

ARTICLES OF ASSOCIATION

IRISH TABLE TENNIS ASSOCIATION COMPANY LIMITED BY GUARANTEE

(As amended by Special Resolution dated 12th June 2021)

INTERPRETATION

1 Definitions and Interpretation

1.1 The Articles comply where relevant with the Companies Act 2014.

1.2 In this Constitution, the following terms shall have the following meanings:-

"the Act"	means the Companies Act 2014;
"the Articles"	means these Articles of Association;
"the Board"	means the board of Directors;
"the Company"	means the above named Company;
"the Directors"	means the directors for the time being of the Company or the directors present at a meeting of the Board and includes any person occupying the position of director by whatever name called and "Director" shall be construed accordingly;
"Member"	means a person who is a member of the Company;
"the Office"	means the registered office for the time being of the Company; and

1.3 References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

MEMBERS

2 Number of Members

The number of Members with which the Company proposes to be registered is 10,000. The Directors may from time to time register a decrease or increase in the number of Members in accordance with the Act.

A member is defined as an affiliate to any category of membership determined by the Company and is in good standing with the Company.

3 Members

All Members shall be admitted by the Board, and the Board may at its sole discretion accept or decline any application for Membership.

4 Cessation of Membership

Membership of the Company shall terminate:

- 4.1 on a Member's death;
- 4.2 if the Member resigns by notice in writing to the Company. Any Member wishing to resign his membership of the Company shall give notice in writing of his intention so to do, addressed to the Board and sent by post to or deposited by hand at the Office, in accordance with section 1199(7) of the Act; or
- 4.3 If a Member ceases to meet the criteria for eligibility for membership set out in Article 2 above; or
- 4.4 If a Member is requested to resign in accordance with these Articles.

5 Expulsion from Membership

- 5.1 The Directors may require a Member to resign his or her membership by serving notice upon the Member terminating his or her membership to expire no earlier than the date of service of the notice of termination.
- 5.2 If at any time the Board is of opinion that it is in the interest of the Company to do so, the Board may by letter invite any Member of the Company to withdraw from membership within a time stated in the letter. Such letter must contain a statement of the reasons why it is proposed to invite such withdrawal from membership.
- 5.3 If the Member in question does not withdraw from membership the Board may submit a resolution for the Member's expulsion to an extraordinary general meeting convened by the Board. Not less than 21 days' notice of such an extraordinary general meeting shall be given to the Members.
- 5.4 The Member in question shall be afforded an opportunity of answering the complaints against him and explaining his conduct verbally and in writing at such extraordinary general meeting and may be represented at the meeting by a person of his choice.
- 5.5 If no less than two thirds of the Members of the Company present and voting at such extraordinary general meeting shall vote in favour of the resolution to expel the Member in question, such Member shall thereupon cease to be a Member of the Company.
- 5.6 Voting upon such resolution shall be by show of hands provided however that the chairperson of the meeting or any three Members of the Company shall have power at such meeting to demand the vote to be taken by secret ballot.

6 Affiliations

- 6.1 An increase in the annual affiliation fee, payable by each Senior individual member, shall be determined at the AGM of the company by a simple majority of those eligible to vote thereat. All members in good standing with their respective Provincial Branch will be affiliated for this fee.

Affiliation fees shall be paid no later than the date stated in the Affiliation Policy of the ITTA. Failure to comply will incur penalties, as laid down in the Regulations of the Company without notice thereof. In addition to the annual affiliation fee payable to the company, members shall pay such subscriptions as may be required by their provincial branch.

- 6.2 A former Member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a Member and shall not be entitled to a return of any money paid by him to the Company by way of subscription or otherwise.
- 6.3 The Board of Directors shall make such Regulations as are considered appropriate for the collection of affiliation fees.
- 6.4 The Board of Directors shall fix the amount of the affiliation fees so however that any increase in the affiliation fee for Senior members must be approved by members at AGM.
- 6.5 No Member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.

GENERAL MEETINGS

7 Annual General Meetings

- 7.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- 7.2 The annual general meeting shall be held no later than 31st July each year at such time and place as the Board shall appoint except where external regulation or other special circumstances do not permit the convening of the AGM by such date. The Board may also determine that the AGM may be held online where regulations or special circumstances apply.

8 Extraordinary General Meetings

- 8.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.2 The Board may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient directors capable of acting to form a quorum, any director of the company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
- 8.3 An extraordinary general meeting shall also be convened on the requisition of the Members, as provided by section 178 and 1203 of the Act.

