



**Memorandum & Articles of Association**

Version: 27 January 2002

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The name of the Company is NATIONAL RINK HOCKEY ASSOCIATION OF ENGLAND LIMITED - hereinafter called 'the Association' or 'NRHA'.

1.

- A) The registered office of the Association will be situate in England.
- B) The first registered office shall be c/o Messrs Goodmans, Headley House, Headley Road, Hindhead, Surrey, GU26 6TU.

2. The objects for which the Association is established are:

- A) To acquire the assets and undertakings of the unincorporated association called the National Roller Hockey Association of England Limited and with a view thereto to enter into any agreement for that purpose and to discharge its liabilities and responsibilities.
  - B) To do all such things by the application and pursuance of all or any of the objects of the Association hereinafter set out as are or may be conducive to or incidental to promoting the benefits of the Members of Association.
  - C) Subject to the foregoing sub-clause to promote, encourage and to further the growth of roller hockey as a sport and a leisure activity in all the disciplines now under the control of the National Roller Hockey Association of England Limited and such other disciplines as may from time to time be included, and
    - i) to promote and organise or assist in organising the holding of championships, competitions, exhibitions, tests, demonstrations and events, to select competitors for International Championships and Competitions, and the Competitions of the Olympic Games, and where possible contribute towards the expense of persons so selected, and to enter into any agreements and to make any arrangements which may be necessary or convenient in connection therewith or with any of the objects of the Association and to do all or any of the above things either alone or in conjunction with any other person or persons or any other association.
    - ii) to lay down and enforce rules and regulations covering all aspects of Roller Hockey and to improve the management of competitions by the establishment of uniform regulations, and to deal effectively with any abuses in Roller Hockey generally.
  - D) To gather together delegates of affiliated regional associations, leagues and clubs for the development of the sport at all levels.
  - E) To act in co-operation with the International Governing Bodies of Roller Skating , Roller Hockey and the Olympic Movement and with other Bodies having similar aims.
  - F) To be affiliated to the International Governing Bodies of Roller Skating and Roller Hockey.
  - G) To make and enforce the Articles of Association, and Bye-Laws and issue guidelines concerning all forms and aspects of the Sport of Roller Hockey within the aforesaid regulations.
  - H) To protect the interest of Roller Hockey and work for improved facilities within Great Britain for Roller Hockey.
  - I) To arrange with any person, company, undertaking or organisation for the provision of services for accredited representatives of the Association in respect of Insurance, Travel Facilities, or the purchase of goods, equipment and appliances.
  - J) When appropriate to give prizes, medals and other awards, and to join with those who would provide such awards or sponsor such undertakings.
  - K) To procure to be written or made and print, publish, issue, exhibit and circulated gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets, films, photographs, instructional matter or any other such documents or things as may be thought expedient in connection with the objects of the Association or any of them.
  - L) To act as the controller and governing body of all disciplines of Roller Hockey within Great Britain.
- And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
- i) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter building or other structures.
  - ii) To sell, let or mortgage, dispose of or turn to account any or all of the property or assets of the Association.
  - iii) To borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit in the furtherance of the Association's objects.

