



# Irish Long Distance Swimming Association

## Memorandum of Association

<b>Document Number</b>	<b>Issue Number</b>	<b>Date</b>
ILDSA-001	A.0	30.01.2024
<b>Originator</b>	<b>Role</b>	
ILDSA	Author	
<b>Approver</b>	<b>Date of Adoption</b>	
ILDSA Committee	30.01.2024	



## **01. Name**

- a. The name of the Association shall be the Irish Long Distance Swimming Association, in brief the ILDSA.

## **02. Objectives**

The objectives of the Association are:

- a. To encourage participation in the sport of Marathon open water swimming, hereafter known as “the sport”.
- b. To maintain the integrity of the ratification and recording process for the Sport across the island of Ireland.
- c. Ownership of the historical and future Administration, Rules and Ratification of North Channel Swims.
- d. Act as the custodians of the historical and future database of Marathon swims in and around Ireland.
- e. Drive the growth of participation of the Irish Triple Crown.
- f. Continue the promotion and recording of the Original Triple Crown
- g. To promote the sport for the enjoyment factor for all, in line with best practice
- h. To be recognised as the experts in the Sport across the Island of Ireland.

## **03. ILDSA Board Members and Working Groups**

- a. All members of the ILDSA board and working groups, hereafter known as ‘members’, are subject to the rules of the ILDSA.
- b. The ILDSA board has the right to invite, accept or reject new applications for membership of the ILDSA Board or working groups.
- c. The Coordinators of all ILDSA working groups must be members of the ILDSA board or report to a ILDSA Board member.
- d. Current members of an ILDSA working group may be invited to become members of the ILDSA Board.
- e. Board members may resign with immediate effect in writing to the Secretary. Resignations and dates of resignation will be recorded at the next board meeting, and noted in the minutes as per procedure outlined.

## **04. ILDSA Board Members**

The ILDSA will have the following positions on its board:

- a. Chairperson
- b. Vice Chairperson
- c. Treasurer
- d. Secretary
- e. North Channel Secretary
- f. Recorder for North Channel and all Non North Channel Swims
- g. Data Protection Officer
- h. Other positions at request for ILDSA development

Selection of the Board Members



1. The positions of Chairperson and Vice Chairperson shall be nominated by Board members for approval.
2. From the date of nomination, their position on the Board will run for the full term of 3 years (or such other term as the Board shall have nominated for that position.)
3. Any Board members may not hold their position for more than 2 consecutive terms. This can be overruled, at a board meeting should it be required, by a majority vote.
4. Board members will be invited to join the Board, by current board members. This will be done by inviting interested parties to apply to join the Association as per procedure outlined.
5. Ideally all board members must have spent some time as a working group member, so that they can appreciate and understand the workings of the organisation. This can be overruled by the current Board members, should they deem the candidate suitable for a board position.
6. A person who has served one or two terms as Chairman or Vice Chairman, may be nominated by the Board, to continue serving as a Board Member.
7. For new Board Members coming into the association, it would be good practice, if they could be in situ, one year in advance, so they understand the role , and all its workings.
8. A Board Member who has to stand down must be for a period of 2 years after consecutively serving in any other two terms. They are allowed to join a working group at any time during this period.

## **05. Duties of the ILDSA Board**

- a. Duties of the Chairperson:
  - i. To promote the interest of the ILDSA at all times, and to act as its official spokesperson.
  - ii. To provide the committee with leadership and direction to ensure the committee fulfils its responsibilities for the governance and success of the association.
  - iii. To ensure the principles of due process and natural justice are applied in all decisions made by the ILDSA.
  - iv. To maintain order and prevent unnecessary disruptions.
- b. Duties of the Vice Chairperson
  - i. Stands in for the Chairperson if they are unavailable.
  - ii. Assists the chairperson with matters between meetings.
- c. Duties of the Treasurer
  - i. To keep a record of all financial transactions concerning ILDSA business.
  - ii. To keep appropriate books of record on ILDSA business.
  - iii. To identify all income received and all expenditures.
  - iv. To act as co-signatory with the Chairperson/Secretary.
- d. Duties of the Secretary
  - i. To record the minutes of all meetings.



