



## NOTICE OF MEETING

Notice is hereby given of the holding of the **Annual General Meeting** of the Inland Waterways Association on **Friday 30<sup>th</sup> April 2010 at 8 p.m.** The meeting will be held in the **Lough Ree Yacht Club, Athlone, Co. Westmeath**

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### **IWAI Annual General Meeting**

Friday 30<sup>th</sup> April 2010

Venue: Lough Ree Yacht Club, Athlone, Co. Westmeath

### **AGENDA**

1. Minutes of 2009 AGM
2. Matters arising from Minutes
3. President's Report
4. Presentation of Accounts and Honorary Treasurer's Report
5. Appointment of Auditors
6. Consideration of Motion
7. RCAG Report
8. Election of Officers
9. Election of Committee Chairs
10. Election of Council Members
11. Presentation of Endeavour Award
12. Any other Business

**By order of Council**

**Carmel Meegan, Honorary Secretary**

Dated 18<sup>th</sup> March 2010

**Buffet Supper, sponsored by Yachtsman\Euromarine, will be served directly after the meeting**

## Notice of Motion for consideration at the AGM

### MOTION:

That the Articles of Association of the IWAI be amended to provide for the following;

1. That the IWAI be managed by a board of 11 directors, elected by an AGM of members. Five directors would have specific responsibilities, namely the President, Vice President, Treasurer and Secretary and Past President.
2. That the Directors will establish a management team by co-opting on any persons suitable to aid them in the running of the company. Only the elected Directors would be eligible to vote on this board.
3. That the Directors would run the company as set out in the Companies Acts.
4. That the current Council would become a policy formation body. Directors would seek to adhere to policy except where it conflicts with their duties as directors, i.e. the responsibility for running of the business.

That this AGM will approve the revised Articles of Association as produced at **Annex A** of this document.

**Proposed by: IWAI Council**

### Nominations for AGM 30<sup>th</sup> April 2010

#### Officers

**President Nominee:**

Proposed by:

Seconded by:

**Paul Garland**

Martin Donnelly, Carrick-on Shannon Branch

Nuala Morgan, Carrick on-Shannon Branch

**Vice – President Nominee:**

Proposed by:

Seconded by:

**Gregory Whelan**

Pat Henry, Shannon Harbour Branch

Des Byrne, Lough Derg Branch

**Honorary Secretary Nominee:**

Proposed by:

Seconded by:

**Derry Smyth**

Carmel Meegan, Carrick –on- Shannon Branch

Noel Griffin, Lough Derg Branch

**Honorary Treasurer Nominee:**

Proposed by:

Seconded by:

**John Corrigan**

Jim Henning, Lagan Branch

Sheelagh Wickham, Carrick-on Shannon Branch

#### Committee Chairs

**Membership Secretary Nominee:**

Proposed by:

Seconded by:

**Jean Kennedy**

Patricia Darby , Carrick-on Shannon Branch

Martin Donnelly, Carrick-on Shannon Branch

**Boating & Leisure Nominee:**

Proposed by:

Seconded by:

**Tommy McLoughlin**

Myles Brady, Boyne Navigation Branch

Padraig Costello, Boyne Navigation Branch

**Public Relations Nominee:**

Proposed by:

Seconded by:

**Sheelagh Wickham**

Paddy Bowan, Carrick on Shannon Branch

Colin Corcoran, Carrick-on-Shannon Branch

**Liaison & Lobbying Nominee:**

Proposed by:

Seconded by:

**Dave McCabe**

Noel Griffin, Lough Derg Branch

Michael O'Donnell, Athlone Branch

**Heritage & Conservation Nominee:**

Proposed by:

Seconded by:

**Niall Galway**

Adele Picard, Kildare Branch

Alan Kelly, Kildare Branch

**Membership Supplies Nominee:**

Proposed by:

Seconded by:

**Joe Ó Dubhghail**

John Dunne, Cruising Club Branch

Brian Cassells, Lough Erne Branch

# *Directors' Report and Financial Statements*

for the year ended 31/10/09

## Contents

	<b>Page</b>
Directors and other information	<b>1</b>
Directors' report	<b>2</b>
Statement of Directors' Responsibilities	<b>2-3</b>
Independent Auditors' report to the members	<b>enclosed</b>
Profit and loss account	<b>4</b>
Balance sheet	<b>5</b>
Notes to the financial statements including Statement of Accounting Policies	<b>6 - 8</b>

