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AGM on August 19<sup>th</sup> 2007**

Certificate No.

**COMPANIES ACTS, 1963 TO 1990**

**COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**-of-**

**IRISH ICE HOCKEY ASSOCIATION**

*(Both as adopted by Special Resolution passed on August, 2007)*

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**COMPANIES ACTS, 1963 to 1990**

**COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**-of-**

**IRISH ICE HOCKEY ASSOCIATION  
(Adopted by Special Resolution passed on August, 2007)**

1. The name of the company is "Irish Ice Hockey Association" (hereinafter called "the Association").
2. The main objects for which the Association is established are:-  
to foster and encourage the sport of amateur ice hockey throughout Ireland; to promote and encourage the sport of in line hockey throughout Ireland and to serve as the governing body of amateur ice and inline hockey in Ireland;
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only:-
  - 3.1 to be a member of the International Ice Hockey Federation (IIHF) in accordance with their membership regulations;
  - 3.2 to be a member of the Olympic Council of Ireland (OCI) and therefore eligible to play in Winter Olympics events arranged by the International Olympic Committee;
  - 3.3 to establish an anti-doping policy in accordance with the rules of the Irish Sports Council, the OCI, the IIHF and the World Anti-Doping Authority;
  - 3.4 to foster and encourage leadership programs in all areas related to development of hockey in Ireland;
  - 3.5 to establish and maintain a uniform test of amateur standing and uniform playing rules for amateur hockey;
  - 3.6 to promote and encourage increased hockey activity at all levels through the development of hockey leagues for competitive and recreational ice hockey and inline hockey;
  - 3.7 to co-ordinate and conduct hockey competitions for its members in the various series established from time to time at the local, national and international levels;

- 3.8 to affiliate with and co-operate with other national or international hockey organisations;
- 3.9 to make grants out of the funds of the Association for patriotic, educational or charitable purposes;
- 3.10 with the approval of the Members of the Association given in general meeting, to amalgamate with or to take over all or any of the activities, assets or liabilities of, or combine or co-operate with or enter into any arrangements with, any other body of persons (whether incorporated or not and whether in Ireland or not) having objects altogether or in part similar to the objects of the Association;
- 3.11 to undertake any of the activities, or carry into effect any of the objects, of the Association jointly or in association or co-operation with any other person or body of persons (whether incorporated or not and whether in Ireland or not) where the Board considers it to be in the interests of the Association or its Members to do so and on such terms and conditions, if any (including the payment of any fee or provision of any services), as the Board may approve;
- 3.12 to provide such services connected with the above main objects as are considered to be of assistance or benefit in furthering the main objects of the Association;
- 3.13 to hold conferences and meetings for the consideration and discussion of matters concerning or affecting or incidental to the above main objects;
- 3.14 to collect, collate and publish information of assistance or benefit in furthering the above main objects;
- 3.15 to organise and finance education and training courses and similar activities concerned with any of the main objects of the Association and to pay and provide for scholarships, exhibitions, prizes and other awards;
- 3.16 to levy such fees and other charges (if any) as the Board of the Association shall think fit for the provision by the Association of any of the services, benefits and facilities provided for in the foregoing paragraphs of this clause 3;
- 3.17 to establish committees, and to establish or authorise the formation of local groups in the State or elsewhere, with a view to promoting the main objects of the Association;
- 3.18 to take such steps as may be necessary from time to time for the purpose of procuring contributions to the funds of the Association;

- 3.19 to borrow or raise any money that may be required by the Association upon such terms as may be deemed desirable and in particular by mortgage or charge of all or any part of the property of the Association;
- 3.20 to draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments;
- 3.21 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject as hereinafter provided;
- 3.22 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, erect, alter, improve and maintain any buildings which may be required from time to time by the Association and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or any part or the same;
- 3.23 to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its main objects;
- 3.24 to accept gifts of real or personal property whether subject to any special trust or not for any of the main objects of the Association;
- 3.25 to establish and/or undertake and execute any trusts which may be undertaken lawfully by the Association and may be calculated to further its main objects and to receive subscriptions thereto and to act as trustee of any trust whether or not with charitable objects and whether or not constituted or established by the Association and, in this connection, to promote or concur in the promotion of any company for the purpose of acting as trustee of any such trust;
- 3.26 to employ and remunerate staff and to provide such benefits on retirement from or leaving or death whilst in service (including benefits for any dependants, relatives and connections) on such terms and conditions and in such manner as the Association may determine from time to time;
- 3.27 to pay all expenses preliminary or incidental to the formation of the Association and its registration and all other expenses which it shall consider from time to time necessary or expedient for the lawful main objects of the Association;
- 3.28 to enter into such agreements as the Board may think fit and on such terms as the Board may think fit for the purpose of or in connection

with achieving or providing for the achievement of any of the Association's main objects provided for in clauses 2 and 3 hereof;