9 Quorum at General Meetings

The quorum for general meetings shall be 25 Members for the time being present in person or by proxy at the time when the meeting proceeds to business. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

NOTICE OF GENERAL MEETINGS

10 Length of and mode of giving notice

- 10.1 Subject to the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by not less than 7 days' notice in writing. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted. The notice shall specify the place, the day and the hour of the meeting; the general nature of the business to be transacted at the meeting; the text and substance of any proposed special resolution; and any other matter required under section 181 of the Act to be contained in such notice. Such notice shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles entitled to receive such notices from the Company.
- 10.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 10.3 For the purposes of section 218(3)(d) of the Act the use of electronic means to serve or give notice is permitted and each of the Members of the Company hereby consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Company with an email address to which notices may be served or given.

11 Documents to accompany notice

- 11.1 With every notice of a general meeting at which a resolution of which due notice shall have been given is to be proposed there shall, for the purposes of voting on such resolution only, be furnished to each Member a proxy in the following form as near thereto as circumstances admit:-

IRISH TABLE TENNIS ASSOCIATION COMPANY LIMITED BY GUARANTEE

I [name of Member] of [address of Member] being a Member of the Irish Table Tennis Association Limited By Guarantee hereby appoint the Chairperson or other person presiding or failing him [specify name of proxy] as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Company to be held on [date] and at any adjournment thereof.

Signed this [] day of []

This form is to be used *in favour of/against the following resolution: (**Strike out whichever is not desired*)

[insert resolution/s]

Unless otherwise instructed the proxy will vote as he or she thinks fit.

PROCEEDINGS AT GENERAL MEETINGS

12 Business at General Meetings

- 12.1 The business to be conducted at annual general meetings shall be:
- 12.1.1 the adoption of the minutes of the preceding annual general meeting and of any general meeting held since the preceding annual general meeting;
 - 12.1.2 to receive the annual report of the Board;
 - 12.1.3 to receive the financial statements and report of the auditors on those statements;
 - 12.1.4 the review by the members of the company's affairs;
 - 12.1.5 to authorise the Directors to appoint and fix the remuneration of the auditors;
 - 12.1.6 the election of Chair, Finance Director and Company Secretary;
 - 12.1.7 the election of other Directors
 - 12.1.8 to consider and decide any resolution of which due notice shall have been given; and
 - 12.1.9 any other business.

13 Chairperson of General Meeting

The chairperson of the Board shall chair the general meetings of the Company, or if there is no such chairperson, or if at any meeting he is not present within fifteen minutes after

the time appointed for holding the meeting, or is unwilling to act as chairperson, the deputy chairperson, if any, of the Board if he is present and willing to act shall be chairperson of the meeting, failing which the Members present shall choose one of their members to be chairperson of the meeting.

14 **Voting**

- 14.1 Each Provincial Branch must, at or prior to the AGM of the company, submit an Annual Report and a Statement of Accounts. Failure to comply with this requirement will result in the members of the offending Provincial Branch losing the right to vote at meetings until such reports have been submitted to the Secretary of the company and circulated to the other Provincial Branches.
- 14.2 Fully paid members, over the age of 18 years at the date of the relevant meeting, shall be entitled to attend and vote at the AGM and any General Meetings of Members. Fully paid members, under the age of 18 years at the date of the relevant meeting, shall be entitled to attend but not vote at the AGM and any General Meetings of Members.
- 14.3 Voting at General Meetings shall be on a proportional basis through the Chairman or Secretary or other Official of each Branch, designated in writing, indicating the wish of their Branch.
- 14.4 Leinster and Ulster Branch shall each count for 22.5% of the vote. Munster and Connacht shall count for 12.5% and 7.5% respectively.
- 14.5 The vote of the members present at the meeting, which would include Branch Officers who may have already exercised their Provincial vote, shall count for 35% of the total vote prorated in accordance with the decision of the votes cast at the meeting.
- 14.6 Where there is an equality of votes the chairperson shall have a casting vote.
- 14.7 Voting can be put to Secret Ballot at the discretion of the Chair.

15 **Written Resolution of Members**

A resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the act.

THE BOARD

16 **Number of Directors**

- 16.1 Subject as hereinafter provided the membership of the Board shall not be less than THREE Directors nor more than TEN Directors.
- 16.2 The Company may by ordinary resolution increase or reduce the number of Directors.
- 16.3 The Board shall be elected and retire in accordance with Article 17 below.

