

Memorandum of Association  
of  
Physical Education Association of Ireland

**Company Limited by Guarantee and Not Having a Share Capital COMPANIES ACTS 1963 to 1991**

GENERAL

1. In these presents, the words standing in the first column shall bear the meanings set opposite to them respectively in the second column therefore, if not consistent with the subject of context.

| <i>WORDS</i>           | <i>MEANINGS</i>  |
|------------------------|--|
| The Acts               | Companies Acts 1963 to 1991  |
| These Presents         | These articles of Association, and the regulations of the Physical Education Association of Ireland, from time to time in force.             |
| The Association Office | The above named - "The Physical Education Association of Ireland".   |
| Seal                   | The registered office of the Association.  |
| Month                  | The Common Seal of the Association.  |
| In Writing             | Calendar month.  |
| The Executive          | Written, printed or lithographed, or partly one, and partly another, and other modes of representing or reproducing words in a visible form. |
| The Honorary Secretary | The Executive Committee of Association as constituted in accordance with these articles.   |
|                        | Means the secretary for the time being of the company.   |

Words importing the singular number only shall include the plural number and vice versa. Words importing persons shall include corporations. Subject as aforementioned, any words or expressions defined in the Acts shall if not consistent with the subject or context, bear the same meaning in these presents.

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

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is 500 but the Executive may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and other such persons as shall be approved by the Executive for admittance, or conferred with membership in accordance with these presents, shall be members of the Association. There shall be five categories of membership.
- 4.1 *Ordinary Membership* is open to persons who have successfully followed the minimum of a three year course or one year post-graduate course in physical education, health education, or recreation, or who are recognised by the Department of Education as physical education teachers through attendance at special courses, and qualify for incremental appointment, or who are deemed to be suitably qualified by the Executive.
- 4.2 *Associate Membership* is open to persons suitably qualified in Education, Health, Physical Education, or Recreation Management, and who do not qualify for Ordinary membership of the Association. This suitability to be determined by the Executive. Associate members shall be approved by the Executive, and shall have the same status as ordinary members except that they shall not have the power to vote or hold office.
- 4.3 *Corporate Membership* is open to bodies such as universities, teacher training colleges, voluntary and statutory bodies, schools, and libraries, or any other body or institution deemed suitable by the Executive. Corporate members shall have the same status as Associate members. A corporate member may by resolution of its directors or other governing body, authorise any such person as it thinks fit to act as its representative at any general meeting of the Association. Each corporate member is entitled to one representative only.

Memorandum of Association  
of  
Physical Education Association of Ireland

- 4.4 *Student Membership* is open to students engaged in a course in physical education as recognised by the Department of Education, or engaged in related courses which are deemed suitable by the Executive. Student members shall have all the facilities and rights as ordinary members except that they shall not have the power to vote at general meetings or hold office. An educational institution with more than thirty student members of the Association shall be entitled to nominate one student representative to the Executive with full voting rights at all meetings.
- 4.5 *Honorary Membership* may be conferred on individuals or bodies who, in the opinion of the Executive have given outstanding service to the promotion of physical education, sport, recreation, and the Primary Objects as stated in the Memorandum of Association. Honorary members shall have the same status and rights as Ordinary members.
- 4.6 *Affiliation.* An Annual subscription shall be payable by all members (except Honorary members), before October the 31st of each year. Members who by this date have not paid their subscription shall cease to be members. The amount for each membership category shall be determined from time to time by the Annual General Meeting.
5. The first members of the Association (other than the subscribers) shall be admitted as follows:
- (a) All members of the existing Physical Education Association of Ireland (unincorporated Association) who either consent in writing to become a member of the Association (incorporated) or sign the register of members shall be admitted (without paying a further subscription fee) to the same category of membership as they previously belonged to, and this process shall entitle them to membership until the 30th October following admittance (except in the case of honorary members). Thereafter, renewal and continuance of membership will depend on payment of the relevant subscription fee before each subsequent 30th of October and the observance of these articles, provided however that membership may cease as stated under Article 8.
- (b) In the case of all other, and future applicants, such persons shall apply to the Association, giving full details of their professional qualifications and experience, and any other information that the Executive might request from time to time. The Executive will decide which category of membership the applicant shall be admitted to, if any, and the granting of membership status will be conditional on the payment of the relevant subscription and compliance with all that is contained in these articles.
6. Each person to be accepted as a member of the Association shall before acceptance, either give his/her written consent to become a member or sign the register of members which is to be kept by the Association.
7. Every member shall further to the best of his/her ability, the objects and interests of the Association, and shall observe all bye-laws of the Association made pursuant to the powers in that behalf therein contained.
8. A member of the Association shall cease to be a member:
- (a) If s/he has not paid the relevant member subscription before the 31st of October, or shall be in default for a period of six months in the payment of any other contribution payable by him/her to the Association.
- (b) If by one month's notice in writing to the secretary at the office, such member resigns.
- (c) If s/he otherwise ceases to qualify for membership under these articles.
9. Provided that any member who ceases to be one shall remain liable for all subscriptions and contributions due from him/her up to the date when s/he shall cease to be a member, and for any sums due by him/her in the fulfilment of his/her obligations under Clause 7 of the Memorandum of Association.