- iv) To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, sponsorships or otherwise.
  - v) To invest monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject to such conditions and such consents as may for the time being be imposed or required by law and subject also as hereinafter provided.
  - vi) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee or lend money (with or without acceptable security) to or for any association or institution in any way connected with the purposes of the Association or calculated to further the objects of the Association.
  - vii) To undertake, execute and administer trusts designed to further the objects and purpose of the Association.
  - viii) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of or advise the Association.
  - ix) Subject to the provisions of clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of staff employees of the Association.
  - x) To act in co-operation with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Association.
  - xi) To pay out of funds of the Association the cost charges and expenses of and incidental to the formation and registration of the Association.
  - xii) To collect and receive money and funds by way of contributions, donations, registrations, affiliations, sponsorships, subscriptions, legacies, grants or other lawful methods and to accept and receive gifts of property or other assets of any description for or towards all or any of the objects of the Association.
  - xiii) To provide services of any sort whatsoever for any association or club body or person interested in or associated with the sport and recreation of Roller Hockey.
  - xiv) To do all such other things as are incidental or conducive to the attainment of the objects of the Association or any of them.
3. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association.
- Provided that nothing herein shall prevent any payment in good faith by the Association:
- A) Of reasonable and proper remuneration and honorarium to any Member, Officer or servant of the Association for any services rendered to the Association and of legitimate out of pocket expenses incurred in carrying out the duties of any Member, Officer or servant of the Association.
  - B) Of interest on money lent by a Member of the Association at a rate per annum not exceeding 2% above the base lending rate prescribed for the time being by National Westminster Bank PLC (or, if none, another appropriate rate substituted therefore by the Finance Sub-Committee).
  - C) Of reasonable and proper rent for premises demised or let by any Member of the Association.
4. The liability of the Members is limited.
5. Every Affiliated club, regional association or league member of the NRHA who is entitled to vote at General Meetings of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while such a Member is a Member, or within one year after such Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before such Member ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding £1.
6. Winding Up
- A) If, at a meeting of Council, a Resolution, which shall require a two-thirds majority of those attending and being eligible to vote thereat and voting in person or by proxy, is passed to wind up the affairs of the Association, and when all liabilities have been discharged, disposal of any remaining assets shall be divided equally among regional associations, leagues or clubs which intend to continue to participate in the sport of Roller Hockey in England.
  - B) In the event that the sport of Roller Hockey in England is discontinued, the asset shall be divided equally among any other recognised Roller Hockey associations in Great Britain.

- C) If there is no relevant organisation participating in the sport of Roller Hockey as herein provided, all remaining assets shall be passed to the Comité Internationale de Rink-Hockey (CIRH) or to an organisation having as its principal object the furtherance and development of the sports of roller hockey or roller skating or a charity having as its principal object the conferring of benefits upon and furtherance of the educational or recreational interests of young people.

WE, The persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

DATED THIS

WITNESS to the above signatures



**THE COMPANIES ACT 1948 TO 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.**

**Articles of Association of National Roller Hockey Association of England Limited**

1. Preliminary

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not consistent with the subject or context.

Words	Meanings
The Acts	The Companies Act 1985
The Statutes	The Companies Acts 1985 and every statutory modification or re-enactment thereof for the time being in force.
The Association	The National Roller Hockey Association of England Limited.
The President	The President for the time being of the Association.
The Honorary Treasurer	The Honorary Treasurer for the time being of the Association.
These Presents	The Memorandum and Articles of Association the Bye-Laws and Rules of the Game and any other regulations for the time being in force.
The Office	The Registered Office of the Association.
The Seal	The Common Seal of the Association
The NRHA	The National Roller Hockey Association of England Limited
The Executive Committee	The Elected Committee of the Association
The Council	The Council for the time being of the Association consisting of elected delegates, Life Members and members of the Executive Committee.
The General Secretary	The General Secretary for the time being of the Association.
The Sport	All Roller Hockey as defined within these presents.
Voting Members	All the members for the time being [as set out in 3(c)] entitled to vote at General Meetings of the Association.
Non-Voting Members	All Members of the Association entitled to such rights and privileges as are hereinafter provided but not entitled to vote at General Meetings of the Association.
Month	Calendar Month
In Writing	Written or produced in any visible substitute for writing, or partly one and partly another.



Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

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

3. Membership

A) For the purposes of registration the number of voting Members is unlimited.

