursed if provided for in an appropriate budget and approved by the Board or Executive. The Chief Executive will not provide a reimbursement where the details are incomplete or where details of the expense are not adequately supported with documents.

Asset Protection

The Chief Executive will;

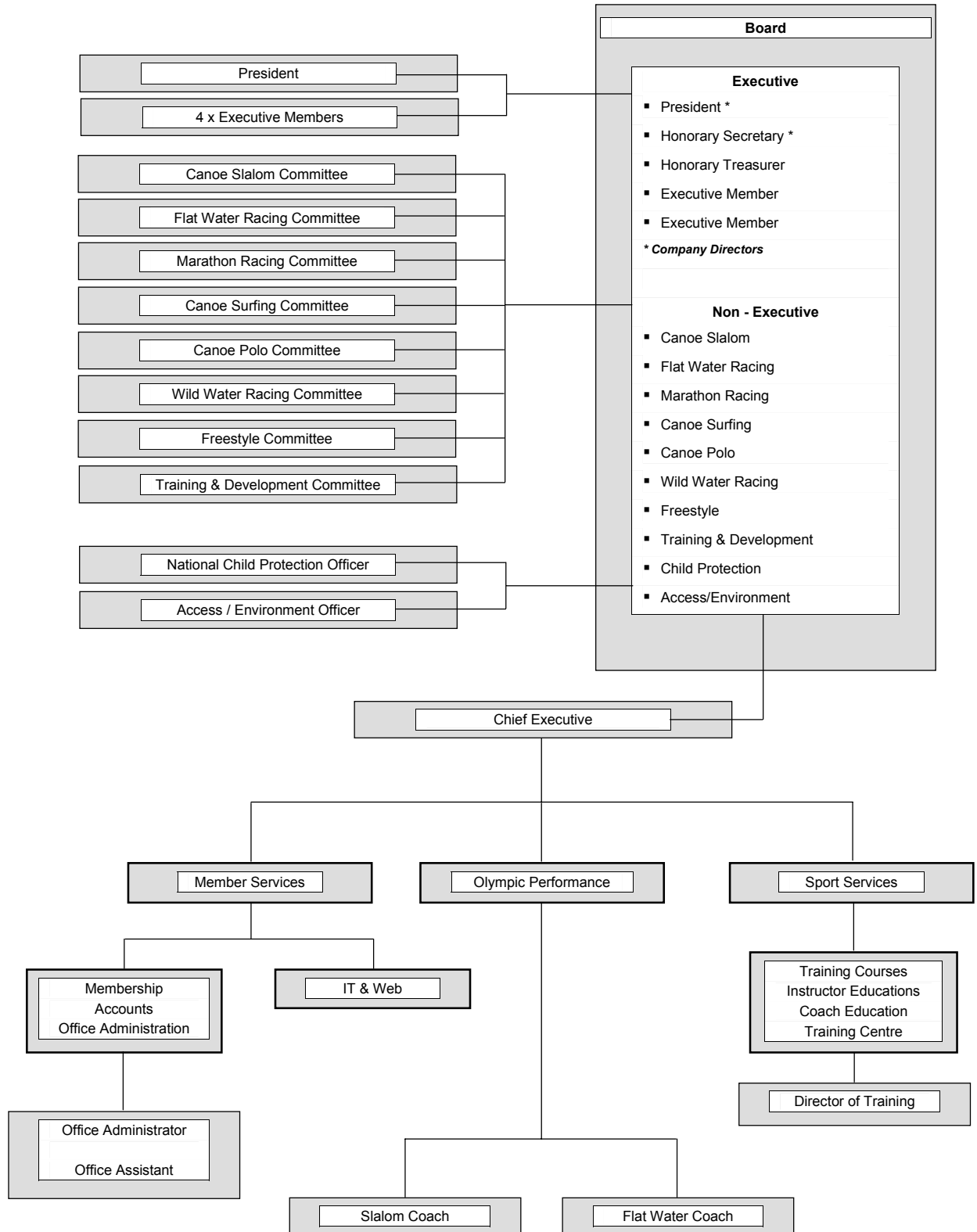
1. not permit any cheque to be processed with only one signature;
2. ensure that a backup of the computer system is conducted at least weekly;
3. not allow staff access to material amounts of funds.

Staff

The Chief Executive will;

1. not operate without written personnel policies or office administration systems that clarify rules and guidelines for staff;
2. provide effective handling of grievances or disputes;
3. not discriminate against any staff member;
4. not allow more than a year to pass without formal staff reviews.

Irish Canoe Union Organisational Chart



Strategic Development Plan Statement

Executive Summary

The Irish Canoe Union's second Strategic Development Plan outlines a broad framework of strategies which is intended to allow the Union meet a range of strategic priorities and aspirations for the period 2005 to 2008/9. The Plan is intended to guide the strategic direction of the Union during the coming 4 years.

The Plan is a continuation of the Union's previous strategic development plan "Building a Strategic Future" and it aims to maintain the thrust of the Union's primary mission to manage, co - ordinate, develop, and promote canoeing in all its diversity.