- 3.29 to procure the Association to be registered, incorporated or recognised in any part of the world;
  - 3.30 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them provided that the Association shall not support with its funds nor endeavour to impose on, or procure to be observed by its Members or others any regulation or restriction which, if a main object of the Association, would make it a trade union; and
  - 3.31 to do such other things as are incidental or conducive to the attainment of the above main objects or any of them.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Association set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Nothing herein shall prevent the payment in good faith of:-
- 4.1 reasonable and proper remuneration to any Member, officer or servant of the Association in return for services actually rendered to the Association; or
  - 4.2 interest at a rate not exceeding five (5) per cent per annum on money lent by any Member of the Association; or
  - 4.3 reasonable and proper rent for premises demised or let by any Member to the Association.

However, no member of the Association's Board of Directors or Officers by whatever title called shall be appointed to any salaried office of the Association or to any office of the Association paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board or Committee, other than:

- (a) the payment of out-of-pocket expenses; or
- (b) interest at a rate not exceeding the rate aforesaid on money lent to the Association; or
- (c) reasonable and proper rent for premises demised or let to the Association; or
- (d) a payment to a company of which a member of the Board or

Committee may be a member holding not more than one per cent of the capital of that company such member not to be bound to account for any share of profits he may receive in respect of such a payment.

5. The liability of the Members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he is a Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceased to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro.
7. 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 given or transferred to another charitable institution or institutions having main objects similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 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.
8. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
9. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.



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**COMPANIES ACTS, 1963 TO 1990**

**COMPANY LIMITED BY GUARANTEE NOT  
H A V I N G A S H A R E C A P I T A L**

**ARTICLES OF ASSOCIATION**

-of-

**IRISH ICE HOCKEY ASSOCIATION  
(Adopted by Special Resolution passed on August, 2007)**

**PRELIMINARY**

1.

1.1 The regulations contained in Table C in the first schedule to the Companies Act 1963 shall not apply to the Association.

1.2 In these Articles:-

"the Acts" means the Companies Acts, 1963 to 1990 and a reference to an Act accompanied by a reference to a particular year means that one of those Acts which was passed in the year referred to;

"these Articles" means these articles of association as originally adopted or as from time to time amended and for the time being in force and a reference to a particular article is, unless the context otherwise requires, a reference to one of these articles;

"Associate Member" means a person who has applied to become and has been admitted as an Associate Member of the Association;

"the Association" means the company whose name appears in the heading to these Articles;

"Bye-laws" means such bye-laws (if any) of the Association as may be made pursuant to the provisions contained in these Articles, as such bye-laws may be amended and be in force from time to time and for the time being;

"the Board" means the Board for the time being of the Association as constituted pursuant to article 35 or, as the context may require, the Board Members for the time being of the Association or the Board, Members present at a meeting of the Board and includes any person occupying the position of Board Member by whatever name called;

"Board Member" means a member for the time being of the Board;

"Club" means an Ice Hockey or In-Line Hockey club or team in Ireland;

"Club Member" means a Club accepted as a Member of the Association in accordance with Article 5 below;

"Elected Board Member" means a Board Member, other than the Chairman, and the Treasurer, who has been appointed, elected, re-elected or deemed to have been elected or re-elected pursuant to these Articles;

"Full Member" means a person who has been a member for a minimum of 12 months and has applied to become and has been admitted as a Full Member of the Association;

"Ireland" means the whole island of Ireland;

"Member" means a member for the time being of the Association;

"month" means calendar month;

"the Office" means the registered office for the time being of the Association;

"Office Year" means the period from the conclusion of one annual general meeting until the conclusion of the next following annual general meeting;

"the Hockey Association" means the unincorporated association known as

"Irish Ice Hockey Association";

"the Register" means the register of Members of the Association;

"the Seal" means the common seal of the Association;

"Secretary" means any person appointed to perform the duties of the secretary of the Association and shall include any honorary, temporary, assisting or acting secretary;

"in writing" means, unless the contrary intention appears, written or produced by any substitute for writing or any mode of representing or reproducing words in a visible form, or partly one and partly another;

"year" means calendar year;

words importing the singular number only include the plural number and vice versa;

words importing the masculine gender include the feminine and neuter genders and vice versa;

words importing persons include corporate bodies;

save as aforesaid and unless the contrary intention appears, any words or expressions defined in the Acts bear the same meaning in these Articles, if not inconsistent with the subject or context; and

references to the Acts, to any Act of the Oireachtas and to any provision of any such Act are references to such Act or provision as subsequently amended and from time to time and for the time being in force.

