COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

COMMUNITY GAMES

MEMORANDUM OF ASSOCIATION

1. **Name**

The name of the Company is Community Games.

2. **Company type**

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

3. **Main Object**

The main object for which the Company is established (the "Main Object") is to encourage and foster a community spirit, and a love of sport and culture amongst members of the Community, and, in particular amongst young people.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

(a) To run sporting and cultural events and competitions.

(b) To arrange, organise and provide training and coaching for young people in such sports and cultural activities as are in accord with the main objects.

(c) To assist with and support such community activities and projects as are in accordance with local needs and the main ~~primary~~ objects.

5. **Powers**

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1. To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.

5.2. To undertake, accept, execute and administer, without remuneration, any charitable trusts.

5.3. To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.

5.4. To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

5.5. To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

5.6. To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

5.7. Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

5.8. 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 has 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 provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

5.9. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

5.10. To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.

5.11. To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

5.12. To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

5.13. To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

5.14. To invest in such ways as shall seem desirable to the Directors any monies of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

5.15. To guarantee, 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) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company’s holding company or a subsidiary or associated company.

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

5.17. To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

5.18. To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).

5.19. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

5.20. To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

5.21. To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.

5.22. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.23. To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

5.24. To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

5.25. To pay all expenses of and incidental to the incorporation and establishment of the Company.

5.26. To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.

5.27. To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

5.28. To establish and maintain links with international and national organisations having similar objectives.

5.29. To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

5.30. To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

(b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

6.1. The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. 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.

6.2. 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 1% above the Euro Interbank Offered Rate (Euribor) 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.

(f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

8. Winding Up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, 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 company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable 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 Income and Property clause hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. **Limited Liability**

The liability of the members is limited.

10. Undertaking to Contribute

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

(a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

(b) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION
Of Community Games CLG

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The "**Act**" means the Companies Act, 2014.

'**Area**' means an individual geographical and administrative component area as defined on the area map, held by the respective County Secretary and in which Community Games carries out its objectives through the Company in that Area in accordance with the Memorandum of Association.

The "**Company**" means the above named Company.

'County' has its usual meaning and defines a bounded geographical area.

"Charities Act " means the Charities Act 2009

" **Charities Regulator**" means the Charities Regulatory Authority established under the Charities Act;

" **Electronic address**" means any address or number used for the purposes of sending or receiving documents or information by electronic means;

" **Electronic means**" are means of electronic equipment for the processing (including digital compression) storage and transmission of data , employing wires,radio, optical technologies, or any other electromagnetic means;

" Electronic communications technology" means in relation to a general meeting of a company , means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;

" Register" means the register of members to be kept as required by section 1201 of the Act;

"**County Association"** means an association of all Areas within the county, which is organised for the purposes of carrying out such objectives as are in accordance with the Memorandum of Association. The primary object of each of the County Executive Committees shall be to manage the affairs of their respective County Associations in accordance with the Rules and

Bye Laws of Community Games currently in force.

"Delegate" means any person selected by a County **or Provincial** Association to represent it and the Areas within that County at a General Meeting of Community Games. Each delegate shall, if not already a member, become a member of the Company and shall be selected in accordance with the Rules of the County Association for the time being in force.

"Member" means a member of Community Games for the purposes of these Articles as outlined in Articles 1 to 9 hereof.

The "**Directors**" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly.

An **'Elected Director'** shall mean any person who is active in the work of the company and is elected at an AGM of the Company or is nominated by the Directors to fill a casual vacancy among elected directors.

An **'Independent Director'** shall mean a person who is not, or has not in the previous ten years been, active in the work of the Company and who is nominated to be a director by the directors to bring particular skills or experience to assist the Company. Independent directors shall serve a 2 -year term from the day of their appointment.

'Province' means that which it ordinary means in the clustering of counties into four provinces.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

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

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be 1000 but the Company may from time to time register an increase of members up to a maximum of 1500~~.~~

3. The members of the Company shall be (i) the subscribers to the Memorandum of Association one nominee from each Area affiliated to their respective County Association, ~~Provincial~~ (ii)One person from each County affiliated to the National Organisation who is the National Advisory Committee member for that County. (iii)one nominee from each Provincial

Committee affiliated to the National Organisation (iv) independent directors for the period that they hold the position of director of the Company.

