

Ordinary Resolution:	No
Special Resolution 6:	Yes
Change to:	Change Articles 23 and 24 of the Articles as identified in Appendix 1 to identify how a Director is recruited to the Board and that all directors are referred to in the same way to emphasise that they have the same legal responsibilities regardless of how they were recruited and make consequential changes as set out below.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A

Rationale: (not more than 250 words)

For ease of reference below identifies that all current Articles remain in the new structure but are just restructured to identify how they are recruited to the Board.

Destination in revised Articles (as set out in Appendix 1 below)	Reference in current Articles
23.1, 23.1.1 & 23.1.3	24.4
23.1.2	23.5 & 23.1
23.2	24.2
23.3	24.1
23.4.1	23.2
23.4.2	23.3
23.4.3	23.4
23.4.4	23.8
23.4.5	23.5
23.4.6	23.6
23.4.6.1	23.6.1
23.4.6.2	23.6.2
23.4.6.3	23.6.3
23.4.6.4	23.6.4
23.4.6.5	23.6.5
23.6	24.5
24.1	23.7
24.2	24.3

If Special Resolutions 6 and 10 are passed, then the wording of Article 23.8 set out in this Special Resolution 6 shall be updated with the replacement wording set out in Special Resolution 10.

If Special Resolutions 6 and 11 are passed, then the wording of Articles 23.1.1 and 23.1.2 set out in this Special Resolution 6 shall be updated with the replacement wording set out in Special Resolution 11.

Consequential changes

3.1 delete specific director types and replace the definition of “Board”

Board means the directors of the Company

Replace Article 17.1 with:

17.1 The quorum for the transaction of business at a meeting of directors is any four Eligible Directors including at least one director who was elected by company members and one director who was appointed by the Board.

Replace Article 30.7.1 with:

30.7.1 each director shall automatically be granted Company Membership on the date upon which they are appointed a statutory director of the Company (each being a “Director Company Member”);

Signed: Board

Dated: 20th February 2024

Appendix 1

Replace existing Articles 23 and 24 with the following new Articles and make consequential changes as set out below.

23 Recruitment of directors

23.1 There shall be up to twelve directors who shall be recruited as follows:

23.1.1 the Board shall appoint the Chair and up to six other directors,

23.1.2 Company Members shall elect four directors,

23.1.3 the Chief Executive Officer shall be a director.

23.2 The Board shall select the Chair and the other directors it appoints by an open, formal, publicly advertised and transparent process. It shall take account of the candidate’s ability, experience and expertise to fulfil the identified role on the Board and the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge.

23.3 The Board shall ensure that at least three of the directors it appoints are independent and designate one as the Senior Independent Director. A person is independent if they are free from any close connection to the Company and if, from the perspective of an outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are an Affiliated Member and/or play table tennis.

23.4 Company Members shall elect directors in this way:

23.4.1 each Company Member shall be entitled to nominate one person for each vacancy to be filled by election,

23.4.2 to be valid a nomination paper must be signed by the Company Member and be received by the person designated by the Board as the returning officer by a date decided by the Board, being not earlier than the fourteenth day after the issue of nomination papers,

23.4.3 to be effectively nominated a person must be named in at least two valid nomination papers, must have lodged with the Company not later than the closing date for nominations a signed consent to nomination for that office and must not have withdrawn from nomination by a date prescribed by the Board as the last day for withdrawal,

23.4.4 nominations received shall be considered by the Nominations Committee taking account of the candidate's ability, experience and expertise to fulfil the identified role(s) on the Board, and of the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge. All candidates shall be presented to the Company Members to vote for their preferred candidate.

23.4.5 if the number of effective nominations exceeds the number of vacancies voting shall be by postal or on-line ballot of the Company Members conducted in such manner as the Board shall from time to time decide,

23.4.6 the vote of each Company Member shall count as the following number of vote units:

23.4.6.1 Director Company Member - 1 unit,

23.4.6.2 County Representative Company Member - 1 unit,

23.4.6.3 League Representative Company Member appointed by a Local League with 30 or fewer teams - 2 units,

23.4.6.4 League Representative Company Member appointed by a Local League with 31-100 teams - 4 units,

23.4.6.5 League Representative Company Member appointed by a Local League with 101 or more teams - 6 units.

23.7 The directors elected by Company Members shall nominate one of themselves as Deputy Chair subject to ratification by the Board.

23.8 In exceptional circumstances the Board may co-opt a director if it is necessary to ensure that the Board has the skills and experience needed to fulfil its role, provided the total number of directors does not exceed twelve.

24 Terms of office

24.1 The directors elected by Company Members shall hold office for a term of four years, that begins on the day on which the position becomes vacant or the day on which the result of the election is determined whichever is the later.

24.2 The Chair and the other directors appointed by the Board shall hold office for a term of up to four years that begins on the day on which the position becomes vacant or the day on which the Board makes the appointment whichever is the later.

Consequential changes

In clause 3.1 delete the definitions of:

- Appointed Director
- Co-opted Director

- Elected Director
- Independent Director
- Member Elected Director

and replace the definition of “Board” with:

Board means the directors of the Company;

and add the definition of “Director Company Member”

Director Company Member has the meaning set out in Article 30.7.1;

Replace Article 17.1 with:

17.1 The quorum for the transaction of business at a meeting of directors is any four Eligible Directors **including at least one director who was elected by Company Members and one director who was appointed by the Board.**

Replace Article 30.7.1

~~“the Director Company Members shall be the Chairman, the Elected Directors, the Appointed Directors, the Chief Executive Officer and the Co-opted Director (if any), who shall automatically be granted Company Membership on election or appointment;”~~

with:

30.7.1 **each director shall automatically be granted Company Membership on the date upon which they are appointed a statutory director of Company (each being a “Director Company Member”);**