

2024

# Eventing Ireland Constitution



# Eventing IRELAND

Grass Roots to Gold Medals

Eventing Ireland

13 January 2024

## **Table of Contents**

<b>1. Name of the Company</b>	<b>1</b>
<b>2. Company Structure</b>	<b>1</b>
<b>3. Objects for the Company</b>	<b>1</b>
<b>4. Powers of the Company</b>	<b>1</b>
<b>5. Liability of Members</b>	<b>2</b>
<b>6. Assets of the Company</b>	<b>2</b>
<b>7. Income and Property</b>	<b>3</b>
<b>8. Winding up</b>	<b>3</b>
<b>9. Amendments to the Provisions</b>	<b>3</b>
<b>10. Annual Accounts</b>	<b>3</b>
<b>11. The Regions</b>	<b>3</b>
<b>12. Annual General Meetings (AGM)</b>	<b>4</b>
<b>13. Extraordinary General Meetings (EGM)</b>	<b>4</b>
<b>14. Directors and Structure of the Board</b>	<b>4</b>
<b>15. Officers</b>	<b>5</b>
<b>16. Rotation of Directors</b>	<b>5</b>
<b>17. Disqualification of Members of the Board</b>	<b>6</b>
<b>18. President</b>	<b>6</b>
<b>19. Notices</b>	<b>6</b>

**1. Name of the Company**

The name of the Company is the Irish Horse Trials Society Trading as Eventing Ireland

**2. Company Structure**

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

**3. Objects for the Company**

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

- a. To promote the amateur sport of Eventing in Ireland and, where appropriate, in other countries amongst its members and to the public, both generally and as an educational, recreational and sporting activity.
- b. In furtherance exclusively of the foregoing main object(s) the Company shall have the following subsidiary objects:
  - To act as the national governing body for the development of Eventing on the island of Ireland and for its members overseas, from amateur to Olympic level.
  - To act in accordance with the principles and directives set out by the international governing body of equestrian sport, the Federation Equestre Internationale (FEI), and our National Federation, Horse Sport Ireland and the Irish Sports Council; including any successor or replacement bodies.

**4. Powers of the Company**

To the extent that the following powers are essential and ancillary to the promotion or attainment of the object(s) of the Company as heretofore set out the Company may exercise the following powers:

- a. To organise and hold, or assist in organising and holding, all types of local, national and international Eventing competitions, events and displays, to create and stimulate public and other interest in, and publicise the activity of Eventing, and to convene, participate in, arrange and hold exhibitions, meetings, conferences and discussions to facilitate the dissemination of knowledge and the generation of interest in relation to Eventing, and to hold or enter into draws, raffles or other schemes for the raising and accumulation of funds for the Company and whether by private or public subscription or donation or otherwise, and to provide prizes, bursaries, donations, grants and awards for members, competitors and other persons involved in Eventing.
- b. To establish, maintain or assist where possible any branch, society, association or club under the auspices of or affiliated to the Company for persons interested or involved in the activity of Eventing,
- c. To maintain registers of athletes, horses and ponies, Technical Assistants and Stewards, competing in or otherwise involved in the activity of Eventing.
- d. To examine, study, investigate and report on all matters affecting the activity of Eventing Ireland and any persons involved or associated with Eventing and to collect and distribute information, statistics, opinions and reports in connection with Eventing
- e. To produce annually the Rules of the Sport (Rule Book) to ensure orderly regulation and organisation of the sport of Eventing in Ireland.
- f. To promote, encourage and organise training for Eventing Ireland members
- g. To promote horse and pony breeding through training and competition
- h. To review and determine the criteria and eligibility of Athletes wishing to compete at international competition or selection on a national squad or team.