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

### **MEMBERS**

3. For the purpose of registration the number of Members of the Association is hereby declared to be unlimited. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members of the Association. The said subscribers shall be deemed, on the incorporation of the Association, to have been admitted as Full Members.
4. Voting Membership shall comprise:
  - 4.1 the Chairman;
  - 4.2 the other Officers and members of the Board elected in accordance with these Articles as well as founding directors;
  - 4.3 the representatives of the Club Members accepted into membership in accordance with these Articles and which are in good standing in respect of such membership.
    - (a) Each Club Member will have one representative who will be nominated by the Club to vote on their behalf, and/or to stand for election on their behalf, in accordance with these Articles, at all meetings of the Association.
    - (b) Each Club Member must inform the Board in writing who their representative will be and nominate an alternate to take the place of the representative in case of necessity.
    - (c) Each representative must be 18 years of age or older and a Full Member of the Association.
  - 4.4 full members. Full membership is automatically attained by;

- (a) Ice Hockey members who have completed 1 full year of associative membership.
- (b) Inline members who have completed 3 full years of associative membership.
- (c) Referees/Game Officials who have completed 1 full year of associative membership.
- (d) Associative members who have completed 5 full years of associative membership.
- (e) Honourary members

5. There shall be five categories of Member, namely Founding Directors, Full Members, Club Members, Associate Members and Honourary Members. The Board may approve such persons as they see fit for admission as Members.

5.1 No person or Club shall be admitted as a Member of the Association in any category unless first approved by the Board. The Board shall have full discretion as to whether or not it approves any applicant for membership in any category and if it refuses to give such approval need not give any reasons for such refusal.

5.2 To be recognised by the Association and accepted as a Club Member, an Ice Hockey Club or Inline Hockey Club must organise and participate in competitions and implement training programmes for athletes and conduct its activities in compliance with both the Olympic Charter and the rules of the International Ice Hockey Federation.

5.3 Where any person or Club wishes to be admitted as a Member it must sign and deliver to the Association an application for membership framed in such terms as the Board or any applicable Bye-laws shall require and deliver with such application such sum as the Board or such Bye-laws shall prescribe from time to time for admission to the category in which it desires to become a Member.  
The Board shall have absolute discretion to decide in case of doubt the category of membership into which an applicant shall be placed and its decision in this respect shall be final.  
In the case of a Club, the board may request it's articles of association or constitution and or account as it deems fit.

5.4 An Associate Member may apply to be admitted as a Full Member instead of being an Associate Member and shall be so admitted if the Board approves it for admission as a Full Member as if it had applied initially for admission as a Full Member. The admission shall be effective from such date as the Board decides or when they automatically qualify for full membership as per articles 4.4 of this document.

- 5.5 Every Member of whatever category shall be bound to further to the best of his ability the objects, interest and influence of the Association and to observe all Bye-laws.
- 5.6 The rights and privileges of every Member shall be personal to that Member and shall not be transferable by act of the Member or by operation of law and shall cease ipso facto on the Member ceasing to be a Member for any reason whatever.
- 5.7 Membership shall be deemed to be yearly and shall commence on the 1st day of September in each year and end on the 31st day of August in the following year provided that the first membership year shall commence on the date of incorporation of the Association. Persons and Clubs who were Members of the Hockey Association on the date of incorporation of the Association shall be deemed to be Members of the Association for the first membership year of the Association and in cases of doubt the Board shall determine the category of Member to which any particular person or Club shall belong. A person or Club becoming a Member for the first time shall be deemed to become a Member on the date of the entry of its name in the Register until the following 30th September. A person or Club who on any 30th September was a Full Member, Club Member or an Associate Member shall continue to be such a Member in the next membership year, subject to article 6.
- 5.8 Honourary Membership may only be granted upon the approval of the associations membership at the AGM.
- 5.9 Founding Directors; A Founding Director membership may only be granted upon the approval of the associations membership at the AGM. The duties of a Founding Director are to;
- (a) to ensure the association abides by these articles
  - (b) to ensure the association abides by the law of the land where the association may exist.
  - (c) to call an AGM at least once per year and or an EGM when he feels it necessary.

A Founding Director is entitled to sit at any executive meetings held by the association but is not entitled to vote at any executive meetings unless specifically requested to do so by the current executive board by majority vote.

Founding Directors are not exempt from membership fee's if he/she still plays.

6. Subject to clause 7 of the Memorandum of Association, a Member shall cease to be a Member (and its name shall be removed from the Register accordingly):
  - 6.1 if it gives notice to the Secretary of its intention to withdraw from membership, or resigns, in which case such notice shall take effect immediately on receipt; or
  - 6.2 if it fails to pay the annual subscription for any year within three months after the date on which the Board has decided that annual subscriptions are payable in respect of that year and the Board resolves that such Member shall cease to be a Member and the Secretary thereafter gives notice of termination of membership to the Member. Such notice shall be given in accordance with article 74 and membership shall be deemed to have terminated as from the date of service or deemed service under that article.