This Plan is supported by a number of detailed programme strategies and seeks to link these strategies into a cohesive overall strategic framework that;

- signals to all stakeholders the strategic direction of the Irish Canoe Union and Irish Canoeing for the period 2005 - 2008/9;
- sets key goals and performance targets for the period 2005 - 2008/9;
- clarifies the roles of strategic partners and stakeholders.
- guides management and operational planning for the period 2005 - 2008/9;
- highlights areas and issues that need particular attention to help ensure the success of the Plan;
- re - enforces the current development of canoeing by maximising resources, structures and, in particular, partnerships to significantly increase participation within all age and social groups and ensures that all participants can enjoy canoeing, achieve their personal goals, and maintain a healthy lifestyle.
- provides an infrastructure for progression into higher levels of performance by clearly outlining long term athlete performance pathways for all canoeing disciplines;
- provides opportunities and support structures for those with talent to make the transition into elite athlete programmes;
- focuses on elite athlete performance programmes with particular emphasis on preparations for the 2008 and 2012 Olympics.

Vision

To deliver the highest standards of competition, training, coaching and opportunities to participate in Canoesport by maintaining a quality approach to the governance and management of the all aspects of the Union's activities.

Mission

The primary objectives of the Irish Canoe Union are to;

- develop and promote both recreational and competitive canoeing;
- provide a framework within which all disciplines can be undertaken;
- increase participation in canoeing as widely as possible and with as diverse a membership as possible;
- link all stakeholders involved in the promotion and development the Irish Canoe Union and canoeing generally;

- facilitate the establishment and promotion of proficiency and performance standards;
- assist athletes achieve their individual objectives and goals;
- develop clubs and encourage these clubs to function and achieve their full potential;
- develop the capacity to effectively deliver canoeing at grassroots, national and international levels.

Values

In striving to achieve its vision for Irish Canoeing, the Irish Canoe Union will demonstrate the following values;

- effective standards of leadership, corporate governance, and business practices;
- high levels of competency amongst all staff and volunteers;
- encouraging inclusivity and diversity throughout the Union's activities and structure;
- implementation of safe practices and creation of safe environments for participation and competition throughout the Union's activities and structure;
- promoting awareness of environment issues;
- promoting fair play and keeping canoeing drug free;
- actively promoting co - operation, partnerships and linkages;
- embracing the need for ongoing professional development throughout the Union's activities and structure.

Further and continuous work will be required to integrate these core values into all aspects of existing policies and in making and delivering new ones.

In designing and promoting the Plan, the Irish Canoe Union recognises the progress it has already made in relation to;

- sport and athlete development programmes;
- training and development of the volunteer, instructors and coaches;
- the governance and administration of the Irish Canoe Union.

It is from this standpoint that the Irish Canoe Union is able to determine its aspirations for the years ahead and how these aspirations will be achieved.

Operational Framework

The delivery of the Union's strategic priorities and objectives will depend on the following operational framework;

- working co-operatively and maintaining links within all levels of canoeing;
- effective leadership with clear goals and an effective management framework;
- good preparation for, and integration of, all important activities;
- effective use of data and information to manage activities;
- creative involvement of everyone involved within the Canoe Union so that full use is made of volunteers' skills and ideas; and that members' energy and enthusiasm are effectively harnessed;
- clear focus on understanding and satisfying the needs of members, athletes and clubs.

The future viability and growth of the Irish Canoe Union and canoeing generally can only be built upon the application of business principles, an understanding of needs, and the effective provision of services to members, athletes and clubs.

The internal operations and service provision functions of Irish Canoe Union will be undertaken on a demonstrable cost-effective basis.

Corporate decision making, management processes and service delivery programmes will be undertaken in an open way and stakeholders will be kept well informed of trends and directions.

Performance Management and Performance Indicators

The Union will adopt a system of Performance Management in order to develop and monitor the effectiveness of proposed strategies.

The elements of the Performance Management will include;

- statement of the strategic objectives;
- identification of indicators that enable assessments to be made with respect to the achievement of objectives;
- identification, if possible, of international benchmarks associated with proposed indicators;
- identification and systematic review of personnel, resources and infrastructure required to support the achievement of the strategic objectives;
- systematic review the performance of the strategies against indicators;
- implementation of adjustments to strategies in response to changes in the circumstances affecting the delivery of strategies.

Monitoring and Review

The Development Plan will be implemented through an operational plan that will set out on an annual basis how the Development Plan is to be implemented, utilising clear performance targets and progress which will be monitored. The key outcomes of the Development Plan.

Operational and Action Plans will be evaluated mid year to determine the direction of the Plan for the next financial year.

