

Association of Irish Racehorse Owners

Constitution

(Constitution adopted by Members at a Special General Meeting held on 22nd January 2006 at Fairyhouse Racecourse and includes amendments made at Special General Meeting 10th August 2006 and Annual General Meetings on 18th April 2009, 8th March 2014 and 22nd March 2016)

1. Name

The name of the Association shall be Association of Irish Racehorse Owners.

2. Membership

(a) The Association shall consist of the following categories of Members.

- (1) Sole Owners*
- (2) Partnerships*
- (3) Syndicates*
- (4) Racing Clubs*
- (5) Honorary*

(b) All the foregoing shall be elected by the Council or as otherwise provided for, by the Constitution

(c) In the case of a partnership/syndicate/club the nominated spokesperson for that category of membership shall be deemed to be the member of the Association for the purpose of attending General Meetings and or voting. However, individual members of the partnership/syndicate/club, may become members of the Association by paying the annual subscription and thereby be eligible to attend General Meetings and have voting rights.

(d) Annual Subscriptions shall be of such amount as the Association in general meeting shall, from time to time, by Ordinary resolution, determine.

(e) All annual subscriptions shall become due and payable in advance on the 1st day of the year each year.

(f) No member whose subscription is one month or more in arrears shall be entitled to be present or to vote at any meeting of the Association or (if a member of the Council) the Council of the Association so long as his/her subscription shall continue in arrears. If any subscription shall be six months overdue, then such a member shall be deemed to have ceased to be a member of the Association.

(g) If in the judgement of the Association any member has been guilty of any act or conduct which shall make him/her unfit to remain a member of the Association, then the Council may, by a majority of at least two thirds of Council Members present and voting at a special meeting called for that purpose, expel or suspend such a member. The Council shall give to such a member at least seven days' notice in writing of the meeting at which it is proposed to consider his/her expulsion or suspension. The member shall have the right in reply to submit to such meeting a written statement of his case as well as the right of audience and representation. Any decision of the Council expelling or suspending a member shall be subject to review by a special resolution of the Association in General Meeting but such Meeting shall be called for a date not later than one month after the making of the decision to be reviewed. A suspended member shall remain liable to pay to the Association any moneys, which are at a date of suspension or may thereafter become due from him/her to the Association.

(h) A member shall cease to be a member of the Association

- (a) If he/she becomes bankrupt or insolvent*
- (b) If he/she becomes of unsound mind*
- (c) If he/she be convicted of an indictable offence*
- (d) If he/she becomes disqualified from being an owner by Horse Racing Ireland or its successor.*

(i) The Council may from time to time nominate any persons for election as Honorary Members of the Association. The names of persons so nominated shall be submitted for election as Honorary Members at a General Meeting of the Association.

3. Objects of the Association

- 1. To encourage all racehorse owners to become members of the Association.*
- 2. To encourage and ensure co-operative effort in all matters pertaining to the interests of racehorse owners in the Irish Republic and Northern Ireland under Horse Racing Ireland or its successor.*
- 3. For such purposes, to collaborate with and assist in every way possible, Horse Racing Ireland or its successor, in their control of the sport of horse racing.*
- 4. To invite and collect the views and recommendations of racehorse owners and pass them to Horse Racing Ireland or its successor for their consideration.*
- 5. To cooperate or amalgamate with other Associations having like objects to those of this Association, in matters of common interest.*
- 6. To do all such other lawful things as the Council reasonably believes may be conducive to attainment of the above objects.*

4. Trustees

- 1. The property of the Association shall be vested in the Trustees on behalf of the members.*
- 2. The number of Trustees at any one time shall not exceed three, by and against whom all proceedings in the name of the Association shall be taken.*
- 3. The Trustees and each of them shall be indemnified by the members against all liability and expenses incurred by them as Trustees insofar as the assets of the Association shall be deficient and such indemnity shall be a condition of membership of the Association.*
- 4. Each Trustee shall be a member or honorary member and shall be elected at a General Meeting of the Association. He/she shall hold office for life or until resignation or ceasing to be a member of the Association or is removed from office by a resolution carried by at least two thirds of members present and voting at a General Meeting of the Association.*
- 5. When the number shall fall below two the resulting vacancy shall be filled as soon as practicable and at least within one month. Pending the filling of the vacancy the remaining Trustee shall have vested in him the powers and duties applicable to the full body of Trustees.*
- 6. The Trustees shall deal with the property of the Association solely as directed by resolution of the Council, of which an entry in the minutes shall be conclusive evidence.*

