



## Notice of Motions

The Board of Directors of Irish Amateur Swimming Association Company Limited By Guarantee (company number 112024) (**Swim Ireland**) is, pursuant to clause [41(d)] of the constitution of Swim Ireland (the **Constitution** or **Articles**) proposing four (4) Motions for amendments to the Swim Ireland Constitution. An explanation of the changes is contained below, and the formal wording is contained at **Appendix A**.

Any changes to the Articles are deemed to be special resolutions and require a 75% majority of votes cast to pass.

### Motion 1

In keeping with good governance practice Swim Ireland has term limits in place for individuals serving on our Board and on Committees. Term limits ensure that there is regular turnover in key positions and that the burdens of office do not sit too heavily with one or two individuals for extended periods of time. The current limit is four consecutive years, after which time an individual must step aside for a period of two years. In consultation with our Regions and Clubs, we have been reviewing the maximum consecutive period allowed and there is a consensus that the four-year period is quite short and there would be a broad welcome for extending this to six years. The Motion being proposed is that members of Standing Committees (clause 121 of the Constitution), Regional Management Committees (clause 143(a)) and the National Water Polo Committee (clause 134(b)) would be elected for a two-year term of office and will subsequently be eligible for re-election for an additional two terms. There are three parts to the Motion to ensure consistency across the organisation.

The Motion does not impact on the terms of office of the Board of Swim Ireland as it is considered that the current terms are adequate for Directors of the Company.

### Motion 2

The Swim Ireland Complaints and Disciplinary Committee (**SICDC**) fulfills an important function, being the appellate body to decisions of Club or Regional Complaints and Disciplinary Committees and acting in the first instance in First Instance Matters. Currently the Articles provide that the SICDC is made up of 9 members including 2 nominees from each Region who are elected at the relevant Annual Regional Conferences and a Board appointed Chairperson. Hearings are conducted by a minimum of three members of the SICDC panel, having regard for conflicts that may necessitate individuals on the panel recusing themselves from Hearings. In recent years it proved to be difficult to fill roles through elections at Annual Regional Conferences, and it is considered that more flexibility is needed which will allow Regions to approach individuals with the required skill sets to serve on the SICDC. The Motion proposes that Regions would appoint, rather than elect 2 persons to SICDC.

The Motion also proposes that the Board of Swim Ireland would have the option of appointing two independent members to SICDC. This would allow flexibility in the event of significant conflicts of interest in matters sent for Hearing.

### Motion 3

The National Meet Licencing Committee is one of the Standing Committees specified within the Articles. The Committee is responsible for reviewing and approving Meet Licencing applications for regional and club events. The Committee has a strong administration function and there is an inconsistency regarding the processes across the Regions. The function could be brought inhouse to ensure there is more uniformity.



This motion proposes that reference to the Committee be removed from the Articles, which will mean that Regions are no longer obliged to seek nominees to serve on the committee at the Annual Regional Conferences.

The intention is that the Regional Executives and the Competitions Team will agree a process for how the granting of Licenses will be managed in the future.<sup>12</sup>

#### **Motion 4**

The final Motion is a general tidy up of the Articles in five parts as follows:

- i. To replace references to "Synchronised Swimming" with "Artistic Swimming";
- ii. To amend the name of the international governing body to "World Aquatics";
- iii. To delete reference to the Awards Night from Article 1(a) (Interpretations) as there is no subsequent reference to the Awards Night in the Articles;
- iv. To remove an inconsistency in relation to the role of the President viz a viz the Board. There is no change to the position of the President, the wording change is solely to amend an inconsistency;
- v. To remove transitional articles relating to previous changes; and
- vi. To update clause references generally throughout the Constitution;<sup>3</sup>

#### **Appendix A**

#### **THE RESOLUTIONS**

#### **AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:**

##### **1. Amendments to the Articles of Association**

That the following amendments be made to the Articles

- i. That Article 122 (new article 121) be amended by deletion of the number four (4) and its replacement with the number six (6) and by the addition of the wording "or appointed until the conclusion of the second Company AGM after such election or appointment" and shall therefore read:

---

<sup>3</sup> OL Comment: due to the deletion of clause 77 and clause 128, a full review of clause references and cross references is required. For eg, in the definitions, references to clause numbers have not been updated