### **RETIREMENT AND REMOVAL OF MEMBERS**

7. A Member shall cease ipso facto to be a Member and its name shall be removed from the Register if:
    - 7.1 being an Associate Member he ceases to hold the qualification required for the category of membership to which he belongs and the Board resolves that he should cease to be an Associate Member;
    - 7.2 he ceases to be a Member pursuant to any of these Articles.
- ANNUAL SUBSCRIPTION**

8. Each person or Club on applying to become a Member, and on such date in each subsequent year of membership as the Board shall decide from time to time or as the Bye-laws may require, shall pay an annual subscription of such amount or in accordance with such scale as the Board shall decide from time to time or as the Bye-laws may require. The Board at its discretion may determine that any particular Member or any Members of a particular description shall pay in respect of any year a subscription which is less than the subscription appropriate to the category of membership to which any such Member belongs, in which case due payment of such lesser subscription shall be deemed to be payment of the full subscription determined by the Board for Members of the category to which any such Member belongs.

### **GENERAL MEETINGS**

9. All general meetings of the Association shall be held in the State, save where the Full and Club Members unanimously agree to hold any particular general meeting elsewhere. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. 10.1 Subject to article 10.2, the Association shall hold in each year a general

meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in, the notice calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next.

- 10.2 So long as the Association holds its first annual general meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 11, the annual general meeting shall be held at such time and at such place in the State as the Board shall appoint.
11. The Board or Founding Directors, whenever it thinks fit, may convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by section 132 of the 1963 Act. If at any time there are not within the State sufficient Board Members capable of acting to form a quorum, any Board Members or any two Club or Full Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### **NOTICE OF GENERAL MEETINGS**

12. Subject to sections 133 and 141 of the 1963 Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association (other than an annual general meeting or a meeting called for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Association. 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 that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

13. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board Members and auditors, the election of Board Members and the Chairman, Secretary and Treasurer in the place of those retiring, the appointment of auditors or re- appointment of the retiring auditors and the fixing of the remuneration of the auditors.
14. No business shall be transacted at any general meeting unless a quorum of Full and Club Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Full and/or Club Members present in person and entitled to vote shall be a quorum.

15. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Club Members present in person shall be a quorum.
16. The Chairman, if any, of the Association shall preside as chairman at every general meeting of the Association, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Board Members present shall elect one of their number to be chairman of the meeting.
17. If at any meeting no Board Member is willing to act as chairman or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the Full and Club Members present shall choose one of their number to be chairman of the meeting.
18. The Chairman, with the consent of more than one half of the Full and Club Members present and voting at any meeting at which a quorum is present, may adjourn the meeting (and shall do so if directed by the meeting) from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might have been lawfully transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 16 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided (subject to article 24) on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded-
  - 19.1 by the chairman; or
  - 19.2 by at least ten Full or Club Members present in person or by proxy and entitled to vote; or
  - 19.3 by any Full or Club Member(s) present in person or by proxy and entitled to vote and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution, on a show of hands, has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded

in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **WRITTEN RESOLUTIONS**

23. Subject to section 141 of the 1963 Act, a resolution in writing signed by all the Full and Club 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 may consist of several documents in like form, each signed by one or more persons, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the 1963 Act. Such resolution when duly signed by any Full or Club Member may be delivered or transmitted (unless the Board shall determine otherwise either generally or in any particular case) by facsimile transmission or some other means of transmitting the contents of documents.

### **VOTES OF MEMBERS**

24. No Full, Club or Associate Member shall be entitled to attend and no Club Member shall be entitled to vote at any general meeting unless all subscriptions and other moneys payable by him to the Association on or before the date of the meeting (and not at some fixed date thereafter) have been paid.
25. Associate Members and Full Members shall be entitled to attend and speak but not vote at general meetings, provided, however, that Full Members who are also members of the Board shall be entitled to vote at general meetings.
26. On a show of hands and on a poll each Full or Club Member entitled to vote who is present in person or by proxy shall have one vote.
27. A Full or Club Member who is entitled to vote but who is of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that court and any such

committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
29. Votes may be cast either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member.
31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Ireland as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote (or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid.
32. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit or in any other usual or common form which the Board approves or permits:-

"Irish Ice Hockey Association.

I/We,..... of..... in the County of.....  
being a Club Member/Club Members of the above-named Association entitled  
to attend and vote at general meetings thereof hereby appoint ..... of  
..... or, failing him, ..... of .....  
as my/our proxy to vote for me/us on my/our behalf at the (annual or  
extraordinary, as the case may be) general meeting of the Association to be  
held on the ..... day of ..... 20.. and at any adjournment thereof.