Memorandum of Association  
of  
Physical Education Association of Ireland

10. Any member may be excluded from the Association by resolution of a majority of at least three fourths of the members of the Executive present and voting at a meeting of the Executive specially convened for this purpose. The quorum for such special meetings shall be 8 members. Such members shall have seven clear day's notice sent to him/her of the Executive meeting, and of the grounds for the proposed exclusion, and s/he shall be entitled to attend the meeting and be heard in his/her defence, but shall not be present at the voting or take further part in the proceedings otherwise than as the Executive shall permit.

11. The Association shall be organised into geographical regions as determined by the Executive from time to time, for the purpose of organising regional meetings, initiating policy changes, feeding information to the Executive, and in general strengthening the Association throughout the country. Each region shall nominate a representative who shall liaise with the Executive.

GENERAL MEETINGS

12. The first General Meeting of the Association shall be held at such time, not being less than six months, nor more than eighteen months from the incorporation of the Association, and at such place as the Executive may determine.

13. A General Meeting shall be held once in every subsequent calendar year between the 15th of September and the 30th of October, at such time and place as may yet be determined by the Executive.

14. the above mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

15. The members of the Executive may, whenever they see 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 members of the Executive capable of acting to form a quorum, any three members of the Executive, or any fifty members entitled to attend and vote (ie Ordinary or Honorary members) at General Meetings may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings would be convened by members of the Executive. The notice convening the meeting shall set out the purpose for which the meeting is being convened, and no other matter may be submitted for discussion at such meeting, other than that set out in such notices or matters necessarily arising there from.

16. *Notice of General Meetings*

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. The notice shall be exclusive of the day 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 shall be given, and in the manner hereinafter mentioned, to such persons as are - under the Articles of the Physical Education Association of Ireland - entitled to receive such notice from the Association. The accidental omission to give notice of a meeting, or the non-receipt of such notice by any member shall not invalidate any resolution passed, or proceedings held at the meeting.

17. *Proceedings at General Meetings*

No business shall be transacted at any General Meeting unless quorum is present when the meeting proceeds to business, save as herein otherwise provided, the quorum shall be one fifth of the members of the Association who are entitled to attend and vote, but shall not be less than three.

18. If within one hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on 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 at such time and place as the Executive shall appoint, and if at the adjourned meeting a quorum is not present within one hour from the time appointed for holding the meeting, the members present shall be a quorum.

