

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE

CONSTITUTION
OF
MOUNTAINEERING IRELAND COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is Mountaineering Ireland and shall be known in the Irish Language as Sleibhteoireachta Na hEireann
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are:
 - a. To represent and encourage in Ireland the sport of mountaineering in all its facets including climbing, hill walking and rambling.
 - b. To provide and co-ordinate services to members and act in matters of common interest.
 - c. To promote the conservation and responsible use of the mountain environment and co-ordinate action in conservation matters.
 - d. To safeguard and secure access to mountain areas.
 - e. To represent the interest of all members internationally.
 - f. To promote education and training in mountaineering skills and leadership.
 - g. To promote mountain safety and support mountain rescue.
 - h. To develop, promote, and adopt a drug free policy within the sport and recreation of mountaineering, in line with the World Anti-Doping Code. The anti-doping rules of MI are the Sport Ireland or the Sport NI Anti-Doping Rules as amended from time to time.
 - i. To promote the Code of Ethics and Good Practice for Children's Sport on the island of Ireland and all relevant legislation as an integral part of MI's policy on children in Irish mountaineering.

- j. To encourage a positive approach to equal opportunities and the elimination of all discrimination in Irish mountaineering, MI, its Designating Bodies and as between all its members.

POWERS

- 4. MI has the powers necessary to carry out the objects in clause 2, including the following powers:-
 - a. To erect, provide, construct, build, equip, maintain, conduct and manage and to provide facilities and financial and other assistance for buildings and other places for the purposes of MI.
 - b. To promote research into subjects related to mountaineering and the environment and to educate and influence public opinion by all lawful means.
 - c. To promote training bodies and to provide, endow furnish and fit out with all necessary furniture, instruments and other equipment and maintain and manage training centres and institutes.
 - d. To adopt all such means (including the granting of prizes, awards and donations, the promotion and provision of conferences, public and private meetings, and discussions, the publication and dissemination of books, writings, pamphlets, correspondence and the organisation and holding of exhibitions, musical and dramatic performances and cinematographic, radio and television shows and productions, and the employment of all other types of visual and oral communication, or publicizing) of making known, promoting and furthering the objects of MI or any of them as may seem expedient.
 - e. To petition against or regarding, apply for, or promote any Act of the Oireachtas, and/or The Northern Ireland Assembly (including Acts and Orders in Council made by the parliament of the United Kingdom which are applicable in Northern Ireland), legislative measure of the European Union, or the laws, regulations, decisions or administrative provisions of any competent authority, with a view to attaining of the above objects or any of them
 - f. To raise money for any of the objects of MI by all lawful means, including collecting, flag days, functions, sales, subscriptions, dances, and any other fund raising activities.
 - g. To establish and/or support and to aid in the establishment and/or support of, any other association whose objects are similar, or in part similar, to the objects of MI.
 - h. To accept, seek and collect grants, subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes of MI and to sell or dispose of or (as far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of MI and generally to manage, invest and expend all moneys and property belonging to MI.

- i. To publish, buy, prepare, make, supply, sell, hire, lend, and deal in all kinds of mountaineering equipment and in all kinds of goods and literature which promote, develop or advance the aims of MI.
- j. To hire and employ all classes of persons considered necessary for the purposes of MI and to pay them and to other persons in return for services rendered to MI salaries, wages, charges, expenses and pensions.
- k. To promote and hold (either alone or jointly with any person, body or club) meetings and competitions in the recognised disciplines of mountaineering sport and to offer, give or contribute towards prizes, medals and awards.
- l. To select and appoint, and award appropriate grants to, representatives of MI to attend conferences, meetings, meets, competitions, expeditions, and exchanges with any other associations whose objects are similar, or in part similar, to the objects of MI.
- m. To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of MI or its employees, to give pensions, gratuities or charitable aid to any person who may have served MI or to the husband, wife, widow, children or other relatives of that person, to make payments toward maintenance and to form and contribute to provident and benefit funds for the benefit of any person employed by MI.
- n. To invest and deal with the monies of MI not immediately required upon such securities and in such a manner as may from time to time be determined, and not necessarily in authorised trustee investments.
- o. To borrow or raise and give security for money by the issue of or upon bonds, debenture, debenture stock, bills of exchange, promissory notes or other obligations or securities of MI, or by mortgage or charge upon all or any part of the property of MI.
- p. To establish, set, promote, monitor and regulate standards for tourist and educational undertakings that offer instruction or recreation in mountaineering related activities, and for this purpose to assess and award recognition to approved undertakings.
- q. To establish, set, promote, monitor and regulate standards in education and training in mountaineering skills, mountain leadership, and mountain instruction, and for this purpose to assess and award recognition to approved individuals.
- r. To purchase, take on lease or letting, deal in or otherwise acquire land or property of every kind and description, both real and personal, including intellectual property, turn same to account, and to sell, dispose of, make leases or lettings of, or licences with respect to any such land or property.
- s. To do all other such lawful things as are incidental or conducive to attain the above objects or any of them.