B) The signatories to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles shall be the Members of the Association. The provisions of the relevant section of the Companies Act, 1985, or any statutory modification or re-enactment thereof for the time being in force, shall be observed by the Association, and every voting Member of the Association (not having subscribed the Memorandum and Articles of Association) shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

C) The membership of the Association (hereinafter referred to as 'the Members') shall consist of:

i) Affiliates:

Affiliate membership, entitling members to vote at Council meetings shall be open to all regional associations, leagues and clubs (an affiliate).

ii) Associates:

Any individual interested in Roller Hockey may apply for associate membership (an associate) - such members being without voting power.

iii) Honorary Vice-President:

The Council shall be entitled to confer at an Annual General Meeting the title of Honorary Vice President on any individual deserving this distinction, in recognition of services to Roller Hockey, in the event that any such proposition receives a two-thirds majority of those eligible to vote.

iv) Honorary Life Members:

The Council shall be entitled to confer at an Annual General Meeting the title of Honorary Life Member on any individual deserving this distinction, in recognition of services to Roller Hockey, in the event that any such proposition receives a two-thirds majority of those eligible to vote.

Honorary Life Members shall be appointed in perpetuity, and may attend and address Council Meetings, but shall not vote thereat unless they hold other voting rights.

v) Life Members:

Life Members (as opposed to Honorary Life Members) see (4) above extant at the date of revision of the Constitution of the unincorporated association called the National Roller Hockey Association of England Limited (formerly Great Britain) in 1982 shall continue to be entitled to attend Council Meetings and Executive Meetings and hold full voting rights at these during their life time. No new Life Members will be elected.

4. First Affiliates and transitional arrangements

The first Members of the Association shall be:

A) The subscribers of the Memorandum of Association, and

B) The affiliated regional associations, leagues and clubs which are Members of the unincorporated Association known as the National Roller Hockey Association of England Limited at the date of incorporation, and who shall consent to become a Member of the Association and who shall sign and deliver to the General Secretary the form of membership prescribed by the Council.

5. First Associates, Honorary Vice Presidents, Honorary Life Members, Life Members and transitional arrangements.

The first Members of the Association shall be every person who at the date of incorporation of the Association is Members, whether as an Associate, Honorary Vice President, Honorary Life Member or Life Member of the unincorporated Association known as the National Roller Hockey (UK).

6. Discipline

A) Membership of the Association may be suspended or otherwise disciplined if:

i) A Member or Registered Player is in breach of these Presents.

ii) A disciplinary investigation is made pursuant to the Articles of Association and Bye Laws of the Association and such investigation confirms that the aforementioned breach has occurred.

- iii) In the opinion of the Executive Committee or the Discipline, Disputes and Drugs sub-committee the conduct of any Member or Registered Player is considered to be prejudicial to the interests of the NRHA, the Member or Registered Player shall be requested to attend before a Disciplinary Hearing which shall be empowered to take such action as it deems appropriate including a recommendation for expulsion from the Association. Any such recommendation to expel or request resignation must be ratified by the Executive Committee. A Member or Registered Member expelled under this paragraph shall be disqualified from again becoming a Member or Registered Player of the NRHA except with the consent of the Executive Committee.
- B) The Executive Committee shall have power, if it considers it desirable in the interest of the NRHA that any affiliated association league or club referred to in 3(c) shall cease to be affiliated, after giving representatives of such an opportunity of being heard before the Executive Committee, to resolve that such association, league or club shall no longer be affiliated.

#### 7. Subscriptions and Affiliation Fees

All subscriptions and affiliation fees shall be set by the Executive and ratified by Council.

- A) Affiliates shall pay an annual affiliation fee.
- B) Associated members shall pay an annual membership subscription.
- C) Playing members of affiliates shall pay an annual registration fee, payable to the Association through the affiliated club's secretary.
- D) Any member failing to pay their affiliation fee or subscription by November 30 in any year shall be deemed to have discontinued membership of the Association
- E) Where any affiliated association league or club referred to in paragraph 3(c) fails to make payment by due date, none of the rights and privileges of membership of the NRHA shall be enjoyed by any such body or by any members thereof as long as such body is in default of payment.

A member may resign his membership at any time by giving notice in writing to the General Secretary of the NRHA of his intention so to do; but resignation shall not relieve a Member from the liability to pay fees or any other sums that may be due from him.

