

AGM Information Pack

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1. Notification of ALSAA Annual General Meeting 2025

ALSAA
Toberbunny
Old Swords Road
Dublin
K67 YV06

18th November 2025

Notification of ALSAA Annual General Meeting 2025

Dear Members,

This is a notification to invite the Members of Directors of ALSAA to the Annual General Meeting (AGM) which will take place at 6pm on Wednesday, 10th December 2025. The AGM will be held at the ALSAA Complex in Banqueting Room, at the ALSAA Complex.

Resolution No. 1

Proposal: Following a decision made at the Council meeting dated 30th October 2025, it is proposed that the Constitution for ALSAA be updated to the format of a model constitution for unincorporated Associations.

Rationale: To provide more clarity for the members on the rules and structures governing our Association in order to facilitate the future transition to a Company Limited by Guarantee (CLG).

The AGM agenda, the current constitution and the proposed constitution can be found online at www.alsaa.ie The Annual Financial Statements for year ended 31 December 2024 will also be available via this link ahead of the AGM.

Nominations for members to join the Executive Council may be made by email to markcasserly@alsaa.ie by 2nd December 2025.

If you have any motions that you would like to put forward, the form can be found online, please send them to markcasserly@alsaa.ie by 2nd December 2025.

Yours Sincerely,

Mark Casserly
CEO

ALSAA

2. Agenda for ALSAA's Annual General Meeting

Wednesday, 10th December 2025 at 6pm in
The Banqueting Room, ALSAA Complex
Toberbunny, Old Swords Road, Dublin, K67 YV06

Agenda Item	Person	Time
Chairperson Welcome and Opening Address (Chairperson's Update attached)	Chairperson	10 mins
Conflicts of Interest	Chairperson	NA
Adoption of Minutes of the AGM held in 2024	Chairperson	5 mins
Organisational Update and Presentation of Service Activities	CEO	30 mins
Financial Report and Adoption of Audited Annual Report and Financial Statements for Year Ending 31 st Dec 2024	Finance Officer	20 mins
Authorisation to fix the Auditor's Remuneration and Appointment of Auditors for 2025	Chairperson	5 mins
Rotation, Resignation and Election of Council Members	Chairperson - CD	10 mins
Resolution to update the Associations Constitution	Council	5 mins
Motions (if applicable)	Council	-

3. Proposed Constitution

RULES

-of-

ALSAA

1. **Name**

The name of the Association is ALSAA

2. **Main Object**

The main object for which the Association is established (the “Main Object”) is

- 2.1 To operate a sports centre for people of all ages in North Dublin and surrounding areas,
- 2.2 To promote and encourage sports and games and other forms of social, cultural and athletic activities.
- 2.3 To provide premises and playing fields for the furtherance of its aims.
- 2.4 To carry on any other business which may seem to the Association capable of being conveniently carried on in connection with the above objects.

3. **Powers**

The Association shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 3.1 To solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object.
- 3.2 To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Association shall consider calculated to promote its Main Object.
- 3.3 To make application on behalf of the Association to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

- 3.4 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of and to develop and deal with all or any part of the property of the Association.
- 3.5 To borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association, present or future.
- 3.6 To invest any moneys of the Association not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Association intends to accumulate funds over a period in excess of two years for any purposes.
- 3.7 To open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.8 Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 3.9 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Association; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to subscribe or guarantee money for charitable objects.
- 3.10 To insure any or all of the Council Members against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions.

To do all such other lawful things as the Association may think incidental and conducive to the foregoing Main Object.