Provided that MI shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of MI, would

make it a trade union.

5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for –
 - a. The payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - b. The adjustment of the rights of contributories among themselves,

Such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

1. The number of members with which the company proposes to be registered is unlimited.
2. The provisions of the Companies Act 2014 are by the Company adopted save in so far as they are excluded or hereby varied.
3. In this Constitution

"The Act" means the Companies Act 2014 and all legislation amending and extending that Act.

"MI" means the registered company known as " Mountaineering Ireland".

"The Office" means the registered office of MI for the purpose of the Acts.

"The Articles" means the Articles of Association of MI.

"The Sub-Rules" means the bye-laws of MI for the time being adopted subject to these Articles.

"The Directors" means the directors of MI for the purposes of the Acts, and shall consist of the President, Honorary Secretary, Honorary Treasurer and other elected or co-opted members of the Board.

"The Board" means the governing body of MI elected to administer the affairs of MI consisting of the Directors as provided for in these Articles.

"Assistant Officer" means a Full Member who is

- appointed by the Board to perform a specific task, and is
- Answerable to the Board.

"Member Club" means a club or other body in Ireland

- which is controlled by its own members
- whose principal activity is mountaineering
- which has a constitution or rules for the furtherance of the sport of mountaineering approved by the Board
- which holds regular club meetings and an AGM in pursuit of this aim, and
- Which is for the time being approved by MI.

"Associate Organisation" means a club or other body in Ireland that

- does not qualify as a Member Club
- has an interest in mountaineering, and
- Is for the time being approved by MI.

"Aspirant Member Club" means a club or other body in Ireland

- that is controlled by its own members
- whose principal activity is mountaineering
- Which has applied to MI for, but has not yet received approval as a Member Club. and
- Which is for the time being approved by the Board.

"Club Member" means a member of a Member Club who

- is designated to MI membership by that Club, and
- Who is enrolled on the register of MI members at the Office.

"Associate Member" means a member of an Associate Organisation who

- is designated to Mel membership by that Associate Organisation, and
- is enrolled on the register of MI members at the Office.

"Aspirant Member" means a member of an Aspirant Member Club who

- is designated to MI membership by that Aspirant Member Club, and
- Is enrolled on the register of M members at the Office.

"Individual Member" means any person who

- is desirous of furthering the aims of MI
- has paid the appropriate annual membership Subscription, and
- Who is enrolled on the register of MI members at the Office.

"Honorary Member" means a person

- on whom honorary membership has been conferred under these Articles, and
- who is enrolled on the register of MI members at the Office.

"Full Member" means an Individual Member, Club Member, or Honorary Member.

"Junior Member" means a child under the age of 18 who

- resides at the same address as a Full Member
- is designated to MI membership, and
- is enrolled on the register of MI members at the Office.

"MI member" means any category of member of MI, whether or not enjoying voting or other rights at general meetings.

"Designating Body" means any individual, club, organisation or other body with the right given by these Articles to designate persons to MI membership.

"Nominating Body" means any club, organisation or other body with the right given by these Articles to nominate Delegates to general meetings.

"Delegate" means a Full Member who is

- attending a general meeting of MI, and
- Nominated by a Nominating Body to exercise voting rights.

"Ireland" means the Republic of Ireland and Northern Ireland.

"AGM" means Annual General Meeting.

"EGM" means any General Meeting that is not an AGM.

4. The income and property of MI, whomsoever derived, shall be applied solely towards the promotion of the main objects of MI 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 MI. Nothing herein shall prevent the payment in good faith of:
- Reasonable and proper remuneration to any member, officer or servant of MI in return for services actually rendered to MI, or
 - Interest at a rate not exceeding [8] percent per annum on money lent by any member to MI, or
 - Reasonable and proper rent for premises demised or let by any member to MI.

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

- The repayment of out-of-pocket expenses, or
- Interest at the rate aforesaid on money lent to MI, or
- Reasonable and proper rent for premises demised or let to MI, or
- A payment to a company of which a member of the Board, Council 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.

No amendments of any kind shall be made to the provisions of clauses 6 and 9 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 6 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of section 24(1)(a) and (b) of the Companies Act 1963.

5. If upon the winding up or dissolution of MI 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 MI but shall be given or transferred to another company whose objects comply with paragraph (a) of section 24(1) of the Companies Act 1963 and which company meets the requirements of paragraph (b) of section 24(1) of the Companies Act 1963, such company to be determined by the members of MI 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.