Signed this ..... day of ..... 20...

Signature(s) .....

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

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

\* Strike out whichever is not desired."

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

### **THE BOARD**

35. The management of the affairs of the Association shall be vested in the Board which shall consist of:

- 35.1 the President, the Vice-President, the Treasurer, Director of Player Operation and the General Secretary elected or appointed pursuant to articles 61 to 65; and
- 35.2 not more than five Board Members either recommended or nominated and elected, or re-elected or deemed to be re-elected at an annual general meeting or appointed by the Association or by the Board pursuant to these Articles ("Elected Board Members");
- 35.3 the founding Board Members which shall consist of the current President and Vice President of the Hockey Association ("Founding Board Members") who shall be deemed elected as Board Members as of the date hereof and who shall not be removed as Board Members except in accordance with Article 49.

provided that:

- 35.4 notwithstanding any other provisions of these Articles, the first Chairman, the first Treasurer and the first Elected Board Members shall be those persons who on the date of the incorporation of the Association are respectively the President, Vice President and other members of the Committee of the Hockey Association (except the Executive Director) and they shall be deemed to have been duly elected to their respective offices pursuant to articles 62 and 37 respectively; and
- 35.5 at the first Board Meeting held after the incorporation of the Association the Board shall appoint such one or more persons as shall bring the number of Board Members to six. For the purpose of these Articles the person or persons so appointed shall be deemed to have been duly elected as Elected Board Members pursuant to article 37; and

- 35.6 the Association in general meeting from time to time by ordinary resolution may increase or reduce the number of Elected Board Members.
36. 36.1 No person may be elected or re-elected or appointed as Chairman, Treasurer, Secretary or Elected Board Member unless:
- (a) such person is a Full Member; and
  - (b) such person is ordinarily resident in Ireland (and for this purpose the Board alone shall have power to determine at its discretion whether or not a Full Member is so resident and the determination of the Board thereon shall be final and binding); and
  - (c) except in the case of a person appointed by the Board pursuant to article 64 or article 65 (in which case this article 36.1(c) shall not apply), either such person has been recommended by the Board for election to that office or not less than seven clear days (or such other period as the Board shall decide from time to time) before the date appointed for the meeting at which his election is to be proposed there has been left at the Office a nomination in writing (in such form as may be prescribed by the Board from time to time and signed by one Full or Club Member as proposer and one Full or Club Member as seconder (in each case duly qualified to attend and vote at the meeting for which the nomination is given)) of such person for election, accompanied by such person's written confirmation of his willingness to be elected.
- 36.2 In the case of re-election as Chairman only and subject to article 64, if he shall have held office as Chairman, at least two Office Years shall have elapsed since he ceased to hold office as Chairman and he shall not have held office as Chairman during those two Office Years. For the purpose of this article 36.2, if a person would be ineligible for election by reason of the fact that the second of the said two Office Years shall not have elapsed until the conclusion of the meeting at which the election of such person would otherwise be considered, then that Office Year shall be deemed to have elapsed at the commencement of that meeting.
37. Subject as provided otherwise in these Articles, an Elected Board Member shall hold office for a term of two Office Years. The procedure for election and re-election of Elected Board Members shall be as follows:
- 37.1 At the first annual general meeting and at every second annual general meeting thereafter all the Elected Board Members shall retire from office. An Elected Board Member retiring at a meeting shall retain office until the conclusion of that meeting. A retiring Elected Board Member shall be eligible for re-election subject to article 36;

- 37.2 At the meeting at which an Elected Board Member retires as aforesaid, the Association shall fill the vacated office by electing a Full Member thereto. In default of such election, the retiring Elected Board Member, if eligible under article 36 and if offering himself for re-election, shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of that Elected Board Member has been put to the meeting and lost;
- 37.3 If in any year the number of persons recommended and/or nominated for election as Elected Board Members does not exceed the number of vacancies to be filled, the persons so recommended and/or nominated shall be deemed to be elected as Elected Board Members as from the conclusion of the annual general meeting at which their elections are to be considered;
- 37.4 If in any year the number of persons recommended and/or nominated for election as Elected Board Members exceeds the number of vacancies to be filled, an election by ballot shall take place. In such case votes shall be cast at the annual general meeting by completion of voting papers, which shall be in a form prescribed by the Board. The Chairman shall appoint a scrutineer and two referees to count the votes;
- 37.5 On an election by ballot every Full and Club Member entitled to vote at the meeting may cast a number of votes equal to or less than the number of vacancies to be filled. Any voting paper upon which a greater number of votes than is specified as aforesaid are cast shall be invalid. The decision of the scrutineer as to whether a voting paper is valid or invalid shall be conclusive;
- 37.6 In any year in which an election by ballot has taken place, the scrutineer shall deliver to the Secretary a signed report of the total number of voting papers received, the number (if any) rejected and the grounds of rejection, the total number of votes in favour of each candidate and the names of those elected. Such report shall be conclusive, provided that if there is any equality of votes the Chairman shall give such casting vote or votes as may be necessary to complete the election;
- 37.7 + The results of elections under the foregoing provisions of this article shall be announced at the annual general meeting at which the elections take place and shall take effect from the conclusion of that meeting.
38. The Association by ordinary resolution of which extended notice has been given in accordance with section 142 of the 1963 Act may remove any Elected Board Member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Board Member. Subject to articles 35 and 36, the Association by ordinary

