

## **NOTICE OF SPECIAL RESOLUTION**

### **IRISH ATHLETIC BOXING ASSOCIATION**

**(the “Company”)**

**(Company Number 459881)**

**TAKE NOTICE** that at the Extraordinary General Meeting of the Company, which will be held at the National Stadium, 145 South Circular Road, Dublin 8 on 26<sup>th</sup> August 2023 at 12.00pm, or shortly thereafter, the following motion will be proposed, considered and voted upon by Members:

#### **RESOLUTION**

That, subject to consent of the Revenue Commissioners, the Constitution of the Company in the redline tracked form attached and marked with the letters “C” be adopted as the revised agreed Constitution of the Company.

#### **RATIONALE FOR THIS SPECIAL RESOLUTION**

On 22<sup>nd</sup> June the IOC withdrew recognition of the International Boxing Association (IBA), in accordance with Rule 3.7 of the Olympic Charter and demonstrates the need for IABA to have alternative means to affiliate with other international federations.

This motion is about ensuring that IABA can better navigate difficult circumstances including external circumstances outside its control which have a bearing on the operation of the Company with regard to the objects clauses as adopted to date.

The Board recognises and appreciates the concerns expressed by a number of Members and wishes to reassure Members that the provision would only be utilised in circumstances where the IABA Board felt it was in the best interests of the organisation, following a ballot of Members.

The proposed special resolution is to amend the Constitution of the Company to allow it to place the promotion of boxing in Ireland uncoupled with obligations that are inconsistent and distinct with those objects which relate to a third-party body.

### **PARTICULARS OF THE AMENDMENTS**

In particular that the following objects are proposed to be amended

- Object 3 of the Constitution (Memorandum of Association) to be amended.
- Object 4(t) Powers Constitution (Memorandum of Association) to be amended.
- Offending definitions in the Constitution (Articles) to be removed/ amended.
- Object 79 in the Constitution (Articles of Association) to be removed.
- Object 80 in the Constitution (Articles of Association) to be removed.
- Object 81 in the Constitution (Articles of Association) to be removed.
- Object 82 to be revised (Articles of Association) and renumbered Object 80 (Articles of Association)

## TRACKED CHANGES OF THE AMENDMENTS

### Object 3 Memorandum of Association

3. (a) *The main objects for which the Company is established are:*

(i) *To foster and develop boxing in Ireland and moral, social and physical education generally ~~as set out under AIBA~~*

~~*Regulations as defined*~~

(b) *The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of the main objects and gain generated therefrom is to be applied for the main objects only.*

(i) *To acquire and take over all or any parts of the assets and liabilities of the present unincorporated body known as the “Irish Amateur Boxing Association”.*

(ii) *To acquire and takeover all or any part of the assets currently held in Trust for the Company pursuant to the Declaration of Trust dated the 19<sup>th</sup> January 2005 made by John Lynch, Sean McLoinnsigh, Chris Kirwan, Joe Christle, Harry Perry, Don Allen and Brian Byrne (“the Trustees”).*

(iii) *The Promotion and holding of boxing tournaments and championships;*

(iv) *Granting permission for the holding of tournaments and championships;*

(v) *Allotting championships to bodies affiliated to the Company, or substantially comprising of the ordinary members of the Company,*

*at national, provincial, county and club level as desirable and with the approval of the board of directors;*

- (vi) To promote or take part in International contests and to further the position of Irish Boxing at International level in any way that is desirable*
- (vii) To select individuals and teams to take part in International Competition.*
- (viii) To strive to involve the members of the Company in the activities of the Company and in promotion and attainment of the main objects;*
- (ix) To advance, organise and control the sport of boxing in Ireland;*
- (x) To be the sole arbiter in Ireland with reference to rules, championships, international competitions, disputes and other matters relating to the sport of boxing in Ireland ~~under appropriate Regulations~~ ~~under AIBA Regulations~~.*
- (xi) To set and maintain the standards required of coaches, controllers, planners and event organisers at various levels;*

**Object 4(t) Powers (Memorandum of Association)**

*To develop, publish and administer the rules of boxing in Ireland provided such rules are in compliance with ~~AIBA~~appropriate regulations;*

## Definitions (Articles of Association)

~~“AIBA” The International Boxing Association~~

~~“AIBA Regulations” The AIBA Statutes, the AIBA Bylaws, the Technical & Competitions Rules issues by AIBA from time to time, the AIBA Code of Ethics, the AIBA Disciplinary Code and Procedural Rules and the AIBA Anti-Doping Code;~~

“Boxing” the sport of boxing ~~as set out under AIBA Regulations.~~

**Object 79 (Articles of Association)**

**FROM**

~~*(a) The Company shall affiliate annually to the AIBA and shall be bound by the AIBA Regulations in accordance with the Rules.*~~

~~*(b) The Board shall appoint the Chair and President to represent the OCmpany at the AIBA Congress. If either are unavailable he/ she will appoint a delegate from the board as his/ her replacement*~~

**TO**

***RELATIONSHIP WTH AFFILIATES***

*The Board, in consultation with the members, may resolve to affiliate, or disaffiliate, the Company with some other association, company or other body where it appears to the Board appropriate to do so and the Board may accept affiliations from associations, companies or other bodies who have an interest in, or association with, boxing on terms set by the Board.*

**Object 80 (Articles of Association) to be removed.**

**~~RELATIONSHIPS WITH OTHER PROFESSIONAL BOXING ORGANIZATIONS~~**

~~80—The Company cannot be a member of or affiliated to any professional boxing or professional combat sport organization or body (other than APB and World Series of Boxing).~~



**Object 81 (Articles of Association) to be removed.**

~~81. — **Compliance with IBA Regulations**~~

~~(a) — The Company and each member is subject to the IBA Regulations and must always comply with all of the IBA Regulations. Where there is any discrepancy between these Articles and the IBA Regulations, the IBA Regulations will prevail.~~

~~(b) — Following any amendment to the IBA Statutes or Bylaws, the Company shall update these Articles to ensure that they comply fully with the IBA Statutes and Bylaws.~~

**Object 82 (Articles of Association) to be revised and renumbered Object 80 (Articles of Association)**

**FROM**

- ~~(a) In respect of its relationship with AIBA, the Company in accordance with the Rules recognises the Court of Arbitration for Sport (CAS), with headquarters in Lausanne, Switzerland, as the authority to resolve appeals against decisions made in accordance with the World Anti-Doping Code only.~~
- ~~(b) The Company recognises the jurisdiction of CAS in relation to any dispute covered by the Olympic Charter~~
- ~~(c) The Company, its boxers and officials must comply with the decisions passed by CAS~~

**TO**

**80.** The Company recognises Sports Disputes Solutions Ireland (SDSI) as the mechanism for resolving sports disputes that arise in a sporting context save for anti-doping issues which are dealt with in accordance with the Sport Ireland Council's Anti-Doping Regulations as amended from time to time.