19. With the consent of any meeting at which quorum is present, the Chairperson of the meeting

Memorandum of Association  
of  
Physical Education Association of Ireland

may adjourn a meeting from time to time, and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid, no member shall be entitled to any notice of adjournment or of the business to be transacted at the adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

20. The President of the Association shall preside at every General Meeting. If there be no such Chairperson, or if at any meetings s/he shall not be present within thirty minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice-President shall preside, but if the Vice-President is not present or is unwilling to preside, the members shall choose some member of the Executive, or if no such member of the Executive be present, or if all members of the Executive present decline to take the chair, they shall choose some ordinary member who shall be present, to preside.

21. *Voting*

At General Meetings, a resolution put to the vote of the meeting shall be decided on a show of hands or cards, by a majority of the members present and voting unless before or upon the declaration of the result of the show of hands, a poll be demanded by the person presiding at the meeting, or by at least three members present in person or by proxy and entitled to vote, or 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 meetings, and unless a poll be so demanded, a declaration by the person presiding at the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn. Voting in elections (other than the election of a member to preside at a meeting or on any question of adjournment) shall be by poll. In the case of a show of hands the meeting shall appoint tellers, and in the case of a poll the meeting shall appoint scrutineers.

22. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the person presiding at the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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 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 Association duly convened and held, and if described by special resolution within the meaning of the Acts.

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, the reports of the Executive and creditors the election of members of the Executive in the place of those retiring the fixing of the remuneration of the auditors, and the president's address.

25. Every Ordinary and Honorary members shall have one vote at all general meetings. Save as herein expressly provided, no person other than a member registered as an Ordinary or Honorary member, and who shall have paid every affiliation fee and other sum (if any) which shall be due and payable to the Association in respect of his/her membership, shall be entitled to vote on any question either personally, or by proxy at any general meeting (the question of affiliation does not apply to Honorary membership).

26. In the case of equality of votes, either on a show of hands or at the poll, the person presiding at the meeting shall be entitled to a further or casting vote.

27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

28. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing - a proxy need

Memorandum of Association  
of  
Physical Education Association of Ireland

not be a member of the Association.

29. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarily certified copy thereof shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instruments proposes to vote, or in the case of a poll, not less than forty-eight hours before the time appointed for taking the poll, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. 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, provided that no intimation in writing of the death, or insanity, or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

31. The order of business at Annual general Meetings shall be:

- (A)
  1. Proposal of standing orders report.
  2. Election of returning officer and tellers.
  3. Minutes of the last AGM and any intervening EGM.
  4. Matters arising from the minutes.
  5. Correspondence relating to the meeting.
  6. Executive Report - Hon. Secretary's Report.
  7. Financial statements.
  8. Adoption of Financial Reports (if accepted)
  9. Appointment of auditors and fixing the remuneration of the auditors.
  10. President's Address.
  11. Alterations (if any) to Memorandum or Articles.
  12. Election of Executive and Officers.
  13. Motions notified.
  14. Any other business.

(B) The order of business at Extraordinary General Meetings shall be:

1. President's Address.
2. Special Business of the Meeting as notified.

No business other than that specified in the notice of the meeting, or matters necessarily arising thereof shall be admitted for discussion.

32. *The Executive Committee*

All members of the Executive shall be directors of the Association, for the purposes of the Acts, and shall consist of ten members (Ordinary or Honorary) and in addition a Student Representative. The Executive shall include the office of President, Vice-President, Honorary Secretary, Treasurer and Assistant Treasurer. All the members of the Executive Committee of unincorporated Physical Education Association of Ireland holding office at the date of incorporation of the Association, shall be the first Board of Directors for the purposes of the Acts, and all further elections of members of the Executive except under Article 34, 43, 48, and shall be made by poll at annual general meetings (student member elected as per Article 4.4).

33. Nominations for election as members of the Executive must be seconded and shall be made in writing to the Secretary of the Association, not later than twenty eight days prior to the General Meeting called to elect such members. The members of the Executive and the Officers of the Association under these presents shall be elected annually at the AGM (except Articles 34, 43, 48) and shall at the end of their year of office, be eligible for re-election provided that each person putting himself/herself forward for election shall be proposed and seconded.