## Directors and other information

Directors	Paul Garland John Corrigan Greg Whelan Carmel Meegan
Secretary	Carmel Meegan
Company number	83050
Registered office	6 The Crescent O'Connell Street Limerick
Auditors	Robert Duffy & Associates 6 The Crescent O'Connell Street Limerick
Business address	John Corrigan Pelletstown Drumree Co Meath
Bankers	Allied Irish Bank Bank of Ireland Ulster Bank

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND**  
**COMPANY LIMITED BY GUARANTEE**  
**Directors report for the year ended 31/10/09**

The directors present their report and the audited financial statements for the year ended 31/10/09.

**Principal activity and business review**

The Association promotes the use and enjoyment of the Inland Waterways of Ireland.

**Results and dividends**

The results for the year are set out on page 6.

The directors do not recommend payment of a final dividend.

**Directors and their interests in Shares of the Company**

The directors who served during the year and their interests in the company are as stated below:

	Ordinary shares		Preference shares	
	31/10/09	01/11/08	31/10/09	01/11/08
Paul Garland	-	-	-	-
John Corrigan	-	-	-	-
Greg Whelan	-	-	-	-
Carmel Meegan	-	-	-	-

The Company is a company Limited by Guarantee.

**Safety, Health and Welfare at Work Act 2005**

The well being of the company's employees is safeguarded through the strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act 2005 imposes certain requirements on employers and the company has taken the necessary action to ensure compliance with the Act, including the adoption of a safety statement.

**Books of Account**

The Directors acknowledge their responsibility under Section 202 of the Companies Act 1990 to keep proper books and records for the company. To this end, the branch accounts are maintained by each Treasurer and reviewed by the companies Treasurer. Our books and records are kept at our branch offices.

**Auditors**

The auditors, Robert Duffy & Associates, have indicated their willingness to continue in office in accordance with the provisions of Section 160(2) of the Companies Act, 1963.

This report was approved by the Board on 11/03/10 and signed on its behalf by



**Paul Garland**  
**Director**



**John Corrigan**  
**Director**

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND  
COMPANY LIMITED BY GUARANTEE**

**Statement of Directors' responsibilities for the shareholders' financial statements**

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure the financial statements comply with the Companies Acts 1963 to 2006 and all Regulations to be construed as one with those Acts. They are responsible for ensuring that the company otherwise complies with the provisions of those Acts relating to financial statements in so far as they are applicable to the company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and hence to prevent and detect fraud and other irregularities.

On behalf of the board



**Paul Garland**  
Director



**John Corrigan**  
Director

**Date: 11th March 2010**

**Independent auditors' report to the members of  
The Inland Waterways Association Of Ireland**

We Have Audited The Financial Statements Of The Inland Waterways Association Of Ireland For The Year Ended 31/10/09 Which Comprise The Profit And Loss Account, The Balance Sheet And The Related Notes. These Financial Statements Have Been Prepared Under The Historical Cost Convention And The Accounting Policies Set Out Therein.

This report is made solely to the company's members as a body, in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and Irish Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and Auditing Standards promulgated by the Auditing Practices Board in Ireland and the United Kingdom.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Acts 1963 to 2009. We also report to you whether in our opinion: proper books of account have been kept by the company; whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the company's balance sheet and its profit and loss account are in agreement with the books of account.

We report to the members if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not given and, where practicable, include such information in our report.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

**Basis of audit opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

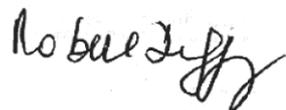
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31/10/09 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Acts 1963 to 2009.

We have obtained all the information and explanations that we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion the information given in the directors' report is consistent with the financial statements.