- ii. To keep records of all correspondence regarding the dealings of the Association.
- iii. To set out meetings including agenda details, notice period and any other necessary information.
- iv. To deal with all ILDSA correspondence.
- e. Duties of the North Channel Secretary
  - i. To manage all correspondence regarding the North Channel Swim.
  - ii. To manage all North Channel Swim observers.
  - iii. To keep the ILDSA Board up to date on North Channel Swims.
- f. Duties of the Recorder
  - i. To monitor and process all requests for ratification and recording of swims on the Island of Ireland (10K and over) according to the current rules of the Association.
  - ii. To answer queries from swimmers with regard to swim routes and rules.
  - iii. To support swimmers in the submission of swims via the online portal.
  - iv. To ensure quality control of submissions and acceptance of mandatory evidence.
  - v. Ensure the integrity of the rules of the Association for ratification and recording of swims as per the procedure outlined.
  - vi. Provide an end of year report for submission into ILDSA awards booklet.
- g. Other ILDSA Board Members and working groups.
  - i. All ILDSA Board members and working groups are responsible for the implementation of objectives of the ILDSA

## **06. Rights and Duties of the ILDSA Board and Working Groups**

- a. The ILDSA Board shall be empowered to introduce rules, as the need arises, for the general regulation of the ILDSA. No rule shall be inconsistent with anything in this memorandum of association.
- b. ILDSA Board have the power to appoint working groups, as they may consider necessary. These Working Groups will act at the direction of the ILDSA Board.
- c. Members must declare any personal or business interest which may conflict with their duties as a member of the ILDSA board. Such a declaration may be discussed with other board members at a designated meeting and they may be required to absent themselves from conflicting discussions, decisions or votes.
- d. Members will be expected to follow codes of conduct in relation to their activities on behalf of the association. These include but are not limited to confidentiality, objectivity, loyalty, fairness and a constant awareness of their obligations to the ILDSA.
- e. The ILDSA Board shall be responsible for all assets of the ILDSA.
- f. The ILDSA Board and working groups shall be indemnified against all



liabilities properly incurred by them in the management affairs of ILDSA.

- g. The ILDSA Board and working groups will operate within the principle of collective responsibility
- h. Board members may hold office in any one role for a maximum 5 years.
- i. Honorary Lifelong Associates have no voting rights.

## **07. Meetings of the ILDSA Board**

- a. The ILDSA Board shall meet 4 times per year - in person or via online platform. Agenda and any supporting papers will be provided to board members 14 days in advance of the AGM.
- b. One of the above meetings will be an annual board meeting, which will include formal sign off of any reports from Officers Holders e.g. Treasurer.
- c. Any board member shall have discretion to request further meetings of the ILDSA Board if they consider it to be in the interests of the ILDSA.
- d. Board members will be given adequate notice of any meetings called in addition to the four stated meetings. Such meetings will be single item agenda meetings.
- e. All ILDSA Board Members will have equal voting rights.
- f. In the event of a tied vote on any motion, the meeting chair has the casting vote.
- g. The Secretary shall take minutes of each meeting, or in their absence another board member, and distribute it to all parties concerned. Minutes will be presented and agreed at the next meeting.
- h. The ILDSA Board may also decide upon acceptable means of communication used during periods between meetings, to ensure the day to day running of the ILDSA.
- i. All discussions and minutes, either physical or electronic, are confidential. Any communications with the general public will be agreed at the end of each meeting.
- j. An Extraordinary General Meeting (EGM) of the board may be called at any time if two thirds of the Board resolve to do so.

## **08. ILDSA Annual Awards**

- a. An annual awards ceremony will be held to recognise the accomplishments within the Sport.
- b. Nominations for publicly voted awards will be requested from members of the public, from which a short list will be compiled for specific categories. See procedure outlined.