34. If the number of members of the Executive shall at any time fall below the number required by these presents, then the Executive in ordinary meeting shall have the power to appoint by co-option any member of the Association (provided that this person is either an Ordinary, Honorary member or Student member), as an Executive member with full voting rights. Any student representative nominated pursuant to Article 4.4 shall be a member of the Executive and shall be deemed to have resigned at the next annual general meeting or upon ceasing to be a student of his/her nominating

Memorandum of Association  
of  
Physical Education Association of Ireland

institution and in the first case only shall be eligible for re-nomination. Any member of the Executive appointed under these presents shall be deemed to have resigned at the general meeting next held after such appointment and shall be eligible for re-election.

35. The Executive may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking, and property 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 Association or any Third Party.

36. The Executive Committee may from time to time appoint, and discharge when necessary, a General Secretary and / or other employees, whose remuneration and other conditions of service shall be defined by the Executive from time to time.

37. The business of the Association shall be managed by the Executive who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in general meeting, subject nevertheless to the provision of the Acts, and of these presents, and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting: but no direction given by the Association in general meeting shall invalidate any prior act of the Executive which would have been valid if such directions had not been given.

DUTIES OF OFFICERS OF THE EXECUTIVE

38. *President*

The President shall at his/her discretion, and whenever s/he considers it necessary to do so, call a meeting of the Executive. S/he shall perform other such duties which may be assigned by the Annual General Meeting or Executive from time to time.

39. *Vice-President*

The Vice-President shall have the powers, and carry out the duties of the President in the absence or inability of the President to do so. S/he shall perform other duties which may be assigned to him/her by the President.

40. *Honorary Secretary*

For the purposes of the Acts the Honorary Secretary shall be secretary for the time being of the Company (the Physical Education Association of Ireland) and shall be responsible for ensuring that the affairs of the Association are conducted in accordance with the provisions of the Acts, the Association's articles, and generally in accordance with the Law. Included in the responsibilities of the Secretary are the following duties:

- (1) To ensure that proper minutes of General and Executive meetings and other proceedings are kept in a Minute Book, and that such minutes shall be read at the subsequent relevant meeting, and if confirmed and adopted as a true record of the business of the meeting, shall be signed by the Chairperson. To facilitate the inspection of minutes if required by members.
- (2) To issue notices to members of the Executive, of times and places of meetings: to issue notices to all persons required to be notified of the time and place of General Meetings, and to receive notices on behalf of the Association.
- (3) To take charge of the books of the Association e.g. the register of members, and to surrender all books, documents and property belonging to the Association when asked to do so by the Executive.
- (4) To perform duties as directed by the Executive from time to time.
- (5) To notify the Registrar of any alterations to the Memorandum and / or Articles of Association.
- (6) To be responsible for all necessary returns to the Registrar of Companies.
- (7) To draw the attention of the Executive to the possible insolvency of the Association (if that situation arises).
- (8) To sign the annual return and the accompanying documents.
- (9) To ensure that the Association's name is placed outside its place of business, on its seal, and publications.
- (10) To permit and facilitate the inspection of the Register of Members.

Memorandum of Association  
of  
Physical Education Association of Ireland

- (11) To be responsible for the register of Directors and Secretary.
- (12) To ensure the publication of the names of directors on business letters and order forms.
- (13) To send out copies of balance sheets, auditors reports, and directors reports if required by members in writing.
- (14) To these and other such duties as are required by the Act to be done by the Secretary, and to perform other duties as directed by the Executive from time to time.

