Motion

The Membership is asked to vote on one (1) motion (the **Motion**). An explanation of the Motion is contained in this document and the specific wording is at Appendix A – Resolution. The Motion is a Special Resolution requiring changes to Swim Ireland's (**Swim Ireland**) memorandum and articles of association (**M&A**) and must receive a 75% majority of votes cast in favour to be accepted.

The Motion – Amendment to Swim Ireland's Memorandum and Articles of Association.

The rationale for proposing the Motion is to align Swim Ireland's M&A with the Constitution of World Aquatics. As the worldwide governing body of the aquatics, World Aquatics has a Constitution which sets out certain requirements for its members. Various updates to the Swim Ireland M&A are proposed in order to comply with the requirements of the World Aquatics Constitution, following consultation with World Aquatics.

Appendix A
The Resolution

AS A SINGLE SPECIAL RESOLUTION OF THE COMPANY:

1. **Amendments to the Memorandum of Association**

That the following amendments be made to the Memorandum of Association:

i. That Clause 3.2(e) be amended as follows:
*(e) co-operate and comply with the regulations of World Aquatics (the International Swimming Association) ("~~FINA~~**World Aquatics**") and the Ligue Européenne de Natation (the European Swimming Association) ("LEN") and to co-operate with such other sporting associations as the Company shall from time to time approve;*

ii. That a new Clause 10 be inserted which shall read:
The Company is obliged to fully comply at all times with the World Aquatics Constitution and the World Aquatics Rules, the World Anti-Doping Code, the decisions and directives of the World Aquatics bodies, as well as the decisions of the Court of Arbitration for Sport insofar as is permissible under Irish law.

iii. That a new Clause 11 be inserted which shall read:
Insofar as is permissible under Irish custom and practice and under Irish law, the Constitution and rules of the Company should not be in conflict with those of World Aquatics or LEN. Insofar as is possible with regards to the above, in the case of inconsistency between this Constitution and/or the World Aquatics Constitution and/or World Aquatics Rules, the latter shall prevail.

2. **Amendments to the Articles of Association**

That the following amendments be made to the Articles of Association:

i. That the following new definitions be inserted at Article 1:
"Aqua Bureau Member" means a member of the Bureau of World Aquatics as set out in the World Aquatics Constitution.
"World Aquatics Constitution" means the constitution of World Aquatics as amended from time to time.
"World Aquatics Rules" means the By-laws and any other rules and regulations adopted by World Aquatics other than the World Aquatics Constitution.

ii. That the definition of "World Aquatics" at Article 1 be amended as follows:
*"World Aquatics" means the international association for the aquatics, **which is the only recognized body in the world which governs aquatics on a worldwide basis**.*

iii. That a new Article 11(e), in respect of conditions of membership, be inserted which shall read:
(e) that he agrees to comply with and implement the World Aquatics Constitution and the World Aquatics Rules, as well as directives and decisions of the World Aquatics bodies and the Court of Arbitration for Sport insofar as is permissible under Irish law.

iv. That Article 53 be amended as follows:
~~Where~~**Subject to Article 58, where** a resolution(s) to amend the Company's memorandum of association and/or its articles of association is successful at a Company AGM, that resolution shall have immediate effect from the conclusion of such meeting.

v. That a new Article 58(a), in respect of the procedure that applies prior to holding an AGM, be inserted which shall read:
(a) any proposed amendment to the memorandum and articles of association of the Company shall be submitted to World Aquatics and approved; and that subsequent clauses be renumbered accordingly.

vi. That Article 59(a) be amended as follows:
(a) The voting rights which apply with respect to the different categories of Members are set out in Articles 14 to 25.
(a) Delegates may vote at general meetings of the Company if the Club they represent meets the following conditions:
(i) they have a minimum of 10 affiliated athletes; and
(ii) they shall fully comply with the rules enshrined in the World Aquatics Constitution, notably complying with and implementing decisions taken by the Court of Arbitration for Sport, by World Aquatics (notably taken by the Congress, the Bureau, the Executive or/and judicial panels) and the Company, as well as supporting World Aquatics and the Company in their efforts to achieve their objectives.

vii. That a new Article 64(h), in respect of the composition of the board, be inserted which shall read:
(h) one AQUA Bureau Member who shall be an ex-officio member of the Board in accordance with the World Aquatics Constitution. For avoidance of doubt where the AQUA Bureau Member is the CEO, they cannot be a voting member of the Board under the Irish Governance Code for Sport.

viii. That Article 91(a), in respect of the powers of the board members, be amended as follows:
(a) to be responsible for the management of the affairs of the Company**, and in doing so, the Company is obliged to manage its affairs independently and without regard to undue influence by third parties or government(s);**

ix. That Article 132 be amended as follows:
Where a National Committee does not ordinarily achieve a minimum gender balance of 70/30, each Committee shall co-opt additional members in order to achieve ***at least*** *that balance. For the purposes of this Article, National Committee shall mean National Committees appointed by the Board of Swim Ireland including Standing Committees, the National Water Polo Committee and the Regional Management Committees of the Connacht, Leinster, and Munster Regions.*

x. That various minor typo and tidy-up changes be made throughout the Memorandum and Articles of Association.

Mary McMorrow

Company Secretary

Date: 4th April 2025