

## **Motions proposed by the Board of Mountaineering Ireland to amend the Constitution of Mountaineering Ireland**

Mountaineering Ireland is recognised by Sport Ireland and Sport NI as the National Governing Body (NGB) for our sport. All NGBs are expected to adhere to the highest standards of corporate governance. A prerequisite of good governance is having a strong governing body which oversees and takes responsibility for everything that the organisation does and provides strategic direction for its future development.

The Mountaineering Ireland Board has over recent months undertaken a comprehensive review of our governance arrangements. As part of this review, the Board has identified the need for a number of amendments to our Constitution (formerly known as the Memorandum and Articles of Association).

Please use the below link to access Mountaineering Ireland's Constitution:

[http://www.mountaineering.ie/files/2017127103850\\_59f6563b.pdf](http://www.mountaineering.ie/files/2017127103850_59f6563b.pdf)

The main changes proposed are:

- To remove the specific positions of Honorary Secretary and Honorary Treasurer which are not considered necessary in a modern organisation with salaried staff and professional advisors. On the removal of these positions, it is proposed to increase the number of ordinary members from 7 to 9.
- To introduce new rules relating to the terms of office of the President and other board members. Namely:
  - To introduce a new rule that no person may serve on the Board in any capacity for a period in excess of 12 years
  - To increase the term of office from 2 to 3 years. Experience has shown that a 2-year term is generally too short for a person to make a significant contribution.
  - Each member would be entitled to stand for a second 3-year term. At the end of 6 years, he or she would be debarred from election for a period of 2 years. After that, a person could serve for two further terms of 3 years.
- To provide that a person appointed to fill a casual vacancy would hold office until the next AGM at which point the position would be filled by election.

The Board believes that the combination of changes will strengthen its capacity to deliver on its important functions and will over time result in a more regular "turnover" of board members (and more regular elections) rather than the current situation where the entire Board takes office and retires at the same time. The Board urges Clubs and members to support its Proposals at the forthcoming AGM.

## **Motion 1 (Re. Board Membership)**

Amend Article 30 (a) and (b) to read as follows:

- (a) Mountaineering Ireland shall be administered by a Board consisting of the President and 9 ordinary members.
- (b) The Board may co-opt up to 3 additional members as it deems appropriate.

In Article 3, amend the definition of “The Directors” to read as follows – “The Directors” means the directors of Mountaineering Ireland for the purposes of the Acts, and shall consist of the President and other elected or co-opted members of the Board.

In Article 3, amend the definition of “The Board” to read as follows – “The Board” means the governing body of Mountaineering Ireland elected or co-opted to the Board to administer the affairs of Mountaineering Ireland consisting of the Directors as provided for in these Articles.

In Article 11, substitute “Company Secretary” for “Honorary Secretary”.

In Article 18, substitute “Company Secretary” for “Honorary Secretary”.

In Article 20, substitute “Company Secretary” for “Honorary Secretary”.

## **Explanatory Note**

Article 30 provides that the Board consists of the President, Honorary Secretary, Honorary Treasurer and 7 ordinary members. It also permits the Board to co-opt up to 3 additional members, giving a maximum of 13 members.

The positions of Honorary Secretary and Honorary Treasurer are no longer considered necessary in a modern organisation. It is proposed to remove these positions and to increase the maximum number of ordinary members from 7 to 9. The functions of the Honorary Secretary will be assigned to the Company Secretary (usually the CEO). The Honorary Treasurer has no functions in the Constitution and our financial affairs are handled by professional advisors, subject to oversight by the Board. The Board intends to appoint a Finance, Audit and Risk Committee to assist it in the discharge of its fiduciary responsibilities.

The amendment of the definition of “Directors” in Article 3 is consequential on the removal of the positions of Honorary Secretary and Honorary Treasurer.

The amendment of the definition of “The Board” is to correct a minor defect in the existing definition which currently does not mention Directors who are co-opted.

The amendments of Articles 11, 18 and 30 are consequential on the removal of the position of Honorary Secretary.

Article 11 deals with the giving of notice by a person who wishes to resign his/her membership. In future, a person will be required to give notice to the Company Secretary.

Article 18 relates to the submission of Motions and nominations for an AGM. In future, a person will be required to send these to the Company Secretary.

Article 20 relates the convening of an EGM. In future, this will be a function of the Company Secretary.

## **Motion 2 (Re. Terms of office)**

Amend Article 30 (c) to read as follows:

“The term of office of the President and each ordinary member shall be 3 years. At the end of a first term, the President and each ordinary member shall be eligible for re-election to the Board for a further term of 3 years. At the end of a second term, the President and each ordinary member shall not be eligible for election to the Board for a period of 2 years.

The term of office of a person co-opted to the Board in accordance with Article 30 (b) shall be not more than 3 years, as determined by the Board at the time of co-option. At the end of that period, the person shall be eligible for co-option to the Board for a further period or periods which shall not exceed 6 years cumulatively. Where a person has been co-opted for a period or periods which cumulatively total 6 years, he or she shall not be eligible for co-option to the Board for a period of 2 years.

No person shall be eligible to be a member to the Board, whether as ab elected or co-opted member, for any period in excess of 12 years.

Amend Article 31 to read as follows:

The Board has the power to co-opt to fill casual vacancies. Where a person is co-opted to fill a casual vacancy, he or she shall hold office until the next AGM. Any period of service in filling a casual vacancy shall be counted for the purposes of Article 30”.

## **Explanatory Note**

The purpose of this Motion is to introduce new rules relating to the terms of office of the President and other board members. There are a number of elements to the proposal. Firstly, it is proposed to increase the standard term of office from 2 to 3 years as experience has shown that a 2-year term is generally too short for a person to make a significant contribution. Each member would be entitled to stand for a second 3-year term. At the end of 6 years, he or she would be debarred from election for a period of 2 years. A person could serve for two further terms of 3 years but would be debarred from election after a cumulative total of 12 years.

With regard to the proposed amendment of Article 31, at present the Board can fill a casual vacancy for up to 2 years. The Board considers that this is no longer appropriate. It proposes that a casual vacancy would be filled until the next AGM at which point it would be filled by election. Any period served as a co-opted member would count towards the 12 year limit mentioned above.

### **Motion 3 (Re. Board Sub-Committees and other Groups)**

Amend Article 32 to read as follows:

“The Board may appoint sub-committees, working groups, steering groups and consultative groups, whose membership, terms of reference, rules and aims shall be set by the Board, and may be changed from time to time by the Board”

### **Explanatory Note**

At present, the duration of sub-committees and other groups appointed by the Board is coterminous with the term of the Board. This linkage is no longer appropriate, particularly in the case of the newly established Mountain Training Board of Ireland. The MTBI is a sub-committee of Mountaineering Ireland but it is neither necessary nor appropriate that its membership and terms of reference be tied to the term of the Board of Mountaineering Ireland.