

COMPANIES ACT, 2014

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

CONSTITUTION

OF

IRISH SQUASH FEDERATION CLG

MEMORANDUM

adopted on 20th September 2004

amended by special resolutions passed on EGM on 7th June 2015 and 5th Sept 2021 and on
AGM on 4th September 2022

amended by special resolution passed 25th March 2024

amended by special resolution

1. The name of the Company (hereinafter called 'the AssociationCompany) is Irish Squash Federation CLG.
2. The AssociationCompany is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014
3. The main objects for which the AssociationCompany is established are:
 - ~~(i) — to acquire and take over all or any parts of the assets and liabilities of the present unincorporated body known as "Irish Squash".~~
 - (ii)(i) to advance, organise and control the playing of the game of squash in Ireland and (subject in all respects to the overall authority of the World Squash Federation) to be the sole arbiter in Ireland with reference to rules, championships, international matches, disputes and other matters relation to the game and which come within the jurisdiction of the AssociationCompany;
 - ~~(iii) — to set the standards required of coaches and referees at various levels and to examine and award qualifications to those who satisfy those standards;~~

~~(iv)(ii)~~ to appeal for, collect and receive money on behalf of the ~~Association~~Company;

~~(v)~~ to foster friendly competition and to eliminate practices which give an unfair advantage including doping in sport;

~~(vi)~~ to give prizes, cups and rewards for competition played under the jurisdiction of the Association;

~~(vii)~~ to do all such things as shall be conducive to the attainment of the above objects.

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.

~~(i)~~ to set the standards required of coaches and referees at various levels and to examine and award qualifications to those who satisfy those standards;

~~(ii)~~ to foster friendly competition and to eliminate practices which give an unfair advantage including doping in sport;

~~(iii)~~ to give prizes, cups and rewards for competition played under the jurisdiction of the Company;

~~(iv)~~ to do all such things as shall be conducive to the attainment of the above objects.

4.

5. The following are the powers of the ~~Association~~Company:

~~(a)~~ to acquire and take over all or any parts of the assets and liabilities of the present unincorporated body known as "Irish Squash".

~~(a)(b)~~ from time to time to make, alter, add or revoke the Policies of the ~~Association~~Company for the purposes of carrying out the objects and purposes of the ~~Association~~Company.

~~(b)(c)~~ to borrow, raise or secure the payment of money within the limit approved at a General Meeting in such manner as the ~~Association~~Company may think fit;

~~(c)(d)~~ to control of the financial affairs of the ~~Association~~Company;

~~(d)(e)~~ to receive from any person or body monies for the purposes of furthering the main objects of the ~~Association~~Company

~~(e)~~ To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in

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~~connection with its Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided: prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of five years for any purposes, to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;~~

- (f) ~~i~~
- (i) to arrange all international fixtures in Ireland;
 - (ii) to approve tours of visiting national teams and tours by Irish teams;
 - (iii) to control all tournaments, championships and competitions held under the jurisdiction of the ~~Association~~Company;
 - (iv) to produce annually a fixtures list, in consultation with the Provincial ~~Association~~Associations, for events which come under the jurisdiction of the ~~Association~~Company and the Provincial ~~Association~~Associations.
- (g) The Board of Directors of the ~~Association~~Company shall be responsible for the accomplishments of the objects of the ~~Association~~Company.
- (h) to appoint committees, sub committees and working groups and delegate such powers as it shall deem necessary to such sub committees and working groups which may consist of members of the Board or such other persons as the Board may determine. Any committee, subcommittee or working group so formed shall conform to a terms of reference as determined by the Board. Any subcommittee shall include at least one member of the Board;
- (i) to endeavour to ensure than the total expenditure in any financial year does not exceed the income received for that year;
- (j) to engage such staff and remunerate any company, firm or person for services rendered to or on behalf of the ~~Association~~Company as are deemed necessary and shall determine the terms and conditions on which staff are employed or services rendered;
- (k) to exercise any other authority provided elsewhere in the Constitution;
- (l) to indemnify the members of the Board, the members of any committee or sub committee appointed by the Board, any other person appointed by the Board or any employee of the

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~~AssociationCompany~~ out of the assets of the ~~AssociationCompany~~ for all expenses and other liabilities properly incurred in the management of the affairs of the ~~AssociationCompany~~.