17 **Appointment and retirement of Directors**

- 17.1 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by these Articles.
- 17.2 At the first annual general meeting of the Company all the Directors shall retire from office.
- 17.3 At the annual general meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office.
- 17.4 The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 17.5 A retiring Director shall be eligible for re-election.
- 17.6 The Company, at the meeting at which a Director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.
- 17.7 In default of the Company doing so, the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director has been put to the meeting and lost.
- 17.8 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 17.9 Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- 17.10 The outgoing board must decide prior to each AGM, the board positions to be appointed in addition to Chairperson, Finance Director and Company Secretary so long as a total number does not exceed the maximum number in Section 16.1.
- 17.11 No person may remain in the same board position, after having served three successive two year terms.

18 **Remuneration of Directors**

No remuneration shall be payable to Directors in respect of services as Director, or on any committee of the Board to which the Directors may delegate powers. The Directors may be paid all travelling, hotel and other expenses properly incurred in connection with the affairs of the Company provided that same are properly vouched to the Board.

19 **Powers of Directors**

- 19.1 A Director shall not vote in respect of any contract or arrangement in which he is interested or any matter arising therefrom and if he shall so vote, his vote shall not be counted, nor, so far as any such contract, arrangement or matter is concerned, shall he be counted in the quorum.

- 19.2 An alternate director shall be deemed to be an officer of the Company and shall not be deemed to be the agent of the Director appointing him.
- 19.3 For the purposes of section 228(1)(d) of the Act, the reasonable personal use by a Director of any property and any information or communications technology equipment of the Company and made available for use by the Director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company or the Board under contract or otherwise.
- 19.4 Nothing in Section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these Articles. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by Sections 228(1)(e)(ii) and 228(2) of the Act.
- 19.5 To appoint Associate Directors for a defined period, which may be reduced or extended, and with such duties, authority and reporting obligations as may be determined. Associate Directors may be required to attend from time to time. Associate Directors are not required to exercise a vote at meetings of the Board. An Associate Director must be a member of the Company.
- 19.6 The following shall be appointed by the AGM of the company and shall consist of such matters and operate within the terms of reference decided by the board:
- 19.6.1 The Discipline Committee which shall have the responsibilities including but not limited to the hearing and deciding of Disciplinary Matters in accordance with the regulations for the time being in force. The regulations referred to herein are the regulations of the company which may be issued or varied from time to time.
- 19.6.2 The Appeals Committee which shall have the responsibilities including but not limited to the hearing and deciding on appeals in accordance with the regulations for the time being in force.
- 19.7 The Board may appoint other Committees at any time and from time to time. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any Regulations that may be imposed on it by the Board.
- 19.8 The Board of Directors are authorised to appoint an Assistant Secretary, as and when it deems that to be necessary.

20 **Resignation of Directors**

- 20.1 A Director may resign by giving notice in writing delivered to or sent by post to the Company Secretary (or in the case of the Company Secretary to the chairperson of the Board).

21 **Vacation of office of Director**

- 21.1 A Director shall cease to hold office if he or she:
- 21.1.1 is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- 21.1.2 is the subject of a declaration under section 819 of the Act or

an order under sections 839-842 of the Act; or

21.1.3 is convicted of an offence punishable by imprisonment (whether or not a suspended sentence) or is convicted of an indictable offence; or

21.1.4 dies, or resigns by notice in writing to the Company; or

21.1.5 by reason of health can longer be reasonably regarded as possessing adequate decision making capacity; or

21.1.6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act; or

21.1.7 except with the express permission of the Board, shall personally enter into any contract with the Company or receive from it any fee, profit, salary or emolument;

22 **Code of Conduct**

The company requires that all Board members adopt the ITTA Code of Conduct Policy.

23 **Removal of Director**

The Company may by ordinary resolution of which notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim which such Director may have for damages for breach of any contract of service between him and the Company.

24 **President**

A person elected to the role of President shall hold office for a period of two years or until the date of the AGM in the year in which the two year term expires. A person elected to the role of President shall be eligible for re-election at an AGM provided always that no President may be elected after having served two successive terms. The president shall attend Meetings of the Board of Directors on invitation or when the President asks to address the Board.

PROCEEDINGS OF THE BOARD

25 **Meetings of the Board**

25.1 The Board may meet together at such times not being less than FOUR occasions in every year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit provided that each Director shall be given reasonable notice in writing of each meeting of the Board. Two Directors may, or the Secretary on the requisition of two Directors shall, at any time summon a meeting of the Board.