resolution passed at the same meeting may appoint another Full Member in place of, and to the same office as that held by, a Board Member so removed from office. Without prejudice to the powers of the Board under article 39, but subject to articles 35 and 36, the Association in general meeting may appoint any Full Member to be a Board Member either to fill a casual vacancy or as an additional Board Member. A person appointed in place of a Board Member so removed or to fill a casual vacancy shall cease to hold office at the same time as if he had become a Board Member on the day on which the Board Member in whose place he is appointed was last elected or appointed a Board Member. A person appointed as an additional Board Member shall cease to hold office at the conclusion of the next annual general meeting after his appointment.

39. Subject to article 36, the Board may appoint any Full Member to be an Elected Board Member in place of an Elected Board Member dying or resigning or otherwise ceasing to hold office pursuant to article 49 (but where the Elected Board Member has been removed from office by the Association pursuant to article 38 then the Board may not appoint a Full Member in his place if the Association has appointed a Full Member in his place). A person so appointed shall cease to hold office at the same time as if he had become an Elected Board Member on the day on which the Elected Board Member in whose place he is appointed was last elected or appointed. Subject to articles 35 and 36, the Board from time to time and at any time may appoint any Full Member to be an Elected Board Member. A person so appointed shall cease to hold office at the conclusion of the next annual general meeting after his appointment.
40. Board Members may be paid all travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Association or in connection with the business of the Association.

### **BORROWING POWERS**

41. Subject to such of the provisions of the Acts as apply, the Board 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.

### **POWERS AND DUTIES OF THE BOARD**

42. 42.1 The Board shall have full responsibility for the conduct of the business and affairs of the Association and may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as may be given by the Association in general meeting but no direction so given shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

- 42.2 In particular the Board shall have power at its discretion to appoint and maintain in office such committees consisting of, subject as hereinafter provided, such one or more Board Members as it may think fit with such powers and subject to such directions for the management of the business or affairs of the Association or for such other purpose as the Board shall think fit. The Board or any such committee shall have power to co-opt persons other than Board Members to serve on such committees provided that while such persons shall be entitled to receive notice of and attend and speak at all meetings of such committees they shall not be entitled to vote thereat. Subject to any direction of the Board to the contrary, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable.
- 42.3 In addition the Board may make, alter and repeal such bye-laws, rules and regulations relating to the administration, management and regulation of the affairs of the Association and the conduct to be observed by all Members as the Board may consider necessary for attaining the objects of the Association, or which the Board may consider necessary or desirable to comply with any legislation affecting the Association or its Members generally; provided that no bye-laws, rules or regulations made by the Board and no alteration or repeal thereof made by the Board shall be operative or have effect until the same shall have been approved at a meeting of the Board specially convened for that purpose and subsequently approved and adopted by a special resolution of the Association; and provided further that no bye-laws, rules or regulations made under this article shall be repugnant to or inconsistent with the Association's Memorandum of Association or with these Articles.
43. The Board may appoint, on such terms and conditions as may be agreed between the parties concerned, such salaried staff in connection with the conduct of the business and affairs of the Association and shall delegate to them such powers, authorities and discretions as are considered by the Board to be appropriate and at the Board's discretion may remove or suspend any person in the employment of the Association.
44. The Board may appoint such professional and other advisers, acquire or rent such property or premises, and generally make any other appointments and expend such funds available to the Association for the lawful objects of the Association as it shall consider from time to time necessary or expedient.
45. Subject particularly to the terms of clause 3 of the Memorandum of Association, the Board shall have power to determine at its discretion how any surplus funds not immediately required for the purposes of the Association shall be applied or invested from time to time.

46. The Board may appoint from time to time and at any time by power of attorney any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, 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 Board shall determine from time to time by resolution.
48. The Board shall cause minutes to be made in books provided for the purpose-
  - 48.1 of all appointments of officers made by the Board;
  - 48.2 of the names of the Board Members present at each meeting of the Board and of any committee of the Board; and
  - 48.3 of all resolutions and proceedings at all general meetings of the Association and at all meetings of the Board and of committees of the Board.