4. Income and Property

- 4.1 The income and property of the Association shall be applied solely towards the promotion of Main Object(s) as set forth in these Rules. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.
- 4.2 No Council Member shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any member or servant of the Association (not being an Council Member) for any services rendered to the Association;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Council Members or other members of the Association to the Association;
 - (c) reasonable and proper rent for premises demised and let by any member of the Association (including any Council Member) to the Association;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Council Member in connection with their attendance to any matter affecting the Association;
 - (e) fees, remuneration or other benefit in money or money's worth to any Association of which an Council Member may be a member holding not more than one hundredth part of the issued capital of such Association.
 - (f) Nothing shall prevent any payment by the Association to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

5. Additions, alterations or amendments

The Association must ensure that the Charities Regulator has a copy of its most recent Rules. If it is proposed to make an amendment to the Rules of the Association which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

6. **Winding Up**

If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Association under or by virtue of the Income and Property clause hereof. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

7. **Members**

8.1 The number of Members at the date of adoption of this Constitution is 5,000 but the Council may from time to time register an increase or decrease in the number of Members, subject to there being a minimum of three Members.

8.2 The Members shall be classed into the following categories of membership:

- a) All Council Members shall be members of ALSAA
- b) Affiliate Club Members - each club constituted with ALSAA and which applies to the Association for membership and is approved in accordance with the Association's policies for admission of Affiliate Clubs
- c) General Members include all members of ALSAA who have held membership for over one year have been and have paid their subscription up to date.

Rights of Members

8.3 Membership of the Association is not transferable and shall cease:-

- (a) on the member's death or bankruptcy;
- (b) if the member resigns by serving notice in writing to the Council at the Association's principal place of business.

8. General Meetings

- 8.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting. The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Council Members.
- 8.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 8.3 The Council may convene an extraordinary general meeting. If, at any time, there are not sufficient Council Members capable of acting to form a quorum of Council Members, any Council Member may convene an extraordinary general meeting.
- 8.4 The quorum for general meetings shall be 10.
- 8.5 The chairperson of the Council shall preside as chairperson at every general meeting of the Association, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council Members present shall elect one of their number to be chairperson of the meeting.
- 8.6 If at any meeting no Council Member is willing to act as chairperson or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be chairperson of the meeting.
- 8.7 The chairperson 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. However, 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 8.8 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

9. Matters Reserved to the General Meeting

None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Association:-

- (a) to make any alteration, addition or amendment to these Rules;
- (b) to wind up the Association;
- (c) to remove a Council Member;
- (d) to appoint a new trustee of the Association pursuant to Rule 15;
- (e) to change the name of the Association.

10. Notice of General Meetings

10.1 A meeting of the Association, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting, by not less than 21 days' notice;
- (b) in the case of an extraordinary general meeting, by not less than 14 days' notice.

10.2 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, the notice shall be deemed to have been given on the expiration of 24 hours following posting.

10.3 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

10.4 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

10.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

11. Votes of Members

Where a matter is being decided, every member present in person shall have one vote, but so that no individual member shall have more than one vote.

12. The Executive Council (Council)

The number of the Council Members shall be not less than three (3) and unless and until determined by the Association in general meeting, not more than twelve (12). The first Council Members shall be – see attached page.

- 12.1 No remuneration shall be payable to any of the Council Members in respect of his/her services as Council Member or on any committee of the Council. The Council Members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the Association or otherwise in connection with the business of the Association.
- 12.2 The business of the Association shall be managed by the Council, who may exercise all such powers of the Association as are not by these Rules required to be exercised by the Association in general meeting, subject nevertheless to the provisions of these Rules and to such directions as the Association in general meeting may give. No such direction given by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.
- 12.3 All cheques and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the Council shall from time to time by resolution determine.
- 12.4 The Association shall keep minutes:-
 - a) of the names of the Council Members present at each meeting of the Council and of any committee of the Council;
 - b) of all resolutions and proceedings at all meetings of the Association and, of the Council Members and of committees of the Council.

Rotation of Council Members

- 12.5 At the first Annual General Meeting of the Association, all the Council Members shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 12.6 The Council Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 12.7 A retiring Council Member shall be eligible for re-election.
- 12.8 The Association, at a meeting at which an Council Member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Association doing so, the retiring Council Member shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such

meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Council Member has been put to the meeting and lost.

