

**CONSTITUTION
OF
SLACKLINE DUBLIN
UNINCORPORATED ASSOCIATION**



MEMORANDUM OF ASSOCIATION

1. The name of the association is Slackline Dublin and shall be known in the Irish Language as Línescaoilte Bhaile Átha Cliath. It is also known as “SD”.
2. Slackline Dublin is an unincorporated association, governed by this constitution.
3. The objects for which the company is established are:
 - a. To represent and encourage in Ireland the sport of slacklining in all its facets including tricklining, highlining, waterlining, longlining and speedlining.
 - b. To provide and coordinate services to members, and act in matters of common interest.
 - c. To assist in access management for the slackline community, encourage conservation, and foster safe practices in all forms of slacklining through education and community development.
 - d. To promote the conservation and responsible use of the mountain environment, public spaces and coordinate action in conservation matters.
 - e. To represent the interest of all members internationally.
 - f. To promote education and training in slacklining skills and leadership.

- g.** To promote slackline safety and support mountain rescue.
- h.** To promote the Code of Ethics and Good Practice for Children's Sport on the island of Ireland.
- i.** To encourage a positive approach to equal opportunities and the elimination of all discrimination in Slackline Dublin, its designating bodies and between all its members.

POWERS

4. Slackline Dublin has the powers necessary to carry out the objects in clause **3**, 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, structures and other places for the purposes of Slackline Dublin.
- b.** To promote research into subjects related to slacklining 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 publicising) of making known, promoting and furthering the objects of Slackline Dublin or any of them as may seem expedient.

- e.** To raise money for any of the objects of Slackline Dublin by all lawful means, including collection, flag days, functions, sales, subscriptions, performances, and any other fund raising activities.
- f.** To establish and/or support and aid in the establishment and/or support of, any other association whose objects are similar, or in part similar, to the objects of Slackline Dublin.
- g.** 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 Slackline Dublin 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 Slackline Dublin and generally to manage, invest and expend all moneys and property belonging to Slackline Dublin.
- h.** To publish, buy, prepare, make, supply, sell, hire, lend, and deal in all kinds of slacklining equipment and in all kinds of goods and literature which promote, develop or advance the aims of Slackline Dublin.
- i.** To hire and employ all classes of persons considered necessary for the purposes of Slackline Dublin and to pay them and to other persons in return for services rendered to Slackline Dublin salaries, wages, charges, expenses and pensions.

- j.** To promote and hold (either alone or jointly with any person, body or club) events, gatherings, meetings and competitions in the recognised disciplines of slacklining sport and to offer, give or contribute towards prizes, medals and awards.
- k.** To select or appoint, and award appropriate grants to, representatives of Slackline Dublin to attend events, gatherings, conferences, meetings, meets, competitions, expeditions, and exchanges with any other associations whose objects are similar, or in part similar, to the objects of Slackline Dublin.
- l.** To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of Slackline Dublin or its employees.
- m.** To give pensions, gratuities or charitable aid to any person who may have served Slackline Dublin 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 Slackline Dublin.
- n.** To invest and deal with the monies of Slackline Dublin 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 Slackline Dublin, or by mortgage or charge upon all or any part of the property of Slackline Dublin.

- p.** To establish, set, promote, monitor and regulate standards for tourist and educational undertakings that offer instruction or recreation in slacklining 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 slacklining skills, 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 Slackline Dublin 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 Slackline Dublin, would make it a trade union.

5. The income and property of the company, whensoever derived, shall be applied solely towards the promotion of the main objects of the company 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 the company.

Nothing herein shall prevent the payment in good faith of:

a. Reasonable and proper remuneration to any member, officer or servant of the company in return for services actually rendered to the company, or

b. Interest at a rate not exceeding 8 percent per annum on money lent by any member to the company, or reasonable and proper rent for premises demised or let by any member to the company.

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

a. The repayment of out-of-pocket expenses, or

b. Interest at the rate aforesaid on money lent to the company, or

c. Reasonable and proper rent for premises demised or let to the company, or

d. 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.

7. No amendments of any kind shall be made to the provisions of clauses 5, 6 and 10 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that would alter the effect of Clauses 5, 6 and 10 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.

8. 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 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 for the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.

9. If upon the winding up or dissolution of the company 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 the company but shall be given or transferred to another company whose objects comply with paragraph (a) of section 1180(1) of the Companies Act 2014 and which company meets the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014, such company to be determined by the members of this company 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.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to SD:

1. The number of members with which the association proposes to be registered is unlimited.

2. In this Constitution :

"SD" means the registered company known as "Slackline Dublin".

"The Office" means the registered office of SD.

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

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

"The Directors" means the directors of SD, and shall consist of the President and other elected or co-opted to the Board.