#### **DISQUALIFICATION OF BOARD MEMBERS**

49. Notwithstanding any other provision of these Articles, the office of a Board Member shall be vacated ipso facto if:
  - 49.1 without the consent of the Association in general meeting he holds any other office or place of profit under the Association and even where there is such consent beyond the extent that is permitted by clause 4 of the Memorandum of Association; or
  - 49.2 he is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - 49.3 he becomes prohibited from being a director of any company by reason of any order made under Part VII of the Companies Act, 1990; or
  - 49.4 he becomes of unsound mind; or
  - 49.5 he resigns his office by notice in writing to the Association; or
  - 49.6 he is convicted of an indictable offence, unless the Board otherwise

determines; or

- 49.7 he is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest in manner required by section 194 of the 1963 Act; or
- 49.8 without the permission of the Board, either he is for more than six months absent from meetings of the Board held during that period or he fails to attend four successive Board meetings; or
- 49.9 he ceases to be a Full Member; or
- 49.10 he is concerned or interested in or participates in the profits of any contract with the Association other than as a member of any such company as is mentioned in clause 4 of the Association's Memorandum of Association; or
- 49.11 he is removed from office pursuant to article 38.

#### **VOTING ON CONTRACTS**

- 50. A Board Member shall not be entitled to vote in respect of any contract or proposed contract with the Association in which he is interested, but may be counted in the quorum present at any meeting at which such contract or proposed contract is discussed.

#### **MEETINGS OF THE BOARD**

- 51. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chairman may, and the Secretary on the requisition of any two or more of the Board Members shall, at any time summon a meeting of the Board by notice served upon the Board Members in accordance with article 57. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any Board Member who being resident in Ireland is for the time being absent from Ireland.
- 52. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one-half of the number of Board Members for the time being but so that if their number is not a multiple of two the quorum shall be the number of persons nearest to but not exceeding one-half thereof.
- 53. The Chairman shall act as chairman at all meetings of the Board, but if no such Chairman is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Board Members present shall choose one of their number to act as chairman of the meeting and the person chosen shall preside at such meeting accordingly.
- 54. Any Board Member may participate in a meeting of the Board or of any committee of the Board by means of conference telephone or other

telecommunications equipment by means of which all persons participating in the meeting can hear each other speak. Such participation in a meeting shall constitute presence in person at the meeting.

55. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman of the meeting shall have a second or casting vote.
56. The continuing Board Members 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 these Articles as the necessary quorum of Board Members, the continuing Board Members or Board Member may act for the purpose of increasing the number of Board Members to that number or of summoning a general meeting of the Association, but for no other purpose.
57. Unless otherwise agreed by the Board, the Secretary shall send to each Board Member a notice of each meeting of the Board and an agenda paper of the business to be transacted at such meeting as soon as is practicable before such meeting. As soon as practicable after any meeting of the Board he shall send a copy of the minutes thereof to each Board Member. The Secretary shall send each item described in this article to each Board Member by posting it to the address of that Member as from time to time notified in writing to the Secretary.
58. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Board Member, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Board Member.
59. A resolution or other document in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in like form, each signed by one or more Board Members. Such resolution or other document or documents when duly signed may be delivered or transmitted (unless the Board shall determine otherwise either generally or in any particular case) by facsimile transmission or some other similar means of transmitting the contents of documents.

### **SECRETARY**

60. The Board may appoint a Secretary and such other officers of the Association (including a chief executive or other chief officer, by whatever name described) for such term and at such remuneration and upon such conditions as it thinks fit. The Board may also appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. If there shall be no Secretary then

the assistant or deputy Secretary shall perform the statutory duties of the Secretary, but shall not be entitled to receive any remuneration or fees for so doing. The Board may suspend or remove from office from time to time and at any time any Secretary, assistant or deputy Secretary or other officer appointed by it and may appoint any other person as Secretary, assistant or deputy Secretary or other officer in his place. The Secretary, any assistant or deputy Secretary and any such officer shall have only such powers and shall perform such duties (whether or not in addition to the statutory duties) as the Board may prescribe from time to time and at any time.

61. A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Board Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board Member and as, or in the place of, the Secretary .