4 Immediately upon the coming into force of these Articles of Association the Membership of all Members of Community Games other than the Subscribers and the Directors shall cease and membership of Community Games shall thereafter be regulated by the provisions of Articles 6 to 12 hereof.

5. The Subscribers, the Patrons and the Directors for the time being, shall all be Members of Community Games. In addition, each Area shall, in accordance with the Rules and Bye Laws of Community Games for the time being in force, be entitled by notice in writing to the Board –
   a. to nominate one person to be the Area's Member of Community Games; and/or
   b. to terminate that person's membership of Community Games; and/or
   c. to nominate someone else to replace that person as the Area's Member of Community Games; and/or
   d. to appoint someone else to be that Area's Member of Community Games in the event of that person ceasing to be a Member pursuant to Article 10 ~~9~~.

6. Notwithstanding the provisions of Article 5, no person shall be admitted to membership of Community Games unless he is approved by the Board.

7. Unless he is a Subscriber or a Patron or a person nominated to membership by an Area pursuant to Article 5, each director shall automatically cease to be a Member of Community Games upon ceasing to hold the office of director.

8. Each person appointed a Member of Community Games shall, before his appointment becomes effective, consent to be recorded on the Register of Members kept by Community Games.

9. A Member of Community Games shall cease to be a Member –
   a. if by one month's notice in writing to the Secretary at the Office such Member resigns;
   b. upon his death;
   c. if he is convicted of an indictable offence or is made a Ward of Court or becomes of unsound mind or is declared bankrupt or makes a composition with his creditors;

d. if, in the case of a Member nominated by an Area, the Area that so nominated him shall be in default for a period of not less than six months in the payment of any subscription or other contribution duly payable by it to Community Games.

e. if he is removed by a resolution of a majority of at least three-fourths of the members of the Board present and voting at a meeting of the Board specially convened for that purpose.

10. In relation to a meeting of the Board specially convened pursuant to Article 9(e) to remove a Member, such Member shall be given not less than seven clear days' notice of the proposed resolution and of the grounds for his proposed removal. He shall be entitled to make written representations to the Board in advance of the meeting and shall be entitled to attend at the meeting for the purpose of hearing the case being made against him and being heard in his defence. However, he shall not be entitled to be present when the Board votes on the proposed resolution. The decision of the board may be appealed to a committee of 4 selected by the NAC. There shall be at least one representative from each province. The decision of the board may be reversed where at least three members of the committee vote against the boards decision.

11. The Secretary shall keep an accurate Register of Members, including details of their names and addresses, at the Office and shall update same from time to time in accordance with section 169 of the Companies Act 2014~~.~~

12. Every member shall be bound to use all reasonable endeavours to further the main objects and interests of Community Games in accordance with this the Articles of Association, the Memorandum of Association and the Rules and Bye Laws of Community Games. The Board of Directors may prescribe an annual subscription and other periodic contributions payable by each and every Area and County Committee and may, in addition, prescribe an application fee payable by a person on admission to membership of Community Games.

~~RIGHTS OF MEMBERS~~

4. ~~Membership of the Company is not transferable and shall cease:-~~

~~(a) on the member's death or bankruptcy;~~

(c) ~~if the member resigns by serving notice in writing to the Directors of the Company at its registered office.~~

APPOINTMENT OF DELEGATES AND PROVINCIAL DELEGATES

13. Each County Association shall be entitled, by notice in writing sent to the Office, to appoint not more than three Members from the Areas comprised in that County to act as Delegates on its behalf at general meetings of Community Games. One such Delegate must be a member of the National ~~Executive~~ Advisory Committee of the Company.

14. If a Delegate is unable, whether through sickness or otherwise, to attend at a particular general meeting of Community Games, the County Association that appointed him, may, by notice in writing sent to the Office, appoint another Member from the Areas comprised in that County to act as his alternate.

15. A person shall continue to be a Delegate for the County Association that appointed him unless and until (a) that County Association notifies Community Games by notice in writing sent to the Office that it has appointed someone else in his stead, or (b) he ceases to be a Member of Community Games.