Robert Duffy & Associates  
Registered Auditors  
Date: 12/03/10

6 The Crescent  
Limerick

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND**

**COMPANY LIMITED BY GUARANTEE**

**Profit and loss account  
for the year ended 31/10/09**

		<b>Continuing operations</b>	
		<b>2009</b>	<b>2008</b>
		€	€
	Notes		
<b>Turnover</b>	<b>2</b>	160,430	129,261
Distribution costs		(119,109)	(136,560)
Administrative expenses		(16,963)	(19,654)
<b>Profit on ordinary activities before taxation</b>		24,358	(26,953)
Tax On Profit On Ordinary Activities		-	-
<b>Profit on ordinary activities after taxation</b>		<u>24,358</u>	<u>(26,953)</u>
Foreign Exchange		3,627	3,347
<b>Profit for the year</b>		<u>20,731</u>	<u>(30,300)</u>
Retained profit brought forward		270,255	300,555
<b>Retained profit carried forward</b>		<u><u>290,986</u></u>	<u><u>270,255</u></u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

On behalf of the board



**Paul Garland**  
Director



**John Corrigan**  
Director

The notes on pages 6 to 8 form an integral part of these financial statements.

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND**

**COMPANY LIMITED BY GUARANTEE**

**Balance sheet  
as at 31/10/09**

	Notes	2009 €	€	2008 €	€
<b>Fixed assets</b>					
Tangible assets	5		41,640		43,378
<b>Current assets</b>					
Stocks		10,381		10,748	
Debtors	6	40,870		24,114	
Investments	7	15,570		15,804	
Cash at bank and in hand		247,810		199,874	
		<u>314,631</u>		<u>250,540</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(65,285)</u>		<u>(23,663)</u>	
<b>Net current assets</b>			<u>249,346</u>		<u>226,877</u>
<b>Total assets less current liabilities</b>			290,986		270,255
<b>Net (liabilities)/assets</b>			<u>290,986</u>		<u>270,255</u>
<b>Capital and reserves</b>					
Profit and loss account			290,986		270,255
<b>Equity shareholders' funds</b>	9		<u>290,986</u>		<u>270,255</u>

On behalf of the board



**Paul Garland  
Director**



**John Corrigan  
Director**

The notes on pages 6 to 8 form an integral part of these financial statements.

# THE INLAND WATERWAYS ASSOCIATION OF IRELAND

## Notes to the financial statements for the year ended 31/10/09

### 1. Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### 1.1. Basis of preparation

The audited financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention, and comply with financial reporting standards of the Accounting Standards Board.

#### 1.2. Cash flow statement

The company meets the size criteria for a small company set by the Companies (Amendment) Act, 1986 and therefore, in accordance with FRS1: Cash flow statements, it has not prepared a cash flow statement.

#### 1.3. Tangible fixed assets and depreciation

##### Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost less residual value, of each asset systematically over its expected useful life, as follows:

Fixtures, fittings and equipment	-	10%
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#### 1.4. Investments

Current asset investments are at the lower of cost and net realisable value.

#### 1.5. Stock

Stock is valued at the lower of cost and net realisable value.

Net realisable value is based on normal selling price, less further costs expected to be incurred to completion and disposal.

#### 1.6. Turnover Policy

Turnover represents the total income, excluding value added tax, of funds earned during the year.

### 2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in Ireland.

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND**

**Notes to the financial statements  
for the year ended 31/10/09**

..... continued

<b>3. Operating profit</b>	<b>2009</b>	<b>2008</b>
	€	€
Operating profit is stated after charging:		
Depreciation and other amounts written off tangible assets	9,707	7,685
Auditors' remuneration	1,638	2,000
	<u>          </u>	<u>          </u>
and after crediting:		
 <b>4. Employees</b>		
There were one employee during the year apart from the directors.		
Administration	1	1
	<u>          </u>	<u>          </u>
	1	1
	<u>          </u>	<u>          </u>
<b>Employment costs</b>	<b>2009</b>	<b>2008</b>
	€	€
Wages and expenses	9,329	42,542
	<u>          </u>	<u>          </u>
 <b>5. Tangible fixed assets</b>	<b>Fixtures, fittings and equipment</b>	<b>Total</b>
	€	€
<b>Cost</b>		
Net Book value	41,640	41,640
At 31/10/09	<u>41,640</u>	<u>41,640</u>
<b>Net book values</b>		
At 31/10/09	41,640	41,640
At 31/10/08	<u>30,205</u>	<u>30,205</u>