Strategies

Participants & Members - Meeting the Needs:

Strategies

1. Young People
2. Lifelong Participation
3. Medium Performance Athletes
4. High Performance Athletes
5. Olympic Performance Athletes

The Sport & Recreation - Meeting the Needs:

6. Recreational Canoeing
7. Competitive Canoeing
8. Volunteering
9. Facilities

The Organisation - Meeting the Needs:

10. Equity
11. Governance
12. International Events
13. Marketing & Promotion
14. Monitoring & Evaluation

Memorandum of Association

1. The name of the Company is the Irish Canoe Union Limited (hereinafter referred to as the "Union").
2. The objects for which the Union is established are to:
 - (i) govern, organise, control and regulate in all its forms the sport and recreation of canoeing and kayaking (hereinafter referred to as "canoeing").
 - (ii) promote, develop, and advance the sport and recreation of canoeing in Ireland.
 - (iii) provide a positive and safe environment for all its members and in particular to maintain a child-centred focus which emphasises the overall development, safety, health and welfare of children at all levels within the sport and recreation of canoeing.
 - (iv) promote the teaching and practice of canoeing in accordance with current best practice.
 - (v) develop, promote, and adopt a drug free policy within the sport and recreation of canoeing and in particular to support the Irish Sports Council's National Doping Control Programme.
 - (vi) stimulate public and government opinion in favour of providing and enhancing canoeing facilities.
 - (vii) develop, promote and adopt policies aimed at protecting the natural environment and in particular those areas of the natural environment which facilitate the activities of canoeing and canoeists.
 - (viii) draw up, publish and enforce uniform regulations for the control and regulation of canoeing competitions in Ireland and to deal with any infringements thereof.
 - (ix) purchase, take on lease or in exchange, hire or otherwise acquire and to hold, manage, develop, sell, dispose of, lease, or deal in any way with any real or personal property and any interest therein subject to such consents as may be required by law.
3. In furtherance of the above objects but not otherwise, the Union shall have the following powers:
 - (i) Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of or binding on the Union in such manner and on such terms and conditions as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Union.
 - (ii) To invest funds of the Union not immediately for its purpose in or upon such investments, securities or property as it may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (iii) To co-operate with the national or international federations of other or related sporting or other bodies as the Union shall from time to time approve.

- (iv) To adopt, publish, amend and administer from time to time standards of eligibility for membership of the Union and for competing in events promoted by the Union as may be determined by the Union in accordance with its constitution, rules and regulations and to do all such acts and things necessary to ensure conformity to and compliance with such codes and standards as may be adopted or promulgated by the Union and to govern members, competitors and / or coaches in any way connected with the objectives of the Union.
- (v) To receive from any person or body monies for the purpose of furthering the objectives of the Union.
- (vi) For the purposes aforesaid to buy, acquire, hold, deal with, manage, direct the management or sell, exchange, mortgage, charge, dispose of grant register or otherwise turn to account any right or interest in over or upon any property of any kind whatsoever and in particular any copyrights, designs, trademarks, patents, licences, franchises, concessions and the like all rights in respect thereof confirming a right of use or any secret or other information and /or any film, video, television or broadcasting rights which may seem capable of being used for any grant licence in respect of or otherwise turn to account any rights and information so acquired and also to undertake any kind of trade business or activity for the purpose of promoting, advancing or protecting the interests of person or bodies engaged in promoting the objectives of the Union as the Union shall by rules or regulations or constitution provide.
- (vii) To prepare, edit, print, publish, issue, acquire, circulate, and distribute books, pamphlets, papers, periodicals and other literary materials, pictures, prints, photography, films, sound, recordings and mechanical and other models and equipment, and to establish, form, promote, conduct, and maintain public collection, displays and exhibitions of literature, statistics, charts, information and other material.
- (viii) Subject to such consents as may be required by law to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purpose of the Union, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same.
- (ix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (x) To do all such other lawful things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided always that:

- (xi) In case the Union shall take or hold any property which may be subject to any trusts, the Union shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (xii) The Union shall not support with its funds any object, or endeavour to impose on, or procure to be observed by its members or others, any regulation, restriction, or condition which if an object of the Union would make it a Trade Union.

4. The liability of the members is limited.

5. Every member of the Union undertakes to contribute to the assets of the Union in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Union contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding one euro.
6. If upon the winding up or dissolution of the Union 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 Union, but shall be given or transferred to such other institution or institutions having objects similar to the objects of the Union, 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 is imposed on the Union under or by virtue of clause four hereof, such institution or institutions to be determined by the members of the Union at or before the time of dissolution, and if and so far as effect cannot be of the Union at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.

Jurisdiction

7. The Union acknowledges the International Canoe Federation as the international representative body for canoeing and declares that the powers vested in the Union shall be subject to and in accordance with the statutes of the International Canoe Federation.
8. The Union shall be a member of the Olympic Council of Ireland and as such shall be the sole representative of the sport of canoeing in this regard.

Logos & Emblems

9. The use of the Irish Canoe Union logos and emblems shall be prohibited by any member, person, body, association, or otherwise, without the written consent of the Union's Board of Management.

