

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

IRISH SQUASH FEDERATION LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
HEREINAFTER REFERRED TO AS "THE ASSOCIATION"

COMPANIES ACTS, 1963 TO 2001

MEMORANDUM OF ASSOCIATION

OF

IRISH SQUASH FEDERATION LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
HEREINAFTER REFERRED TO AS "THE ASSOCIATION"

1. The name of the Association is Irish Squash Federation Limited
2. The main objects for which the Association 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) 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 relating to the game and which come within the jurisdiction of the Association;
 - (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) to appeal for, collect and receive money on behalf of the Association;
 - (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.
3. 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.
4. The following are the powers of the Association:

- (a) from time to time to make, alter, add or revoke Byelaws of the Association for the purposes of carrying out the objects and purposes of the Association
 - (b)
 - (i) to control of the financial affairs of the Association;
 - (ii) to arrange all international fixtures in Ireland;
 - (iii) to approve tours of visiting national teams and tours by Irish teams;
 - (iv) to control all tournaments, championships and competitions held under the jurisdiction of the Association;
 - (v) to produce annually a fixtures list, in consultation with the Provincial Associations, for events which come under the jurisdiction of the Association and the Provincial Associations.
 - (c) The Board of Directors of the Association shall be responsible for the accomplishments of the objects of the Association at paragraph 2
 - (d) to establish a general purposes committee (in this Memorandum referred to as "the Executive") and shall have power to appoint sub committees and delegate to the Executive or any sub committee such powers as it shall deem necessary. Any sub committee shall include at least one member of the Board;
 - (e) to invest and deal with monies not immediately required in the names of at least three Trustees within the limit approved at a General Meeting and in such manner as may from time to time be determined by the Board;
 - (f) to borrow, raise or secure the payment of money within the limit approved at a General Meeting in such manner as the Association may think fit;
 - (g) to endeavour to ensure that the total expenditure in any financial year does not exceed the income received for that year;
 - (h) to purchase, take on lease, rent or otherwise acquire any interest in lands or holdings necessary for the purposes of the Association within the limits approved at a General Meeting. At least three Trustees shall hold such property on behalf of the Association upon terms and conditions the Board shall specify;
 - (i) to engage such staff as are deemed necessary and shall determine the terms and conditions on which staff are employed;
 - (j) to exercise any other authority provided elsewhere in the Memorandum and Articles;
 - (k) 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 the Executive or any employee of the Association out of the assets of the Association for all expenses and other liabilities properly incurred in the management of the affairs of the Association.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

WINDING UP

7. (a) The Association may be dissolved at any time provided that a valid proposal is passed by not less than a two thirds majority of members voting at a General Meeting in accordance with Article 39. The proposal shall come into force on such date or dates as determined at the General Meeting and the assets of the Association, after the settlement of debts and liabilities, shall be disposed of as resolved at that or a subsequent General Meeting.
- (b) If upon the winding up or dissolution of the Association there remains, after 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. Instead, such property shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Association. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of paragraphs 4 and 7 hereof. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution, and in so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

INCOME AND PROPERTY

8. The income and property of the Association shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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. Nothing in the Memorandum or Articles of Association shall preclude the association from remunerating board members for coaching services provided that such remuneration is approved by the Board of Directors.

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

- (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;
- (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;
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Association;
- (e) fees, remuneration or other benefit in 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.

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, the several persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dated this day of

Witness to the above Signatures:-

**COMPANIES ACTS, 1963 TO 2001
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

IRISH SQUASH FEDERATION LIMITED

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

The Regulations contained in Table C of the Companies Acts, 1963 to 2001 shall apply to the Association save in so far as they are excluded or varied hereby.

1. In these Articles:

"the Act" means the Companies Act, 1963;

"the Board" means the directors of the Association, being the members for the time being of the Board hereby constituted;

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

"the Executive" means the body established under paragraph 4 (d) of the Memorandum of Association;

"the Game" means squash;

"the office" means the registered office for the time being of the Association;

"the Provincial Associations" means Connacht Squash, Leinster Squash, Munster Squash and Ulster Squash;

"Secretary" means any person appointed to perform the duties of the Secretary of the Association;

"the Seal" means the Common Seal of the Association;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form;

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

MEMBERS

2. The number of members with which the Association proposed to be registered is 7 but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Association.
4. The rights and liabilities attaching to any Members of the Association may be varied from time to time by a Special Resolution of the Association.