THE INLAND WATERWAYS ASSOCIATION OF IRELAND

Notes to the financial statements  
for the year ended 31/10/09

..... continued

<b>6. Debtors</b>	<b>2009</b>	<b>2008</b>
	€	€
Other debtors	40,870	24,114
	<hr/>	<hr/>
<b>7. Current asset investments</b>	<b>2009</b>	<b>2008</b>
	€	€
Other unlisted investments	15,570	15,804
	<hr/>	<hr/>
<b>8. Creditors: amounts falling due within one year</b>	<b>2009</b>	<b>2008</b>
	€	€
Trade creditors	65,285	23,663
	<hr/>	<hr/>
<b>9. Reconciliation of movements in shareholders' funds</b>	<b>2009</b>	<b>2008</b>
	€	€
Profit for the year	24,358	(26,953)

**10. Financial commitments**

At 31/10/09 the company had no annual capital commitments

**11. Accounting Periods**

The current accounts are for a full year. The comparative accounts are for a full year.

**12. Approval of financial statements**

The financial statements were approved by the Board on 11 March 2010 and signed on its behalf by



**Paul Garland**  
Director



**John Corrigan**  
Director

**INCOME AND EXPENDITURE ACCOUNT  
FOR THE YEAR ENDED 31ST OCTOBER 2009**

	2009		2008	
INCOME :	€	€	€	€
SUBSCRIPTIONS		94,271		94,059
SURPLUS ON SALES		6,266		738
DONATIONS		34,998		10,296
DEPOSIT INTEREST		951		5,069
SURPLUS ON RALLIES		16,146		8,482
SURPLUS ON FUNCTIONS		1,759		4,338
ADVERTISING INCOME		8,161		12,477
		162,552		133,983
<b>EXPENDITURE</b>				
SALARIES & TRAVEL	9,329		42,542	
INSURANCE	9,292		10,107	
SECRETARIAL, STATIONERY, POSTAGE	7,221		7,089	
GRANTS AND DONATIONS	8,123		12,739	
NEWSLETTERS AND PRINTING	-		1,307	
LOSS ON RALLIES	3,882		6,706	
LOSS ON FUNCTIONS	2,122		4,722	
SUNDRY	6,416		11,623	
BOAT SHOW	9,731		-	
MEMBERSHIP EXPENSES	4,482		5,124	
MEETINGS	8,909		6,031	
WEBSITE FEES	487		690	
AUDIT AND ACCOUNTANCY	1,638		2,000	
BANK INTEREST AND CHARGES	1,852		2,694	
BRANCH PROJECTS	55,003		39,877	
DEPRECIATION	9,707		7,685	
		138,194		160,936
<b>EXCESS OF INCOME OVER EXPENDITURE</b>		<b><u>24,358</u></b>		<b><u>(26,953)</u></b>

*Draft Articles of Association to incorporate changes to number of directors and other  
typographical and definition corrections*

**COMPANIES ACT 1963 TO 2009  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
THE INLAND WATERWAYS ASSOCIATION OF IRELAND  
CUMANN UISCEBHEALAIGH INTIRE NA h-EIREANN  
(Revised 2005; approved at AGM )  
COMPANIES ACTS 1963 to 2009  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
THE INLAND WATERWAYS ASSOCIATION OF IRELAND  
CUMANN UISCESHEALAIGH INTIRE NA h-EIREANN.**

1. In these Articles:-

"The Act" means the Companies Act, 1963. (No. 33 of 1963)

"The Executive" means the 11 Directors so elected at the AGM

"The Branches" shall mean the regional organisations of the Association

"The Council" means the Council for the time being of the Association.

"Ordinary Member" shall refer to a single adult membership or family membership

"The Secretary" means any person appointed to perform the duties of the Secretary of the Association.

"The Seal" means the common seal of the Association.

"Ireland" means the island of Ireland.

"In writing" shall be construed as, unless the contrary intention appears, as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form, including electronic means.

And words importing the masculine gender shall include also the feminine gender and words importing the singular number shall include the plural and vice versa.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any Statutory modification thereof in force at the date at which these Articles become binding on the Association.

**MEMBERSHIP**

2. The Executive shall cause a register of all members to be kept. The register shall be kept at the office or subject to section 116 of the Act at such other place as the Executive thinks fit, and shall at all reasonable times be open to inspection to the members of the Executive. The register shall be made available for all general meetings of the Association. The register shall be kept in such a manner as to incorporate an index. A register of the Directors shall be kept at the office.
3. The Association is established for the objects expressed in the Memorandum of Association.
4. The members of the Association shall be the persons who have paid the specified fee to the Association and such other persons or bodies as the Executive shall admit to membership.