16. Each Province shall be entitled, by notice in writing sent to the Office, to appoint one Member from the Areas comprised in that Province to act as a Provincial Delegate on its behalf at general meetings of Community Games.

17. If a Provincial Delegate is unable, whether through sickness or otherwise, to attend at a particular general meeting of Community Games, the Province that appointed him, may, by notice in writing sent to the Office, appoint another Member from the Areas comprised in that Province to act as his alternate.

18. A person shall continue to be a Provincial Delegate for the Province that appointed him unless and until (a) that Province notifies Community Games by notice in writing sent to the Office that it has appointed someone else in his stead, or (b) he ceases to be a Member of Community Games.

GENERAL MEETINGS

19. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.

20. All general meetings other than annual general meetings shall be known as extraordinary general meetings. All meetings may be held by means of electronic communication technology or by members attending in person or by a combination of both.

21. Directors may, whenever they think fit, convene an extraordinary general meeting.

22. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it 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.

23. The Directors of the Company shall call an extraordinary general meeting following the receipt of a written request of at least five County Committees.

24. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

25. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

26. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

27. For the purposes of Articles 24 to 27 the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

28. A meeting convened under Articles 24 or 26 shall be convened in the same manner as nearly as

possible as that in which meetings are to be convened by directors.

29. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

30. If at any meeting no director is willing to act as chairperson 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 chairperson of the meeting.

31. The chairperson 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. However, 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 an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

32. Unless a poll is demanded in accordance with Article 47 at any general meeting:

(a) a resolution put to the vote of the meeting shall be decided on a show of hands; and

(b) a declaration by the chairperson 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.

33. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

34. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

35. A meeting of the Company, other than an adjourned meeting, shall be called:

(a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

(b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.

36. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 35 ~~22~~, be deemed to have been duly called if it is so agreed by:

(a) all the members entitled to attend and vote at the meeting; and

(b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

37. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

38. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

39. The notice of a meeting shall specify:

(a) the place, date and time of the meeting;

(b) the general nature of the business to be transacted at the meeting;

(c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

40. 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.

VOTES OF MEMBERS

41. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person shall have one vote, but so that no individual member shall have more than one vote.

42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

43. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTING ON A POLL

44. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

45. A demand for a poll may be made by:

(a) the chairperson of the meeting;

(b) at least three members present;

46. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 45 ~~39~~, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

47. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

48. A poll demanded on any other question shall be taken at such time as the chairperson 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.

DIRECTORS

49. The number of the Directors shall be not less than seven (7) and not more than fourteen (14) where there shall be not more than twelve elected directors and not more than two independent directors. Directors of the Company shall serve for a term of four years. Independent Directors shall serve for a term of two years.

50. The Board shall be composed of the following:-

(i) The President(Chairperson)

(ii) The Deputy President

~~(iii) The General Vice President~~

(iv) The Secretary

(v) The Treasurer

(vi) The Communications Director

(vii) The Activities Director

(viii) The Youth Director

(ix) The Training & Development Director

~~(x) The Security Director~~

(xi) The remaining four positions on the Board shall be filled by nominees of each County who shall be elected to represent each Province. In the absence of such nomination that vacancy shall remain unfilled. A maximum of one nominee may be elected to represent each Province.. For the avoidance of doubt elections shall be decided on a first past the post system

(xii) Where there is an equality of votes on the election of a board member, a further vote be taken ~~to~~ decide as to who is elected. In any other case, the chairman of the meeting at which the vote takes place shall be entitled to a casting vote.

51. No remuneration shall be payable under any circumstances to any of the Directors in respect of her/his services as Director or in respect of any other activity which the undertake on behalf of the company. The Directors may be paid any out-of pocket travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

52. 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 the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

53. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

54. 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.

55. The Company shall cause minutes to be entered in books kept 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 the Directors.

POWERS OF ATTORNEY

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

DISQUALIFICATION OF DIRECTORS

57. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009 and if they fail to attend 3 consecutive meeting without a valid reasons that meet the approval of a majority of the board.