TYPES OF MEMBERSHIP AND RIGHTS OF MEMBERS

6. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles comprise MI Membership.
7. MI may confer Individual Membership, Junior Membership, Club Membership, Associate Membership, and Honorary Membership of MI. The Board may confer Aspirant Membership.
8. Each different category of membership carries different duties, responsibilities and rights, as set out in these Articles and the Sub-Rules.

9. (a) Associate Organisations and Aspirant Member Clubs may each designate their members to MI membership. They must so designate all and not only some of their members.
- (b) The requirement that all the members of an Associate Organisation be designated does not apply if, at the request of that Associate Organisation, the Board waives this requirement as regards that Organisation in a particular year.
- (c) Duly designated Associate Members and Aspirant Members may attend General Meetings and, with the permission of the Chair, participate in discussions, but they may neither hold-office nor vote.
- (d) Member Clubs may designate their members to MI membership. They must so designate all and not only some of their members.
- (e) Duly designated Club Members may attend and participate in General Meetings and hold office.
- (f) In accordance with Section 218 (3) (d) of the Act service of notice shall be permitted by electronic means.
10. Individual Members may attend and participate in General Meetings and hold office.
11. Individual Members, Honorary Members and Member Clubs may designate children residing at the same address as a Full Member to Junior Membership. Junior Members may neither hold office nor vote.
12. MI may confer Honorary Membership on any person who has made an outstanding contribution to mountaineering or to MI. Honorary Members have the same rights and obligations as Individual Members, except they are not required to pay a subscription. For the purpose of nominating Delegates, Honorary Members are to be counted with Individuals Members.
13. MI Membership ceases: -
- on the member's death, or
 - if the member resigns by notice in writing to the Honorary Secretary, or
 - if the member or body which designated the member ceases to have the power to designate, or
 - If the requisite MI or Board approval inherent to such membership lapses.

SUBSCRIPTIONS

12. (a) All MI members other than Honorary Members must pay an annual subscription in the amount determined in accordance with the Sub-rules for then applicable category of membership. Subscriptions may be set at the AGM or an EGM. Any increase in the annual subscription voted at a general meeting takes effect from the following 1st November. The Board has the right to adjust the amount of the annual subscription for Individual Members, with immediate effect if circumstances so require.

- (b) The subscription year for Member Clubs, Associate Organisations and Aspirant Member Clubs ends on 31st October each year.
- (c) The Sub-rules may specify sanctions for non-payment or late payment of subscriptions. The sanctions may include loss of voting rights, lapse of membership, loss or lapsing of status as a Designating Body, or loss of privileges. The Sub-rules relating to subscriptions bind the membership as though written here in full.

GENERAL MEETINGS

14. All General Meetings shall be held in Ireland.
15. The financial year of MI ends on 31st December each year, and MI shall hold its AGM before the following 31st March.
16. All General Meetings of MI other than the AGM shall be EGMs.
17. The Board shall convene an annual gathering in Ireland open to all members to take place each year in September, October or November. The event may include policy discussions, workshops, and/or mountaineering activities

NOTICES OF ANNUAL GENERAL MEETINGS

18. (a) Subject to these Articles and the Sub-rules, all MI members have the right to receive notice of and to attend all Annual General Meetings of MI.
- (b) Not less than 60 days preliminary notice of the date, time and venue decided by the Board for the AGM must be given to all MI members. The notice should invite motions for discussion at the AGM and nominations for the Board.
- (c) Notices of and agendas for such Annual General Meetings may be given to all MI members and shall be adequately received by them if
- published on MI web page or
 - published in Irish Mountain Log or
 - if given in accordance with such further or other method as may be set out in the Sub-rules from time to time.
- (d) In addition, notices of and agendas for such meetings must be given to all Club Members, Associate Members, and Aspirant Members, and is adequately received by them if emailed or posted to the Secretary or other officer of their club or organisation designated to MI to receive such notice on behalf of its members.
- (e) Accidental omission to give notice to, or non-receipt of by some members, does not invalidate a General Meeting.

MOTIONS AND NOMINATIONS

19. Motions arid, subject to the exception set out in the next succeeding Article, nominations are valid only if received by the Honorary Secretary of MI not less than 28 days before the AGM. The agenda for the meeting including reports, details of all such Motions, nominations and matters to be discussed at the AGM shall be given to the members not less than 21 days before the AGM.
20. If no nomination is received for any particular position as required in the last preceding Article, nominations may be made prior to the AGM or from the floor of the AGM. Where a nomination for a position does appear on the agenda, nominations may still be made from the floor of the AGM, but only with the permission of the Chair, for compelling reasons.

EGMs

21.
 - (a) The Honorary Secretary of MI shall convene an EGM at the direction of the Board, or on the requisition of not less than 100 Full Members, which number must include MI members designated by at least 5 Member Clubs.
 - (b) Not less than 14 days notice of the date, time and venue decided by the Board for the EGM must be given to all members, together with details of each motion.
 - (c) No business shall be transacted at an EGM other than such motion(s).
 - (d) Notice of an EGM may be given in any way in which notice of an AGM may be given, and is adequately received if so given.