25.2 The Directors may establish one or more committees consisting in whole or in part of the members of the Board.

25.3 A committee of the Board may meet and adjourn as it thinks proper. Subject to the

foregoing, the rules applicable to the meetings of the Board shall apply to meetings of any committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present. Where there is an equality of votes, the chairperson of the committee shall have a second or casting vote.

25.4 In addition to serving Directors, other position holders within the Company may receive notice of and attend a meeting of the Board of Directors.

26 **Quorum**

The quorum for meetings of the Board of Directors shall be one half of the number of Directors currently holding office at the time of the meeting.

27 **Proceedings**

27.1 Where the elected chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairperson of the meeting.

27.2 Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and entitled to vote. In case of an equality of votes the chairperson shall have a second or casting vote.

27.3 A Director may participate in a meeting of the Board by means of telephone or other similar communication whereby all persons participating in the meeting can hear each other speak and confirm this fact to the chairperson. A Director who participates in a meeting in this manner shall be deemed to be present in person at such meeting and shall form part of the quorum.

27.4 A resolution in writing signed by all the Directors, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Board, or as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Board or such a committee duly convened and held.

PROVINCIAL BRANCHES

28 Subject to the policies and rules of the company the four Provincial Branches are responsible for the day to day organisation, development, and promotion of Table Tennis within each of the geographical areas of Leinster, Ulster, Munster and Connacht and may be subject to terms of reference as laid down by the AGM. Each Provincial Branch shall develop Operational Plans in accordance with the ITTA Strategy.

29 The Board of Directors shall make such regulations as are considered appropriate for the proper administration of the Provincial Branches, with particular reference to finance, grant applications, development and corporate governance matters.

ACCOUNTS

30 **Accounting records**

30.1 The Board shall, in accordance with Chapter 2 of Part 6 of the Act, cause to be kept adequate accounting records

30.2 The Board shall from time to time in accordance with Part 6 of the Act cause to be prepared and laid before the annual general meeting of the Company such statutory financial statements and reports as are required by that Part to be prepared and laid before the annual general meeting of the Company.

30.3 A copy of the statutory financial statements of the Company for the financial year concerned (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the report of the Board and auditor's report shall, not less than twenty-one days before the date of the annual general meeting, be sent to every Member.

31 Audit

Auditors shall be appointed and their duties regulated in accordance with Part 6 of the Act.

NOTICES

32 Mode of delivering notice

A notice may be given by the Company to any Member either personally, or by sending it by post to him to his registered address or may be sent to the Member by electronic means, including e-mail. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. Where a notice is sent by electronic means or delivered personally, it shall be deemed to have been served or given 12 hours after despatch. Such reports and documentation that is due for consideration at the AGM may be made available to the members online at least 21 clear days prior the meeting. A fully paid member may contact the Office prior to the meeting and request a hard copy of all such documents.

33 Persons entitled to notice of general meetings

33.1 Notice of every general meeting shall be given in any manner herein before authorised to:-

33.1.1 every Member;

33.1.2 the Chair, Directors and the Company Secretary;

33.1.3 the auditors for the time being of the Company.

33.2 No other person shall be entitled to receive notices of general meetings.

INDEMNITY

34 Indemnity

Subject to section 235 of the Act, every officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against any losses or liabilities which he or she may sustain or incur:

34.1 in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under sections 233 or 234 of the Act in which relief is granted to him or her by the court; and/or

- 34.2 in or about the execution of the duties of his or her office or otherwise in relation thereto.

BYE-LAWS

35 Bye-laws and Regulations.

- 35.1 The Board may from time to time by instrument make bye-laws in relation to the Company and where required and for the avoidance of doubt, the provisions of such bye-laws shall adhere to the principles of natural justice. The Company may at any time in like manner annul or vary any bye-laws so made, and all bye-laws so made and for the time being in force shall be binding on all the Members and shall have full effect accordingly.
- 35.2 The Board shall bring such bye laws to the attention of Members in such manner and within such time as it may in its absolute discretion decide.
- 35.3 No bye-law shall be made which would amount to such an addition or alteration of these Articles as could only legally be made by special resolution passed in accordance with the Act.
- 35.4 In case of any conflict between these Articles and any bye-laws made from time to time pursuant to these Articles, these Articles shall prevail.
- 35.5 The Anti Doping Rules of the company are the Irish Anti Doping Rules and the Anti Doping Rules of the ITTA International Governing Bodies as amended from time to time and shall be read in conjunction with and form part of these Articles of Association.