41. *Treasurer*

The Treasurer shall take charge of the funds of the Association (subject to Articles 61, 62, 63, 64, 65, 66, 67, 68) and shall pay all outstanding demands when ordered to do so by the Executive. Payments shall be made by cheques signed by the Treasurer and either the President or Vice-President. The Treasurer shall keep an account of all monies received and expended on behalf of the Association, and the matters in respect of which such receipts and expenditures take place. S/he shall issue a receipt for all monies received by him/her and shall lodge money to the credit of the Association in the bank or other account approved and designated by the Executive. S/he shall present a financial statement to each Executive meeting, and shall place before the Executive for its approval or otherwise, all payments which are to be made, out of the funds of the Association. S/he shall ensure that the accounts of the Association are audited as required by these presents, and that a financial statement be presented to the Annual General Meeting as required by these presents. S/he shall surrender all books, documents and property belonging to the Association when asked to do so by the Executive.

42. *Assistant Treasurer*

The Assistant Treasurer shall act as administrative assistant to the Treasurer.

43. The continuing members of the Executive may act, notwithstanding any vacancy in their Body, provided always that in case the members of the Executive shall at any time be reduced in numbers to less than the minimum number prescribed by, or in accordance with these articles, it shall be lawful for them to act as the Executive for the purpose of increasing the number of Executive members to that number (subject to Article 34), or of summoning a general meeting, but not for any other purpose.

44. The Executive shall have power from time to time to make, alter and repeal all such bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Association. The Executive shall adopt such means as they deem sufficient to bring to the notice of the members of such bye-laws, alterations and repeals, and all such bye-laws so long as they are in force, shall be binding upon all members of the Association. Provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of "The Association", or constitute such an amendment of, or addition to these Articles as could only lawfully be made by special resolution.

45. A member of the Executive who is in any way, whether directly or indirectly interested in any contract matter or thing which will, or may result in the payment of the Association to him/her, directly or indirectly, of any fees, or other benefit in money or money's worth for any services rendered or to be rendered by any person or persons or Company or Body Corporate to the Association shall declare the nature of his/her interest at a meeting of members of the Executive in accordance with the Acts, and shall not vote in respect of any such contract matter or thing in which s/he is so interested, and if s/he shall so vote. His/her vote shall not be counted nor shall be counted in the quorum present at the meeting.

46. If at any meeting at which an election of members of the Executive ought to take place, the places of retiring members or such of them that have not had their places filled up and are willing to act, shall, if qualified, be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Executive.

47. The General Meeting of the Association may, by Ordinary Resolution, from time to time, increase or reduce the number of members of the Executive.

48. The General Meeting may by Ordinary Resolution of which extended notice has been given in accordance with Section 142 of the Act, remove any member of the Executive before the expiration of

Memorandum of Association  
of  
Physical Education Association of Ireland

his/her period of office, and may by Ordinary Resolution appoint another member in his/her stead; but any person so appointed shall retain his/her office so long only as the person in whose place s/he is appointed would have held the same if s/he had not been removed.

49. The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. In the case of special Executive meetings convened for the expulsion of a member, 8 shall be the quorum as stated in Article 10. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes, the Chairperson shall have a second or casting vote.

50. On the request of the President or of not less than three other members of the Executive, the Secretary shall, at any time, summon a meeting of the Executive by notice served on the several members of the Executive at their registered addresses in Ireland.

51. Executive meetings shall be chaired by the President, but if at any meeting the President be not present within fifteen minutes after the time appointed for holding a meeting, the members of the Executive present shall choose some one of their own members to be Chairperson of the meeting.

52. A meeting of the Executive at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive generally.

53. The order of business at Executive meetings shall be:

1. Minutes of previous meeting and any intervening special meeting.
2. Matters arising from the minutes.
3. Correspondence.
4. Reports.
  - (a) Chairperson's report and business
  - (b) Secretary's report
  - (c) Treasurer's report and business
  - (d) Sub-committees and other reports
5. Business notified.
6. Any other business.
7. Date of next meeting.

54. The Executive may delegate any of its powers to committees consisting of such members of the Executive or such other members as they think fit, and any committees so formed shall conform to any regulations imposed on it by the Executive. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Executive so far as applicable, and so far as the same shall not be superseded by any regulations made by the Executive as aforementioned.