*Article 121: Where a maximum term of office is provided by these Articles for any office on a Standing Committee no person shall be eligible for re-election to the same Standing Committee on which he has served the maximum term of office until the second Company AGM after he ceased to hold that office. Save and except for the Audit Committee, Governance Committee and the Remuneration Committee, the maximum term of office for an elected nominee on **a Standing Committee is six (6) Years** (whether consecutive or not). Every member of a Standing Committee shall hold office from the conclusion of the Company AGM at which, or with effect from which (as the case may be), such member was elected **or appointed** until the conclusion of **the second Company AGM after such election or appointment**. The Board may consider extending the maximum term of office for the Chairperson of the Disciplinary and Complaints Committee.*

- ii. That Article 136 (b) (new article 134(b)) be amended by the deletion of the wording “a second term” and its replacement with the wording “two additional two-year terms” and therefore shall read as follows:

*Article 134 (b) Members of the National Water Polo Committee will be elected for a 2 Year term of office and **may be re-elected for two additional two-year terms** following which they may not serve on the National Water Polo Committee for a period of 2 Years. The term of each National Water Polo Committee member shall be deemed to start at the conclusion of the next Company AGM after the Water Polo Conference in which they were elected and to end at the conclusion of the Company AGM held in or about two Years after they were elected. Regional Nominees shall only be elected by water polo clubs from those Regions. In the event of the resignation or removal of any member of the National Water Polo Committee mid-term, any casual appointee shall hold that position until the next Water Polo Conference, at which time the position shall be open for re-election. Any new member elected in the resigning or removed member's place shall be deemed to have commenced their appointment at the date of that new member's election.*

- iii. That Article 145 (a) and 145 (b) (new article 143) be deleted in their entirety and a new Article 143 (a) be inserted which shall read:

*Article 143 (a): the members of a Regional Management Committee shall be elected for a 2-Year term of office and may be re-elected for an additional two terms, following which they may not serve on the Regional Management Committee for period of 2 years. The term of each Committee member shall be deemed to start at the conclusion of the next Company AGM after the Annual Regional Conference in which they were elected and to end at the conclusion of the Company AGM held in or about two Years after they were elected.*

## **AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:**

### **2. Amendments to the Articles of Association**



That the following amendment be made to the Articles.

- i. Article 125 (new article 124) shall be deleted in its entirety and a new Article 124 shall be inserted which shall read:

*Article 124. The Disciplinary and Complaints Committee shall consist of a minimum of nine (9) persons, eight (8) of whom shall be appointed by the Regional Management Committees, two from each Region. All nominees shall have the requisite qualifications as determined by the Board from time to time and shall be appointed in accordance with the provisions set out in Article 121. The Board shall appoint a chairperson to the Committee, who for the avoidance of doubt does not have to be a Member of the Company. The Board may appoint up to two additional independent members to the Committee.*

**AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:**

**3. Amendments to the Articles of Association**

That the following amendments be made to the Articles

- i. That Article 120 (new article 119) be amended by replacing the number 10 with the number nine (9) the deletion of (e) the National Meet Licencing Committee
- ii. That Article 128 be deleted in its entirety
- iii. That subsequent Articles be renumbered accordingly
- iv. That Article 1(a) be amended by the deletion of the wording “National Meet Licencing Committee means the committee referred to as such in, and established pursuant to, Article 128;

**AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:**

**4. Amendments to the Articles of Association**

That the following amendments be made to the Articles of Association



- i. That all references to synchronised swimming be removed and replaced with artistic swimming;
- ii. That all references to FINA be removed and replaced with World Aquatics;
- iii. That Article 1(a) be amended by the deletion of the wording “*Awards Night*” means the annual awards ceremony taking place in the Region in which the outgoing President resides”;
- iv. That Article 73 be amended to remove the wording “(including the President)” replacing it with the wording “nor the President”. Therefore, the amended Article 73 shall read:  
*Article 73: No Board Member nor the President shall be eligible for appointment to any paid executive office in the Company (including that of the CEO);*
- v. That Transitionalary Article 77 be removed in its entirety and that subsequent articles be re-numbered accordingly;
- vi. That the Article 78 (new article 77) be amended by the deletion of the wording “shall be an ex-Ufficio member of the board” and therefore shall read:  
*Article 77: The President shall be entitled to attend but not to vote at meetings of the Board. The President shall keep all matters and documents disclosed at meetings of the Board in strict confidence and will not disclose them to any third parties without the prior written consent of the Board*
- vii. The clause references generally throughout the Constitution, be updated accordingly.

A handwritten signature in black ink, appearing to read "Mary McMorrow", with a stylized flourish at the end.

**Mary McMorrow**

**Company Secretary**

**Date: 14 December 2022**