- F) New Members may be accepted at any time on payment of the appropriate annual fee or fees.
- G) Fees and subscriptions are only returnable at the discretion of the Executive Committee.

#### 8. General Meeting

##### A) Council Meetings

The Association shall meet annually in general meeting (The AGM) at a venue to be decided by the Executive Committee. The AGM shall be held not later than the month of September each year.

Notice convening the AGM and the Agenda shall be sent to all members not later than 21 days prior to the date of the meeting, via email or post.

The AGM Agenda shall, unless Council shall otherwise resolve, be to:-

- i) Receive the President's address.
- ii) Appoint two scrutineers.
- iii) Approve the Minutes of the previous meeting of Council.
- iv) Receive reports by:
  - a) the General Secretary of the Association
  - b) the Chairman of each sub-committee.
- v) Receive the Treasurer's report and audited financial accounts for the past year, with budget projections and recommendations for the Executive Committee for the ensuing year.
- vi) Consider and, if thought fit, make any proposed amendments to these Articles and Bye-Laws of the NRHA.
- vii) Consider proposals for amendments to the regulations of the International governing bodies, as appropriate.
- viii) Elect the Officers and other members of the Executive Committee, and auditor(s). The elected Officers and members of the Executive Committee to assume office immediately upon termination of the AGM.
- ix) Consider and, if thought fit, appoint Honorary Vice Presidents and/or Honorary Life Members.
- x) Fix affiliate and associate membership fees, player's registration fees, annual subscriptions, competition fees, tournament levies, permit fees and other such dues as may be deemed necessary.
- xi) Transact such ordinary business as may be relevant.

B) Extraordinary Council Meetings

The Executive Committee may convene an Extraordinary Council Meeting whenever they consider it necessary.

An Extraordinary Council Meeting may also be summoned on the written requisition of one-third of the affiliates or other persons eligible to vote or the nearest whole number thereto, stating the reason for such meeting, but only the business for which the meeting has been called shall be discussed thereat. Such meetings shall be convened within thirty days of the receipt of the requisition by the General Secretary of the Association.

C) Voting Rights:

At each meeting of Council, no affiliate (i.e. delegate) or member of the Executive Committee shall exercise more than one vote in their capacity as delegate or Executive Committee member. Any person casting a proxy vote must be properly appointed by an official of the affiliate, in writing, to the General Secretary before any such vote is counted.

i) At all meetings of the Council, voting shall be on the basis of one vote for each fully paid-up affiliate, to be exercised by their delegate. Life Members and members of the Executive Committee shall also be empowered to vote with the exception of the President or in his absence the appointed deputy, who shall have a casting vote.

ii)

a) All ordinary matters to be voted at Council shall be decided upon a simple majority on a show of hands of those attending and being eligible to vote thereat in person or by proxy.

b) Any matter other than ordinary business shall be decided upon by a show of hands. Any such matter shall require to be carried by a two-thirds majority of those attending and being eligible to vote thereat and voting in person or by proxy.

iii) The election of Officers to the Executive Committee shall be decided upon by simple majority on a show of hands of those attending and being eligible to vote thereat in person or by proxy.

iv) Unless prior to such votes in 2(a) (b) or (3) above being taken a ballot is:

a) directed by the Chairman or

b) demanded by not less than 10 persons present and entitled to vote.

v) Before entering Council, representatives shall register their appointment as delegate for their respective regional association league or club with the General Secretary, and will receive one voting card for use throughout that Council or any adjournment thereof.

D) Proxy votes are admissible at all General Meetings, but no more than a total of two votes per person shall be allowed.

E) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person shall not invalidate any resolution passed, or proceeding, at any meeting.

F) The President shall preside over all General Meetings and, in his absence the Vice President shall act as Chairman for that General Meeting. In the absence of both the President and Vice President the members present shall elect a chairman for that General Meeting.