Articles of Association

Interpretation

In these presents the words standing in the first column of the table shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context:

Act	The Companies Acts, 1963 to 1990.
Articles	The Articles of Association of the Irish Canoe Union from time to time in force.
The Union	The above named Company.
The Executive	The Committee of Senior Officers including the three Company Directors of the Irish Canoe Union for the time being.
The Board	The Board of Management for the time being of the Irish Canoe Union.
Affiliated Club	Any canoeing club in Ireland which offers canoeing as an activity and which is affiliated to the Union in accordance with these Articles.
member(s)	A member or members of a Club registered the Irish Canoe Union in accordance with these Articles. In the context of these Articles a member or members may also denote a Club which is affiliated to the Union in accordance with these Articles.
Age	Reference to ages in these Articles shall mean the age on the 1st day of January in each year.
Days	In relation to the period of a notice days means that period including the day when a notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Delegate	Any person nominated by a club affiliated in accordance with these Articles to represent that club at Delegate Meetings of the Union. Any person nominated by a bloc of ten Individual Members affiliated in accordance with these Articles to represent the said bloc at Delegate Meetings of the Union.
Executed	Each incumbent member of the Board of Management of the Irish Canoe Union. Any mode of execution.
Honorary Life Member	Any person who on a proposal of the Board has been made an Honorary Life Member of the Union by the Members at annual Delegate Meeting.
Office	The registered office of the Union.
Official	A member with either supervisory, coaching or management responsibility within the Union including officials who travel with representative teams.
Seal	The Common Seal of the Union.
Ireland	The Republic of Ireland.
Canoeing	The sport and recreation of canoeing and kayaking in all its forms.
Company Secretary	The Secretary of the Company or any other person appointed to perform the duties of the Company Secretary.
Senior Officers	Members of the Executive.
Officers	Non Executive Members of the Board.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Union.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons may include corporations.

Objectives

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

Membership

2. The number of members of the Union is unlimited.
3. The subscribers to the Memorandum of Association of the Union and such members as are admitted to membership in accordance with these Articles shall be deemed members of the Union. No person or club shall be admitted or remain a member of the Union unless approved by the Board.
4. There shall be the following classes of members:

Members of Affiliated Clubs

Being members of any club, association, society, incorporated or unincorporated body, company, school, committee or any other grouping or body having as one of its objectives the promotion of and training in the sport and/or recreation of canoeing whose application for membership has been accepted by the Board.

Every application by an Affiliated Club for membership of the Union shall be in writing and in such form as shall contain the particulars and information as the Board may from time to time determine as being necessary.

Individual Members

Being any persons interested in the sport and/or recreation of canoeing whose application for membership has been accepted by the Board.

Every application by an Individual Member for membership of the Union shall be in writing and in such form as shall contain the particulars and information as the Board may from time to time determine as being necessary.

5. It shall be a privilege of membership unless otherwise agreed with the Board that all of members of an Affiliated Club shall be deemed to be Individual Members of the Union with the same rights and limitations of membership as an Individual Member accepted to membership of the Union, except that such members of an Affiliated Club shall not be entitled:
 - (i) to receive notice of Delegate Meetings unless he and the Board have made a separate agreement for the supply of same.
 - (ii) to vote at Delegate Meetings until such time as an Affiliated Club shall have confirmed in writing to the Office the membership of an individual as member of an Affiliated Club for the year during which such a meeting is held and that such a member has been nominated as a Delegate to represent the said club.
6. The Board shall have the power from time to time to grant temporary Individual Membership for such periods and on such terms as it shall decide, with power to withdraw such temporary Individual Membership at any time.
7. Honorary Membership may be conferred by the Board as it may determine. Unless a shorter period is stipulated at the time of conferring, Honorary Membership shall be conferred for life.
8. The Honorary Secretary shall cause an accurate Register of Members to be maintained at the Office and shall cause the same to be updated from time to time.

Memberships Fees

9. The Board shall prescribe an application fee payable on admission to membership by every Affiliated Club or Individual Member other than Honorary Members.
10. Notwithstanding the above, the Board shall be authorised in relation to any Affiliated Club or Individual Member, where in the opinion of the Board, circumstances would make it inequitable to impose an affiliation fee to agree a special affiliation fee.
11. A Member shall not be entitled to any of the rights or privileges of membership whilst subscriptions are in arrears.

Cessation of Membership

12. A Member shall cease to be a Member if:-
 - (i) the Board resolves that membership of a Member be terminated.
 - (ii) a Member fails to pay any application fee or subscription or other contribution for which he or it becomes liable whilst a Member within the period laid down by the Board for any such payment; or
 - (iii) a Member is convicted of an indictable offence other than road traffic offences and such offences, which in the reasonable opinion of the Board do not affect that Member's position as a Member of the Union.
13. A Member may at any time withdraw from the Union by giving notice to the Office but shall remain liable for his or its subscription for the then current year. Membership shall not be transferable.
14. The Board may in its discretion and at any time cancel or suspend the membership of any Member.
15. Without prejudice to the provisions of these Articles, if the conduct of any Member is such as shall in the opinion of the Board be injurious to the character or interests of the Union or render that Member unfit to remain within the Union, the Board may suspend such a Member from membership indefinitely or otherwise limit for a stated period the rights of membership of that Member or may expel such a Member from membership.