"The Board" means the governing body of SD elected or co-opted to the Board to administer the affairs of SD consisting of the Directors as provided for in these Articles.

"Assistant Officer" means a Full Member who is

- Appointed by the Committee to perform a specific task, and is answerable to the Committee.

"SD Member" means a member who

- Has paid in full the appropriate annual membership fees to SD by the deadline.
- Who is enrolled on the register of SD members by the Secretary.

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

"AGM" means Annual General Meeting.

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

COMPOSITION OF COMMITTEE AND DUTIES OF COMMITTEE

MEMBERS

3 The committee is composed of—

- a. a President; and
- b. a Vice-President; and
- c. a Secretary; and
- d. a Treasurer; and

4 General duties of committee members :

- a. As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with these Rules and the Act.

b. The committee is collectively responsible for ensuring that the association complies with the Act and that individual members of the committee comply with these Rules.

c. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

d. Committee members must exercise their powers and discharge their duties—

(i) in good faith in the best interests of the association; and

(ii) for a proper purpose.

e. Committee members and former committee members must not make improper use of—

(i) their position; or

(ii) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the association. Note See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(iii) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

5 President and Vice-President

a. The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

b. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

(i) in the case of a general meeting— a member elected by the other members present; or

(i) in the case of a committee meeting — a committee member elected by the other committee members present.

6 Secretary

1. The Secretary must—

(i) maintain the register of members; and

(ii) keep custody of the common seal (if any) of the association and, except for the financial records, all books, documents and securities of the association

(iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(iv) perform any other duty or function imposed on the Secretary by these Rules.

7 Treasurer

1. The Treasurer must—

- (i) receive all monies paid to or received by the association and issue receipts for those monies in the name of the association; and
- (ii) ensure that all monies received are paid into the account of the association within 5 working days after receipt; and
- (iii) make any payments authorised by the committee or by a general meeting of the association from the association's funds; and
- (iv) ensure cheques are signed by at least 2 committee members; and
- (v) ensure that the financial records of the association are kept in accordance with the Act; and
- (vi) coordinate the preparation of the financial statements of the association and their certification by the committee prior to their submission to the annual general meeting of the association.

2. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the association.

TYPES OF MEMBERSHIP AND RIGHTS OF MEMBERS

Membership Tiers	18 Years Old+	Resides in Dublin	Standard Membership Fee	Reduced Membership Fee	Right to Attend AGM/EGM	Right to Vote at AGM/EGM	Eligible to hold office	Additional benefits (E.g. Rent SD gear)
Junior		✓		✓	✓			

Basic	✓	✓	✓		✓	✓	✓	
Full	✓	✓	✓		✓	✓	✓	✓
Associate	✓			✓	✓			
Honorary	✓	✓	Fee waived		✓	✓	✓	✓

- A Basic member may be upgraded to a Full member after a minimum length of time set by the committee or nominated to the committee by two or more full members on the grounds of trustworthiness, integrity and slackline experience, shall be deemed a Full member of the association under the review of the committee.
- A Full member is eligible to borrow, for a fee deemed appropriate by the committee, equipment owned and managed by the association subject to the availability of equipment.
- An Honorary member is an individual who has rendered exceptional service to the association and thus can be nominated for Honorary Membership. The Committee, on receipt of one month's notice to the Secretary and at their discretion, can consider the nomination, and can elect the nominee to Honorary Membership. An adverse vote of 20% will exclude.

8. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles comprise SD Membership. All members joining the association shall be deemed to accept the terms of this Constitution and any Bye-laws from time to time adopted by SD. They will also be required to conduct themselves in accordance with the Club's ethical framework.

9. SD may confer Full Membership, Basic membership, Junior Membership, Associate Membership, and Honorary Membership of SD.

10. Each different category of membership carries different duties, responsibilities and rights, as set out in these Articles and the Sub-Rules.

11. Associate Members may attend AGM, EGM and, with the permission of the Chair, participate in discussions, but they may neither hold-office nor vote.

12. Basic Members may attend and participate in AGM, EGM and hold office.

13. Full Members may attend and participate in AGM, EGM hold office and, subject to fees and availability, borrow equipment from the association.

14. The Committee may confer Honorary Membership on any nominated person who has made an outstanding contribution to slacklining or to SD. An adverse vote of 20% will exclude. Honorary Members have the same rights and obligations as Full Members, except they are not required to pay a subscription.

15. SD Membership ceases:

a. On expulsion or death.

b. If a person ceases to be a member of the association, the Secretary must, as soon as practicable, enter the date the person ceases to be a member in the register of members.

d. If the member resigns by notice in writing to the Secretary.

e. If a member conducts themselves in a way that puts the reputation of SD in disrepute or does something prejudicial to the association, and as a result has been ejected/expelled from SD after the review of the committee.

f. If the member does not renew their annual membership within 1 month of their renewal date.