- 12.9 No person other than an Council Member retiring at the meeting shall, unless recommended by the Council, be eligible for election to the office of Council Member at any general meeting unless, not less than three nor more than 7 days before the date appointed for the meeting, there has been left at the Association's principal place of business (a) notice in writing, signed by a member of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.
- 12.10 The Association may remove any Council Member before the expiry of his/her period of office.
- 12.11 The Council may at any time appoint any person to be an Council Member, either to fill a casual vacancy or as an addition to the existing Council Members, but so that the total number of Council Members shall not at any time exceed the number, if any, provided for in these Rules. Any Council Member so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

13. Proceedings of the Council

- 13.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.
- 13.2 The quorum for meetings of the Council may be fixed by the Council and, unless so fixed, shall be three (3).
- 13.3 If their number is reduced below the necessary quorum, the continuing Council Member(s) may act for the purpose of increasing the number of Council Members to that number or of summoning a general meeting of the Association, but for no other purpose.
- 13.4 If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Council Members present may choose one of their number to be chairperson of the meeting.
- 13.5 The Council may delegate any of its powers to committees consisting of such member or members of the Council and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council.
- 13.6 The Council may appoint the chairperson of any committee; if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

- 13.7 A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

14. Notices

A notice may be given by the Association to any member either personally or by sending it by post or email to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Association).

15. Trustees for the purpose of holding property of the Association

The property of the Association shall be vested in and held by the Trustees for the time being of the Association upon trust for the Association as beneficial owner, to be dealt with at all times as and only as the Council Committee may, in accordance with the main objects, direct. The Trustees shall, at the request of the Council Committee and at the cost of the Association as beneficial owner, transfer or convey the trust property to such persons, at such times and in such manner as the Council Committee shall direct. The Trustees shall be indemnified out of the assets of the Association against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property. The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the Council Committee for that purpose. The number of the Trustees shall be not less than three. The Association in general meeting shall have the power of appointing new Trustees.

We, the several persons whose names and addresses are subscribed, wish to form the Association or association herein named.

Names, Addresses and Signatures of Founding Members

4. 2017 Constitution

ALSAA CLUB

CONSTITUTION 2017

In this Constitution, words importing masculine gender shall include the feminine and the singular where the context admits shall include the plural.

- Clause 1 The Club shall be called ALSAA with headquarters at Toberbunny in the County of Dublin.
- Clause 2 The object of the Club is to promote and encourage among the employees of businesses at the Airport and residents of the surrounding areas, sports and games and other forms of social, cultural and athletic activities. The Club may provide premises and playing fields for the furtherance of its aims.
- Clause 3 There shall be three Trustees, who shall be members of the Executive Council by right of office. They shall be nominated and appointed by the Executive Council and approved at the AGM. Interim vacancies may be filled by the Executive Council.
They shall hold office until death or until such time as they tender to the Hon Secretary their resignation from the office of Trustee. A Trustee may be removed from office by a resolution of a general meeting of the Club for any reason that seems sufficient to a two-thirds majority of the members present.
The Executive Council shall by resolution appoint the replacement Trustees.
- Clause 4 (i) The following shall be officers of the Club:
- a) The Chairperson ("The Chair")
 - b) The Vice Chairperson ("The Vice Chair")
 - c) The Hon Treasurer
 - d) The Hon Secretary
- (ii) The Chair, Hon Treasurer and the Hon Secretary shall be nominated for election by the Executive Council. The Vice Chair shall be elected by the Executive Council at it's first meeting following the AGM.
- Clause 5 (i) The Executive Council of the Club shall consist of between 10 and 14 members, the Chair, Vice Chair, Hon Treasurer, Hon Secretary, three Trustees, one staff member and up to six general members.
- (ii) The Chair, Hon Treasurer and Hon Secretary shall be elected by primary members present at the General Meeting. These officers shall hold office for three years. One of these officers shall be

elected in rotation each year, beginning with the Chair, followed by the Hon Treasurer and then the Hon Secretary. The outgoing officer shall be eligible for re-election.

