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1 Name

1.1 The name of the Company is “English Table Tennis Association Limited” and the abbreviated title is ETTA.

2 Registered office

2.1 The registered office of the Company will be situated in England.

3 Interpretation

3.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Affiliated Member means an individual affiliated to the Company;

Affiliated Organisation means a County Association, a Local League, a club or other organisation that is affiliated to the Company;

Articles means the Company's Articles of Association for the time being in force;

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board means the directors of the Company

Business Day means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Chair means the person appointed as Chair for the time being of the Company;

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

Company Member means a Director Company Member, a County Representative Company Member or a League Representative Company Member;

Company means English Table Tennis Association Limited;

Conflict means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

County Association means an organisation having jurisdiction over a County area;

Director means a director of the Company, and includes any person occupying the position of director, by whatever name called;

document includes, unless otherwise specified, any document sent or supplied in electronic form;

Deputy Chair means the person appointed as Deputy Chair for the time being of the Company;

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

electronic form has the meaning given in section 1168 of the Companies Act 2006;

Eligible Director means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 20, any director whose vote is not to be counted in respect of the particular matter);

Extraordinary General Meeting means a general meeting other than the Annual General Meeting;

Interested Director means a director of the company having a potentially conflicting interest which would, if not authorised, breach their duty to the company under section 175 of the Act;

Local League means an organisation conducting a competition between teams from clubs in a particular locality and generally promoting the sport in that locality;

National Councillor means the County Representative Company Member appointed by a County Association;

ordinary resolution has the meaning given in section 282 of the Companies Act 2006 and requires only a simple majority;

participate, in relation to a board meeting, has the meaning given in Article 16;

proxy notice has the meaning given in Article 44;

special resolution has the meaning given in section 283 of the Companies Act 2006 and requires a majority of not less than 75% of votes in favour as defined in the Act;

subsidiary has the meaning given in section 1159 of the Companies Act 2006; and

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

- 3.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 3.3 A reference in these Articles to an "Article" is a reference to the relevant Article of these Articles unless expressly provided otherwise.
- 3.4 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 3.4.1 any subordinate legislation from time to time made under it; and
- 3.4.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 3.5 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 3.6 Where the context so requires, the masculine gender includes the feminine.

4 Objects

- 4.1 The Objects for which the Company is established are all or any of the following, it being intended that the Objects or all or any one or more of the Objects specified in Articles 4.2 to 4.7 of this Article shall unless the context shall otherwise require be in no way limited or restricted by any other Article or Articles or by the name of the Company and shall be capable of being pursued as an independent Object or as independent either alone or in conjunction with all or any one or more of the Objects specified in the same or in any other Article or Articles.
- 4.2 To act as the sole controlling and National Governing Body of table tennis in England and to promote and encourage the playing, development and organisation of the sport.
- 4.3 To lay down and secure the adoption of uniform Laws of Table Tennis in England and to act as the legislative authority.
- 4.4 To make and publish Regulations and Standing Orders for the regulation of the Company's business, and to take all such steps as shall be deemed necessary or advisable for enforcing them.
- 4.5 To provide for the affiliation of table tennis organisations and individuals.
- 4.6 To affiliate to and to co-operate with the International Table Tennis Federation, the European Table Tennis Union, the British Table Tennis Federation and the Commonwealth

Table Tennis Federation, or any successor bodies.

4.7 To do all such things as are incidental or conducive to the attainment of the above Objects.

5 Powers

In pursuance of the Objects set out in Article 4, the Company has the power to:

- 5.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 5.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 5.3 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 5.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 5.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding Company or subsidiary;
- 5.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal Object in any way;
- 5.7 pay all or any expenses incurred in connection with the promotion of the Company and to contract with any person, firm or Company to pay the same;
- 5.8 enter into contracts to provide services to or on behalf of other bodies;
- 5.9 provide and assist in the provision of money, materials or other help;
- 5.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 5.11 incorporate subsidiary companies to carry on any trade; and
- 5.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects set out in Article 4 provided that:
 - 5.12.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
 - 5.12.2 the Objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - 5.12.3 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglect and defaults and for the due administration of such property.