55. The Executive shall have authority to appoint sub-committees to consider and report on such matters as may be referred to them. The Executive may accept in total, or accept in amended form, or reject totally, or reject in part, any reports presented to it by any such sub-committee. The Executive shall appoint a minimum of three, and a maximum of nine members to each sub-committee. At its first meeting, each sub-committee shall elect a Chairperson and Secretary whose duties shall be governed by the provisions in these presents relating to these offices, insofar as the same are applicable thereto. Each sub-committee shall be given a definite task and definite time limit in which to complete the task. Each sub-committee shall be made aware of its powers under the terms of reference given to it by the Executive. Each sub-committee shall submit a written report of its activities at intervals as determined by the Executive. The Executive shall have the authority to alter the terms of reference or membership of a sub-committee following examination of its performance. Each sub-committee shall present its completed task in written report within the time limit designated by the Executive. All acts bona fide done by any meeting of the Executive or any committee of the Executive, shall, notwithstanding it be afterwards discovered that there were some defect in the appointment of any such member 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 member of the Executive.

Memorandum of Association  
of  
Physical Education Association of Ireland

56. The Executive shall cause proper minutes to be made of the proceedings of all meetings of the Association, and of the Executive, Executive committees and sub-committees, and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the members for the time being of the Executive or of any committee of the Executive, shall be as valid and effectual as if it had been passed at a meeting of the Executive or of such committee or sub-committee duly convened and constituted.

58. A member of the Executive of the Association shall cease to be such Executive member:

- (a) If s/he has not paid the membership subscription before the 31st of October.
- (b) If s/he ceases to be a member of the Association in accordance with Article 8 or 10 hereof.
- (c) If by one month's notice in writing to the Secretary s/he resigns.
- (d) If s/he is guilty of any conduct which is detrimental to the Association or its objects or activities.
- (e) If s/he becomes prohibited from being a member of the Executive by reason of any order under Section 184 of the Act.
- (f) If s/he holds any salaried office or place of profit under the Association.
- (g) If s/he fails to attend the number of Executive meetings in a given period, as determined by the Executive from time to time or,
- (h) If s/he is directly or indirectly interested in any contract with, or in relation to the Association or its activities and fails to declare the nature of his/her interest in the manner required by Section 194 of the Act.
- (i) If s/he ceases to be a member of the Executive under Article 49.

59. The seal shall not be affixed to any instrument except by the Authority of a resolution of the Executive, and in the presence of at least two members of the Executive and of the President or the Secretary or in the absence of the President and Secretary, of such persons as shall be appointed for the purpose by the executive, and the said members and the President or Secretary or other such persons as aforesaid shall sign every instrument to which the seal shall so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

60. A bank account in the name of The Physical Education Association of Ireland shall be kept with such Banker or Bankers as the Executive shall from time to time determine.

61. All transactions on the account shall be made by cheque, and cheques on the Association's bankers, until otherwise from time to time resolved by general meeting shall be signed by the Treasurer and either the President or Vice-President.

#### ACCOUNTS

62. The Executive shall cause proper books of accounts to be kept with respect to:

- (a) The Assets and Liabilities of the Association.
- (b) The sums of money received and expended by the Association, and the matter in respect of which such receipts and expenditure take place.
- (c) All sales and purchases of goods by the Association.

63. The books of accounts shall be kept at the Office subject to Section 147 of the Acts, or at such other place or places as the Executive shall think fit, and shall always be open to the inspection of members of the Executive.

64. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the Accounts and books of the Association, or any of them, and subject to such conditions and regulations the Accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

Memorandum of Association  
of  
Physical Education Association of Ireland

65. The members of the Executive shall from time to time in accordance with Section 148, 150, 157, 158, of the Acts cause to be prepared and to be laid before the Annual General Meeting of the Association. The Financial Year of the Association shall end on the 31st of July.

66. 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 Association, together with a copy of the reports of the Executive and Auditors report shall, not less than 21 days before the date of the Annual General Meeting be sent to every member who has then made a written request for such copy.