(iii) The serving staff of ALSAA, who are members of ALSAA, may elect on a yearly basis, one member to the Executive Council of ALSAA. This term will run from the first meeting following an AGM to the next AGM. The General Manager will conduct an election in the event of more than one staff member expressing an interest in becoming a Council member.

(iv) One Third of the general members shall retire each year but shall be eligible to go forward for re-election. Primary members only can vote in the election of general members, either by casting their vote on the day of the AGM at a designated location within the main complex or at the AGM. The term of office of each such member elected shall be three years.

(v) Twelve members may nominate a member to go forward for election.

(vi) A maximum of 2 members from an affiliated section may be members of the Executive Council at the same time. This number includes Officers of the Council.

(vii) Nominations must be received by the Hon Secretary at least 3 weeks before the election, along with the names and membership numbers of the twelve nominators.

(viii) If the number of nominees exceeds two, the Hon Secretary shall prepare a list of names of nominees and issue each primary member who attends the Annual General Meeting with a ballot paper. Each primary member shall vote by marking an 'X' opposite the candidate of their choice and the candidates securing the highest number of votes shall be declared elected. In the event of a tie, the affected candidates names will be placed in a bag and the name drawn out will be deemed elected.

Clause 6

The Executive Council shall have the power to:

(i) Accept for membership those who qualify under the rules governing membership;

(ii) Decide on all policy matters affecting the affairs of the Club;

(iii) Decide on all financial matters affecting the Club. The Council shall obtain the approval of the Trustees for expenditure exceeding €100,000.00 for any one purpose and for the disposal of

assets, other than of stocks for resale and other items which may be agreed by the Trustees from time to time;

(iv) Employ the General Manager to run the affairs of the Club and to determine their remuneration and terms of reference;

(v) Establish whatever committees are necessary for the smooth running of the Club's affairs and to delegate to them whatever authority the Council may deem necessary to fulfil its function. The Chairman and Secretary of each committee shall be members of the Executive Council;

(vi) Co-opt additional members to the Executive Council, if it deems necessary to do so, subject to the approval of the next AGM. Their length of co-option will be decided by the Executive Council.

(vii) Make arrangements for the Annual General Meeting of the Club and to arrange for the election of the new Executive Council every year;

(viii) Borrow money with the agreement of the Trustees for the operation and development of the Club. The officers and the members of the Executive Council shall be indemnified by members of the Club jointly and severally against all debts of the Club incurred in conformity with the exercise of their powers under this constitution;

(ix) Delegate to the General Manager the power to disburse funds for specified purposes subject to the limits imposed by the Executive Council;

(x) Make rules to govern the use of any facilities provided for members of the Club.

Clause 7 Meetings of the Executive Council will normally take place at least once during each month. Five members shall form a quorum for each meeting.

Clause 8 Trustees shall be chargeable only for such monies as they shall actually receive, and shall be answerable and responsible only for their own acts, receipts, omissions, neglects and defaults. They shall not be liable for any loss occasioned by negligence or breach of duty in any case, if, in the opinion of the Executive Council, such Trustee has acted honestly and reasonably in the the matter and ought fairly to be excused.

Clause 9 The Hon Secretary shall:

(i) Convene meetings of the Executive Council in accordance with the rules;

(ii) Keep Minutes of the proceedings of all meetings of the Council and of the Annual General Meeting and any other meetings of the Club.

(iii) Carry out any other duties of a secretarial nature as requested by the Executive Council.

Clause 10

The General Manager of ALSAA shall:

(i) Have full executive authority and responsibility for the management of the Club's employees, premises and grounds.

(ii) Operate under their terms of reference as laid down by the Executive Council.

(iii) Maintain correct and up to date accounts and books of ALSAA and follow the procedures and principles agreed with the Hon Treasurer and external auditors. Such accounts and books shall not be destroyed for at least six years after they have become obsolete and the Executive Council shall make provision for their safe keeping.