6 Application of income and property

- 6.1 The income and property of the Company shall be applied solely in promoting the Objects of the Company as set out in Article 4.
- 6.2 No dividends or bonus may be paid, or capital otherwise returned to the Company Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
- 6.2.1 reasonable and proper remuneration to any Company Member, officer or servant of the Company for any services rendered to the Company;
- 6.2.2 any interest on money lent by any Company Member or any director at a reasonable and proper rate;
- 6.2.3 reasonable and proper rent for premises demised or let by any Company Member or director; or
- 6.2.4 reasonable out-of-pocket expenses properly incurred by any director, National Councillor or committee member.

7 Winding up

- 7.1 The Company Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- 7.1.1 directly for the Objects or
- 7.1.2 by transfer to any Company for purposes similar to the Objects provided that Company prohibits the distribution of its income and property among its Company Members to an extent at least as great as is imposed on the Company under these Articles; or
- 7.1.3 by transfer to any Company or companies for use for particular purposes that fall within the Objects provided that Company prohibits the distribution of its income and property among its Company Members to an extent at least as great as is imposed on the Company under these Articles or
- 7.1.4 to transfer the money to any grant-making body.
- 7.2 Subject to any such resolution of the Company Members, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred in any of the ways specified in 7.1.1, 7.1.2 or 7.1.3.
- 7.3 In no circumstances shall the net assets of the Company be paid to or distributed among the Company Members and if no resolution in accordance with Articles 7.1 or 7.2 is passed by the Company Members or the directors the net assets of the Company shall be applied to some other charitable object.

8 Guarantee

- 8.1 The liability of each Company Member is limited to £10, being the amount that each Company Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Company Member or within one year after they cease to be a Company Member.
- 8.1.1 for payment of the Company's debts and liabilities contracted before they cease to be a Company Member and
- 8.1.2 payment of the costs, charges and expenses of the winding up.

9 Financial Year

9.1 The financial year of the Company shall end on 31st March.

10 Directors' powers and responsibilities

10.1 Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

11 Company Members' reserve power

11.1 The Company Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.

11.2 No such special resolution invalidates anything which the Board has done before the passing of the resolution.

12 Directors may delegate

12.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

12.1.1 to such person or committee;

12.1.1 by such means (including by power of attorney);

12.1.3 to such an extent;

12.1.4 in relation to such matters or territories; and

12.1.5 on such terms and conditions;
as they think fit.

12.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

12.3 The directors may revoke any delegation, in whole or part, or alter its terms and conditions.

13 Committees

13.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the directors.

13.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

14 Unanimous decisions

14.1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

14.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

14.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

15 Calling a meeting of the directors

15.1 Any director may call a meeting of the directors by giving notice of the meeting to the directors or by authorising the Company Secretary (if any) to give such notice.

15.2 Notice of any meeting of the directors must indicate:

15.2.1 its proposed date and time;

15.2.2 where it is to take place; and

15.2.3 if it is anticipated that the directors participating in the meeting will not be in the same

place, how it is proposed that they should communicate with each other during the meeting.

15.3 Notice of a meeting of the directors must be given to directors but need not be in writing.

16 Participation in directors' meetings

16.1 Subject to the Articles, directors participate in a meeting of directors, or part of a directors' meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles, and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether directors are participating in a meeting of directors, it is irrelevant where any director is or how they communicate with each other.

16.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17 Quorum for directors' meetings

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.

17.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 20 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

17.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.

18 Chairing of directors' meetings

18.1 If the Chair is not participating in a directors' meeting within ten minutes of the time at which it was to start the Deputy Chair shall chair it. In the absence of the Deputy Chair the participating directors must appoint one of themselves to chair it. This provision shall apply for the duration of the meeting only. If the Chair is unable to act at any other time or if the office of the Chair is vacant, the Board shall make such arrangements as it thinks fit and which are in accordance with the Code for Sports Governance.

19 Casting vote

19.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair or other director chairing the meeting shall have a second or casting vote.

20 Directors' conflicts of interest

20.1 A person other than the Chief Executive Officer holding a paid appointment with the Company or a person connected in any way with the manufacture, sale or endorsement of table tennis equipment or with consultation on such equipment may not be a director of the Company.

20.2 The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director breaching their duty under section 175 of the Act to avoid conflicts of interest.

