ADM AGENDA - APPENDIX 1

REPORT ON PROPOSED NEW CONSTITUTION AND RULES

In 2014 the new Companies Act came into being which consolidated and modernised Irish company law by bringing together 33 previous company law enactments into a single piece of legislation. It became operative on 1 June 2015 and there was an 18-month transition period running to 30th November 2016 during which existing companies should bring their company documents (Memorandum of Association and Articles of Association) into line with the legislation.

One of the new requirements is for these two separate company documents to be amalgamated into one document called a "Constitution" which will still have two parts being the Memorandum of Association and the Articles of Association. Other provisions relate to inclusion of specific mandatory clauses going forward and changes in some standard wording.

Our Company (Irish Canoe Union) was originally incorporated on 25th November 1986 as a Company Limited By Guarantee and since that time its Memorandum and Articles of Association (M&A) has evolved organically into a document which incorporated not only those matters required to be set out under company law but also a range of rules governing areas over which the company has discretion to regulate its own affairs such as greater than statutory notice for meetings, how meetings are run, role of the Board, how the Board operates etc. As a result, the document is outdated, very difficult to navigate and in some cases contradicts itself.

As part of updating our company documents we have taken this opportunity to separate out the mandatory company requirements into a separate new company Constitution to comply with company law and to put all other rules, which do not need to form part of the company documents, into a new Rulebook which sets them out in a clearer and more navigable format. This has a number of benefits:

a. should any changes need to be made to our Rules, there will be no necessity to formally lodge these with the Companies Registration Office as before
b. the company Constitution should not have to be changed regularly (if at all) unless company law provisions change or there are significant changes to the organisation
c. Rules can be more easily amended from time to time as the needs of our sport change
d. Rules are more "user friendly" for members and can be drafted in terminology to suit our sport
e. Rules can give more detail which one would not normally put into the company documentation.

The provisions in both documents are consistent with each other but further detail is provided in the Rules while specific company law matters are provided for in the Constitution.

To ensure that Canoeing Ireland is legally compliant with the new legislation, the Board engaged a Sports Law & Management Consultant recommended and funded by Sport Ireland to help us with this body of work. The two documents now presented for ratification are the result of work over the past few months between the consultant, the CEO and Board. We are recommending it for approval at the upcoming ADM.

The current M&A's (June 2015) are available from www.canoe.ie under *Governance Documents.*

The new Constitution and Rule book form part of bringing Canoeing Ireland's governance in line with the Code of Governance (*A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland*) which we signed up to in 2014 and which from 2017 is a pre-requisite to apply for Sport Ireland funding.

The next body of work to be undertake is a full audit on all our policies which will commence in mid-late October for completion before the end of the year.

If you have any queries in relation to the documents please do not hesitate to contact us (office@canoe.ie) in advance of the ADM which will allow us an opportunity to address your queries more comprehensively. A detailed presentation will however be provided at the ADM.

Yours in sport,

Board of Canoeing Ireland