(iv) Authorise for payment as specified by the Executive Council under Clause 6 (ix) payments outside the scope of Clause 6 (ix) and in excess of €6,500 for any one payee shall be approved by any two of the following:- Chair, Hon Treasurer, Hon Secretary and General Manager.

(v) Keep an up to date list of members of ALSAA available for the Executive Council as required.

Clause 11

Except for items under the control of the General Manager, no officer or member of the Council or employee of ALSAA shall order anything on behalf of the Club without the consent of the Executive Council.

Clause 12

The business of the AGM shall be:-

(i) To adopt the Minutes of the previous AGM and discuss matters arising from those Minutes.

(ii) To receive the Chair's report on ALSAA operational and capital plans for the year ahead.

(iii) To receive the General Manager's report on ALSAA.

(iv) To receive the financial accounts of the Club for the year ended 31st December immediately preceding the AGM, which have been duly audited by external auditors, who shall be appointed by the Officers of ALSAA for that purpose and approved at the AGM.

(v) To elect members to the Executive Council by secret ballot of primary members if necessary.

(vi) To consider resolutions and motions from members and clubs.

(vii) To transact any other business relating to the affairs of the Club.

Clause 13

The Executive Council may call an Extraordinary General Meeting ("EGM") of members when it considers such a course is necessary or shall call such meeting on a requisition in writing to the Hon Secretary signed by at least twenty five primary members, which requisition must state the business to be brought forward. No business shall be transacted at such meeting except that contained in the Agenda issued by the Hon Secretary or specified in the requisition. At least Twenty One days notice of an EGM shall be given to all members and for this purpose publication on the ALSAA website, pool and main complex notice boards shall suffice. Such notice shall clearly indicate the purpose of the meeting.

Clause 14

Procedure at General Meetings.

(i) The quorum shall be 25 primary members. If 30 minutes after the time fixed for the commencement of the meeting a quorum is not present the Chair shall declare the meeting automatically adjourned to the same day in the next week at the same time and place or to such other date and at such other time and place as the Executive Council may determine, without the need to give notice of the adjournment. At the adjourned meeting, those who are entitled to vote, whatever their number, shall constitute a quorum and shall be entitled to deal with any matters which, but for the lack of a quorum could properly have been dealt with at the meeting from which the adjournment took place.

(ii) Subject to Clause 15, voting on any motion after the election of the Executive Council shall be decided by a simple majority or by a show of hands, with every primary member having a vote on each motion,. The Chair, who presides at such meetings shall have a casting vote when necessary,.

(iii) The primary ALSAA members shall not be entitled to vote by postal vote but a proxy vote will be accepted in the main complex office on the day of the AGM between the hours of 1000 and 1600 in a format prescribed by the Club.

(iv) The Chair's decision as to the result of the voting on any motion shall be final.

- Clause 15 Alterations or additions to the Constitution and Rules may be made at the AGM of ALSAA provided that:-
- (i) One month's notice in writing is given to the Hon. Secretary and be posted on the Clubs notice boards and website, setting out the grounds for such proposals and listing the names of the twenty five primary members of ALSAA who support the proposal, or that such proposals are made by the Executive Council.
 - (ii) A two thirds majority of those present and who have a vote are in favour.
 - (iii) The approval of the Trustees is obtained prior to the AGM on all proposals.
- Clause 16 If at any AGM a resolution for the dissolution of ALSAA affairs shall be passed by a majority of the primary members present, the following procedures will apply:
- (i) An EGM shall be held not less than 6 weeks later (of which not less than 4 weeks written notice has been given to each primary member).
 - (ii) At the EGM, not less than Fifty of the primary members entitled to vote shall be present.
 - (iii) The resolution must be passed by at least two thirds of the primary members present.
 - (iv) If upon the winding up or dissolution of the Club there remains, after the satisfaction of all it's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under or by virtue of Clause 16 (iv) hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object as approved by the Council and Trustees.
- Clause 17 Regulations governing clubs required by the Acts of the Oireachas or judicial decision shall be incorporated into the Rules of the Club by the Executive Council.