## **09. ILDSA Data management**

- a. The ILDSA shall follow the requirements of the General Data Protection Regulation 2016/679 within the EU. The regulation is recognised as adequate under UK Legislation.
- b. The ILDSA shall follow the requirements of the Data Protection Act 2018 within the UK. The Act is recognised as adequate under EU Legislation.

## **10. ILDSA Governance**



- a. The Secretary will notify each member of the ILDSA Board as to the date, time, place and reason for meeting – giving as much notice as possible.
- b. The quorum for a meeting shall be 50% +1 of members of the board.
- c. The ILDSA Board shall make decisions as necessary for the beneficial management of the ILDSA within the ILDSA vision and values.
- d. A simple majority of those present shall be sufficient to carry any proposal. In the event of an equal number of votes recorded for and against a proposal, the Chairperson has the casting vote.
- e. Amendments to this ILDSA Memorandum of Association can only be made as a Notice of Motion, and passed by a 75% majority of the board.
- f. The Board will invite a network of experts in the sport to form a Council of Reference for the Board to call upon as required.

## **11. ILDSA Finance**

- a. A bank account in the name of the Irish Long Distance Swimming Association. All transactions will be authorised and executed by the Treasurer / account signatory.
- b. The financial year for the ILDSA shall end on the 31<sup>st</sup> of December.
- c. All fees charged by the ILDSA will be reviewed by the ILDSA Board as required.
- d. The financial affairs of ILDSA shall be the responsibility of the ILDSA Board in general and in particular, the ILDSA Treasurer.
- e. The ILDSA Treasurer will prepare for the annual accounts of the ILDSA.
- f. The ILDSA Board shall be empowered to open Bank Accounts in the name of the ILDSA. All transactions in these accounts shall be authorised by the ILDSA Board.
- g. The Treasurer will receive all money paid to the ILDSA and ensure all such sums are lodged to the ILDSA bank account as soon as possible.
- h. Any assets invested in by ILDSA Board will be used for ILDSA purposes only. The ILDSA Board will delegate the use of these assets.
- i. The ILDSA Board and working Groups will have the power to negotiate sponsorships on ILDSA behalf and engage in fundraising activities. Any financial returns from these activities will be used for ILDSA development purposes only.
- j. All reasonable expenses incurred by Members in the execution of their duties, can be submitted to the board for approval and reimbursement.

## **12. Complaints and Disciplinary Management**

- a. A Complaints and Disciplinary Committee will comprise of the Chairperson, and Secretary, and any specialist advisors as deemed necessary. If any of the nominated officials are unavailable, the ILDSA Official may nominate another member of the ILDSA Board to assist them, providing the matter is of such gravity and urgency that an response is required within fourteen (14) days. All complaints will be dealt with as per outlined procedure.
- b. ILDSA Board have the power to terminate and suspend Member owing, but not limited to, violation of the memorandum of association, any rules currently in force, criminal behaviour, or any activity deemed to be not in keeping with



the aims of the ILDSA.

- c. The Association will maintain a zero tolerance policy as part of their responsibility to protect the integrity and well being of volunteers and board members of the association with regard to inappropriate behaviour towards volunteers and board members.

### **13. Dissolution**

- a. The ILDSA may be dissolved by a resolution of the ILDSA Board. This resolution is required to be passed at an EGM, which is specifically called for that purpose, and carried by three quarters of the ILDSA Board members present.
- b. 28 days notice is required to all ILDSA Board members in advance of this EGM.
- c. Notice must be given to ILDSA Board members for any Dissolution to come into effect, owing to a Resolution at an ILDSA Board Meeting.
- d. All assets of ILDSA, having discharged debts and liabilities, shall be distributed to a charity, charities or other non-profit making organisation having an agenda similar to those of the ILDSA.
- e. The ILDSA Board shall be responsible for the winding up of assets and liabilities of the ILDSA.

### **14. Equality**

- a. In accordance with the Equal Status Act 2000-2018 (Ireland) and the Equality Act 2010 (UK), the ILDSA will not discriminate against any persons or visitors within the ILDSA. No discrimination of any kind against Members; other volunteers, or individuals within the public will be tolerated.

**ENDS**