AUDIT

67. Once at least in every year, the accounts of the Association up to and including the 31st of July, shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

68. *Notice*

A notice may be served by the Association upon any member either personally or by sending it through the post in a pre-paid letter, addressed to such member at his/her registered address as appearing in the register of members.

69. *Indemnity*

Every member of the Association and every member of the Executive and every Agent, Auditor, Secretary, Officer, or Employee of the Association and every other person acting for the Association on the written authority of the Association, and every person lawfully acting in the organisation and running events under the auspices and with the authority of the Association, and complying with the regulations and directives of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which s/he may sustain or incur in or about the lawful execution of the duties of his/her office for the Association, or in doing of Acts aforesaid or otherwise in relation thereto, including any liability incurred by him/her in defending any civil proceedings or in connection with any application under Section 391 of the Act, in which relief is granted to him/her by the court, and no member of the Executive shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his/her office or employment, or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by Section 200 of the Act.

70. *Winding Up*

The provisions of Clause 8 of the Memorandum of Association of "The Association", relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

Memorandum of Association  
of  
Physical Education Association of Ireland

**Company Limited by Guarantee and Not Having a Share Capital**

Memorandum of Association  
of  
Physical Education Association of Ireland  
**COMPANIES ACTS 1963 to 1991**

1. The name of the company (hereinafter called "the Association") is the Physical Education Association of Ireland.

2. The objects for which the Association is established are: {Clause 2 (a), 2(b) and 2 (c) are hereinafter called "The Primary Objects" }

- (a) To improve standards and performance within organised physical education in schools and in the community.
- (b) To provide physical education teachers with opportunities for professional growth.
- (c) To provide young people in schools and in the community with opportunities and experiences conducive to all-round growth and development insofar as this may be done by a body of teachers established for charitable purposes, and not otherwise, provided that the Association shall not support with its funds or endeavour to impose upon, or procure to be observed by its members or others, and regulation or restriction which if an object of the Association, would make it a Trade Union, and the Association is established to do all or any of the following things for the purpose of attaining, in so far as they are consistent with the Primary Objects:
  - (1) To improve standards and performance within the physical education profession, by providing members of the Association with opportunities and materials for professional growth, through the exchange of information and knowledge in the field of physical education and related areas.
  - (2) To keep members up to date with the latest issues, trends, technologies and legislative developments in physical education and related areas.
  - (3) To support and disseminate outstanding research.
  - (4) To safeguard members' professional interests, by speaking with a strong unified voice on relevant issues.
  - (5) To provide physical educationalists with national leadership and opportunities to influence policy and developments in physical education, sport and recreation.
  - (6) To increase public awareness and understanding of the contribution which the physical education profession makes to Irish life.
  - (7) To promote and organise physical education competitions and award schemes in schools with a view to giving young people opportunities to further their knowledge and appreciation of physical education, and to encouraging their participation in physical activity.
  - (8) To encourage equality of opportunity for both sexes, in the area of physical activity.
  - (9) To employ such people as the Association feels necessary to further the primary objects, and to provide, in whole or in part for the salaries of such servants or employees of the Association.
  - (10) To liaise with the Department of Education and other relevant bodies.
  - (11) To provide newsletters and journals.
  - (12) To assist with, and support such activities and projects as are organised and promoted by such bodies as Cospoir, U.N.I.C.E.F. and Community Games, and as are in accordance with the primary objects.
  - (13) To assist in the inservice training of physical teachers or other teachers or persons, so as to enable such persons to contribute better to the primary objects.
  - (14) To provide professional advice to physical educationalists and others involved in litigation, and to promote preventative safety practices at all times.
  - (15) To help improve the standard of instruction, service and safety in health clubs, aerobics courses, and in the field of sport, recreation and leisure generally.
  - (16) To hold, organise, and participate in, conferences and seminars for the purposes of promoting the primary objects.
  - (17) To confer honorary membership on persons or bodies who have made an outstanding contribution towards the promotion of the primary objects.
  - (18) To recruit the maximum possible number of physical educationalists to the Association.
  - (19) To assist physical educationalists in their search for work.
  - (20) To raise funds for the Association by the holding of social events, raffles, lotteries, sponsorship, or any other activity of a legitimate fund raising nature.
  - (21) To co-operate and collaborate with sporting, cultural and educational bodies and

Memorandum of Association  
of  
Physical Education Association of Ireland

associations in all areas of sport , physical education, recreation and leisure, in Ireland and elsewhere, with the object of furthering the primary objects.