G)

i) No part of these Articles shall be amended unless a Special Resolution is carried by a two-thirds majority of those attending and entitled to vote at an AGM or Extraordinary Council Meeting called for the purpose of considering such amendments.

ii) The Bye Laws may be amended by a Resolution being carried by a simple majority of those attending and being eligible to vote, thereat in person or by proxy.

iii) Notification of such amendments to be proposed at the forthcoming AGM or Extraordinary Council Meeting shall be made in writing, duly proposed and seconded, and received by the General Secretary not later than July 31 for the subsequent AGM. Copies of the Resolution submitted shall be circulated with the notice convening the meeting.

H) The Executive Committee may make Bye-Laws and amend, add to or delete therefrom as it may from time to time decide, provided that no such Bye-Law shall have validity if used in such a way as to contravene any part of these Articles of the Acts.

I) Notwithstanding the provisions of the preceding paragraphs if it is apparent that there is a clerical or other error or omission in any proposal comprised in the agenda of a General Meeting, such error or omission may be corrected at the meeting without previous notice.



9. Management

- A) The management of the NRHA shall be vested in a Council consisting of elected delegates, Life Members and Members of the Executive Committee.
- B) The Executive Committee shall carry out the directions of Council.

10. Council Quorum

A quorum for any meeting of the Council shall consist of a minimum number of delegates present in person or represented by bona fide proxies and representing not less than one-quarter or the nearest whole number thereto of the members eligible to vote thereat.

If within thirty minutes from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned until the same day and time in the next week. If at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, those delegates present, including proxies, shall constitute a quorum.

11. Executive Committee

The administration affairs of the NRHA shall be vested in an Executive Committee, the members of which shall be elected every four years at the AGM, and shall be comprised of:-

President  
General Secretary  
Treasurer  
Competitions & Officials Executive,  
Marketing Executive  
Presidents of Affiliated Regional Associations

one of whom shall be appointed Vice President by the President.

Life Members appointed under the Constitution in force prior to July 18, 1982 shall be entitled to continue to serve on the Executive Committee in perpetuity and shall not be subject to re-election.

The members of the Executive Committee shall be the Directors of the Association for the purposes of the Acts and shall be responsible to Council for such matters as Council shall determine concerning the day-to-day administration of the Association.

12. Duties of Executive Committee

The duties of the Executive Committee shall be to:

- A) Carry out the directions of Council.
- B) Control the general administration of the Association's Affairs.
- C) Present to Council reports on the Association's activities for the past year.
- D) Present to Council audited Financial Accounts for the past year, with budget projections and recommendations for the ensuing year.
- E) Consider and, if thought fit, approve appointments to the Executive sub-Committees.
- F) Commission and receive reports from the Executive Sub-Committees.
- G) Fill any casual vacancies which may occur on the Executive Committee or sub-Committees in accordance with Article 16 until the next AGM.
- H) Nominate Honorary Vice Presidents and Honorary Life Members, as appropriate.
- I) Consider any recommendations received from the Life Members Committee.
- J) Formulate the Rules for and supervise the holding of competitions and national leagues sponsored by the Association.
- K) Conduct appeal hearings from proceedings of the Discipline and Disputes sub-Committee and/or any affiliated league or club concerning any player, affiliate or other person associated with Roller Hockey in Great Britain.
- L) Expel any person or affiliate proven guilty of acting in any way which, in the absolute discretion of the Executive Committee, is considered to be detrimental to the Association's objects.
- M) Transact any other general business of the Association not otherwise delegated to the Executive sub-Committees.

13. First Members of the Executive

The first Executive Directors shall be those persons who at the date of incorporation of the Association hold the same positions respectively in the unincorporated body known as the National Roller Hockey Association of England Limited and shall remain members of the Executive for such time as they would otherwise have remained members of the Executive Committee of the said unincorporated body known as the National Roller Hockey Association of England Limited.