- (m) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the ~~AssociationCompany~~ think necessary or convenient for the attainment or advancement of its main objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the ~~AssociationCompany~~;
- (n) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the ~~AssociationCompany~~ as may be thought expedient with a view to the promotion of its main objects;
- (o) For the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs, trade marks, patents, licenses, franchises, concessions and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet or broadcasting rights which may seem capable of being used for any of the purposes of the ~~AssociationCompany~~ and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in the ~~AssociationCompany~~;
- (p) To do or make any other acts and things which in the opinion of the ~~AssociationCompany~~ may be conducive or incidental to the main objects of the ~~AssociationCompany~~;

~~(p)(q)~~ To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such persons, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

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WINDING UP

~~6.—If upon the winding up or dissolution of the company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the company. Instead, such property shall be given or transferred to some other institution or institutions having objects similar to the objects of the company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of the Income and Property Clause hereof. Members of the company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.~~

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~~6.~~

INCOME AND PROPERTY

~~7. The income and property of the Association shall be applied solely towards the promotion of its main object as set forth in this Memorandum of the Constitution. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association. No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:~~

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~~(a) reasonable and proper remuneration to any member, officer or servant of the Association (not being a Director) for any services rendered to the Association;~~

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~~(b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Association to the Association;~~

~~(c) reasonable and proper rent for premises demised and let by any member of the Association (including any Director) to the Association;~~

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~~(d) reasonable and proper out of pocket expenses incurred by any Director in~~

~~connection with attendance to any matter affecting the Association; or~~

~~(e) fees, remuneration or other benefit in money's worth to any Association of which a Director may be a member holding not more than one hundredth part of the issued capital of such Association.~~

~~7. The income and property of the company shall be applied solely towards the promotion of its object as set forth in this Constitution. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company.~~

~~No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company.~~

~~However, nothing shall prevent any payment in good faith by the company of:~~

~~(a) reasonable and proper remuneration to any member or servant of the company (not being a Director) for any services rendered to the company;~~

~~(b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the company;~~

~~(c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;~~

~~(d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company;~~

~~(e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company;~~

8. The liability of the members is limited.

9. Every member of the ~~Association~~Company undertakes to contribute to the assets of the ~~Association~~Company, if the ~~Association~~Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-

(a) the payment of the debts and liabilities of the ~~Association~~Company contracted before he or she ceases to be a member and the costs, charges and the costs, charges and expenses of winding up; and

(b) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

ADDITIONS, ALTERATIONS OR AMENDMENTS

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10. ~~No addition, alteration or amendment shall be made to the provisions of the object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.~~

KEEPING ACCOUNTS

11. ~~Annual Accounts shall be kept and made available to the Revenue Commissioners on request. Where the gross annual income exceeds €250,000 the accounts will be audited. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request or which would contravene section 1180 of the Companies Act 2014.~~

ARTICLES OF ASSOCIATIONCOMPANY

OF

IRISH SQUASH FEDERATION CLG

(adopted on 20th September 2004)

(amended by special resolutions passed on EGM on 7th June 2015 and 5th Sept 2021 and on AGM on 4th September 2022)

(amended by special resolution passed 2024)

The Regulations contained in the Companies Act, 2014 shall apply to the AssociationCompany save in so far as they are excluded or varied hereby.

1.

1.1 In these Articles: -

“the Act” means the Companies Act, 2014 and every statutory modification and re-enactment thereof for the time being in force, including all enactments which are to be read as one with, or construed or read together as one with, the Act;

“the Board” means the directors of the AssociationCompany, being the members for the time being of the Board hereby constitutes;

“the Directors” means the Directors for the time being of the AssociationCompany or the Directors present at a meeting of the Board of Directors and includes a person occupying the position of Director by whatever name called;

“Secretary” means any person appointed to perform the duties of the Secretary of the AssociationCompany;

“the Game” means squash;

“the Provincial AssociationAssociations” means Connacht Squash, Leinster Squash, Munster Squash and Ulster Squash;

“the Seal” means the Common Seal of the AssociationCompany;

“the Office” means the registered office for the time being of the AssociationCompany.