20.3 Any authorisation under this Article 20 shall be effective only if

20.3.1 to the extent permitted by the Act, the matter in question shall have been proposed by any

director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

- 20.3.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 20.3.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 20.4 Any authorisation of a Conflict under this Article 20 may (whether at the time of giving the authorisation or subsequently)
- 20.4.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 20.4.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
- 20.4.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
- 20.4.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 20.4.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, they shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- 20.4.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 20.5 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 20.6 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 20.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 20.8 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of their interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 20.9 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of their interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 20.8.
- 20.10 Subject, where applicable, to any terms and conditions imposed by the directors in

accordance with Article 20.3, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- 20.10.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 20.10.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested;
- 20.10.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
- 20.10.4 may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;
- 20.10.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 20.10.6 shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

21 Records of decisions to be kept

- 21.1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent and accessible form.

22 Company Secretary

- 22.1 The directors may appoint any person who is willing to act as the Company Secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

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 five other directors,

23.1.2 Company Members shall elect five 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 who meet the requirements of the role as set out in the relevant information and application pack will be presented to 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.

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

23.6 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.

25 Maximum Period in Office

25.1 A director shall be eligible to be elected or appointed for a further term in office provided that they are not prohibited under any other provision of these Articles from being a director.

25.2 A person (other than the Chief Executive Officer) may not hold office as a director for more

than eight years except as follows:

- 25.2.1 A director may hold office for a maximum period of twelve years if appointed as Chair or if appointed to a senior position with an international federation.
- 25.2.2 In exceptional circumstances (for example to assist in succession planning) the Chair or other director may hold office for an additional year.
- 25.3 On completion of the maximum period of office a director may not become a director again until at least four years have elapsed.

26 Termination of the appointment of a director

A person ceases to be a director:

- 26.1 if that person is requested in writing by a majority of their fellow directors to resign;
- 26.2 as soon as that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 26.3 as soon as a bankruptcy order is made against that person;
- 26.4 as soon as a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.5 as soon as a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 26.6 as soon as notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 26.7 on completion of the maximum period in office permitted by Article 25.

27 Chief Executive Officer

- 27.1 The Board shall appoint a Chief Executive Officer of the Company on such terms and for such period as it may determine from time to time.
- 27.2 The Chief Executive Officer shall be a director of the Company.

28 Board composition

- 28.1 Subject to Article 24.4, the Company may from time to time in general meeting increase or reduce the number of Board members and determine in what relation such increased or reduced number shall go out of office and may make the appointments necessary for effecting such increase.
- 28.2 The Company may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Companies Act 2006, remove any director before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.
- 28.3 The Chief Executive Office may not also be the Chair.

29 Auditors

- 29.1 Auditors shall be appointed by the Annual General Meeting and shall take office from the day following that meeting. For any motion relating to the appointment or removal of an auditor other than the re-appointment of a retiring auditor special notice under the provisions of the Act must be given and the other requirements of the Act complied with. As provided by the Act the Auditors are entitled to receive all notices of, and other communication relating to, and to attend any General Meeting and be heard on any part of the business of the meeting which concerns them as auditors.

30 Application for Company Membership

- 30.1 The number of Company Members is unlimited.
- 30.2 No person shall be admitted a Company Member without the approval of the Board.
- 30.3 Every person who wishes to become a Company Member shall deliver to the Company an application for Company Membership in such form as the Board require, signed by them.
- 30.4 Every person who wishes to become a Company Member must be an Affiliated Member. A Company Member whose affiliated membership lapses may not act as a Company Member pending renewal.
- 30.5 There shall be three classes of Company Members: Director Company Members, County Representative Company Members and League Representative Company Members.
- 30.6 No-one shall be a Company Member in more than one class and no-one shall be a Representative Company Member for more than one County Association or Local League.
- 30.7 Subject to their satisfying the requirements of 30.2 and 30.3 above,
- 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");
- 30.7.2 the County Representative Company Members shall be the National Councillors appointed by affiliated County Associations;
- 30.7.3 the League Representative Company Members shall be the representatives appointed by affiliated Local Leagues.
- 30.8 A Director Company Member ceasing to be a director shall thereupon cease to be a Company Member and a director ceasing to be a Company Member shall thereupon cease to be a director.
- 30.9 A County Representative Company Member or League Representative Company Member shall cease to be a Company Member if their nomination is terminated by the County Association or Local League which they represent, and the Company receives written notice of such termination from the relevant County Association or Local League.

31 Transfer of Company Membership

- 31.1 Company Membership is not transferable.