14. Powers of the Executive Committee

The Executive Committee shall authorise the payment of all expenses incurred in promoting and registering the Association and, in addition to the powers and authorities by the Articles and Bye-Laws expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Statutes or the Articles directed or required to be done by the Association in General Meeting, subject nevertheless to the provisions of the Statutes and of the Articles and Bye Laws and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

15. Duties of Members of the Executive Committee

A) The President

The President will be responsible for all the activities and administration of the Association. He shall ensure that the Vice-President and Executives, General Secretary and Treasurer all perform their duties in an effective manner and to the benefit of the Association.

The President will preside over Council meetings. He may preside over meetings of the Executive Committee, but may delegate his Vice-President or an Executive to act as Chairman, even though he is present in person.

At meetings of Council, he shall only be entitled to vote in the event of a tie, when he shall be entitled to exercise his casting vote. When present at Executive Committee meetings, the President shall have one vote and a second or casting vote, even if his delegate is acting as Chairman. In the absence of the President, the delegate presiding over the meeting will have a second or casting vote.

The President may attend meetings of the Executive sub-Committees and join in the business discussed, but he will not preside over their meetings or have any voting rights thereat.

The President will represent the Association in all legal matters, but he may be accompanied by any other person or persons that the Executive Committee deems necessary.

B) The Vice President

In addition to the duties of an Executive, the Vice-President will deputise for the President whenever requested so to do by the President or in the event of the President not being available.

C) The Executives

Each Executive will undertake the duties of the Chairman of their designated sub-Committee, and will ensure that copies of Minutes of sub-Committee meetings are supplied to the General Secretary for circulation to members of the Executive Committee when appropriate. They shall present to the Executive Committee for approval any recommendations pertaining to their sub-Committee as may be relevant.

D) General Secretary

The General Secretary will convene all Council Meetings and meetings of the Executive Committee including, inter alia, circulation of notices and agenda with relevant enclosures. He shall write and distribute the minutes of Council meetings and of the Executive Committee, be responsible for all correspondence relating to Council and the Executive Committee and all correspondence not the responsibility of any sub-Committee.

The General Secretary may nominate an Assistant Secretary, subject to approval by the Executive Committee.

E) Treasurer

The Treasurer will undertake the accounting duties of the Association and may nominate an Assistant Treasurer, subject to approval by the Executive Committee. The Treasurer shall be an ex-officio member of the Finance sub-Committee.

16. Vacancies on Executive Committee

A) The procedure for filling a sole casual vacancy on the Executive Committee shall be that:

- i) The office of President shall be filled by the Vice-President who shall then appoint another Executive as Vice-President.
  - ii) If the office of Vice President becomes vacant, the President shall nominate one of the Executives as his Vice-President, and
  - iii) In the event of the General Secretary or Treasurer or one of the Executives having to be replaced, the Executive Committee may co-opt another suitable person to fill the vacancy.
- B) Notwithstanding the provisions of clause (a) of this article, in the event of there being two or more casual vacancies on the Executive Committee not later than three months prior to the date of the AGM, a postal vote among eligible affiliates shall be held in a form approved by the Executive Committee for the purposes of filling such vacancies. Suitable nominations shall be made by the remaining Executive Committee members and circulated with the postal voting details. A person appointed to fill any vacancy shall serve until the end of the next AGM.
- C) Notwithstanding the provision of clause (a) of this article, should any casual vacancies occur within three months prior to the AGM, the remaining members of the Executive Committee may fill or co-opt such persons as they deem fit to occupy the vacancies until the conclusion of the next AGM.

#### 17. Meetings of Executive Committee

The Executive Committee shall meet quarterly or at such intervals as shall be deemed necessary by the President. Meetings will be held at locations convenient for the majority or by prior agreement reached at the preceding meeting. Five annually elected members present in person shall constitute a quorum.

All members of the Executive Committee shall be empowered to vote at meetings of their Committee - a simple majority being necessary to determine all matters. The Chairman shall have a second or casting vote only in the event of a tie.

