

2nd October 2017

Mr Christy O'Connor
Senior Executive Officer
Corporate Services
Limerick City & County Council
City Hall
Merchants Quay
Limerick

Dear Christy

Your nominee, **Clr Sean Lynch**, on the Board of Limerick Sports Partnership retired in accordance with our company rules at the Board Meeting held on the 21st September 2017.

Limerick Sports Partnership would like to invite your organisation to nominate one elected representative (Councillor) to the LSP Board of Directors and I enclose a Nomination Form which you might complete with the name of your organisation's elected nominee.

Please find enclosed a copy of our Memorandum & Articles of Association and a copy of the Bye-Laws for Limerick Sports Partnership.

Please sign and return this Nomination Form by email (cmcinerney@limericksports.ie) or post by **Wednesday, 1st November 2017**.

I look forward to hearing from you.

Yours sincerely

Phelim Macken
Coordinator

Appendix 3 – Director Request Form

Request for Appointment of Director

I request that Limerick City and County Council arrange for the appointment of a Director to:

Limerick Local Sports Partnership (Company)

The objectives of said Company are:

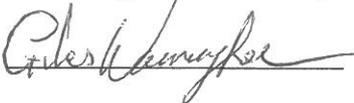
To Inform, Educate and Enable limerick people to engage in Physical Activity and healthy eating so as to enhance their quality of life. This is done with particular emphasis on key target groups i.e. Older Adults, Disadvantaged Communities, people with a disability etc.

The Director will require the following skills/experience:

This position relates to an elected representative from Limerick City and County Council

The following criteria relate to the diversity objectives of the Company:

Promoting Physical activity and health and wellbeing across all community groups



Chair of Company



Company Secretary

**Nomination Form for Membership of
Limerick Sports Partnership Board of Directors
By Representative Organisations**

Name of Organisation	
Name of Nominee	
Extent of Nominee's Experience Working with a Board/Committee	
Nominee's Prior Knowledge/Experience of Limerick Sports Partnership	
Reason for Nomination to Limerick Sports Partnership Board of Directors	

Please complete this form and return to Limerick Sports Partnership office (UL Sport Arena, University of Limerick, Castletroy, Limerick / cmcinerney@limericksports.ie) by 1st November 2017, if you wish to make a nomination.

COMPANIES ACTS 1963 TO 2013
SINGLE MEMBER COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LIMERICK LOCAL SPORTS PARTNERSHIP
LIMITED

1. The name of the Company is **LIMERICK LOCAL SPORTS PARTNERSHIP LIMITED**

2. The main objects for which the Company is established are as follows:

(A) To act as a local sports partnership pursuant to an initiative of the Irish Sports Council, to allocate and distribute and to assist in the allocation and distribution of funds for sports activities, to administer and develop and to assist in the administration and development of sport at local level;

(B) To enhance and improve and to assist others in enhancing and improving, coaching and Physical Activity in sports at a local level. to encourage increased levels of local participation in sport, to develop and promote and assist others in the development and promotion of local sports clubs, to develop volunteer training, to compile and assist others in their compilation of local directories of sports bodies and facilities, to engage or assist others in engaging in research on sport at local level in keeping with Irish Sports Council research policy, to make arrangements for the better use of existing sports facilities, to establish clear priorities for local facility provision and improvement with related quality management initiatives, to provide links between schools and clubs and between schools and the national governing bodies of sport, to promote and run and assist in the promotion and running of local sports competitions and other events.

3. To the extent that the following powers are essential and ancillary to the promotion or attainment of the main objects of the Company as heretofore set out the Company may exercise the following powers:-

(A) To employ one or more local Sports Officers, not being a director of the Company with responsibility for the management and execution of the Company's business and objects.

(B) To co-operate with and enter into joint initiatives with other persons and bodies, including with other local sports partnerships having an interest in the promotion, funding and development of sports and the deployment and use of sports facilities in Ireland.

(C) 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 of any association, society, club, committee, body or person interested therein or associated therewith

and established under the auspices of the Company.