5. Officers

- (a) The Officers of the Association shall be a Chairman, Vice Chairman, and Treasurer.*
- (b) Every Officer shall be elected at a General Meeting of the Association and shall hold office until the conclusion of the General Meeting at which his term of office expires.*
- (c) The Officers shall hold office for a period of three years except where they are the Association's representative on the board of Horse Racing Ireland, when the period shall be for four years.*
- (d) All Officers are eligible for re-election when their term of office expires.*

6. Council

- (a) The business of the Association shall be managed by a Council, consisting of the Officers and nine members of the Association. In addition to this number the Council may co-opt up to three further members to serve on Council. No person shall be elected, co-opted, or appointed to be a member of the Council, who is not a member of the Association.*
- (b) Each of the nine Council members shall be elected at an Annual General Meeting of the Association. Three of the elected Council members (other than a member who may be the Association's representative on the board of Horse Racing Ireland) shall retire at the following Annual General Meeting of the Association and shall be eligible for re-election without the necessity for nomination pursuant to paragraph 7(b) hereof. A co-opted member, if wishing to remain on Council, must go forward for election at the Annual General Meeting following the date of his/her co-option unless he/she is the Association's representative on the board of Horse Racing Ireland, when their period of office shall be for four years.*

(c) *The Council shall have the following powers:*

1. *It may appoint a Secretary or Manager for such a term and at such a salary as it may determine.*
2. *It may deal with funds of the Association for the purposes of the Association.*
3. *It may appoint sub committees from its body or from the Association membership and define their scope and duration of their activities.*
4. *It, except where otherwise stated in this constitution shall have the power to regulate its own procedure.*

7. Election to Council

(a) *A candidate for election to Council must be a paid up member of the Association.*

(b) *Any two members of the Association may nominate a member as a candidate for election to Council or as an officer of the Association at an upcoming Annual General Meeting. The names of the members so nominated shall be sent in writing to the Chairman not less than seven days before the date fixed for the Annual General Meeting. A member being nominated as a candidate for election as an Officer must have unbroken service on Council for the two years immediately prior to the date of the Annual General Meeting or Extraordinary General Meeting at which he/she is being nominated.*

(c) *In the event of there being more candidates nominated than there are vacancies, the election shall be by secret ballot. No Ballot paper shall be valid which does not contain votes for the full number of members to be elected. In the event of a tie the result shall be determined by lot.*

(d) *A member properly nominated and seconded for election as an Officer or Council Member, although not present at the Annual General Meeting, may be elected subject to him/her submitting in advance of the meeting, a written statement consenting to serve on Council, if elected.*

8. Election of Association's Representative for Nomination to Board of Horse Racing Ireland

(a) *In accordance with the Horse Racing Ireland (Membership) Act 2001, section 1(2) a General Meeting of members shall be specially convened for the purpose of electing a Council Member to sit on the board of Horse Racing Ireland.*

(b) *A first notice shall be sent to all Council Members 60 days before the date of the Special General Meeting inviting them to nominate and second a Council Member to represent the Association on the board of Horse Racing Ireland. Nominations to be received within 14 days of notice issue date. Only those who are members at this time will be eligible to vote and the Membership list will be furnished to the Association's Auditors, who will act as election controllers. They will only accept votes from this list.*

(c) *At least 30 days before the date of the Special General meeting the following shall be sent to all members who are eligible to vote.*

1. *Voting Paper, bearing the members name, address and membership number. This voting paper must bear the members signature, when received by the Auditor, for the vote to be valid.*
2. *Information sheet containing photo and short (approx 10 lines) election manifesto, from each candidate.*
3. *Addressed envelope for returning vote to Auditor before last post on the 7th calendar day before the Special General Meeting.*

(d) *The Auditor will verify that the appropriate Voting Paper is received from each member and that their signature corresponds with that on file at the Association of Irish Racehorse Owners. He will report the total number of valid votes received and announce the result of the election to the Special General Meeting. Candidates may be informed of their own vote count if they so request at this time. The Auditors report shall be final.*

(e) *Should two or more candidates poll equal number of votes, then the Council members present at the Special General Meeting shall vote again to select a candidate. The Chairman shall not vote at this time but shall have the casting vote if there is an equal vote at this Council stage.*