Annual Delegate Meetings

16. The Union shall hold Annual Delegate Meetings. Not more than 18 months shall elapse between the date of one Annual Delegate Meeting and that of the next.
17. For the purpose of holding Annual Delegate Meetings, all Clubs and Individual Members registered in the 12 month period prior to the holding of an Annual Delegate Meeting shall be considered members of the Union regardless of the fact that such Clubs and Members are unregistered on the day of the Annual General Meeting. Such Clubs and Individual Members shall enjoy such rights and privileges pertaining to an Annual Delegate Meeting as if they were currently registered Clubs and Members.
18. A period of 35 days notice of any Annual Delegate Meeting specifying the place and nature of the business to be transacted shall be given in the manner hereinafter mentioned to such persons as are under these Articles or under the Act are entitled to receive such notices from the Union.

19. Prior to the day appointed for the commencement of an Annual Delegate Meeting, the following procedures shall apply in relation to nominations and motions:
- (i) Any nomination proposed by an Affiliated Club and duly seconded by one or more Affiliated Clubs together with such information as the Board may stipulated shall be notified to the Honorary Secretary in writing not less than 21 days before an Annual Delegate Meeting.
 - (ii) An incumbent Board Member eligible for re election at an Annual Delegate Meeting may be nominated by the Board for re election.
 - (iii) Each Affiliated Club shall be entitled to nominate only one nomination for election at an Annual Delegate Meeting.
 - (iv) A motion may be put forward by any two members provides (i) it deals with a single subject (ii) it is notified to the Secretary in writing not less than 21 days before the Annual Delegate Meeting (iii) it is approved by the Board or an Affiliated Club and (iv) it is duly countersigned by the Chairman of the Board or the Affiliated Club which approved the motion.²⁰⁰⁰
 - (v) The Board may alter or amend any motion which offends against the Articles of the Union but not otherwise, and may composite any two or more motions which, in the opinion of the Board constitutes in substance the same motion or which deals with the same subject matter and is to the same effect. The Board shall inform, in writing, any Affiliated Club whose motion is altered, amended or composited in accordance with this article and shall then arrange for the final Annual Delegate Meeting agenda to be prepared and made public²⁰⁰³ not later than 14 days before the commencement of an Annual Delegate Meeting.
20. The Board shall be responsible for arranging the timetable and order of business at an Annual Delegate Meeting and shall determine its own rules of procedure.

Extraordinary Delegate Meeting

21. All meetings other than Annual Delegate Meetings shall be called Extraordinary Delegate Meetings.
22. The Board shall convene Extraordinary Delegate Meetings:
- (i) if a resolution to so call an Extraordinary Delegate Meeting is passed at the preceding Annual Delegate Meeting.
 - (ii) where ten Affiliated Clubs so requisition such a meeting by service on the Honorary Secretary of a written notice seeking the holding of such a meeting.
 - (iii) where two thirds of the Board resolve to convene such an Extraordinary Delegate Meeting.
23. A requisition made by Affiliated Clubs to call an Extraordinary Delegate Meeting must in the form of a motion and be signed by the Chairman and Secretary of each of the Affiliated Clubs calling the Extraordinary Delegate Meeting and be deposited at the registered office of the Union.
24. On receipt of a requisition by the required number of Affiliated Clubs calling an Extraordinary Delegate Meeting, the Board shall proceed to convene an Extraordinary Delegate Meeting as soon as is practicable. If the Board, however, fails to convene an Extraordinary Delegate Meeting within 60 days from the date of the deposit of the requisition, the requisitionists or a majority of the requisitionists may themselves convene a meeting.

Proceeding at Delegate Meetings

25. Each Delegate at a Delegate Meeting shall cast votes on behalf of and in accordance with the wishes of the Affiliated Club that the Delegate represents.
26. Each Affiliated Club shall received votes in direct proportion to the number of Senior Members on the current nominal role held by the Honorary Secretary of the Union. The specific ratio shall be one vote per club plus one vote for every 10 Senior Members or part thereof, up to a maximum of 12 votes per club.
27. Individual members may group to form a voting bloc or blocs. Any such voting bloc must consist of at least ten Individual Members.²⁰⁰³ One of their number shall be nominated as a Delegate or Delegates in accordance with the procedures as contained herein and shall cast votes in accordance with the preceding Article.
28. Each incumbent member of the Board shall be entitled to cast one vote at a Delegate Meeting and each member of the Board shall be recognised as a Delegate.
29. No objections shall be raised to the qualification of any voting delegate 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 objections made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
30. Votes may be given either personally or by proxy.
31. Delegates must be at least 21 years of age.
32. The instrument appointing a proxy shall be in writing and signed by the Chairman of the Affiliated Club appointing a proxy or in the case of an Individual Member or Board Member the instrument appointing a proxy shall be in writing and signed by the Individual Member or Board Member. A proxy need not be a member of the Union.
33. The instrument appointing a proxy and the power of attorney shall be available upon request from the Office and shall be deposited at the Office not less than 48 hours before the time for holding a meeting or adjourned meeting.
34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
35. At any Delegate Meeting a motion put to the vote of the meeting shall be decided by a show of hands by those Delegates eligible to vote unless before or upon the declaration of the result of the show of hands a poll is demanded by the chairman of the meeting or by at least five Delegates present and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has or has not been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the numbers or proportion of votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.
36. If a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Members who were not present at an original meeting shall be entitled to attend and vote at any adjournment thereof.