Any member failing to attend two consecutive meetings of the Executive Committee without satisfactory written reason shall be required to resign from the Committee.

An Assistant Secretary, Assistant Treasurer or other sub-Committee members may attend meetings of the Executive Committee by invitation only when justified by any unusual circumstances pertaining to the affairs of their Committee. Except when deputising in the absence of the Executive of their sub-Committee, these attendances shall not carry any voting rights or be counted in a quorum for the meeting.

#### 18. Executive Sub-Committees

- A) The sub-Committees of the Executive Committee shall be:
- i) Competitions sub-Committee
  - ii) Discipline & Disputes sub-Committee
  - iii) Finance sub-Committee
  - iv) International Affairs sub-Committee
  - v) National Coaching sub-Committee
  - vi) Publicity & Sport Promotion sub-Committee
  - vii) Referees & Rules Advisory sub-Committee
  - viii) Development sub-Committee
  - ix) Ladies sub-Committee
- B) The sub-Committees shall be comprised of a minimum of three members or such greater number as is deemed necessary by the appointed Executive, who may not normally nominate more than one person from any affiliate to serve on the sub-Committee. All such nominations must be approved by the Executive Committee.
- C) Every sub-Committee shall meet at such intervals as they shall from time to time agree.
- D) All members of the sub-Committee shall be eligible to vote at meetings of their Committee - a simple majority being necessary. The Chairman shall have a second or casting vote, exercisable only in the event of a tie.

#### 19. Life Members Committee

This Committee shall consist of all Life Members and all Honorary Life Members.

The Committee may elect from among their number their own President of Honour and Vice President of Honour, who may assist with presentations at tournaments and championships and may represent the Association at public functions.

The Committee will serve as an advisory body to the Association. All Minutes of Executive Committee meetings shall be sent to the members of Life Members Committee, and their Committee shall meet



within 30 days of receipt thereof for the purpose of making such recommendations to the Executive Committee as they consider appropriate. At their discretion they may give notice to the General Secretary not fewer than 30 days before the next Executive Committee meeting of their intention to send a representative to that meeting to discuss their recommendations.

Attendance expenses at Life Members Committee meetings shall not be paid by the Association.

20. Minutes

- A) The Executive Committee shall cause minutes to be duly kept:
  - of all appointments of officers; of the names of members present at each meeting of the Executive Committee and at any sub-Committee or Committees or Council; of all orders made or directions given by the Executive Committee or Council; of all resolutions and proceedings of General Meetings of the Association, and of meetings of the Executive Committee and sub-Committees.
- B) Any such minutes of any Meeting of Council or of the Executive Committee or after sub-Committee(s) as aforesaid, or of the Association, if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

21. Disqualification or resignation of members of the Executive Committee

The office of a member of the Executive Committee shall be vacated:

- A) If a receiving order in bankruptcy is made against him, or he makes any arrangements or composition with his creditors generally.
- B) If he becomes of unsound mind.
- C) If he ceases to hold office by reason of an order made under Section 188 of the Act.
- D) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- E) If by notice in writing to the Association he resigns his office.

22. Seal

- A) The seal of Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the President and of the General Secretary and the said President and General Secretary shall sign every instrument to which the Seal shall be 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.
- B) A separate book shall be kept, to be called the Seal Register, in which previous to affixing the Seal on any document there shall be entered a description of such document.