Words contained herein shall have the meanings ascribed to them in the

5 ALSAA Rules 2017

In these rules words importing masculine gender shall include the feminine and the singular where the context admits shall include the plural.

In these rules 'Club' means the Association and 'Section' means a club affiliated to ALSAA.

- 1 Primary membership of the Club will be reserved to:-
 - a) Single Adult Members.
 - b) Principal family members.
- 2 Family members: The partner and children of primary members may be admitted to membership of the Club as family members.
- 3 Each member shall be supplied with a membership card which they may be called upon to produce at any time while on the Club's premises.
- 4 The names and addresses of persons applying for membership of the Club shall be displayed in a conspicuous place in the Club premises for at least a week before they are approved for membership by the Executive Council. No person shall be allowed to become honorary or temporary members of the Club or be relieved of the payment of regular subscription.
- 5 Subscription: The Associations subscriptions shall be decided by the Executive Council annually.
- 6 Any group of twelve or more primary members of the Club desiring to form a section can make an application to the Executive Council to become officially affiliated to the Club, provided it supplies a list of members and has its rules approved by the Executive Council. Such affiliation shall not infringe upon the rights of previously affiliated groups.
- 7 The Association subscriptions do not relieve members from their obligations to pay the appropriate subscriptions to any section or sections of which they are members.
- 8 Any Club member whose subscription is not paid within thirty days of becoming due shall cease to be a member.
- 9 Subscriptions paid monthly to the Club become due on the 1st day of each month. Any member whose payment request is returned shall cease to be a member until all arrears are paid.

- 10** All section members must be members of ALSAA. Failure by section committees to enforce this rule may result in their facilities being withdrawn.
- 11** The committee of each section must lodge with the General Manager a copy of the following within 4 weeks of their AGM:
- a. Their Rules and/or Constitution.
 - b. A list of members, showing name, address and ALSAA membership number.
 - c. A signed and approved copy of the Annual Report of the section Secretary. Only those members whose names have been listed may take part in the election of officers to the section.
 - d. An income and expenditure account and balance sheet. Such statements to be in audited form unless specified by the Executive Council.
- 12** Each section may elect its own committee and conduct its own affairs but officers of the Executive Council may attend any meeting of a section.
- 13** A section may not, without the prior sanction of the Executive Council, contract any liability unless its own funds cover such a liability.
- 14** Each section shall fix members annual subscriptions.
- 15** Each section may send a representative or representatives to a meeting of the Executive Council to raise any matter pertinent to that section, provided notice of the matter to be raised is sent to and received by the Hon Secretary five clear days before one of the regular meetings of the Executive Council.
- 16** Matters of a political or sectarian nature will not be discussed at any of the meetings of the Club.
- 17 a)** The responsibility for the administration and control of the Clubs premises shall be vested in the Executive Council. They may delegate such responsibility for administration and control of the Club to the General Manager or a committee which shall be appointed by the Executive Council.
- b)** The General Manager and Executive Council is empowered to make bye-laws and regulations for the administration and control of the Club but such bye-laws and regulations must not contravene the Rules as set out in this document.
- c)** The final interpretation and enforcement of any rule, bye-law or regulation shall be by the majority vote of the Executive Council.
- 18** All profits earned in the Club shall accrue to the Club and shall be applied for

the benefit of the Club.

