

COMPANIES ACTS, 1963 TO 2009

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

IRISH TABLE TENNIS ASSOCIATION LIMITED

(As Amended by Special Resolution on the 2010)

PRELIMINARY

1. The Regulations contained in Table C in the First Schedule to the Companies Act, 1963, as amended by the Companies (Amendment) Act 1982 shall apply to the Company with the exception of Regulations 2, 4, 11, 21, 41, 42, 43, 44, and 45, save in so far as they are hereby varied excluded or amended by the Regulations hereinafter contained.
2. The number of members with which the ITTA proposes to be registered is 10,000, but the Directors may from time to time register an increase of members.

MEMBERSHIP

3. Membership of the Irish Table Tennis Association Limited (ITTA) may be obtained on completion of the appropriate application form and paying a fee. By doing so a member agrees to be bound by the Articles of Association and any Regulations of the company for the time being in force. The Board of Directors shall have power to appoint and/or remove members.

AFFILIATION FEES

4. The annual standard adult affiliation fee shall be determined at a General Meeting of the company by a majority of the votes cast at the meeting. The Board of Directors shall fix the amount of all other categories of affiliation fee.
5. The Board of Directors shall make such Regulations as are considered appropriate for the collection of affiliation fees.
6. All affiliation fees shall be paid not later than the 31st January each year. Failure to comply may incur penalties, 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.

BOARD OF DIRECTORS

7. A The Board of Directors shall consist of the Chairperson, the Finance Director, the Company Secretary, the Marketing Director, the Performance Director, the Coaching Director, the Participation Director and the Human Resources Director.

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

C No person shall act as a Director of the Company while in receipt of remuneration from the Company.
8. All Board positions and that of the President shall be for a period of two years, with each position being eligible for re-election at an Annual General Meeting. No person may be eligible for re-election to the Board for more than three terms of a two year period, on a continuous basis. No person may be eligible for re-election as President for more than three terms of a two year period, on a continuous basis. The President and Directors of the Company must be members of the Company.
9. A vacancy in the Board of Directors, with the exception of the positions of Chairman and Secretary may be left vacant. The Directors shall have power at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. 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. In the event of a vacancy for any reason, the Directors shall have power to appoint a person to be the President who shall hold office until the next Annual General Meeting and shall then be eligible for re-election.
10. The Board of Directors shall have responsibilities including but not limited to the Governance of the company between Annual General Meetings, deciding on and promoting the company policy financial matters, fundraising, encouraging volunteer involvement, overseeing any professional staff,

ensuring that the company complies with any legal requirements including the Companies Acts, overseeing the implementation of the Strategic Plan of the company and overseeing the work of any Committees established by the Board. The Board shall have authority to delegate all or any of its functions to Committees or individuals or to appoint any individuals to be responsible for particular matters. The Board shall also have authority to employ salaried personnel.

11. The Board of Directors may from time to time request any individual to attend a meeting of the Board of Directors.
12. The Board of Directors is authorised to appoint an Assistant Secretary.
13. The President shall attend Meetings of the Board of Directors on invitation or when the President asks to address the Board.

PROVINCIAL BRANCHES

14. 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 Connaught and may be subject to terms of reference as laid down by the Board of Directors. Each Provincial Branch shall develop Operational Plans in accordance with the ITTA Strategic Plan.
15. The Board of Directors shall make such regulations as are considered appropriate for the proper administration of Provincial Branches, with particular reference to finance, grant applications, development and corporate governance matters.

ANNUAL GENERAL MEETING

16. Any organisation or individual in arrears with affiliation fees in accordance with the Regulations of the company shall not be eligible to attend the AGM or to take part in the activities or affairs of the company until these fees are paid to the Treasurer or a satisfactory explanation is given.
17. The quorum at the AGM shall be at least 25 members present in person.
18. Each Provincial Branch must, prior to each Annual General Meeting of the company, submit their latest Annual Report and an audited 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 general meetings until such reports have been submitted to the Secretary of the company, presented to the Board of Directors and circulated to the other Provincial Branches.

19. Affiliated members, over the age of 18 years at the date of the relevant meeting, shall be entitled to attend the Annual General Meeting and any General Meetings of Members.

20. (a) Voting at General Meetings shall be on a proportional basis as follows: 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. The vote of each Provincial Branch shall be exercised (in order of priority) by their Chairman or Secretary or other Official (designated in writing by the Branch Chairman or Secretary) indicating the wish of their Branch.

(c) 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.

(d) In the case of equality the Chairman shall have a casting vote.

EXTRAORDINARY GENERAL MEETINGS

21. An Extraordinary General Meeting of the company shall be convened on a resolution of the Board of Directors or on an application signed by at least 10% of those entitled to attend and vote at the previous AGM. The Secretary shall convene an Extraordinary General Meeting within 60 days of such resolution or receipt of an application giving at least 21 days notice of the date, place and time of such meeting. Such application or resolution shall specify the business to be dealt with at the Meeting. An Extraordinary General Meeting shall transact only the business referred to in the resolution.

22. Only those eligible to attend and vote at Annual General Meetings of the company shall be eligible to attend and vote at Extraordinary General Meetings.

COMMITTEES

23. The Board may appoint 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 Directors.

24. The following shall be appointed by the Annual General Meeting of the company and shall consist of such members and operate within terms of reference decided by the Board.

- The Discipline Committee which shall have 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 by the Board of Directors.

- The Appeals Committee which shall have responsibilities including but not limited to the hearing and deciding on appeals in accordance with the Regulations for the time being in force.
25. The Anti Doping Rules of the company are the Irish Anti Doping Rules as amended from time to time and shall be read in conjunction with and form part of these Articles of Association.

NOTICES

26. (a) Any document (including, but not limited to, any notice, appointment, removal and resolution) required to be given by, or sent to or served on the Company or any person under the Articles of Association may be given by means of delivery, post, telefax, electronic mail or any other additional means of communication approved by the Directors, such communication to be sent, in the case of the Company, to its registered office or principal place of business in the State, and, in the case of any other person, to the address or number of the addressee notified to the sender by the addressee for such purpose (or, if not so notified, then to the address or number of the addressee last known to the sender).
- (b) Any such document shall be deemed to have been served 48 hours after dispatch.
- (c) The communication of such a document by such means shall be confirmed as soon as possible by delivery, to the Company at its registered office or principal place of business in the State or to the address of any other person, of such document bearing an original signature of the person by, or on behalf of whom it is required to be signed but (provided that the addressee is satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon in the meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed.
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