- i. To apply for grant funding through the National Federation or Government authorities to benefit the sport of eventing. This can be both national and regional funding
- j. To purchase, take on lease or in exchange, hire, let or otherwise acquire any real or personal property and any rights or privileges which the Company may consider necessary or convenient for the promotion of its main objects, and to construct, maintain and alter any building or erections or any equestrian facilities necessary or convenient for the conduct of the affairs or the promotion of the main objects of the Company.
- k. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its main objects.
- l. To negotiate and enter, either directly or indirectly, such contractual or other arrangements with Horse Sport Ireland or other appropriate equestrian authority or with sponsors, insurers, broadcasters, bankers or others and on such terms as may be required or conducive or considered appropriate by the Company in relation to the organisation and holding of all or any types of national or international Eventing competitions, events and displays.
- m. To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit, and to give or issue guarantees or indemnities for such purposes as may be considered appropriate or conducive to the promotion of all or any of the main objects of the Company.
- n. To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be considered fit, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its main objects. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of five (5) years
- o. To establish regional or other committees or to engage persons to provide services to the Company whether under contracts of service or contracts of employment, in each case as the Company may consider fit or necessary for the purposes of facilitating the better promotion of the main objects, or the better organisation or administration of the affairs, of the Company.
- p. To insure against all risks and claims which the Company or its assets may be or become liable and with reputable insurance companies including insurances for officers, officials, volunteers or employees of the Company in respect of their carrying out their respective duties, powers or functions in relation to the affairs of the Company.
- q. To promote the formation of companies (whether subsidiaries of the Company or otherwise), to enter in partnerships or joint ventures, to establish societies, clubs or associations, in each case in such manner and for such purposes as may facilitate the promotion of all or any of the main objects of the Company in any part of the world.
- r. To manage incidental or conducive items to the attainment of the main objects of the Company.
- s. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

## **5. Liability of Members**

The liability of the members is limited.

## **6. Assets of the Company**

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. the 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 €1

## **7. Income and Property**

The income and property of the Company shall be applied solely towards the promotion of its main objects outlined 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 by any other way of profit to members of the Company.

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

- a. reasonable and proper remuneration to any member, 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 vouched 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.

## **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, the same shall not be paid to or distributed among the members of the Company. Instead such property shall be given or transferred to another equine body with similar objects of the Company. The institution 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 imposed on the Company under or by virtue of Clause 7 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. 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. Amendments to the Provisions**

No addition, alteration or amendment shall be made to the provisions of Clauses 2 Objects, 8 Winding up clause and 10 the keeping of accounts or this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.. No addition, alteration or amendment shall be made to the provisions of the Objects clause, Income and Property clause, Winding Up clause, Annual Accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners

## **10. Annual Accounts**

Annual Accounts shall be kept and made available to the Revenue Commissioners on request. Where the gross annual income exceeds €250,000 the accounts will be audited.

## **11. The Regions**

For the purposes of definition, Eventing Ireland shall comprise the five Regions as set out hereunder or such division of the Counties of Ireland as determined by the Board of Directors.

- Northern Region

- North Leinster Region.
- South Leinster Region
- Munster Region
- Western Region

## **12. Annual General Meetings (AGM)**

Annual General Meetings (AGMs) shall be convened by the board, giving members 6 week's notice. AGMs may be held in person, virtually or by any combination of the two.

- AGM Quorum:** no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; the quorum shall be twenty Voting Members present in person or attending virtually.
- At an AGM within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until a date as soon as reasonably possible is arranged. And if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- Only members that have paid a membership in the financial year the AGM relates to, attending in person or virtually, may vote at a general meeting of the Company, this will include Honorary members. All voting will be conducted electronically in advance of the meeting for elections or for proposals on which the membership has had notice. Votes held on issues the membership has not had notice of will be decided by member submission and subsequent electronic voting.

## **13. Extraordinary General Meetings (EGM)**

Further to section 178 and 1203 of the Act an Extraordinary General Meeting may be convened by the Board or by a written request signed by not less than 10% of Voting Members.

- EGM Quorum:** Further to section 182 of the Act no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided the quorum shall be twenty Voting Members present in person or virtually.
- At an EGM, if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned until a date, as soon as reasonably possible, is arranged . And if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, if convened upon the requisition of members, shall be dissolved, otherwise the members present shall be a quorum.
- At an EGM only those who were members on the date the meeting was called will be entitled to vote, this will include Honorary Members. All voting will be conducted electronically in advance of the meeting for proposals on which the membership has had notice. Votes held on issues the membership has not had notice of will be decided by member submission and subsequent electronic voting

## **14. Directors and Structure of the Board**

The number of Directors of the Company shall be not less than three and not more than ten.