INTERPRETATION

- 1.2 No "optional provision" as defined by section 1177(2) of the Act shall apply to the AssociationCompany.
- 1.3 The powers and discretions set out in these Articles are to be used only for the attainment of the main objects of the AssociationCompany as set out in Clause 3 of the Memorandum of AssociationCompany and any income generated from the exercise of the said powers and discretions is to be applied for the objects of the AssociationCompany only.
- 1.4 In these Articles, unless the context requires another interpretation:
- (a) words importing the singular number only shall include the plural number and vice versa;
 - (b) words importing the masculine gender only or neuter shall include the feminine gender;
 - (c) words importing persons shall include corporations;
 - (d) save as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, have the same meanings as they have in the Acts;
 - (e) reference to any provision of the Acts shall be reference to such provision as modified by any statute for the time being in force; and
 - (f) expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, email, photography, and any other modes of representing or reproducing words in a visible form.

MEMBERS

2. The number of Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than nine (9). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.

2. The number of members with which the Association proposed to be registered is seven but the Directors may from time to time register an increase of members

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3. The subscribers to the Memorandum of AssociationCompany and such other persons as the Directors shall admit to membership shall be members of the AssociationCompany.
4. The rights and liabilities attaching to any Members of the AssociationCompany may be varied from time to time by a Special Resolution of the AssociationCompany.

MEMBERSHIP

5. The membership of the AssociationCompany shall consist of –
- (a) Squash clubs (hereinafter called 'Clubs') affiliated to Connacht Squash, Leinster Squash, Munster Squash and Ulster Squash (hereinafter called 'the Provincial AssociationAssociations');

- (b) individual members who may or may not be members of any of the Provincial ~~Association~~Associations and who have been admitted to membership by the Board on payment of any subscription set by the Board;
- (c) Honorary members admitted to honorary membership for such a period of time and subject to a maximum number as may be specified by the Board from time to time without payment of a subscription ;

WITHDRAWAL OF MEMBERSHIP

- 6. (a) Any member may withdraw from membership at any time by giving notice in writing to the Secretary but clubs and individual members will remain liable to pay any subscription fee.
- (c) The Board may withdraw membership from any member.
- (d) Membership shall automatically terminate upon the occurrence of any of the following events:
 - (i) In the case of a Club where it is a ~~Association~~Company or other body corporate, it has a liquidator appointed to it or it is dissolved, whether following its strike off or otherwise; or where it is an unincorporated ~~association~~Company, it is wound up or it is dissolved.
 - (ii) the Member, being an individual, dies.

AFFILIATION

- 7. (a) The ~~Association~~Company shall be affiliated to the World Squash Federation and the European Squash Federation.
- (b) The Provincial ~~Association~~Associations shall be deemed to be members affiliated to the ~~Association~~Company.
- (c) The Board shall determine the rules, and procedures which shall apply to membership and affiliation.
- (d) All members and affiliated bodies shall be bound by the Constitution and by any rules, policies, procedures and decisions of the ~~Association~~Company that the Board may determine shall apply from time to time insofar as these are not incompatible with the Constitution.

SUBSCRIPTIONS

- 8. (a) Subscriptions payable by individual members shall be at the rate or rates determined by the Board.

- (b) Subscriptions payable by clubs shall be at the rate or rates determined by the Board in consultation with the Provincial ~~Association~~Associations and shall become due on 1 September and payable not later than 31 October. Subscriptions from clubs shall be payable to the ~~Association~~Company by the individual clubs on behalf of their members.
- (c) The treasurer of each Provincial ~~Association~~Association shall liaise with the ~~Association~~Company not later than 30 November to determine the name and address of any club from which any subscription due was not received.
- (d) The Board may impose such penalties or sanctions upon any defaulting Provincial ~~Association~~Association, club or individual member as it may determine.
- (e) Without prejudice to the generality of the power of the Board to impose penalties or sanctions, no club or individual member in default shall be entitled to play in any event which comes under the jurisdiction of the ~~Association~~Company and shall not be able to exercise any other entitlement or facility available to members."

BOARD OF DIRECTORS

- 9. (a) The affairs of the ~~Association~~Company shall be managed by the board of directors (In this Constitution referred to as 'the Board'). The Board shall consist of the directors of the ~~Association~~Company referred to as 'board members and/or Directors', which shall include;
 - (i) The President
 - (ii) The Vice President
 - (iii) The Secretary
 - (iv) The Treasurer
 - (v) Up to two co-opted Directors appointed directly by the Board in accordance with Article 11 who shall be independent of the membership; and
 - (vi) Up to three Directors nominated by the Board in accordance with Article 11 who shall then be elected by the membership.
- (b) The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the ~~Association~~Company or in connection with the business of the ~~Association~~Company.
- (c) The Board shall, consist of at least 40% of each gender. If sufficient numbers are not elected, the Board shall make best endeavours to co-opt directors such that the minimum quota of 40% is achieved.