(D) To enter into any arrangements with any government or authority or educational institution, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects and to obtain from any such government authority or company or educational institution any charters, contracts, accreditation, decrees, rights, privileges and concessions and to carry out exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

(E) To carry on any other business which may seem to be capable of being conveniently carried on in connection the main objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the Company's property or rights.

(F) To acquire by purchase, lease, sub-lease, exchange, hire or licence or otherwise, and hold for any estate or interest, and to take options over any lands, buildings, water, wells, streams, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any real, personal, heritable, or movable property of any kind which may appear to be necessary or convenient for the Company's business or for developing or utilising any of the Company's property.

(G) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(H) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company.

(I) To manage, supervise and control, or to take part in the management, supervision or control of, any company or undertaking in which the Company is interested by reason of shareholding or otherwise, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.

(J) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(K) To invest and deal with the moneys of the Company not immediately required for its main objects in or upon such investments, securities or property as may be considered fit, and to undertake and execute any trusts which may be lawfully be undertaken by the Company and may be conducive to its main objects. Prior permission to be obtained from The Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.

(L) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets

(present and future), goodwill and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 155 of the Companies Act, 1963 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated therein.

(M) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

(N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(O) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the appropriate Minister, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

(P) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(Q) To purchase or otherwise acquire for cash or by the issue of shares or debentures or debenture stock, or partly for cash, and partly for shares or debentures or debenture stock, and to sell, lease, let, sublet, exchange, dispose, surrender, let on rent, share of profit, royalty or otherwise, grant options over, mortgage, charge, convert, turn to account, dispose of and otherwise deal with (whether for good or valuable consideration or otherwise) real and personal property and rights of all kinds, and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, goodwill and undertakings and claims, privileges and choses in action of all kinds.

(R) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others.

(S) To remunerate any person, firm or company, not being a director of the Company from

rendering services to this Company.

(T) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.

(U) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme have been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to the provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

(V) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.

(W) To promote or concur in promoting any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(X) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.

(Y) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(Z) To establish or permit the establishment of committees or to engage persons to provide services to the Company whether under contracts of service or contracts of employment, 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 and to engage in the training of individuals for such purposes.

(AA) 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.

(BB) To foster and undertake research into any aspect of the work of the Company and to disseminate the results of any such research.

(CC) To hold exhibitions, meetings, lectures, classes, seminars and courses, either alone or with others.

(DD) To forge links between education partners for the advancement of education.

(EE) To procure the Company to be registered or recognised in any member State of the European Union and any foreign country or place.

(FF) To do all such other things as are incidental or conducive to the attainment of the main objects of the Company.

(GG) 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 and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is € 1,000,000 divided into 1,000,000 ordinary shares of € 1.00 each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

6. 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. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member, 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 other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company;

(d) reasonable and proper out-of-pocket expenses incurred by any director in connection with their attendance to any matter affecting the Company;

(e) fees, remuneration or other benefit in money or money's worth to any company of which a director may be a member holding not more than one hundredth part of the issued capital of such company.

7. 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 Clause 6 hereof, 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.

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

9. No addition, amendment or alteration shall be made to or in the provisions of this Memorandum of Association for the time being in force, unless the same shall have been previously approved in writing by The Revenue Commissioners.

COMPANIES ACTS 1963 TO 2012
SINGLE MEMBER COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

**LIMERICK LOCAL SPORTS PARTNERSHIP
LIMITED**

PRELIMINARY

1. The European Communities (Single-Member Private Limited Companies) Regulations, 1994 shall apply to the Company. The Regulations contained in Table A, Part I, in the First Schedule to the Companies Act, 1963 with the exception of Regulations 75, 77, 79, 85, 91, 98, 102, 109, 112, 130, 131, 132 and 137 thereof and the regulations contained in Part II of Table A aforesaid shall apply to this company save in so far as they are excluded or modified hereby and such Regulations together with the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARE CAPITAL AND SHARES

2. (a) The Share Capital of the Company is €1,000,000 divided into 1,000,000 ordinary shares of €1.00 each.