There needs to be a balance on the Board to ensure:

- All regions as stated in Clause 11 above are to be represented with no region predominantly represented from the makeup of the Board as a whole
- There is gender equality (ie: 40% of one gender must be represented)

### **14.1 Elected Regional Directors**

Each region to have one representative on the Board (as per Clause 11) totalling 5 (five)

To be eligible for election all potential Regional Directors must be a serving member of the Regional Committee and demonstrate an extensive knowledge of Eventing, be a full or honorary member, confirm they have read and understand the Eventing Ireland Director's Handbook and be proposed by three full or honorary members who must not be an employee of Eventing Ireland.

#### **14.2 Co-opted Directors**

- Financial = one
- Legal = one
- Any other competency as required for the board - between one and three

**Co-opted Directors** will be chosen by a Nomination Committee.

#### **14.3 Nomination Committee**

The Nomination Committee is an ad hoc committee that is appointed by and reports to the Board. The Nomination Committee refers to a group of Board members and non-Board members and independent individual(s) who are collectively responsible for selecting the best candidates who have been nominated by the membership for a co-opted seat on the Board.

### **15. Officers**

Officers will be appointed at the first board meeting after the AGM.

The Directors shall from amongst their number, appoint for a term as stated, the following:

- **The Chairman.** The Chairman shall serve no more than two consecutive two year terms of office without a break of 5 years.
- **The Vice Chairman.** The Vice Chairman shall serve no more than two consecutive two year terms of office without a break of 5 years.
- **The Treasurer** must sit on the Board and not be the chairman and shall serve no more than two terms of three years.
- **Secretary to the Board,** term to be agreed with the individual.

### **16. Rotation of Directors**

Section 1196 of the Act shall apply with the following modifications:

- a. The reference in section 1196 (2) to the first annual general meeting shall be construed as a reference to the Company's annual general meeting held in 2024. The new constitution shall take three years to take effect completely. To ensure consistency for the organisation, four directors will resign in the first year of 2024 and three in the years 2025 and 2026
- b. The Directors shall normally hold office from the date of their appointment until the end of the third Annual General meeting following their appointment. A term of 3 years.
- c. Co-opted Directors may serve a term of three years or, if co-opted for a particular purpose, for the length of that project which will be agreed in advance.
- d. A retiring Director shall be eligible for re-election after their first term for one further term of 3 years
- e. Except for the General Manager/Chief Executive Officer, at the first annual general meeting after the registration of these amended rules and for every subsequent year, two of the elected Directors shall retire from their office. The Directors to retire in every year shall be those to have been longest in service since their last election, but as between

persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by the drawing of lots.

f. Retirement of an elected Director before their term

The Board of Directors may on the passing of a two thirds majority resolution defer the election of a retiring Director to the next annual general meeting (AGM).

Otherwise, the Board may temporarily co-opt a Director for the period remaining until the next AGM.

### 17. Disqualification of Members of the Board

Further to section 148 of the Act the office of Director shall be vacated if the Director:

- a) save with the approval of a resolution passed at a general meeting of the Company hold any other office or place of profit under the Company.
- b) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by Section 231 of the Act.
- c) Fails to attend 50% of the Board Meetings in any one year.
- d) Acts in a way to bring the reputation of Eventing Ireland into disrepute.

### 18. President

The role of the President is an honorary position and the Eventing Ireland Board may choose to elect a President of the CLG. The President's term shall be for a period of four years and may be re-elected by the Board when the term is up. The President shall not vote at meetings of the Board of Directors but will have an ordinary vote as any ordinary member. The President may attend Board meetings but shall have no voting rights at any such meeting.

### 19. Notices

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.

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 DIRECTORS

	Name	Surname	Address	Occupation
1	Niki	Potterton		Self Employed
2	Bridget	McGing		Vet
3	Fleur	Creed		Accountant
4	Georgia	Stubington		Self Employed
5	Catherine	Abbott		Self Employed





**Constitution of Eventing Ireland  
Memorandum of Association**

	<b>Name</b>	<b>Surname</b>	<b>Address</b>	<b>Occupation</b>
6	Tom	Freyne		Army Equitation
7	David	O'Meara		Solicitor
8	Rodney	O'Donnell		Equestrian Business
9	Michael	Ryan		Professional Athlete
10	Richard	Ames		CEO

Dated the .....day of January 2024

**WITNESS TO THE ABOVE SIGNATURES**

Name: .....

Address: .....

.....

.....

.....