

MEMORANDUM OF CHANGES TO THE CONSTITUTION AND REGULATIONS

CONSTITUTION

A review of the Constitution was undertaken with a view to clarifying any areas of uncertainty.

The Memorandum of Association which outlines the objectives of the Company has not been amended. The Articles of Association have been amended with the key impact being:-

- An increase in the annual affiliation fee for senior individual members must be approved by the AGM.
- Affiliation fees are to be paid no later than the date stated in the Affiliation Policy of the ITTA.
- A note has been inserted to permit the Company to hold the AGM later than 31st July if regulations or special circumstances prevent it being held i.e. the pandemic.
- Rules around convening and requisitioning EGMs have been clarified and are in line with the Companies Act 2014.
- The wording around giving notice of general meetings has been clarified.
- Business to be transacted at the AGM has been updated to include a review of the company's affairs which is a requirement under the Act.
- The clauses regarding attendance and voting at general meetings have been clarified to prevent any confusion.
- It is beneficial for companies to appoint non-executive directors. As a consequence the requirement that a Director must be a member of the company has been removed.

REGULATIONS

The Regulations have been updated to reflect the current legal name of the Company and the website address. Clauses which were contradictory to the Constitution have been aligned and areas of uncertainty have been clarified. In addition:-

- The Standing Committees, now refers to the Management Committee which was setup in January 2019 and;
- The Disciplinary Committee and Appeals Committee, shall consist of not less than 3 persons rather than 5.