QUORUM

22. Twenty (20) Delegates, which figure must include Delegates nominated by at least 5 different Nominating Bodies, constitute a quorum at any general meeting. For the avoidance of doubt Individual and Honorary Members collectively constitute a nominating body for this purpose.
23. If a quorum is not present within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the meeting shall be 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. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Delegates present constitute a quorum and the Meeting will proceed.

VOTING

24. Voting at General Meetings shall be effected by Delegates. For voting purposes the Individual and Honorary Membership collectively, and each Member Club, shall nominate Delegates, according to the number of their total membership, as follows-
 - a. for 100 Full Members or less, 2 Delegates, and
 - b. for every 50 Full Members above 100, 1 Delegate, and

- c. For the remainder of their membership, 1 Delegate, subject, in the case of Member Clubs, to a maximum of 12 Delegates and, in the case of the Individual Honorary members, to a maximum of 20 Delegates.
- 25. The Board shall provide facilities for a meeting of Individual Members and Honorary Members to be held at least half an hour before the General Meeting, to allow time for them to nominate Delegates and discuss affairs of mutual interest.
- 26. Each Delegate may exercise no more than one vote on any issue.
- 27. The President, if available, shall chair all General Meetings.
- 28. (a) No proposal for the creation or amendment of MI policy on any matter shall be carried unless it receives a two thirds majority of Delegates present and voting in general meeting.
- (b) No proposal for the amendment of the Memorandum or these Articles shall be carried unless it receives a three quarters majority of Delegates present and voting in general meeting and unless the appropriate motion duly appears on the agenda for the general meeting.
- (c) No proposal for the amendment of the Sub-Rules shall be carried unless it receives a simple majority of Delegates present and voting in general meeting and unless the appropriate motion has duly appeared on the agenda for the general meeting (except that motions for change may be taken from the floor where the Chair permits, for compelling reasons).

SUB-RULES

- 29. MI in general meeting has the sole power to make bye-laws (called "the Sub- rules") and to amend them. The Sub-rules bind the membership of MI but shall be subject to the Memorandum and these Articles

GRIEVANCE AND DISCIPLINE

- 30. In relation to the matter of persons or bodies allegedly bringing the sport of mountaineering into disrepute the Sub-rules must include
 - a fair and proper grievance and disciplinary procedure,
 - an appeals procedure in relation to decisions of Designating Bodies concerning grievance and disciplinary matters,
 - sanctions up to and including loss of membership, and
 - Provision for the mediation of disputes within MI.

THE BOARD

31. (a) MI shall be administered by a Board consisting of President, Honorary Secretary, Honorary Treasurer, and 7 ordinary members, all of whom are to be elected for 2 year terms.
 - (b) The Board may co-opt up to 3 additional members which it deems appropriate in a particular term.
 - (c) No person shall be eligible to hold the same position for more than 2 consecutive terms.
 - (d) At its first meeting a newly constituted Board shall elect a Chair, who shall chair Board meetings unless and until a replacement Chair is elected.
32. The Board has the further power to co-opt to fill casual vacancies. Any person so co-opted holds office for the remaining duration of the office so filled. This period of service will not be counted as a term for the purposes of the preceding Article. The members shall be informed of any co-option to the Board within 2 months of the event.
33. 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 for the term of the Board, unless and until changed from time to time during the term by the Board.
34. The Board has the power to appoint Assistant Officers, to hold office for a period not exceeding the life of the Board making the appointment.
35. A quorum for a meeting of the Board shall be 5 members of the Board.

We, the several persons whose names and address are subscribed, wish to be formed into a company in pursuance of this constitution.

Name, Addresses and Description of Subscribers	
Peter Coakley, 8 Glendown Lawn, Templeogue, Dublin 6W	Engineer
Laurence Cuffe, Quarry Road, Shankill, Co Dublin	Student
Harry O'Brien, 43 Cherryfield Avenue, Dublin 12	Trade Union Official
Joss Lynam, 7 Sorbonne, Ardilea Estate, Dublin 14	Civil Engineer
F.A. Gardner, 44 Munster Street, Phibsborough, Dublin 7	Retired Secondary Teacher
Dermot A. Keane, 10 Fortrose Park, Templeogue, Dublin 6W	Civil Servant
Finola O'Donoghue, 20 Leopardstown Gardens, Blackrock, Co Dublin	Sports Administrator
Helen Lawless, 225 Cowper Downs, Rathmines, Dublin 6	Advertising Agency Traffic Manager

Signatures in writing of the above subscribers, attested by witness as provided for below

Dated the 4th day of September 1992

Witness to the above Signatures:

David Walsh
Solicitor
Ranelagh
Dublin 6