(b) Subject to the provisions of these Articles relating to new shares, the shares for the time being unissued shall be at the disposal of and under the control of the Directors who are hereby unconditionally authorised and given power for the purposes of Sections 20 and 24 of the Companies (Amendment) Act 1983, to exercise generally the power of the Company to allot any share or shares, as if Sub-Sections (1), (7) and (8) of Section 23 of the Companies (Amendment) Act 1983 did not apply to the allotment, grant options over or otherwise dispose of any share or shares to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company but so that no share or shares shall be issued at a discount; provided that this authority shall expire five years from the date of incorporation hereof and provided further that the Company may before such expiry make an offer or agreement which would or might require any share or shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement accordingly.
3. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the company recording the forfeiture and the date thereof, and so soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the sale or disposal thereof.

4. The lien conferred by Regulation 11 of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.
5. Any share of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member and Regulation 3 of Part II of Table A shall be amended accordingly.
6. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Section 207 of the Companies Act, 1990 or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to voting, return of share capital or otherwise, as the Company may from time to time determine, and any Share may be issued on the terms that it is, or at the option of the Company is liable to be, redeemed. Subject to the provisions of the aforementioned Act, the redemption of such shares may be effected on such terms and in such manner as the Board may from time to time determine. MEMBERS
 1. The number of members with which the Company proposes to be registered is twelve (12), all of whom will be directors.
 2. The subscribers to the memorandum of association and such other persons as the Directors shall admit to membership and shall be members of the Company.
 3. The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the Company.

GENERAL MEETINGS

7. All general meetings of the Company shall be held in the State.
8. (1) Subject to paragraph (ii) of this article, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following. Subject to article 4, the annual general meeting shall be held at such time and place as the Directors shall appoint.
9. All general meeting other than annual general meetings shall be called extraordinary general meetings.

10. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any 2 members of the Company 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.

NOTICE OF GENERAL MEETINGS

11. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.
12. 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.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 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.
16. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he 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 chairman of the meeting

17. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
18. The Chairman 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman 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. The demand for a poll may be withdrawn.

20. Except as provided in article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
23. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote 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. Any such resolution may consist of several documents in the like form each signed by one or more members (or being bodies corporate by their duly authorised representatives.)

VOTES OF MEMBERS

24. Every member shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by the court, and any such committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
26. No member shall be entitled to vote at any general meeting unless all sums immediately payable by him to the Company have been paid.
27. 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 Chairman of the meeting, whose decision shall be final and conclusive.
28. Votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

" _____
 _____ LIMITED

I/We of _____ in the County of _____ being a member/members of the above-named Company hereby appoint of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

**in favour of*
 This form is to be used _____ the resolution.
**against*

Unless otherwise instructed the proxy will vote as he thinks fit.

**Strike out whichever is not desired.* "

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ANNUAL SUBSCRIPTIONS

34. The Directors shall be entitled from time to time to determine any annual subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire annual subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year, that member shall not be entitled to any rebate of his annual subscription paid for that year. The terms and conditions attached to life subscriptions shall be determined by the Directors in their absolute discretion from time to time.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