(22) To establish and support, or aid in the establishment or support of, associations, funds, corporations or trusts, calculated to benefit and further the primary objects.

(23) To provide adequate public and employers liability insurance for liabilities that the Association may incur.

(24) To receive gifts of monies subject to annual or other payments, and to grant annuities for such considerations, and on such terms as shall be though desirable.

(25) For the purpose of promoting the primary objects, to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage or dispose of, any lands, buildings, houses, business or other property of any nature for any estate or interest therein, and either with, or without buildings on such land as may be deemed expedient, with a view to promoting the primary objects.

(26) To erect, maintain, later repair or restore, any building, office, room or other building or any part of the same held by the Association, or assist in any such objects and to provide the same with al necessary and proper fixtures, fittings, furniture, apparatus, appliances, conveniences, equipment and accommodations.

(27) To borrow or raise money at interest, upon banking account or otherwise, by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, mortgages, or other obligations or securities of the Association.

(28) To lend money either with or without security, or give financial assistance by way of donation or subscription or otherwise to any society, body or person not formed, or carrying on business for profit, for the purposes of forwarding the primary objects herein.

(29) To invest all or any part of the available funds held by the Association, temporarily or permanently, or any security (whether authorised for investment by trust or not), or to invest in the purchase of land, stocks, shares or debentures of any company or corporation, and generally on such securities and upon such terms as the Executive of the Association may think fit, and to vary such investment.

(30) Subject to law, to institute, conduct, defend or compromise legal proceedings by, and against the Association or its officers or member, as such and to do and authorise to be done, all acts, deeds or assurances, which may be necessary to register the Association, or any of its properties in any such location or foreign register as may be found necessary or desirable.

(31) To grant pensions or retirement gratuities and to organise a scheme through a life assurance company when possible for the superannuation of any paid servants or employees of the Association.

(32) To do all or any of the above things in any part of the world, either as principals, agents, trustees or otherwise, and either by, or through agents, sub-contractors, trustees or otherwise.

(33) To do all such other lawful things as are incidental to, necessary to, or may be thought conducive to, the attainment of the primary object of the Association or any of them.

3. The income and property of the Association, whencever derived shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association, and no payment thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by the way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payments in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of reasonable and proper interest at a rate not exceeding five per cent per annum, on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Executive of the Association shall be appointed to any salaried offices of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money, or money's worth shall be given by the Association to any member of such Executive, except repayment of out-of-pocket expenses, and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised, or let to the Association; provided that the provision last aforesaid shall not apply to any

Memorandum of Association  
of  
Physical Education Association of Ireland

payment to any Company of which a member of the Executive may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. No addition, alteration, or amendments shall be made to, or in the provisions of the Memorandum of Association or Articles of Association for the time being in force, unless the same shall have been previously submitted and approved by the Minister for Industry and Commerce, provided that in respect of Clauses 3 and 8 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.

5. The third and fourth paragraphs of this Memorandum contain conditions to which, a licence granted by the Minister for Industry and Commerce to the Association in the pursuance of Section 24 of the Companies Act, 1963, is subject.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases being a member, for payment of the debt and liabilities of the company contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon the winding up, or dissolution of the Association, 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 Association, but shall be transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditures take place, and the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained, by one or more properly qualified auditor or auditors.

We, the several persons whose names, addresses and descriptions are subscribed hereto, wish to be formed into a Company in pursuance of this Memorandum of Association.