23. Accounts

- A) All sums received on behalf of the Association by any person other than the Honorary Treasurer of the NRHA shall forthwith be transmitted to the Honorary Treasurer of the NRHA.
- B) All sums received on behalf of the NRHA by the Honorary Treasurer shall, as soon as practicable, be paid to an NRHA Banking Account.
- C) The Honorary Treasurer (or Honorary Treasurers) shall keep such Banking Accounts, herein called the NRHA's Banking Accounts, as may be sanctioned by the Council.
- D) All payments on behalf of the NRHA shall be made out of the Association's Banking Accounts, and the Honorary Treasurer (or Treasurers) shall arrange that such accounts shall not be drawn upon save by cheques signed in such a manner and by such person or persons as the Council may from time to time direct.
- E) The Executive Committee shall determine periodically any allocation of funds for investment. The Executive Committee may seek recommendations for investment from a financial adviser, as it deems prudent. No individual member of the Executive Committee or Finance sub-Committee shall become personally liable in the event of loss arising from any investment, provided always that they have acted in good faith and without negligence.
- F) The Honorary Treasurer (or Honorary Treasurers) shall keep full accounting records of all monies received and paid by him or them. He or they shall close such accounts to 31 March in every year, and as soon as practicable submit the same for audit to the Auditors of the Association, together with all proper vouchers and documents connected therewith.
- G) The Executive Committee shall require accounting records to be kept of:
  - i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,



- ii) all sales and purchases of goods by the Association, and
  - iii) the assets and liabilities of the Association as are necessary to give a true and fair view of the Association's financial affairs and to explain its transactions.
- H) The accounting records shall (subject to the provisions of the Acts) be kept at the Office or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.
- I) The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members of the Association not being members of the Executive Committee and no Member of the Association (not being a member of the Executive Committee) shall otherwise have any rights of inspecting any accounting records or document of the Association.
- J) At the Annual General Meeting in every year the Executive Committee shall lay before the Association an income and expenditure account for the period since the last preceding account, together with a balance sheet made up as at the same date. Every such account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Statutes and are applicable to the Association. The Auditor's Report shall comply with the statutory requirements for the time being in force and shall be attached to the balance sheet and shall be read before the meeting as required by the Acts.
- K) Copies of all such documents as aforesaid and any other documents required by Law to be annexed thereto shall not less than twenty-one clear days before the date of the meeting be sent as required by and subject to the provisions of the Acts to every voting Member of the Association authorised under these Articles and also to all other persons (if any) entitled by or pursuant to the Articles to receive notices of General Meetings of the Association.

#### 24. Notices

- A) A notice may be served by the Association upon any Member or Registered Player either personally or by sending it through the post in a pre-paid letter, addressed to such Member or Registered Player at his registered address as appearing in the Register of Members or, in the case of an affiliated regional association, club or league to the person appointed to represent that body or to the Honorary Secretary of that body at such address as shall have been provided by the aforesaid for the service of notices.
- B) A notice given to any representative of an affiliated regional association, league or club shall be binding on the body which he represents and any proceedings taken without further or other notice shall be binding on such body.
- C) Every affiliated regional association, league and club, and all other members as set out in Article 3 (c) over the age of 18, and the Auditor or Auditors for the time being of the Association and such other persons as may from time to time be prescribed in the Articles or by the Acts shall be entitled to receive notices of General Meetings.

#### 25. Indemnity and Responsibility

- A) Any person who serves either by election, appointment or at its request as an official of Association in any capacity shall be deemed its representative for the purposes of this Article and shall be indemnified by or on behalf of the NRHA against expenses judgement, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party to any pending or completed action, suit or proceedings whether civil administrative or investigate by reason of such service, provided such person acted in good faith.
- B) Notwithstanding the provisions of paragraph (a) above, when a representative of the NRHA acting on its behalf exceeds his authority, any subsequent commitment or agreement resulting therefrom shall not be binding upon the NRHA unless ratified by it, if the third party thereto knew or had reason to believe that such authority had not been given.
- C) This Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act, 1985, or any statutory modifications or re-enactment thereof for the time being in force.

#### 26. Adherence to the Memorandum and Articles of Association and Bye-Laws

Upon making application and for and becoming a member or registered player of the NRHA, all regional associations leagues clubs players and other person shall be deemed to accept and agree to be bound by and to adhere to these presents and to accept the interpretation thereof by the Executive Committee, and any decision thereof on any matter within its discretion made in good faith, as being binding on all members and persons.