(f) *If the Chairman is a candidate for election to the board of Horse Racing Ireland, then the Vice Chairman shall have the casting vote. If the Vice Chairman is also a candidate for election to the board of Horse Racing Ireland then the Council members present shall select a member of Council who is present and who is not a candidate for election, to give a casting vote.*

9. Council Meetings

- (a) The Council shall meet at least once in every three- month period for the transaction of business and at such other times that may be deemed necessary. Three clear days of notice of meetings must be given to each Council Member.*
- (b) A meeting of the Council may at any time be called by the Chairman or Vice Chairman, or at the request of three or more members of the Council.*
- (c) All meetings of the Council shall be presided over by the Chairman and in his/her absence, by the Vice Chairman. In the absence of both, the Chairman shall be selected from among those present by a majority of votes. Five members of Council shall form a quorum at any meeting.*
- (d) If any member of the Council shall be absent from three consecutive meetings of that body he/she shall be considered by such absence to have tendered their resignation, and the Council shall be at liberty to treat it as such.*

10. General Meetings

- (a) The Annual General Meeting for each calendar year shall be held not later than 31st March of the following year.*
- (b) Notice of the Annual General Meeting shall be sent to members of the Association not less than fourteen days prior to the date of the meeting.*
- (c) The business of the Annual General Meeting shall be the consideration of the annual report and financial statement made up to 31st December, the election of officers and members of Council, the election of auditors, revision of the Association's rules, consideration of motions submitted by members, and any other business of the Association.*
- (d) Notices of motion, duly signed by a proposer and seconder must be given in writing to the Chairman not later than twenty one days prior to the date of the Annual General Meeting.*
- (e) Ten members personally present shall be a quorum for a General Meeting and no business shall be transacted unless the quorum requisite is present not later than fifteen minutes after the time scheduled for the meeting to commence. If there is no quorum by this time, the meeting shall stand adjourned to the same day, time and place the following week. If at the adjourned meeting a quorum is not present by fifteen minutes after the time the meeting is scheduled to commence, the members present shall be a quorum.*
- (f) The Chairman of the Association shall preside at all General Meetings and in his absence the Vice Chairman shall preside. In the absence of both of them, a Chairman shall be elected by the meeting. The Chairman, in addition to his own vote, shall have a casting vote if necessary, subject to Rule 8(e)*
- (g) At any General Meeting, a resolution put to a vote shall be decided by a show of hands unless a secret poll is demanded by the majority of members present.*
- (h) A motion may be put to the meeting and voted on although the proposer and seconder may not be in attendance at the meeting*
- (i) The Council shall have the power to call an Extraordinary Meeting. Such meetings shall also be called, on a requisition to the Chairman, signed by at least fifty paid up members of the Association and specifying the business to be transacted*
- (j) An Extraordinary General Meeting shall be held within thirty days from receipt of such requisition. Not less than fourteen days notice of the meeting shall be given to members.*
- (k) The procedural that apply at an Annual General Meeting shall also apply at an Extraordinary Meeting subject to rule (8)*

11. Accounts

- (a) The Council shall ensure true accounts are kept in relation to receipts, expenditure, assets and liabilities of the Association. The books of account shall be kept at the office of the Association or in the possession of the Chairman or Treasurer.*
- (b) Auditors of the Association shall be appointed.*
- (c) Banking: The banking account shall be kept in the name of the Association in such bank as the Council of the Association may from time to time determine. All cheques, direct debits, standing orders shall be signed as authorised by resolution of the Council.*

(d) Borrowing: If at any time, the Association, in General Meeting, pass a resolution authorising the Council to borrow money for any purpose, the Council shall thereupon be empowered to borrow for that purpose such amount of money either at one time or from time to time in such form and manner and upon such security as shall be specified in such resolution and thereupon the Trustees shall at the discretion of the Council, make all such dispositions of the Council's property or any part thereof and enter into such agreement in relation thereto as the Council deem proper for the purpose of giving security for such loans and interest. All members of the Association, whether voting on such resolution or not, and all persons becoming members of the Association after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution.

12. Notices

- (a) Every member shall furnish to the Association an address to which notices or other documents for such member are to be sent. A member who has not furnished an address shall not be entitled to receive any notices until such time as he shall have furnished such an address.*
- (b) Any notice served by post shall be deemed to have been served at the time when the same would have been delivered in the ordinary course of post and in proving such it shall be sufficient to prove that the notice was properly addressed and put into the post office.*