- 19** No goods or excisable liquor shall be ordered or supplied for club purposes unless properly authorised by the Executive Council or the General Manager.
- 20** No intoxicating liquor shall be supplied to any member under the influence of drink. Any staff member of the Club violating this rule shall be subject to disciplinary procedures including dismissal. No member shall be allowed into the Club premises while under the influence of drink.
- 21** The price of all goods and of all excisable liquor sold in the Club shall be agreed in advance by the Executive Council and a price list of bar products shall be displayed in the bar. Members must pay for all goods and excisable liquor at the time of purchase.
- 22** Each primary member of the Club may introduce no more than two guests on any one occasion and only at such time and on such days as may be decided from time to time.
- 23** Each guest must be accompanied by the member introducing them, who must enter their own name and the full name and address of such guest in the visitors book kept for this purpose upon admission of such guest. Each entry must be signed by the member introducing such guest and the guest must vacate the club premises when such member leaves.
- 24** A person who has been previously expelled from or has been refused membership of the club or whose conduct or presence in the Club shall be considered as objectionable or prejudicial to the interests of the Club may not be introduced as a guest. Should an introduction have been effected in good faith by a member such person may be requested to leave the premises by a representative of the Executive Council or by a staff member of the Club present.
- 25** The Council shall have the right at any time to refuse entry to the Club to a guest who by majority vote of the Council is held to have been invited as a guest on an excessive number of occasions.
- 26** Any person who has been expelled from the Club shall have the right of appeal to the Executive Council whose decision shall be final and binding.
- 27** No guest may order or pay for excisable liquor on sale in the Club.
- 28** No member of any committee, officer or employee of the Club shall have any personal interest in the sale of excisable liquors therein or in the profits arising from such sale.

- 29** No excisable liquors shall be sold or supplied in the Club premises to any person under the age of eighteen years. A notice containing a statement of the offences relating to falsification of age cards in the prescribed manner will be prominently displayed in the licensed premises of the Club.
- 30** Excisable liquor sold or supplied for consumption outside the premises of the Club shall bear a label showing the Club name and address.
- 31** The Club shall be open daily unless the Executive Council otherwise direct.
- 32** The Club shall at all times, be bound by the current Registration of Clubs Act. No excisable liquor shall be supplied for consumption during the following times:
- a)** At any time on Christmas day or Good Friday;
 - b)** On any other day, as specified hereunder, outside the times so specified in respect of it -
 - (i)** Saint Patrick's day; between 12.30pm and 12.30am on the following day.
 - (ii)** The 23rd December; if it falls on a Sunday, between 10.30am and 11.30pm.
 - (iii)** Christmas Eve and the eve of Good Friday; between 10.30am and 11.30pm.
 - (iv)** The eve of any public holiday (other than Christmas Eve):-
 - 1. If the eve falls on a weekday between 10.30am and 12.30am on the following day; or
 - 2. If it falls on a Sunday, between 12.30pm and 12.30am on the following day;
 - (v)** Any other Sunday (except a Saint Patrick's day which falls on a Sunday); between 12.30pm and 11pm;
 - (vi)** Any other Monday, Tuesday, Wednesday or Thursday between 10.30am and 11.30pm; and
 - (vii)** Any other Friday or Saturday; between 10.30am and 12.30am on the following day.
- 33** Excisable liquor may be supplied for consumption on the Club premises by any person;
- a)** On Christmas Day, between 12,00 midday and 10pm, or
 - b)** On any other day, for one hour after the expiration of any period in respect

of that day during which it is lawful for the Club to supply any excisable liquor for consumption on the Club premises, if in each case the excisable liquor is -

1. Ordered by or on behalf of that person at the same time as substantial meal is so ordered, and
2. Consumed by that person during the meal or after the meal has ended.

34 Any function held in the Club premises shall be;

- a) For the benefit of the Club as a whole
- b) Related to the Club's objects, and
- c) Organised by the Club, and
- d) Only members of the Club and their guests are present at it unless:-
 1. The whole proceeds, after deducting the expenses of the function, are devoted to community, charitable or benevolent purposes, or
 2. The function is organised for a member (or a member of his or her family), and at which only the member and their guests are present.