ELECTIONS

10. (a) With the exception of the board members to be co-opted under Article 9(a)(v) and, the board members shall be elected at the Annual General Meeting.
- (b) An individual or honorary member shall not be eligible for election or co-option to the office of the President, Vice President, Secretary or Treasurer if they occupy the equivalent office with a Provincial ~~Association~~ Company;
- (c) An individual member or honorary member shall not be eligible for election to more than one office on the Board.
- (d) The term limits for all board members shall be as follows: -
- An individual or honorary member may be elected or co-opted to any position on the board for a term of no more than 4 (four) years, with a maximum of 2 (two) terms in any one role and a maximum of 12 (twelve) years consecutively on the board at any time.
- Any board member who has served a maximum of 12 consecutive years, may stand for re- election or co-option for one further term of office, after a minimum break of 4 (four) consecutive years off the board.
- No person shall serve more than 16 (sixteen) years on the Board over the course of their lifetime, whether consecutive or not.
- (e) Subject to Article 31 (c) the Board may set out the process and procedures which shall be followed in respect of eligibility, nominations and election procedures

CO OPTION AND NOMINATION

11. (a) Subject to the conditions set out in this Article 11, the Board may co-opt an individual or honorary member to hold any position on the Board until the next Annual General Meeting
- (b) The Board may co-opt up to two individuals independent of membership directly to the Board and may nominate up to three individuals to the membership for election to the Board
- (c) The Board may delegate this co-option and nominations function to a nominations committee and shall approve its terms of reference.
- (d) All co-options and nominations shall be approved the Board and subsequently at the next Annual General Meeting.
- (e) All co-options and nominations shall be recommended and approved on the basis of a skill set criteria ensuring the board has an appropriate number of members with skill sets in but not

limited to legal, finance, HR, marketing, strategy. It is not necessary all of these skill sets are represented on the Board at the one time and the Board shall make the final determination on skill sets required from time to time. .

APPOINTMENTS

12. The Board shall appoint the members of the Irish Squash Selection Committees for Senior, Junior and Masters teams, , the members of the Irish Squash Disciplinary and Appeals Committees, a representative to the World Squash Federation and a representative to the European Squash Federation and all other Committees.'

BORROWING POWERS

13. The Directors may exercise all the powers of the AssociationCompany to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the AssociationCompany or of any third party.

POWERS AND DUTIES OF DIRECTORS

14. The business of the AssociationCompany shall be managed by the Directors, who may pay all expenses incurred in promoting and registering by the AssociationCompany, and exercise all such powers of the AssociationCompany as are not by the Act or Articles required to be exercised by the AssociationCompany in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with aforesaid provisions, as may be given by the AssociationCompany in general meeting, but no direction given by the AssociationCompany in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

15. Without prejudice to the generality of Article 14, the Directors shall have the power to make policies, procedures, codes and regulations for the AssociationCompany including but not limited to disciplinary regulations and shall establish and maintain an appropriate Safeguarding Policy and an appropriate Anti-Doping Policy.

16. The Directors may from time to time and at any time by power of attorney appoint any AssociationCompany, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the AssociationCompany for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under this Constitution) and for such period and subject to such conditions as the may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in them.

17. All cheques, promissory notes, drafts, bills of exchange and other negotiable

instruments, and all receipts for moneys paid to the AssociationCompany, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

18. As per Section 166 of the Act, the Directors shall cause minutes to be made in books provided for the purpose: -

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the AssociationCompany, and the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

19. The Office of Director shall be vacated if the Director: -

- (a) holds any office or place of profit under the AssociationCompany; or
- (b) is adjudged insolvent or bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with creditors or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;; or
- (c) becomes prohibited from being a Director by reason of any order made under Chapter 4 of Part 14 of the Act; or
- (d) can no longer be reasonably regarded as possessing adequate decision-making capacity by reason of their health;; or
- (e) resigns their office by notice in writing to the AssociationCompany; or
- (f) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) the director is for more than 6 months absent, without the permission of directors, from meetings of the directors held during the period; or
- (h) the director either directly or indirectly interested in any contract with the AssociationCompany and fails to declare the nature of their interest in manner required by Section 231 of the Act; or
- (i) becomes subject to a declaration of restriction under section 819 of the Act; or
- (j) in removed by an ordinary resolution passed in general meeting of the AssociationCompany in accordance with section 146 of the Act; or

(k) is removed by a decision of a Disciplinary Committee and its decision is either, not appealed, or is upheld on appeal.