### **OFFICERS**

62. At the first annual general meeting of the Association and at every second annual general meeting thereafter the Association shall elect a Chairman, a Treasurer and a Secretary from among the Full Members, provided that no Full Member may be elected or, as the case may be, re-elected or appointed to any of those offices unless he is eligible for election in accordance with article 36. Each such officer shall hold office for a term of two Office Years, subject to the provisions of these Articles.
63. If in any year only one person is a candidate (by recommendation or nomination) for election to any of the offices of Chairman, Treasurer or Secretary then such person shall be deemed to have been elected to that office. If in any year more than one person is a candidate (by recommendation or nomination) for election to any of such offices, then the election shall be by ballot in accordance with articles 37.4 to 37.7 inclusive which shall apply *mutatis mutandis*.
64. If the Chairman (in this article referred to as "the former Chairman") dies or resigns as Chairman or ceases to be a Board Member while holding office (and, where he has ceased to hold office because he has been removed from office by the Association pursuant to article 38, if the Association has not appointed a person in his place), the Board shall appoint as soon as practicable thereafter either the Treasurer or the Secretary to be the Chairman for the remainder of the term of office for which the former Chairman was elected or appointed. A new Chairman so appointed may retain his office as Treasurer or Secretary (in addition to being Chairman) for the remainder of the term of office as Treasurer or Secretary for which he was elected or appointed. If he does retain that office, then at subsequent Board Meetings while he retains that office he shall not have any right to vote except in his capacity as Chairman. In order to restore to six the number of votes that may be cast at Board Meetings (excluding the Chairman's casting vote) (and, where the former Chairman has been removed from office by the Association pursuant to article 38, if the Association has not appointed a person in his place), the Board shall appoint as soon as practicable a Full Member who is not a Board Member to

be an Elected Board Member for the remainder of the term of office for which the former Chairman was elected or appointed.

65. If the Treasurer or the Secretary (in this article referred to as "the former Officer") dies or resigns his office or ceases to be a Board Member while holding office (and, where he has ceased to hold office because he has been removed from office, by the Association pursuant to article 38, if the Association has not appointed a person in his place), the Board shall appoint as soon as practicable thereafter either an Elected Board Member or a Full Member who is not a Board Member to be the Treasurer or the Secretary for the remainder of the term of office for which the former Officer was elected or appointed. If the new Treasurer or new Secretary is an Elected Board Member then he shall cease to be an Elected Board Member with effect from his appointment by the Board and (and, where the former Officer has been removed from office by the Association pursuant to article 38, if the Association has not appointed a person in his place) the Board shall appoint a Full Member who is not a Board Member to be an Elected Board Member for the remainder of the term of office as Elected Board Member for which the new Treasurer or Secretary was elected or appointed.
66. The fact that a person has held office as new Chairman pursuant to article 64 shall be disregarded in determining pursuant to article 36 whether that person is eligible for election or, as the case may be, re-election or appointment as Chairman, unless the Board decides, at its discretion, that the period for which he has held office as new Chairman shall count as a full period of office of two Office Years. If the Board so decides in any particular case then the notice of the annual general meeting at which the eligibility of such person shall be relevant to any election shall include or be accompanied by notification of such decision.

#### **THE SEAL**

67. The Seal shall not be used except with the authority of a resolution of the Board or of a committee of the Board duly authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Board Member and shall be countersigned by the Secretary or by a second Board Member or by some other person appointed by the Board for that purpose.

#### **ACCOUNTS**

68. The Board shall cause proper books of account to be kept relating to-
  - 68.1 all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - 68.2 all sales and purchases by the Association; and
  - 68.3 the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of

accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

69. The books of account shall be kept at the Office or, subject to section 202 of the 1990 Act, at such other place as the Board thinks fit and shall be open at all reasonable times to the inspection of any Board Member.
70. The Board -shall determine from time to time whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Board Members. No Member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.
71. From time to time in accordance with the Acts the Board shall cause to be prepared and to be laid before the annual general meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the annual general meeting of the Association, in each case made up to a date not more than nine months before the date of the meeting.
72. 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 Board Members' report and auditors' report shall be sent, not less than 21 days before the date of the annual general meeting, to every person entitled under the provisions of the Acts to receive them.

#### **AUDIT**

73. Auditors shall be appointed and their duties regulated in accordance with sections 160 and 161 of the 1963 Act as amended and extended by Sections 182 to 197 of the Companies Act, 1990, provided that:
  - 73.1 no Member may be appointed auditor of the Association; and
  - 73.2 the remuneration of the auditors shall be fixed by the Association in general meeting except that the remuneration of any auditor appointed to fill any casual vacancy may be fixed by the Board.

#### **NOTICES**

74. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

75. Any Member described in the register of Members by an address not within Ireland who from time to time shall give to the Association an address within Ireland at which notices may be served upon him ("the Irish address") shall be entitled to have notices served upon him at the Irish address. All notices served upon him at the Irish address in accordance with these Articles shall be deemed to have been properly served and the Association shall not be obliged to serve notice upon him at his address in the Register. Save as aforesaid no Member other than a Member described in the Register by an address within Ireland shall be entitled to receive any notice from the Association.
76. Notice of every general meeting of the Association shall be given in any manner hereinbefore authorised to-
  - 76.1 every Member;