

Member Information Pack and Frequently Asked Questions

What is the purpose of this Information Pack?

This Information Pack explains the proposed conversion of Eventing Ireland to a Company Limited by Guarantee (CLG), provides the new Constitution for members to review, and outlines the two upcoming Extraordinary General Meetings (EGMs) where members will vote online.

Why does Eventing Ireland need to convert to a Company Limited by Guarantee?

Conversion will:

- Meet Horse Sport Ireland's legal and regulatory expectations securing future grants and funding
- Provide a modern, legally robust governance framework
- Align with other sporting organisations and representative bodies in moving from a nineteenth century model to a modern corporate framework

Eventing Ireland's sporting objectives and activities will not change.

What is a Company Limited by Guarantee?

A Company Limited by Guarantee is a legal entity used by modern not-for-profit and sporting organisations. Key features are:

- Members, not shareholders
- Members' liability is limited to a nominal guaranteed amount
- Governed by a Constitution and the Companies Act 2014

Why are new votes required if members approved conversion to a Company Limited by Guarantee in 2024?

The Board fully respects the 2024 Members' vote approving a CLG Constitution. However, as explained at the AGM in March 2025, the Constitution and voting process at that time were not legally sufficient to complete a valid conversion under Irish company law and could not be accepted by the Companies Registration Office. Following legal and tax advice, the Board has approved a new, legally robust Constitution. Members are therefore asked to vote again to formally approve the conversion and ratify the updated Constitution.

Why is the new Constitution longer than the previous version?

The previous Constitution, approved by members, was not prepared with legal advice and did not fully meet statutory and regulatory requirements. It also did not incorporate existing rules that remain unchanged and will be carry over to the Company Limited by Guarantee.

The new Constitution is more comprehensive, reflecting:

- Companies Act 2014 requirements
- Governance, risk, and financial protections
- Clearer and more detailed rules for Board duties and member rights

How were members consulted?

The Board has consulted:

- Members generally with a small number of members providing submissions and observations
- Chairs of all regional committees
- Chairs of all committees

Feedback has helped shape the new Constitution and the conversion process.

Why are two EGMs required?

Under Industrial and Provident Societies legislation, converting to a Company Limited by Guarantee requires approval at two separate EGMs, held at least 14 days apart with a special majority (75% members present) voting in favour at each EGM.

How will the voting take place?

Two separate votes will be held at two Extraordinary General Meetings (EGMs) held 14 days apart. Members will receive separate notices for each EGM, setting out the wording of the proposed resolutions and details on how to participate in the online voting process.

What will members be asked to vote on at each of the two EGMs?

Members will vote to:

1. Approve the conversion to a CLG which will authorise the Board to complete all necessary legal steps to affect the conversion
2. Adopt the new Constitution

What are the risks of not approving the conversion and ratifying the constitution?

If members do not approve the conversion:

- Eventing Ireland remains an Industrial and Provident Society, with as less optimal constitution/legal and regulatory framework
- Limitations on legal, regulatory, and funding compliance
- The potential for restricted access to public funding or grants

What should members do next?

- Review the full Information Pack and proposed Constitution
- Attend both EGMs
- Ask questions or seek clarification from the Board in advance of the EGM

This Pack contains:

- FAQ
- Copy of Constitution