**CATAGORIES OF MEMBERSHIP**

5.
  - (a) All persons supporting the objects of the Association shall be eligible for membership.
  - (b) The Association will, at a minimum, have a category of single adult membership and a category of a family membership. The specific entitlements of such membership shall be set down by the Executive. These single or family members shall be known as Ordinary Members
  - (c) Ordinary members are such membership categories that apply to adults , either as a single person or as a family,
  - (d) Other categories of membership, voting rights and other qualifications to membership shall be determined by the Executive in conjunction with the Branches.

**CORPORATE MEMBERS**

6. Any organisation supporting the objects of the Association shall be eligible for corporate, associate or affiliated membership of the Association, as defined in Article 11.

**CESSATION OF MEMBERSHIP**

7. A member shall cease to be a member of the Association if
- (a) He resigns his membership by notice in writing to the Association.
  - (b) he being an individual is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes arrangements or compositions with his creditors generally or being a company shall go into liquidation either compulsorily or voluntary (except for the purpose of reconstruction or amalgamation).
  - (c) It is the opinion of the Executive, that the conduct of a member is injurious to the character and interest of the Association, the Executive may call on such member to resign from the Association and from the Branch or Branches to which he or it may belong, and if the member does not so resign within twenty-one days after being so called upon, the Executive may by resolution of which fourteen days' written notice shall be given, terminate his membership or its membership, but before coming to any decision the Executive shall give the member concerned an opportunity to state his or its case before the Executive.
  - (d) The member falls more than four months in arrears in relation to their annual membership fee, i.e. 30<sup>th</sup> April in the year that their membership fee is due, or has is in arrears at the date of the holding of the Annual General Meeting.

**REGIONAL BRANCHES**

8. (a) The Executive may establish or approve new branches as appropriate. Such branches shall have power to formulate their own rules and regulations provided that these do not conflict with the rules and regulations of the Association. Branches may be regionally based or organised nationally as appropriate
- (b) Before any new branch is formed the names of the proposed Officers and Committee of the branch shall be submitted to the Executive for approval.
  - (c) The Executive shall have the power to dissolve any regional branch whose behaviour is considered to be prejudicial to the object of the Association. The Executive will transfer those members affected to a nominated substitute Branch. The members of the dissolved branch shall be members of such substituted branch for the remainder of the current year.
  - (d) Before the Executive dissolves any regional branch, the branch concerned shall have the right to a hearing before the Executive whose subsequent decision shall be final

**ELECTION AND VOTING RIGHTS OF CORPORATE/AFFILIATED/ASSOCIATE MEMBERS**

9. (a) The Association may elect to membership any commercial, state, semi-state or other body which supports the objects of the Association. Such bodies will be known as Corporate members. The Association may elect to membership, any group or body whose main objects are closely aligned with the objects of the Association. Such bodies will be known as Affiliated members. The Association may elect to membership, any body whose main interests lie in any sphere of activity concerning inland waterways. Such bodies will be referred to as Associated Members. An application for Corporate, Affiliate or Associate membership shall be made in writing to the Hon. Secretary and placed before the Executive at its next regular meeting for adjudication.
- (b) They shall pay annual fees to be determined by The Executive. The rights, other than voting rights, of Corporate, Affiliated and Associated Members will be determined from time to time by the Executive.
  - (c) Corporate, Affiliated and Associate members may attend general meetings of the Association, They may not vote at such meetings or any AGM, EGM or other meetings held by the Association.

**GENERAL MEETINGS**

10. All general meetings of the Association shall be held in Ireland.
11. (a) The Association shall not later than 31st December in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the

## Annex A – Presented to 2010 AGM

- meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next.
- (b) The annual general meeting shall be held at such a time and at such a place as the Executive shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Executive may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened or requisitioned or in default, may be convened by such persons, as provided by Section 132 of the Act. If at any time there are not sufficient members of the Executive capable of acting to form a quorum, any member of the Executive or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive.
14. (a) A written notice convening the annual general meeting shall be sent to members not less than twenty one days before the meeting.
- (b) An extraordinary general meeting of the association may be convened at any time by the Executive and shall be convened within six weeks from the receipt by the Hon. Secretary of a requisition in writing signed by not less than fifteen members and specifying the objects of the meeting. Notice of such meetings shall be conveyed to the members of the Association in accordance with the procedure for convening the Annual General Meeting as hereinbefore provided.
- (c) Any special resolution to be considered at a general or extraordinary general meeting must be first published in written form and distributed to members at least twenty one days before such meeting is held, verbal special resolutions cannot be accepted.
15. The accidental omission to give notice of a meeting to a member or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting

### **PROCEEDINGS AT GENERAL MEETINGS**

16. All business shall be deemed special that is transacted at an extraordinary general meeting, and also 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 officers of the Executive and auditors, the re-appointment of the retiring auditors, the fixing of the remuneration of the auditors, and the election of officers and members of Executive.
17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, fifteen members present in person shall be a quorum.
18. If within half an hour from the time appointed for 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 such other time and place as the Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for meeting, the members present shall be a quorum.
19. The President or if he is not present the Executive Vice- President shall preside as Chairman at every general meeting of the Association or if there is no such President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Executive present shall elect one of their number to be Chairman of the Meeting.
20. If at any meeting no member of the Executive is willing to act as Chairman or if no member of the Executive is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
21. The Chairman may with the consent of any meeting at which a quorum is present (and, shall, if so directed by the meeting.) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 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 an adjourned meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands)
- (a) By the Chairman, or

## Annex A – Presented to 2010 AGM

(b) By at least three members present in person.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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.

23. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such a 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. Where there is an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which a show hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
24. A poll demanded on the election of the Chairman 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 preceded with pending the taking of the poll.
25. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such a 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 if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

### VOTES OF MEMBERS

26. Every Ordinary member shall have one vote, provided however that where the two adult partners in a family membership are present, each shall have one vote
27. No objection shall be raised to the qualification of any votes except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote allowed 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.
28. (a) Votes may only be given in person and each person present may exercise only one vote.  
(b) Members in arrears at the date of the AGM are deemed to have ceased their membership and may not vote.

### THE COUNCIL

29. (a) The Association shall maintain a Council , which will be the policy formation body of the Association.
- (b) The Council shall consist of;
- (i) The Members of the Executive
  - (ii) Two representatives from each branch, one of which should be the Chairman or Secretary and representatives of affiliated organizations.
  - (iii) Members of the Association elected to the Council at the Annual General Meeting. The number of such members and the period for which they shall be elected shall be in accordance with the provisions of the Bye-laws of the Association approved by The Executive
  - (iv) Persons co-opted by Council or the Executive.
  - (v) The Council or the Executive may from time to time, invite such other persons as it deems appropriate, to attend meetings. Such attendees may not vote at Council meetings.
- (c) Formation of policy shall be by simple majority of the Council members present at such Meetings. Such Policy will be binding on the Association, the Executive, its Branches or any other part of the Association, save where in the opinion of the Executive the policy is injurious to the proper running of the Association. Policy is intended to set the broad parameters to which the Association operates.
- (g) Any Officer or other member of the Council may resign from his office by notice in writing to the Association.

### PROCEEDINGS OF THE COUNCIL

30. (a) Regular Meetings of the Council shall be held at least two times in every year.  
(b) The Chairman of the Council, which shall normally be the President, shall have the casting vote.

## Annex A – Presented to 2010 AGM

- (c) Twenty one days written notice must be given to hold a meeting of the Council, however where all members of the Council agree, such notice may be waived.
- (d) Electronic Mail, Fax or any such similar written form of electronic communication is regarded for the purpose of notice as being equivalent to written notice.
- (e) A quorum of fifteen members is required for the proper functioning of Council.
- (g) The President or failing him the Executive Vice-President shall take the chair at meetings of the Council. If neither of these is present, those in attendance shall elect a Chairman for the meeting. The Chairman must be a member of the Council.
- (h) The Council may from time to time appoint such sub committees as it may deem necessary or expedient and delegate to them such powers, and duties as the Council shall decide, consistent with the Act and these Articles.
- (i) If at any sub-committee, no Chairman is present within 15 minutes of the time appointed for the commencement of the meeting, the members may choose one of their number to be Chairman of the meeting.
- (j) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes, the Chairman of any meeting shall have a second and casting vote,
- (k) All acts done at any meeting of the Council or of a sub-committee of the Council or by any person acting as a member of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- (l) A resolution in writing, signed by all members of the Council for the time being entitled to receive notice of the meeting of the Council shall be as valid as if it had been passed at a meeting of the Council convened and held.