32 Termination of Company Membership

- 32.1 A Company Member may terminate their membership of the Company by notice in writing served on the Company and thereupon they shall be deemed to have resigned and their name shall be removed from the register of Company Members.
- 32.2 A person's Company Membership terminates when that person dies.
- 32.3 If any Company Member shall fail in the observance of these Articles or of any regulations of the Board made under any powers vested in them or for other sufficient reason, the Board may convene a general meeting of the Company for the purpose of considering an ordinary resolution for the expulsion of such Company Member and on such ordinary resolution being passed such Company Member shall cease to be a Company Member and their name shall be removed from the register of Company Members.

33 Honorary Appointments

- 33.1 The following honorary appointments may be made by election at an Annual General Meeting on nomination by the Board and shall take effect from the following day: President, Vice-Presidents, Honorary Past Presidents and Honorary Life Members.
- 33.2 Only past Presidents of the Company shall be eligible for the distinction of Honorary Past

President.

- 33.3 The distinction of Honorary Life Member may be conferred for special or long service in connection with the sport nationally.
- 33.4 The President shall be elected for a term ending at the 3rd Annual General Meeting after election but shall be eligible for re-election at the end of such term.
- 33.5 The appointment of Honorary Past Presidents, Honorary Life Members and Vice Presidents may be terminated only by Special Resolution at a General Meeting on a proposal by the Board.
- 33.6 The holders of honorary appointments shall have the right to attend general meetings.

34 Affiliation

- 34.1 There shall be affiliated to the Company: Organisations ("Affiliated Organisations") and Individuals ("Affiliated Members").
- 34.2 Affiliation shall not confer Membership of the Company.

35 County Associations

- 35.1 The Board shall make regulations to prescribe a system of County administration under which England is divided into geographical areas to be known as 'Counties'.
- 35.2 For each County there shall normally be a County Association whose constitution shall be subject to approval by the Board.
- 35.3 A County Association shall have autonomy in organising and administering the sport in its County area but shall not have power to override a decision of the Board.
- 35.4 Unless exempted by the Board, every Affiliated Organisation shall affiliate to the most geographically appropriate County Association and be subject to its jurisdiction.

36 National Council

- 36.1 There shall be a National Council consisting of one National Councillor appointed by each County Association.
- 36.2 The duties of the National Council shall be:
- 36.2.1 to act as a channel of communication between the Board and Affiliated Organisations and Affiliated Members;
- 36.2.2 to consider matters referred to it by the Board, Affiliated Organisations and Affiliated Members;
- 36.2.3 to make recommendations to the Board.
- 36.3 The National Council shall prescribe and regulate its own procedures.

37 General Meetings

- 37.1 A general meeting of the Company shall be held during June or July in every calendar year as its Annual General Meeting at such time and place as the Board shall appoint.
- 37.2 At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account made up to date not more than six months before such meeting. A balance sheet, as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet together with a copy of the Auditor's report, shall, twenty-one clear days before such meeting, be sent to the Auditor and every Company Member entitled to receive notices of general meetings.

- 37.3 An Extraordinary General Meeting may be called at any time by the directors and one shall be called at the request of Company Members who represent at least 5% of the total voting rights of all Company Members having a right to vote at general meetings.
- 37.4 All Company Members (or their proxies) and Affiliated Members shall be entitled to attend General Meetings; Company Members (or their proxies) shall have the right to speak and vote and Affiliated Members may speak with the permission of the Chair of the meeting.
- 37.5 The Chair of the meeting may permit other persons who are not Company Members to attend and speak at a general meeting.
- 37.6 Any person present at a general meeting having a financial interest in a subject to be discussed must declare that interest and may be debarred from participation in the discussion of that subject if a simple majority of the Company Members present so resolve but they shall not be debarred from being present during the discussion nor, if they are a Company Member, from voting.
- 37.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 37.8 A person is able to exercise the right to vote at a general meeting when:
- 37.8.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 37.8.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 37.9 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 37.10 In determining attendance at a general meeting, it is immaterial whether any two or more Company Members attending it are in the same place as each other.
- 37.11 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38 Quorum for general meetings

- 38.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 38.2 The quorum for a general meeting may be fixed from time to time by a decision of the Company, but it must never be less than ten and unless otherwise fixed it is ten.