MEMBERSHIP

5. The membership of the Association shall consist of -
 - (i) Squash clubs (hereinafter called 'Clubs') affiliated to Connacht Squash, Leinster Squash, Munster Squash and Ulster Squash (hereinafter called 'the Provincial Associations');
 - (ii) individual members who may or may not be members of any of the Provincial Associations and who have been admitted to membership by the Executive on payment of any subscription set by the Board;
 - (iii) honorary members admitted to honorary membership for such a period of time as may be specified by the Executive 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 due.
 - (b) The Executive may withdraw membership from any member, subject to the approval of the Board.

AFFILIATION

7.
 - (a) The Association shall be affiliated to the World Squash Federation and the European Squash Rackets Federation.
 - (b) The Provincial Associations shall be deemed to be affiliated to the Association.

BOARD OF DIRECTORS

8. (a) The affairs of the Association shall be managed by the board of directors (in these Memorandum & Articles referred to as 'the Board'). The Board shall consist of the directors of the Association, which may include the President, Chairperson, Secretary, Treasurer, Coaching Secretary, Junior Secretary, Masters Secretary, National Children's Officer, the immediate Past President (who shall remain an ex officio member of the Board until the Annual General Meeting following the election of his or her successor), Refereeing Secretary, Tournament Secretary and one representative designated by the Provincial Associations (or his/her nominated substitute), together with any other individual or individuals who may from time to time be appointed as directors of the Association
- (b) The remuneration of the directors shall from time to time be determined by the Association in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also 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 or in connection with the business of the Association.

ELECTIONS

9. (a) With the exception of the immediate Past President, any additional member or members to be co opted under Article 10 (a) and the representatives of the Provincial Associations, the members of the Board 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 President, Vice President, Secretary or Treasurer if he or she has already served a total of four years in that office or the equivalent office in the former Irish Women's Squash Rackets Association; or occupies the equivalent office with a Provincial Association.
- (c) An individual member or honorary member shall not be eligible for election to more than one office on the Board but, subject to Article 9 (c), may be co-opted under Article 10 to hold any vacant elective office on the Board in addition to the office to which elected.

CO OPTION

10. (a) Subject to Article 9 (b) and (c), the Board may co opt an individual or honorary member to hold any elective position on the Board until the next Annual General Meeting.
- (b) Where a vacancy exists, the Board may co-opt an individual or honorary member as a representative of a Provincial Association.

APPOINTMENTS

11. (a) The Board shall appoint the members of the Irish Selection Committees for Senior, Junior and Veteran teams, the managers and coaches of those teams, the members of the Irish Disciplinary Committee, a representative to the World Squash Federation and a representative to the European Squash Federation.
- (b) The Executive shall have power to appoint the members of the Irish Disciplinary Appeals Committee.

POWERS AND DUTIES OF DIRECTORS

12. The directors may exercise all the powers of the Association 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 Association or of any third party.
13. The directors may from time to time and at any time by power of attorney appoint any Association, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they 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 him.
14. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, 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.
15. 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 Board and of the Executive, and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Board and of the Executive.

VOTING ON CONTRACTS

16. A director may vote in respect of any contract in which he is interested or any matter arising thereout.

SECRETARY

17. The secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
18. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

19. 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 directors for the purpose.

ACCOUNTS

20. The directors shall cause proper books of account to be kept relating to-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;.
 - (b) all sales and purchases of goods by the Association; and.
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

21. The books of account shall be kept at the office or, subject to section 147 of the Companies Act, 1963, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.
22. 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 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 of the Association except as conferred by statute or authorised by the directors or by the Association in general meeting.
23. The directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Companies Act, 1963 cause to be prepared and to be laid before the annual general meeting of the Association 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 Association.
24. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Association together with a copy of the directors' report and auditors' 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 Acts to receive them.

MEETINGS OF THE BOARD

25. (a) The Board shall meet not less than four times in its term of office.
- (b) The President shall preside as chairman. In his or her absence, either Vice President shall be chairman. In the absence of President or Vice President the other members of the Board shall elect one of their number as chairman.
- (c) The quorum for a meeting shall be six members, which can include remote participation through telephone conference or other electronic means (e.g. SKYPE). Remote participation may only be used in the event of exceptional circumstances and no more than one person may be allowed to join the meeting electronically for the purpose of attaining a quorum.
- (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. Notice of any meeting shall Board be given in accordance with article 29 of these articles
- (e) Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman 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 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, but for no other purpose.

All acts done by any meeting of the directors or of the Executive 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 all 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 the directors duly convened and held.

EXECUTIVE

26. The Executive established under paragraph 4(d) of the Memorandum of Association shall consist of the President, both Vice Presidents, Secretary, Treasurer, Membership Secretary and one of the representatives on the Board designated by each of the Provincial Associations. Meetings shall be arranged by the Secretary in consultation with the President.