FINANCE AND SUBSCRIPTIONS

16.

a. All SD members other than Honorary Members must pay an annual subscription in the amount determined in accordance with the Sub-rules for the 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 1 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 financial year of SD is each period of 12 months ending on 31 October.

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.

d. The Board may determine that any new member who joins after the start of the financial year must, for that financial year, pay a fee equal to

(i) the full annual subscription; or

(ii) a pro rata annual subscription based on the remaining start of the financial year; or

(iii) a fixed amount determined by the Board member(s) present.

e. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

f. The Board determines how the membership fees, donations and any other income are allocated.

g. The association must keep financial records that correctly record and explain its transactions, financial position and performance. SD must retain the financial records for 5 years after the transactions covered by the records are completed. The treasurer must keep the financial records for the current financial year under their custody, or in their control.

h. For each financial year the Board must ensure that a budget is prepared no later than one month after the start of the financial year and that an income statement is prepared no later than one month after the end of the financial year. These statements must be shown to and certified by the Board. These statements are to be available to be viewed upon request by any member, and are to be shown at the AGM.

i. . The association must open an account with a financial institution from which all expenditure of SD is made and into which all of the revenue is deposited. The Board may authorise the treasurer to expend funds on behalf of SD up to specified limit without requiring approval from the Board for that transaction. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members. All funds of the association must be deposited into the financial account of SD no later than 5 working days after receipt. With the approval of the committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

GENERAL MEETINGS

17. All General Meetings shall be held in Dublin.

18. The financial year of SD ends on 1st November each year, and SD shall hold its AGM before the following 1st February.

19. All General Meetings of SD other than the AGM shall be EGMs.

20. 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 slacklining activities.

NOTICES OF ANNUAL GENERAL MEETINGS

21.

a. Subject to these Articles and the Sub-rules, all SD members have the right to receive notice of and to attend all Annual General Meetings of SD.

b. Not less than 30 days preliminary notice of the date, time and venue decided by the Board for the AGM must be given to all SD 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 SD members and shall be adequately received by them if

i. Published on SD website or email notification.

ii. If given in accordance with such further or other method as may be set out in the Sub-rules from time to time.

d. Accidental omission to give notice to, or non-receipt of by some members, does not invalidate a General Meeting.

MOTIONS AND NOMINATIONS

22. Motions and, subject to the exception set out in the next succeeding Article, nominations are valid only if received by the Company Secretary of SD not less than 14 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 7 days before the AGM.

23. 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.

24.

- a.** The Company Secretary of SD shall convene an EGM at the direction of the Board, or on the requisition of not less than 10 Full Members.
- 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

25. Five (5) members constitute a quorum at any general meeting.

26. 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

27. Voting at General Meetings shall be conducted by members with the right to vote.

28. Each member may exercise no more than one vote on any issue.

29. The President, if available, shall chair all General Meetings.

30.

a. No proposal for the creation or amendment of SD policy on any matter shall be carried unless it receives a two thirds majority of members 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 members 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 members 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).

31. SD 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 SD but shall be subject to the Memorandum and these Articles.

GRIEVANCE AND DISCIPLINE

32. In relation to the matter of persons or bodies allegedly bringing the sport of slacklining into disrepute the Sub-rules must include:

- a.** A fair and proper grievance and disciplinary procedure,
- b.** An appeals procedure in relation to decisions of Designating Bodies concerning grievance and disciplinary matters,
- c.** Sanctions up to and including loss of membership, and
- d.** Provision for the mediation of disputes within SD.

THE BOARD

33.

- a.** SD shall be administered by a Board consisting of the President, Vice President, Treasurer and Secretary.
- b.** The Board may co-opt up to 3 additional members as it deems appropriate.
- c.** The term of office of the President and each ordinary member shall be 2 years. At the end of a first term, the President and each ordinary member shall be eligible for reelection to the Board for a further term of 2 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 shall be not more than 2 years, as determined by the Board at the time of co-option.
- 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.

34. 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.

35. 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.

36. 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.

37. A quorum for a meeting of the Board shall be 3 members of the Board.

38. SD is a non-profit making organisation. All profits and surpluses will be used to maintain or improve or develop the association's facilities or to carry out the objects of this constitution. No profit or surplus will be distributed other than to another non-profit making body on a winding-up or dissolution of the association.

39. If, upon the winding up or dissolution of SD there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be transferred to some other organisation or organisations having objects similar to the objects of SD, such organisation or organisations to be determined by the members of SD by resolution passed at a General meeting.

Founded in 2020 by:

Ronan Clarke

Denis Parfenov

Luke Quinlan

Shane Keran

Andrew Heney

Pauline Imberty

Patrick O'Brien

David Morrisroe

Himanshu Gupta

Mohammed El Kourchali

Joshua Byrne