37. In the case of equality of votes on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
38. 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 a poll has been demanded.
39. No business shall be transacted at a Delegate Meeting unless a quorum is present. Save as otherwise provided in these Articles, 20 Delegates or their proxies entitled to attend and cast votes shall constitute a quorum.
40. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
41. The President or in his absence some other Senior Officer of the Union nominated by the Board shall preside as chairman of any Delegate Meeting, but if neither the President nor such other Senior Officer (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Senior Officers present shall elect one of their number to be chairman of the meeting and, if there is only one Senior Officer present and willing to act, he shall be chairman of the meeting.
42. If no Senior Officer is willing to act as chairman, or if no Senior Officer is present within fifteen minutes after the time appointed for holding the meeting, the Delegates present and entitled to vote shall choose one of their number to be chairman.
43. The President 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 and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Voting Rights

44. The following voting rights apply with respect to the different categories of Members:
 - (i) Delegates including delegates representing blocs of Individual Members duly nominated and notified to the Honorary Secretary shall be entitled to attend and vote at Delegate Meetings.
 - (ii) Members of the Board not acting as Delegates for Affiliated Clubs shall be entitled to attend and vote at Delegate Meetings.
 - (iii) All Senior and Junior Members shall be entitled to attend Delegate Meetings but shall not be entitled to vote in their capacity as Club Members or Individual Members thereat.

Board of Management

45. The Members, subject to and in accordance with the provision of these Articles shall at an Annual Delegate Meeting elect five Executive members (including the President) who shall collectively constitute the Executive Committee of the Union (hereinafter referred to as the "Executive").²⁰⁰¹ Members shall also ratify the election of the Chairman from each of the Technical Committees who shall collectively with the Executive constitute the Union's Board of Management. All Board Members must be over 21 years of age.
- (i) Any individual being the Chair of any Technical shall not be eligible to the membership of the Executive or to the Chair of another Technical Committee, or being a member of the Executive shall not be eligible to the Chair of any Technical Committee. For the purpose of giving effect to this provision, any individual appointed or elected to any position for which he is thus rendered ineligible shall immediately thereupon resign either the position to which he has just been appointed or elected or the position previously held, and in default of such immediate resignation, shall be deemed to have resigned the position previously held with immediate effect.²⁰⁰⁰
46. The term of office of each Executive member shall be two years. Any member of the Executive holding office for three consecutive terms shall not be eligible for re election as a member of the Executive for a period of one year.
47. The President shall act as the Chairman of the Executive and as Chairman of the Board and shall be entitled to vote at all meetings of the Executive and Board.
48. The Executive shall following its election and at the first meeting of the Executive following the Annual Delegate Meeting appoint from among its members an Honorary Treasurer and an Honorary Secretary.
- The Executive shall following its election and at the first meeting of the Executive following an Annual Delegate Meeting appoint from among its members three directors of the company, Irish Canoe Union Limited, and shall appoint the Chief Executive as the Company Secretary.²⁰⁰¹
49. Unless otherwise determined by ordinary resolution at an Annual Delegate Meeting, the Union's Board of Management shall consist of the Executive, the National Child Protection Officer, the Access/Environmental Officer and the and the Chairman from each of the following Committees:
- (i) Canoe Slalom Committee
- (ii) Flat Water Racing Committee
- (iii) Marathon Racing Committee
- (iv) Surf Committee
- (v) Canoe Polo Committee
- (vi) Wild Water Racing Committee
- (vii) Freestyle Committee
- (viii) Training, Coaching & Development Committee

Delegation

50. Subject to the provisions of the Act, the Memorandum, and these Articles of Association and to any directions given by special resolution, the normal management of the Union's affairs shall be delegated by the Board to the Executive. Unless the Board expressly rules on a matter, the Executive shall assume the full powers of the Board except on disciplinary matters all of which shall be reserved for the Board. The Board may overrule any decision of the Executive at a subsequent meeting of the Board.
51. The Executive shall be responsible for the day to day management of the Union's affairs and may exercise all the powers of the Board. No alteration of the Memorandum or Articles of Association and no such direction shall invalidate any prior act of the Executive 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 Executive by the Articles of Association and a meeting of the Executive at which a quorum is present may exercise all powers exercisable by the Board.
52. The Executive may from time to time delegate to Chief Executive such of its powers, as it considers desirable to be exercised by such a Chief Executive. Any such delegation may be made subject to any conditions the Executive may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
53. A Chief Executive may be appointed only by the Executive for such time, at such remuneration, on such terms and upon such conditions as it may think fit. Any Chief Executive so appointed may (subject to the terms of any contract between him and the Union) be removed only by the Board. The Executive shall be empowered to place upon the Chief Executive such additional duties and responsibilities as it may deem fit with power to vary same from time to time. The Chief Executive shall at all times be subject to the control and direction of the Executive and shall not, without the express approval of the Executive, have the power to bind the Union, Board, or Executive.
54. Board Members (including the President) shall not be eligible for appointment to any paid executive office in the Union and if the holder of any of such paid office shall become a Board Member his office shall at once be vacated.
55. The Board and Executive may also delegate any of its powers to committees and/or such other persons, as they think fit. Subject to any such conditions, the proceedings of a committee shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying. The acts and proceedings of any committee shall be reported to the Board in accordance with the provisions of these Articles
56. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
57. All casual vacancies arising out of the Executive of the Union shall be filled at the discretion of the Board. All casual vacancies arising out of the Board shall be filled by the relevant Technical Committee with the nominee being ratified at the discretion of the Board.