VOTING ON CONTRACTS

20. A director shall not vote in respect of any contract in which s/he has an interest or any matters arising therefrom.

SECRETARY

21. The Secretary shall be appointed by Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

THE SEAL

22. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

ACCOUNTS

23. The Directors shall cause proper books of accounts to be kept relation to: -

- (a) all sums of money received and expended by the Association Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all transactions whereby services are provided or purchased;
- (c) all sales and purchase of goods by the Association Company; and
- (d) the assets and liabilities of the Association Company.

24. The books shall be kept at the office or, subject to Section 282 and 283 of the Act at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

25. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Association Company in general meeting.

26. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Association Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid

before the Annual General Meeting of the AssociationCompany.

27. A copy of the statutory financial statements (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the AssociationCompany together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

28. As required by section 341(1) and (2) of the Act, the Directors shall, in each financial year, cause copies of the financial statements, directors' report and statutory auditors' report to be laid before the AssociationCompany in general meeting, not later than 9 months after the AssociationCompany's financial year end.

MEETINGS OF THE BOARD

29. (a) The Board shall meet not less than four times a year.
- (b) The President shall preside as chair. In the Chair's absence, the Vice President shall be chair. In the absence of the President or Vice President the other members of the Board shall elect one of their number as chair.
- (c) The quorum for a meeting shall be five members, which can include remote participation through telephone conference or other electronic means.
- (d) Meetings shall be arranged by the Secretary on the instruction of the President or the requisition in writing of a majority of the Board. .
- (e) Questions rising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chair shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
- (f) The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Association Company, but for no other purpose.
- (g) All acts done by any meeting of the directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- (h) A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the members of the Board. The Association Company shall be entitled to act on a signature transmitted by e-mail or other form of electronic communication provided that the Secretary is satisfied as to the authenticity of the signature. Where it is proposed to have a resolution passed in accordance with this article the Secretary shall transmit a copy of the resolution proposed to be signed to each Director at such address (physical or e-mail) or facsimile number as that member shall have notified to the Secretary. If the member has not notified any such address or number it shall be sufficient for the Secretary to transmit a copy of the

proposed resolution to the address or number of that member last known to the Secretary.

- (i) A meeting of the Directors, or of a committee, or sub-committee may consist of a conference between some or all of the members of the Board or Committee or, as the case may be, who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- (a) a member of the Board or a member of the Committee taking part in such a conference, shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- (b) such a meeting shall be deemed to take place:
- (i) where the largest group of those participating in the conference is assembled; or
- (ii) if there is no such group, where the Chair of the meeting then is; or
- (iii) if neither subparagraph (i) or (ii) above applies, in such location as the meeting itself decides.

CHIEF EXECUTIVE OFFICER

30.

- (a) The Board may from time to time appoint any person (other than a member of the Board) to the office of Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. In the absence of the Chief Executive Officer for any reason the Board may decide who shall fill the position on a temporary basis until the Chief Executive Officer returns or until the position is permanently filled.
- (b) Without prejudice to section 40 of the Act, the Board may confer upon a Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring such powers, the Board may specify that the conferral is to operate either:
- so that the powers concerned may be exercised concurrently by them and the Chief Executive Officer; or
 - to the exclusion of their own such powers.
- (c) The Board may:
- revoke any conferral of powers on a Chief Executive Officer; or
 - amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

GENERAL MEETINGS

31. (a) Subject to sub paragraph (b), the AssociationCompany shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings 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 AssociationCompany and that of the next. All general meetings shall be held in the State.
- (b) The Annual General Meeting shall be held at such time and at such place as the Board shall appoint (on a date published at least 21 days in advance) to transact the following business:
- (i) to consider for adoption, the Report of the Board for the period since the previous Annual General Meeting;
 - (ii) to consider for adoption, the Audited Statement of Accounts of the AssociationCompany for the year to the previous 31st December.
 - (iii) to conduct elections in compliance with Article 10;
 - (iv) to appoint a Statutory Auditor to audit the Statement of Accounts of the AssociationCompany;
 - (v) to authorise the Board to approve the remuneration of the statutory auditors
 - (vi) to receive reports from the Provincial AssociationCompanies;
 - (vii) to transact any other business on the Agenda as determined by the Board
- (c) In relation to the elections referred to in sub paragraph (b) (iii), nominations in writing, signed by a proposer and seconder, who must be members, and confirmed that the nominee is willing to act if elected, shall be given to the Secretary not less than twenty one days prior to the date of the Annual General Meeting.
- (d) An Extraordinary General meeting may be convened –
- i. at any time at the request of the Board; or
 - ii. on the written requisition, with cause stated, of not less than one half of the members and which at that time have the right to vote at a general meeting of the AssociationCompany or of one or more Members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the Members having, at the date of deposit, the right to vote at general meetings of the AssociationCompany, as provided by section 178 (as modified by section 1203 in the case of a