### **THE EXECUTIVE**

31. The Executive consists of the following
- (a) The President, Executive Vice-President, Honorary Secretary and Honorary Treasurer who shall be the Directors and the Officers of the Company.
  - (b) The immediate Past President, who shall be a Director of the Company
  - (c) Six Ordinary Members who shall be Directors of the Company
  - (d) The President, Vice President, Secretary and Treasurer, and the six Ordinary members of the Association will be elected to the Executive at the Annual General Meeting of the Association
  - (e). All candidates for election as Directors and members of the Executive shall be Members of the Association and not having ceased membership as defined in Article 7.
  - (f) Election of the Directors and members of The Executive shall be by ballot of the members present at the Annual General Meeting with voting rights as defined in Articles 28.
  - (g) A minimum of four Directors shall be necessary as a quorum.
32. (a) The Directors shall have the power to co-opt persons to Executive but any members so co-opted shall retire at the next annual general meeting following his co-option. A co-opted member shall not be a director and shall not vote at meetings of the Executive. The Executive, by simple majority, subject to its voting rules, may dismiss a co-opted person. The dismissed person shall have no recourse to compensation for such dismissal, save as may be provided under Law.
- (b) The business of the Association shall be managed by The Executive who is responsible for the running of the Association. They 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 Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions as may be given by the Association in general meetings, but no direction given by the Association in general meeting shall invalidate any prior act of the Executive which would have been valid if that direction had not been given.
  - (c) The Executive may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by The Executive 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 Executive under these Articles) and for such period and subject to such conditions as they may

## Annex A – Presented to 2010 AGM

think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or other wise executed, as the case may be, by such person or persons and in such manner as the Executive shall from time to time by resolution determine.
- (e) The Executive shall cause minutes to be made in books provided for that purpose of all resolutions and proceedings at all meetings of the Association, and of the Executive, its sub-committees, the proceedings of Council and the Executive. Copies of these minutes shall be kept at the office of the Secretary.

### **BORROWING POWERS**

33. The Executive may raise or borrow for the purpose of the Association's business such sum or sums of money as they shall think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association, present and future or by the issue of bonds and debentures, either charged upon the whole or any part of the property and assets of the Association, or not so charged, or in such other way as the Executive may think expedient.

### **PROCEEDINGS OF THE EXECUTIVE**

34. (a) Regular Meetings of The Executive shall be held at least six times in every year.
- (b) The Chairman of The Executive, which shall normally be the President, shall have the casting vote.
  - (c) Twenty One days written notice must be given to hold a meeting of the Committee, however where all members of the committee agree, such notice may be waived.
  - (d) Electronic Mail, Fax or any such similar written form of electronic communication is regarded for the purpose of notice as being equivalent to written notice.
  - (e) A quorum of four Directors is required for the proper functioning of the Executive
  - (f) The continuing members of the Executive 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 the Articles of Association as the necessary quorum of the Executive, they may act for the purpose of filling up vacancies in their body or of summoning a general meeting of the Association but for no other purpose.
  - (g) The President or failing him the Executive Vice-President shall take the chair at meetings of the Association and the Executive. If neither of these is present, those in attendance shall elect a Chairman for the meeting. The Chairman must be a member of The Executive.
  - (h) The Executive may from time to time appoint such sub committees as it may deem necessary or expedient and delegate to them such powers, and duties as the Executive shall decide.
  - (i) If at any sub-committee, no Chairman is present within 15 minutes of the time appointed for the commencement of the meeting, the members may choose one of their number to be Chairman of the meeting.
  - (j) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes, the Chairman of any meeting shall have a second and casting vote,
  - (k) All acts done at any meeting of the Executive or of a sub-committee of the Executive or by any person acting as a member of the Executive shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive
  - (l) A resolution in writing, signed by all members of the Executive for the time being entitled to receive notice of the meeting of the Executive shall be as valid as if it had been passed at a meeting of the Executive duly convened and held.