Proceeding of the Board & Executive

58. Subject to the provisions of the Articles, both the Board and the Executive may regulate their proceedings, as considered appropriate and meet together for the despatch of business, adjourn and otherwise regulate meetings as considered appropriate.
59. The Board shall meet at least four times between Delegate Meetings.
60. The Executive shall meet as often as is required²⁰⁰³ between Delegate Meetings.
61. A Board Member may, and the Honorary Secretary at the request of a Board Member shall, call a meeting of the Executive or Board. Questions arising at either a Board or Executive meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
62. The quorum for the transaction of the business of the Executive may be fixed by the Executive and unless so fixed at any other number shall be three.
63. 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 five.
64. The following committees shall be termed Technical Committees of the Union and any decisions taken by such committees may be subject to the approval of the Board. The Board shall adopt bye-laws governing the procedures and activities of the Technical Committees. The election of the Chairman to each of the Technical Committees shall be ratified by Members represented by Delegates at the Annual Delegate Meeting.
- (i) Canoe Slalom Committee
 - (ii) Flat Water Racing Committee
 - (iii) Marathon Racing Committee
 - (iv) Surf Committee
 - (v) Canoe Polo Committee
 - (vi) Wild Water Racing Committee
 - (vii) Freestyle Committee
 - (viii) Training, Coaching & Development Committee

Vacation of Office

65. The office of a Executive Member shall be vacated:
- (i) subject to the other provisions of these Articles of Association at the termination of an Annual Delegate Meeting at which that Executive member's term of office ceases unless re-appointed following successful candidature in a second or subsequent election.
 - (ii) if he ceases to be a member of the Executive by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Executive; or
 - (iii) if he resigns his office by notice to the Union; or
 - (iv) if he is convicted of an indictable offence other than road traffic offences and such other offences which in the reasonable opinion of the Board do not affect his position as a member of the Board.

66. The Board Members may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the Board Members may act only for the purpose of filling vacancies or of calling a general meeting.
67. The President shall chair all general meetings of the Executive and Board. But if the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the another member of the Executive or Board present may be appoint one as chairman of the meeting.
68. All acts done by a meeting of the Executive and/or at a meeting of the Board, or of a committee of the Board, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had not been entitled to vote.
69. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board shall be as valid and effectual 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 from each signed by one or more Board Members.
70. Save as otherwise provided by the Articles, a Board Member shall not vote at a meeting of the Board, of the Executive or of a sub committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
 - (i) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union or any of its subsidiaries;
 - (ii) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union or any of its subsidiaries for which the Board Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (iii) his interests arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Union or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Union or any of its subsidiaries for subscription, purchase or exchange;
 - (iv) the resolution relates in any way to a retirement benefits scheme, which has been approved, or is conditional upon approval, by the Revenue Commissioners for taxation purposes.
71. For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the Union) connected with a Board Member shall be treated as an interest of the Board Member.
 - (i) A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

- (ii) The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Board Member from voting at a meeting of the Board, the Executive or of a committee of the Board.
 - (iii) If a question arises at a meeting of the Board, of the Executive or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.
72. At meetings of the Board and of the Executive the following shall be the order of business:
- (i) read and confirm the minutes of the last meeting.
 - (ii) any matters arising out of the minutes.
 - (iii) in the case of a Board Meeting consider the status reports of the Technical Committees presented to the meeting by the Chairman of each of the Technical Committees.
 - (iv) in the case of a Board Meeting arrange for the observations of the Board to be reported to the Technical Committees.
 - (v) any special matters not included in the above which the Chairman of the Meeting may consider proper to be discussed.

Board and Executive Members' Expenses

73. Board and Executive members may be paid reasonable expenses properly incurred by them in connection with the discharge of their duties.