~~Association~~Company limited by guarantee) of the Act. Such meeting shall be held within forty-two days of requisition.

- (e) The quorum at the Annual General Meeting of the ~~Association~~Company shall be ten members and the quorum at an Extraordinary General Meeting shall be fifteen members. All members shall be entitled to attend and speak at General Meetings but voting shall be conducted in accordance with Art. 41.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the review of the ~~Association~~Company's affairs, the election of Directors in the place of those retiring, the re-appointment if the retiring Auditors and the fixing of the remuneration of the Auditors.

33. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided.

34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of 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 Directors 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.

35. The Chair, if any, of the Board of Directors shall preside as chair at every general meeting of the ~~Association~~Company, or if there is no such chair, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall appoint one of their number to be Chair of the meeting.

36. If at any meeting no Director is willing to act as Chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.

37. The Chair may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

38. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the

results of the show of hands) demanded: -

- (a) By the Chair, or
- (b) By two members present in person, or
- (c) By any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

39. Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the AssociationCompany shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

40. If a poll is duly demanded it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded subject to Section 190.

41. Where there is an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

42. A poll demanded on the election of a Chair, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

43. Subject to Sections 193 to 195 of the Act, a resolution in writing signed by 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 AssociationCompany 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.

VOTING

- 44.
- (a) A vote may be taken upon any item of business to be transacted at a General Meeting.
 - (b) All members except Juniors shall be entitled to vote at a General Meeting.
 - (c) Each Club shall be entitled to nominate one of its members as a representative to attend and vote at a General Meeting. Notification of the name of that representative and of one alternative representative from the same Club entitled to vote in their absence shall be given in

writing to the secretary (or, if that office is vacant, the President or Vice Presidents) not less than seven days prior to the date of the Meeting. If such written notification shall not have been given the only person entitled to vote on behalf of the Club at the General Meeting shall be the Club Secretary or the representative of a body corporate as notified to the [AssociationCompany](#).

- (d) All members of the Board (in the case of an Annual General Meeting all members of the outgoing Board) shall be entitled to vote at any General Meeting.
- (e) A person shall be entitled to vote in one capacity only at a General Meeting.
- (f) When a vote is taken upon any question put at a General Meeting it shall be recorded by the Secretary (or, if that office is vacant, by a member of the Board deputed by the President or Vice Presidents) upon a roll of members entitled to vote. In the event of a tie, the President as chair or other member of the Board presiding as chair shall have a casting vote.

45. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by the member to the [AssociationCompany](#) have been paid.

46. Votes must be given by the person entitled to vote.

NOTICE OF GENERAL MEETINGS

47. Subject to Sections 181 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the [AssociationCompany](#) (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour if meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the [AssociationCompany](#) entitled to receive notices from the [AssociationCompany](#).

48. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

49. A body corporate which is a member of the [AssociationCompany](#) may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the [AssociationCompany](#), and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the [AssociationCompany](#). The body

corporate must notify the identify of its representative and any changes in its representative to the [AssociationCompany](#) and all communications will issue to this representative

AUDIT & AUDIT EXEMPTION

50. Where appropriate auditors shall be appointed and their duties regulated in accordance with Section 333, Section 334 and Section 335 of the Act.

NOTICES

51. A notice may be given by the [AssociationCompany](#) to any member either personally, by delivery, by leaving it at the registered address of the member, by sending it by post to their registered address or by electronic means such as email or text. 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 to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Where a notice is sent by delivery it shall be deemed delivered at the time of delivery (or, if delivery is refused, when tendered). Where a notice is sent by electronic means, twelve hours after dispatch of the electronic method. Where a notice is left at the registered address, at the time that it is left.

52. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member;

(b) board members;

(c) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for their death or bankruptcy would be entitled to receive notice of the meeting; and

(d) the Auditor (if any) for the time being of the [AssociationCompany](#).

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

SPONSORSHIP

53. Sponsorship of activities under the control of the Irish Squash shall be in accordance with current Irish Squash Sponsorship Policy.

ALTERATION TO THE CONSTITUTION

54. The constitution may be amended by special resolution at any General Meeting provided that no repeal, amendment or substitution shall be made unless adopted by not less than a seventy five percent of members present and entitled to vote at any such General Meeting in accordance with section 191(3) of the Act and that twenty-one (21) days notice has been given shall have been given of the nature of any proposed repeal, amendment or substitution in

accordance with section 181(1) (a) or section 191 of the Act.

DISPUTE RESOLUTION

55.

(a) All disputes shall be considered in the first instance by the Irish Squash Disciplinary Committee which decisions shall then be subject to an appeal to the Irish Squash Appeal Committee

(b) Sport Dispute Solutions Ireland (SDSI) (or such equivalent body which shall exist from time to time):

Subject to all internal avenues of appeal having been exhausted, this Article shall apply to any dispute or difference arising out of, in connection with or under these Articles of ~~AssociationCompany~~ or any rules, bye-laws, codes, policies or equivalent of the ~~AssociationCompany~~. This shall include without limitation any dispute arising out of, under or in connection with the legality of any decision made or procedure used by the ~~AssociationCompany~~ or any part of it.

(c) Each such dispute or difference shall be referred to SDSI for final and binding arbitration by a single arbitrator in accordance with the SDSI Arbitration Rules and in accordance with the Arbitration Act 2010 as amended.

(d) This Article shall also apply to every participant and member of every Unit (as defined below). Each such participant or member is bound to refer any dispute or difference which remains unresolved after all internal avenues of appeal have been exhausted to SDSI arbitration in accordance with sub-article (b) above.

(e) The provisions of this Article shall apply notwithstanding any other provision to the contrary contained within these Articles of ~~AssociationCompany~~ and/or any other rules, bye-laws, codes, policies or equivalent of the ~~AssociationCompany~~ and/or any Unit from time to time. This Article applies notwithstanding the level within the ~~AssociationCompany~~ that any such dispute or difference occurs in the first instance.

(f) The effect of this Article is to prohibit any party to such dispute or difference from commencing legal proceedings before the Courts.

(g) For the purpose of this Article, "Unit" means any team, ~~associationCompany~~, club or committee or subcommittee or other grouping, ~~associationCompany~~ or entity of any type which is in turn a member, part of, affiliated to or governed by the ~~AssociationCompany~~."

ANTI DOPING RULES:

56. The Anti-Doping Rules of Irish Squash shall be those issued by WADA as applied by Sport Ireland and, where applicable, Sport Northern Ireland.

WIND UP

57. The provisions of Clause 6 of the Memorandum relating to the winding up or dissolution of the AssociationCompany shall have effect and be observed as if the same were repeated in full in these Articles.

INDEMNITY

58.

58.1 Subject to the provisions of and so far as may be permitted by section 235(3) of the Act and to Article 58.2 and 58.3, every member of the Board (whether an elected member, or as a co-opted independent director) shall be entitled to be indemnified by the AssociationCompany against all costs, charges, losses, expenses and liabilities incurred in the execution and discharge of their duties or in relation thereto including any liability incurred in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by them as a member of the Board provided that:

- (a) judgement is given in their favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or;
- (b) they are acquitted in the proceedings, or,
- (c) relief from liability is granted to them by the Court under sections 233 or 234 of the Act.

58.2 Legal and other professional fees as well as costs, charges, losses, expenses or liabilities incurred by an individual member of the Board shall not be discharged by the AssociationCompany unless these are first pre-approved at the discretion of the Board which may attach such terms and conditions as it thinks fit to any such approval.

58.3 Any legal or professional fees as well as costs, charges, losses, expenses or liabilities incurred by or for an individual member of the Board and paid by the AssociationCompany shall become repayable to the AssociationCompany by that member where he or she is not entitled to be indemnified pursuant to Article 58 or where circumstances later occur that disentitles them to the indemnity.

59. The Board may cause the AssociationCompany to purchase and maintain for directors' and officers' insurance in respect of any liability referred to in Article 58.1