35. (1) Any member may resign his membership of the company or withdraw by giving notice in writing to the secretary of the company
- (2) Any member may be expelled from membership of the Company by a resolution of the Board passed by a majority of not less than three quarters (75%) of those present when voting at a Board meeting at which not less than 21 days' notice specifying the intention to propose such resolution and the grounds therefor shall be sent to the member concerned as well as to all members of the Board and at which the member concerned shall be given an opportunity to give orally or in writing to the directors any explanation or defence as it may think fit.
- (3) An appeal against the resolution of the Board under article 32(2) may be made by the member concerned within 21 days of the notice in writing addressed to the Chairman and shall state the grounds of appeal. The Chairman shall convene an extraordinary general meeting of the Company for the purpose of considering such an appeal. A simple majority of those present and voting at an extraordinary general meeting shall decide whether the resolution of the Board shall be either confirmed or rejected.
- (4) Any member expelled under the provisions of the foregoing articles shall immediately forfeit all the privileges of membership and shall continue to be liable for any subscription due to have been paid prior to the date of the expulsion or for any other obligation incurred before that date. In no case shall any member be entitled to the repayment of any subscription actually paid for the current year in advance.
- (5) The rights of any member shall not be transferable and shall cease on the occurrence of any of the following events:
- (i) on the death of the member (being a natural person);
 - (ii) on the liquidation or winding up of the member (being a body corporate);
 - (iii) on notice being given to the member pursuant to article 34(2);
 - (iv) if the member shall fail to pay any subscription due which falls on the 1st day of January in any year or as otherwise determined by the Board under article 33, whether the same shall have been demanded or not, but such member may be readmitted by the Board on such terms as it may think fit, provided however that the Board may make such regulations as it thinks fit with regard to the suspension of the subscriptions in the case of the members who have temporarily withdrawn from the Company.
- (6) Notice under this article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in article 73 of these articles whether or not it is actually received by the member intended to be served with such notice.

DIRECTORS

36. Unless and until otherwise determined by the company at a general meeting, the Directors shall be 12 in number, except for so long as any director has vacated his office and a new director has not been appointed.
37. The Directors may include one or more persons who are appointed by each of the following groups:
- (a) 5 from Statutory Bodies
 - (b) 3 from Sport Bodies
 - (c) 3 from Special Interest Bodies
 - (d) 1 from Disability Body
38. The board will seek a nomination from each of the organisations above, and if no suitable nomination is forthcoming the remaining Directors shall have the power to determine what organisation they will approach to seek a nomination to fill the vacancy. Any Director so appointed shall hold office only until the next general meeting, and shall then be eligible for re-election, if it is deemed appropriate by the board, but shall not be taken into account in determining the Directors who are eligible to retire at such meeting.
39. Each of the people nominated as directors by any of the bodies listed in Article 35 shall remain in office for a maximum period of three years. However, if the director is appointed to the executive working group, the Director's appointment may be extended by a maximum of 2 years. Upon retirement of any such Director after their period in office, such Director may be eligible for appointment as a Director by the body appointing him after a period of twelve months has elapsed since his said retirement.
40. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:-
- (a) reasonable and proper remuneration to any member or servant of the company (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with his or her attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

42. The business of the Company shall be managed by the 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 these articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these articles, to the provisions of the Act and to such directions, not being inconsistent with the aforesaid articles or provisions, as may be given by the Company in general meeting; but no 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.
43. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
45. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

46. The office of Director shall be vacated if the Director:-

- (a) holds any office or place of profit in the Company; or
- (b) ceases to be a Director by virtue of Section 180 of the Act; or
- (c) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (d) becomes prohibited from being a Director by reason of any order made under under Section 160 of the Companies Act, 1990; or
- (e) in the opinion of his co-directors becomes incapable by reason of mental disorder of discharging his duties as director; or
- (f) resigns his office by notice in writing to the Company; or
- (g) is convicted by an indictable offence (other than an offence under the Road Traffic Acts) unless the Directors otherwise determine; or
- (h) is declared to be a restricted person pursuant to section 150 of the Companies Act 1990; or
- (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Act.

VOTING ON CONTRACTS

47. A director may not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

48. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest, one-third shall retire from office.

49. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

50. A retiring Director shall be eligible for re-election provided that that Director shall have attended at least 40% of all meetings of the Board held during the preceding 12 months.

51. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Director has been put to the meeting and lost.
52. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless not less than 3 nor more than 21 days before the day appointed for the meeting there shall have been left at the office notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
53. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
54. The Directors shall have power at any time and from time to time to appoint any person to be a Director, to fill a casual vacancy but the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
55. The Company may, by ordinary resolution, of which extended notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
56. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under article 50 and without prejudice to the powers of the Directors under article 49 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may vote via electronic means or by phone. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.

58. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.
59. For the purpose of these articles, the contemporaneous linking together by telephone or other means of audio communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions of these Articles as to meetings of the Directors shall apply to such meetings.
60. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or, if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
61. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
62. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
63. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and where there is an equality of votes, the chairman shall have a second or casting vote.
64. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
65. 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. Any such resolution may consist of several documents in the like form each signed by one or more of the directors for the time being entitled receive notice of meetings of the directors.

66. Meetings of the Board may be held at any place that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular Board meetings shall be held at the Office. Notwithstanding the above provisions of this article 61, a meeting of the Board (or of any committee of directors) may be held at any place with the prior consent of all of the Board members (or committee members, as appropriate). If written consents are given, they shall be filed with the minutes of the meeting. Any meeting of the Board may be conducted by the use of a conference telephone or similar facility provided that all the members of the Board (or committee, as appropriate) have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the members may be situated in any part of the world for any such meeting.

(a) Meetings of the Board may be attended by invitees of the Board that have been decided upon from time to time by resolution of the Board and stated in the notice of the meeting. Such invitees shall have no voting powers.

SECRETARY

67. The Secretary shall be appointed by the Directors for such term and upon such conditions as they see fit, and any Secretary so appointed may be removed by them.
68. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

BYE-LAWS

69. The Board shall have the power to make, alter and revoke bye-laws or regulations for regulating the affairs of the Company, and such bye-laws or regulations shall be binding on every member of the Company unless set aside at an extraordinary general meeting of the Company called for that purpose.
70. If any regulation or bye-law of the Board is unclear or open to doubt, the Board shall have the power to put such reasonable construction or interpretation on such regulation or bye-law as it may determine, and such determination shall be final and binding on all members.

ACCOUNTS

71. The Directors shall cause proper books of account to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 72. The books of account shall be kept at the office or, subject to section 202 of the Companies Act, 1990, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
- 73. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members, not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general.
- 74. The Directors shall from time to time, in accordance with Section 148, 150, 157 and 158 of the Act (as amended), and in accordance with s.13 of the Companies (Amendment) Act, 1986, cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
- 75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

- 76. Auditors shall be appointed and their duties regulated in accordance with Section 160 and 161 of the Act (as amended) and Part X of the Companies Act, 1990 (as amended).

NOTICES

- 77. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 78. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member; and
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member, where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

79. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, and no director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his/her office or in relation thereto.

ADDITIONS, ALTERATIONS OR AMENDMENTS

80. No addition, alteration or amendment shall be made to these articles unless the same shall have previously been submitted to and approved in writing by the Revenue Commissioners.

WINDING UP

81. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of the Memorandum of Association of the Company and/or these articles. The members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

KEEPING OF ACCOUNTS

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

Limerick Sports Partnership Bye-Laws

I. Board of Directors

1. The Board of Directors shall serve without pay and consist of [12] members, all of whom will be Directors.
2. Where appropriate and relevant, the LSP can invite additional participants to serve as members of the Board. These members will have no voting rights.
3. The Board will meet a minimum of 4 times during the year including the AGM and a compulsory Board Governance Meeting.
4. Vacancies shall be filled by the Board, as per the Memorandum of Association
5. Board members who do not attend at least 2 Board meetings during any year without a valid reason shall be noted and a letter, if appropriate, may be sent to the parent organisation.

II. Officers

1. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
2. (a)The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-Chair shall assume the duties of the Chair in the Chair's absence. (c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organisation's budget and prepare financial reports as needed.

III. Committees

1. The Board may appoint standing and ad hoc committees as needed.

IV. Meetings

1. Special meetings may be held at any time when called by the Chair or by a majority of Board members.
2. Agendas shall be provided at least 7 days in advance of Board meetings.

V. Conflict of Interest

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
2. These Bye-Laws may be amended as per article no 69 in our Articles of Association.