Regulations

74. The Membership of the Union shall be regulated by such regulations as may be adopted from time to time by the Board save that any such regulations made by the Board in respect of membership shall first be approved by the Union generally at an Annual Delegate Meeting or an Extraordinary Delegate Meeting.
75. The Board shall have the power from time to time to make, alter and repeal all such regulations as they deem necessary or expedient or convenient for the proper conduct and management of the Union and in particular, but not exclusively, the Board may by such regulations regulate the:
- (i) conduct of Members in relation to one another and to the Union's agents.
 - (ii) imposition of penalties for the breach of any bye-law or any Article of Association.
 - (iii) regulations deemed to be necessary for the day to day operation of the Union.
 - (iv) regulations to be observed in order to promote safety in all events held under the auspices of the Union and generally all such matters as are commonly the subject matter of Union regulations.
 - (v) the Anti-Doping Rules of the Irish Canoe Union which are the Irish Anti Doping as amended from time to time.

76. In the case of regulations relating to a technical discipline of canoeing, the Board may only make, alter or repeal such regulations either on the advice of the Technical Committee or after consultation with the Technical Committee.
77. The Board shall adopt such means as it deems sufficient to bring to the notice of Members, all such regulations, alterations, and repeals and all such regulations so long as they shall be in force shall be binding on Members. Provided, nevertheless, that no regulation shall be inconsistent with or shall effect or repeal anything contained in the Memorandum of Association of the Union and that any regulation may be set aside by a special resolution of a general delegate meeting, The regulations so made by the Board shall be at the discretion of the Board promulgated for use of the Members and may be termed "the Regulations of the Union".
78. The Board shall from time to time make such regulations as to the procedures for the hearing and resolutions of disputes which may arise from time to time in the course of the organisation of the sport/recreation of canoeing.
79. Disputes arising within a technical discipline must first be arbitrated by the relevant Technical Committee. Should such disputes remain unresolved after such arbitration, the dispute may be appealed to the Board for resolution.

Minutes

80. The Board shall cause minutes to be made in books kept for the purpose:
 - (i) of all appointments of officers made by the Union; and
 - (ii) of all proceeding at meetings of the Union, of the Board, of the Executive and of any sub-committees of the Board, including the names of the Board Member present at each such meeting.

The Seal

81. The Seal of the Union shall not be affixed to any instrument except by the authority of a resolution of the Board and at least one member of the Board together with the Honorary Secretary shall sign every instrument to which the Seal shall be affixed and in favour of any purchaser or person bona fide dealing with the Union such signatures shall be conclusive evidence of the fact that the Seal was properly affixed.

Clubs

82. Clubs shall comply with all the affiliation regulations drawn up by the Union from time to time.

A Club may affiliate only if it comprises of ten or more members with at least three elected club officers (President or Chairman, Secretary and Treasurer).

The regulation of a Club shall not be in conflict with any provision of these Articles.

If any Club Member ceases to be a member of the Club, that member shall automatically cease to be a member of the Union unless registered with the Union through another club or as an Individual Member.

In the event of a Club failing to comply with the enforcement any disciplinary or other measures determined by the Board, the Board, subject to satisfaction by the Annual Delegate Meeting, may disaffiliate such a Club from the Union.

Accounts

83. The books of account shall be kept at the office of the Union or, subject to Section 147 (3) of the Companies Act 1963, at such other place or places as the Board shall consider appropriate and shall always be open to inspection by members of the Board.
84. The Board shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations the records of the Union and any of them shall be open to inspection of members not being member of the Board, and no member (not being a member of the Board) shall have any right of inspecting any financial statements or documents of the Union except as conferred by statute or authorised by the Board or by the Union in Annual Delegate Meeting.
85. Once at least in every year the finances of the Union shall be examined and the correctness of the income and expenditure account and balance sheets ascertained by one or more properly qualified auditors or auditors.
86. At each Annual Delegate Meeting, the Board shall lay before the Union a proper income and expenditure account for the period since the last Annual Delegate Meeting, every such balance sheet shall be accompanied by proper reports to the Board and the auditors and copies of such account, balance and reports (all of which shall be framed in accordance with any statutory requirements for time being in force) and of any other documents required by law to be annexed or attached hereto or to accompany the same shall, not less than 14 days before the date of the meeting, be sent to the auditors and to all other persons entitled to receive notices of Annual Delegate Meetings in the manner in which notices are hereinafter directed to be served. The auditor's report shall be open to inspection and be read for the meeting as required by Section 163 of the Companies act, 1963.

Notices

87. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board or Executive need not be in writing.
88. Notice of a Delegate Meeting shall be given to Club Secretaries and Individual Members, either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address.
89. The accidental omission to give such notice or other document to or the non-receipt of such notice or other document by any such Member shall not invalidate any meeting or resolution passed or election connected therewith.
90. Any member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
91. Proof that an envelope containing a notice was properly addresses, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

92. Every Officer (including the Auditor) of the Union shall be entitled to be indemnified out of the assets of the Union against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of section 200 of the Companies Act, 1963) which he may sustain or incur in the course of or in connection with the execution of his duties and no Officer (including the Auditor) shall be liable for any loss or damage sustained by the Union as a result of or in connection with the execution of his duties, provided however that this article shall have effect only insofar as its provisions are not excluded by Section 200 of the Companies Act, 1963.

Winding Up

93. Clauses in the Memorandum of Association of the Union relating to the winding up or dissolution of the Union shall have effect as if the provisions thereof were repeated in these Articles.