ROTATION OF DIRECTORS

58. At every General meeting those directors whose four year term is completed shall retire from office.

59. A retiring Director shall be eligible for re-election for a maximum of a second term of four years either consecutively or cumulatively in their lifetime.

60. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 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.

61. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 61. Without prejudice to the powers of the Directors under Articles 64 to 78 , the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional independent Director subject to article .

62. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy caused by a vacancy among the elected directors or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any

time exceed the number provided for in these Articles. Any Director so appointed shall hold office for the remainder of the period of the director they replaced and shall then be eligible for election for a maximum of one further four year term.

PROCEEDINGS OF DIRECTORS

63. The Directors may meet together for the dispatch 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. In case of equality of votes the chairperson shall have a second or casting vote. The Secretary on the requisition of at least three Director shall summon a meeting of the Directors.

64. The quorum necessary for the transaction of the business of the Directors shall be 50% of the current number of directors, rounded up if necessary to a whole number, provided at all times that this shall not be less than six people present either physically or virtually by agreed audio and/or audio and video connection.

65. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

66. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

67. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

68. The Directors shall establish Standing Committees and other committees at a national level and shall facilitate and support the establishment of Area, County and Provincial Committees. The directors may also establish other committees and working groups from time to time within the terms of this Article.

69. The Directors shall appoint the chairperson of any Standing Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

70. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

71. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

72. 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 in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

73. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

(a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

(b) such a meeting shall be deemed to take place –

(i) where the largest group of those participating in the conference is assembled;

(ii) if there is no such group, where the chairperson of the meeting then is;

(iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

74. The Board may employ a whole-time Chief Executive Officer, the appointment of whom is to be made in such manner and at such salary and under such conditions and terms as the Board may prescribe. The Board may dispense with the services, when necessary, of any such Chief Executive Officer appointed hereunder subject to the Chief Executive contract of employment and statutory rights.

75. Subject to the provisions of the Act, the **Constitution** ~~Articles of Association~~ and to any directions given by special resolution, the business of Community Games shall be managed by the Board who may exercise all such powers of Community Games as are not by the Act or by these Articles required to be exercised by Community Games in general meeting, subject nevertheless to the provisions of the Act and of these Articles, the Rules and Bye

Laws of Community Games currently in force and to such directions, being not inconsistent with the aforesaid provisions, as may be given by Community Games in general meeting: but no direction given by Community Games in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

76. The Board of Directors shall appoint a person as the National Children's Officer and a person as the Anti-Doping Officer. Each such appointment shall be for a period of two years. Such appointments shall be a matter for the Board. The exercise of any powers so delegated to such Officers shall conform to any regulations that may be imposed on it by the Board, to the Memorandum and Articles of Association and the Rules and Bye Laws of Community Games. Such appointees need not be members of Community Games.

77. The Board may adopt such Rules and Bye-laws, in accordance with these Articles, as are necessary to comply with the Constitution.

SECRETARY

78. The Secretary shall be appointed by the Directors for such term ~~and at such remuneration~~ and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

79. 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 place of, the Secretary.

SEAL

80. 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

(a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

80.1.1. be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

81. The Directors shall cause adequate accounting records to be kept. Adequate accounting

records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

82. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

83. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

84. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.

85. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

86. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

87. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

AMENDMENTS

88. Amendments wither by deletion or addition to this Constitution may only occur through the passing of special resolutions (requiring a 75% vote at the meeting) at a General Meeting of the Company. The Board of Directors by ordinary resolution alter any Schedule to this Constitution.

INDEMNITY

89. Every Member of Community Games and every Director and every agent, auditor, secretary, officer or employee of Community Games and every other person acting for Community Games on the written authority of Community Games and every person lawfully acting in the Company and running events under the auspices and with the authority of Community Games and complying with the regulations and directives of Community Games shall be entitled to be indemnified out of the assets of Community Games against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office for Community Games or in doing of acts as aforesaid or otherwise n relation thereto including any liability incurred by him in defending any civil proceedings or in connection with any application under section 233 of the Companies Act 2014 ~~391 of the Companies Act 1963~~ in which relief is granted to him by the Court.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers

Dated this day of 20

Witness to the above signatures: -

Address of the witness