### **RESIGNATION OR DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE**

- 35 (a) Any Officer or other member of the Executive may resign from his office by notice in writing to the Association, except where a minimum number of Directors is required by the Act
- (b) The position of an officer or other member of the Executive shall be vacated if such person:-

## Annex A – Presented to 2010 AGM

- (i) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or
- (ii) Becomes prohibited from being a director by reason of any order made under Section 184 of the Act, or
- (iii) Becomes of unsound mind, or
- (iv) Resigns his office by notice in writing to the Association
- (v) Is convicted on an indictable offence unless the Executive otherwise determines, or
- (vi) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his Interest in manner required by Section 194 of the Act.

### **VOTING ON CONTRACTS**

36. Any Officer or other member of the Executive may not vote in respect of any contract in which he is interested or any matter arising thereon.

### **ELECTIONS**

37. The Directors of the Association shall retire at the Annual General Meeting and shall be eligible for re-election at that meeting. All the co-opted members of the Executive shall retire at the Annual General Meeting each year.
38. The Secretary of the Association shall be the Hon. Secretary or such other member as may be appointed by the Executive.
39. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a member of the Executive and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

### **BYE-LAWS**

40. The Executive may from time to time make, vary and revoke Bye-Laws not inconsistent with these Articles for the regulation of the conduct of its proceedings and the proceedings of Committees, and the conduct of the affairs of the Association including the branches, provided that no regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only be made by special resolution passed in accordance with the Act.

### **SUBSCRIPTIONS**

41. The maximum annual subscriptions for Ordinary Member shall be fixed from time to time by the members of the Association in general meeting. The Branches with approval from The Executive may offer lower subscriptions from time to time as they see fit. The Executive reserve the right to change such special subscriptions at any time should such subscriptions, in their opinion be injurious to the financial health or the proper running of the Company. No subscription may be raised to greater than that set at the Annual General Meeting of the association.

### **CAPITATION--FEES**

42. Regional branches shall be entitled to re-coup from the Executive, the amount of subscriptions paid to the Membership Registrar in respect of members who have nominated the Branch to which they wish to belong, subject to the deduction of a Capitation in respect of each member, the amount of which shall be determined by the Executive from time to time and consistent with the proper running of the Company.
43. Every member whose fee has been paid up and has not ceased to be a member as defined in Article 7 and who is entered on the register of members shall be entitled to be present at the Annual and Extraordinary General Meetings of the Association.

### **THE SEAL**

44. The seal shall be used only by the authority of the Executive or of a committee of the Executive authorized by the Executive in that behalf, and every instrument to which the seal shall be affixed shall be signed by any two Directors.

### **ACCOUNTS**

45. The Executive shall cause proper books of account to be kept relating to
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
  - (b) all sales and purchases of goods by the Association.
  - (c) the assets and liabilities of the Association

## Annex A – Presented to 2010 AGM

Proper books shall not be deemed to be kept if there are not such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

46. The books of account of the Executive shall be kept at the office or subject to Section 147 of the Act at such other place as the Executive think fit, and shall at all reasonable times be open to the inspection by the members of the Executive and the Council.
47. The Executive shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Association or any part of them shall be open to the inspection of members of the Association.
48. The Executive shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Association such income and expenditure accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Association.

### **AUDIT**

49. Auditors shall be appointed and their duties regulated In accordance with Section 160 to 163 of the Act.

### **NOTICES**

50. A notice may be given by the Company to any member either personally or by sending it to him at his registered address. Notice may also be notified in the Associations magazine , Communication by E-mail or Fax or other written forms of electronic communication shall be for the purpose of this notice regarded as the same as written notice
51. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-
  - (a) Every Ordinary Member
  - (b) Every person being a personal representative or the official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
  - (c) The auditor for the time being of the Association.No other person shall be entitled to receive notices of general meetings.

### **HONORARY MEMBERS**

52. The Executive or Regional Branches may from time to time, elect as Honorary Members of the Association, such persons as in the opinion of the Executive or Branches that shall be in the interests of the Association to admit as Honorary Members, including persons who are connected in their official capacities with any State-controlled or other body governing inland waterways or navigations in Ireland. The Executive may from time to time elect Honorary Life Members. The number of such Honorary or Life memberships must not be injurious to the financial health and proper running of the Association

### **PUBLIC ANNOUNCEMENTS**

53. No member of the Association shall take any public action or make any public announcement or make any communication to the press, radio, television or other means of public announcement in the name of the Inland Waterways Association of Ireland without the approval of the Executive of the Association or of some Officer of the Association expressly authorised by the Executive to so approve.
54. The provision of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

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### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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