39 Chairing general meetings

- 39.1 The Chair shall chair general meetings if present and willing to do so.
- 39.2 If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present, or (if no directors are present), the meeting must appoint a director or Company Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 39.3 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

40 Adjournment

- 40.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

- 40.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 40.2.1 the meeting consents to an adjournment, or
- 40.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 40.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 40.4 When adjourning a general meeting, the chair of the meeting must:
- 40.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 40.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 40.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 40.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 40.5.2 containing the same information which such notice is required to contain.
- 40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

41 Voting: general

- 41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 41.2 On a show of hands, every person present as a Company Member or a Proxy shall have 1 vote.
- 41.3 On a poll the vote of a Company Member shall count as the following number of vote units:
- 41.3.1 Director Company Member: 1 vote unit.
- 41.3.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which they are appointed.
- 41.3.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which they are appointed.
- 41.4 In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall fail.

42 Errors and disputes

- 42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 42.2 Any such objection must be referred to the chair of the meeting whose decision is final.

43 Poll votes

- 43.1 A poll on a resolution may be demanded:
- 43.1.1 in advance of the general meeting where it is to be put to the vote, or
- 43.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 43.2 A poll may be demanded by:
- 43.2.1 the chair of the meeting;

- 43.2.2 the directors;
- 43.2.3 two or more persons having the right to vote on the resolution; or
- 43.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.
- 43.3 A demand for a poll may be withdrawn if:
 - 43.3.1 the poll has not yet been taken, and
 - 43.3.2 the chair of the meeting consents to the withdrawal.
- 43.4 A poll must be taken immediately and in such manner as the chair of the meeting directs.

44 Content of proxy notices

- 44.1 A proxy may validly be appointed only by a notice in writing (a "proxy notice") which:
 - 44.1.1 states the name and address of the Company Member appointing the proxy;
 - 44.1.2 identifies the person appointed to be that Company Member's proxy and the general meeting in relation to which that person is appointed;
 - 44.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 44.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.
- 44.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 44.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 44.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 44.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 44.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

45 Delivery of proxy notices

- 45.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 45.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 45.3 A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 45.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

46 Resolutions and Amendments

- 46.1 Resolutions to be considered by an Annual General Meeting, and amendments thereto, may be submitted by the Board or by any Company Member; the dates for the submission of resolutions and amendments shall be set by the Board.
- 46.2 In accordance with the Companies Act 2006, changes to the Articles may be made only by special resolution; unless specified otherwise, any other resolutions for a general meeting shall be ordinary resolutions.

- 46.3 A special resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution, if:
- 46.3.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 46.3.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 46.4 An ordinary resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution if:
- 46.4.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- 46.4.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 46.5 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

47 Company Members' written resolutions

- 47.1 Subject to Article 47.2, a written resolution of Company Members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- 47.2 The following may not be passed as a written resolution and may be passed only at a general meeting:
- 47.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of their period of office; and
- 47.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of their period of office.
- 47.3 On a written resolution voting entitlement shall be as specified in 41.3.

48 Means of communication to be used

- 48.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 48.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 48.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 48.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 48.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 48.1.5 For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.
- 48.2 In proving that any notice, document or other information was properly addressed, it shall

suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

49 Regulations

49.1 The directors may establish regulations governing matters relating to Company administration that are required from time to time for the effective operation of the Company. If there is a conflict between the terms of these Articles and any regulations established under this Article, the terms of these Articles shall prevail.

50 The Laws of Table Tennis

50.1 The Laws of Table Tennis in England shall be those laid down by the International Table Tennis Federation, unless otherwise decided by special resolution at a general meeting.

51 Right of appeal

51.1 The directors shall make provision for a right of appeal, to the Appeals Panel or otherwise, for an Affiliated Member or Affiliated Organisation aggrieved by a decision, action or omission taken by or on behalf of the Company or an Affiliated Organisation.

51.2 The directors shall appoint the members of an Appeals Panel, who shall not be directors of the Company, designating one of them as chair of the Appeals Panel.

51.3 A member of the Appeals Panel shall be appointed to serve for a specified period not exceeding three years and shall be eligible for re-appointment.

51.4 The Appeals Panel shall prescribe and regulate its own procedures.

52 Indemnity and insurance

52.1 Subject to Article 51.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

52.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them, and in relation to the Company's (or any associated Company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act), including (in each case) any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated Company's) affairs; and

52.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in Article 28(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

52.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

52.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

52.4 In this Article:

52.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the

same body corporate; and

52.4.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company; and

52.4.3 a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated Company (including any Company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) but excluding in each case any person engaged by the Company (or associated Company) as auditor (whether or not they are also a director or other officer), to the extent they act in their capacity as auditor.)

53 Matters not covered by Articles

53.1 The Board shall have power to deal with any matter or question not provided for in these Articles and its decision shall be final.