35 Members of a group visiting the Club for the purpose of:

- a) Taking part in any pastime, sport, game or recreation there, or
- b) Organising or taking part in the organisation, or arrangements for any such activity, may be supplied with intoxication liquor at the request and in the presence of the Club on the occasion of the visit.

36 The Executive Council shall be empowered to change the hours quoted in Rules 35 and 36 to comply with the applicable licensing laws.

38 In addition to the foregoing Rules and Clauses thereof, the Clauses and Registrations embodied in the Registration of Clubs Acts 1904-1999 and the Acts extending and amending the same shall be deemed Rules of the Club.

38 No rule of the Club with the exception of the Rules relating to the supply of intoxicating liquor on the Club premises shall be altered, rescinded or added to without the consent of the majority of members present and entitled to vote at any General Meeting of the Club.

39 Equal Status Act: Membership of the Club is open to all persons who apply and are granted membership in accordance with the procedures laid down in rules 1, 2 and 4.

The Club shall not discriminate against any member or applicant for membership on the grounds of gender, race, skin colour, membership of the travelling community or any other ground set out in the Equal Status Act 2000 or any amendment thereof.

40

The Executive Council shall be the sole authority for the interpretation of the Rules and any Bye Law or regulation made hereunder and its decision shall be final and binding on the Members subject to appeal to a General Meeting.

6. Special Resolutions / Motions Form

NAME OF PERSON PROPOSING MOTION/RESOLUTION:

MOTION/RESOLUTION:

Proposer Signature: _____

Secunder Signature: _____

Resolutions/Motions should be submitted on this form, clearly identifying the proposer.

Submissions in electronic format should be emailed to markcasserly@ALSAA.ie by 5pm on 2 December 2025, in order to distribute ahead of the AGM.

7. Chairperson's Update

AGM – 10th December 2025

Dear Members,

We are excited to inform you that ALSAA is currently engaged in a process with Dublin Airport Authority (DAA) to secure a 25-year lease for our Campus. This lease will open access to significant funding opportunities and much-needed financial support, enabling us to invest in the long-term development of the Campus.

To secure this lease, we must make a successful submission to DAA under a comprehensive set of criteria, organised within three pillars, which address important aspects of ALSAA's governance and future planning. Each pillar includes a detailed set of requirements that will be reviewed by three independent experts in the fields of sport, sports facility development, and governance. To deliver successfully on these pillars, ALSAA's structure must evolve and we must be compliant with Sport Ireland's Governance Code (The Code).

Under the Code, ALSAA is categorised as a "Type C" organisation. The main characteristics of these organisations are that the people who sit on the board focus solely on their governance/oversight role, delegating management and operational duties to staff. There is a clear division between the governance role of the Board and the management role of staff.

Currently, ALSAA operates as an "Association" with no formal legal identity. To achieve compliance to the Code as a "Type C" organisations ALSAA must have a well-defined legal identity with defined governance systems and processes. The best way for ALSAA to achieve this is to become incorporated as a "Company Limited by Guarantee" (CLG). CLGs are suitable for clubs, members' organisations and charities, as assets or financial surplus cannot be distributed to members. A CLG is not owned by its members and cannot be transferred by its members for value.

After considering the implications in detail and recognising the requirement to have a suitable legal structure the Council unanimously voted in favour of becoming a CLG. As part of a transition process we are proposing an updated Constitution so that our structures will be more in line with a CLG, while we are completing the process of incorporation and transfer over to the CLG structure.

The proposed "interim" Constitution is included in the AGM documents. As a CLG, the structure of ALSAA will change; instead of a Council there will be a Board of Directors and defined "Committees" can still meet and present/make recommendations to the Board. As a CLG legal responsibility rests with the Board of Directors who must ensure compliance requirements are met so that ALSAA can be seen by its members, funders, the public and other stakeholders as a transparent, accountable, compliant and trustworthy organisation. Thank you for your continued support and commitment as we take these important and exciting steps toward securing ALSAA's future.

Best Regards,
Siobhan O'Donnell, Chairperson, ALSAA Council