The President shall preside at any meeting. In his or her absence, the Vice President shall preside. In the absence of the President and Vice President, the Secretary or Treasurer shall be elected by the other members of the Executive to preside. The quorum shall be four. When a meeting of the Board cannot be convened in time, the Executive may meet to consider urgent business. Any decision taken in such circumstances shall be subject to the subsequent approval of the Board.

GENERAL MEETINGS

27. (a) Subject to sub paragraph (b), the Association 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 Association and that of the next.
- (b) So long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place as the Board shall appoint. Such Annual General Meeting shall be held normally in the month of May or June in each year (on a date published at least three months beforehand) 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 Association for the year to the previous 31st December. If the Audited Statement of Accounts are not complete a set of unaudited accounts will be presented. The adoption of the Audited Statement of Accounts will be deferred to the following Annual General Meeting or to an Extraordinary General Meeting called for this purpose;
 - (iii) to conduct elections in compliance with Article 9;
 - (iv) to record the names of the representatives designated by the Provincial Associations;
 - (v) to appoint a Registered Auditor to audit the Statement of Accounts of the Association;
 - (vi) to appoint, if necessary, Trustees for the purpose of paragraph 4(e) and (h) of the Memorandum of Association;
 - (vii) to receive reports from the Provincial Associations;
 - (viii) to transact any other business of which twenty eight days notice has been given to the Secretary.
- (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 seven days prior to the date of the Annual General Meeting.
- (d) In relation to the designations referred to in sub paragraph (b) (iv), such designations shall be given to the Secretary not less than seven days prior to the Annual General Meeting and shall confirm that the nominees are willing to act.
- (e) An Extraordinary General meeting may be convened -
- (i) at any time at the request of the Board; or
 - (ii) on the requisition at least one hundred individual or honorary members (in which case not more than twenty members from any one club and not more than 60 members resident in one Province shall count towards the minimum one hundred. The requisition must also be from the membership of at least 10 clubs); or
 - (iii) on the requisition of at least thirty clubs (in which case the committee of a club subscribing to the requisition shall have passed a resolution to that effect) for the transaction of any special business.
- The request of requisition shall specify the nature of the business to be transacted.
- (f) In the case of sub paragraphs (e) (ii) and (iii), the requisition shall have been proposed and seconded by individual or honorary members or clubs respectively. The President, Vice Presidents, Secretary and Treasurer shall arrange for the Extraordinary General Meeting to be held within thirty one days of the receipt of a request or requisition by the Secretary or, if that office is vacant, the President or Vice Presidents.
- (g) The quorum at the Annual General Meeting of the Association shall be fifteen members and the quorum at an Extraordinary General Meeting shall be thirty members. All members shall

be entitled to attend and speak at General Meetings but voting shall be conducted in accordance with Article 39

The President shall preside at a General Meeting. In his or her absence, either Vice President shall preside. In the absence of the President and Vice Presidents the members of the Board present shall elect one of their numbers to preside.

PROCEEDINGS AT GENERAL MEETINGS

28. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all 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 election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
29. 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 hereinafter otherwise provided, seven members present in person nor by proxy shall be a quorum.
30. 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 meeting shall be adjourned sine die.
31. If at any meeting no director is willing to act as chairman 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 chairman of the meeting.
32. The President 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 from 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 an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. 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 result of the show of hands) demanded
 - (a) by the President; or
 - (b) by at least seven members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
34. Unless a poll is so demanded, a declaration by the President 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

35. If a poll is duly demanded it shall be taken in such manner as the President directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
36. Where there is an equality of votes, whether on a show of hands or on a poll, the President 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.
37. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
38. Subject to section 141 of the Companies Act, 1963, a resolution in writing signed by all 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 Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Acts.

VOTING

39. (a) A vote may be taken upon any item of business to be transacted at a General Meeting. A vote shall be taken in respect of the special business to be transacted at an Extraordinary General Meeting unless the proposal is withdrawn by the Board in the case of a request made under Article 27(e) (i) or by the proposer and seconder in the case of a requisition made under Article 27(e) (ii) or (iii).
 - (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 his or her 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.
 - (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 or other member of the Board presiding in his or her absence shall have a casting vote.

NOTICES

40. (a) Any notice required to be given of a General Meeting, Board Meeting or Meeting of the Executive shall be sent by post to each member of the Board, the Secretary of each Provincial Association and to the Secretary of each Club. It shall be the responsibility of the Secretary (or, if that office is vacant, the President or Vice Presidents) to ensure that notices are posted in good time. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 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 of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association. The accidental omission to give notice of a meeting to, or the late delivery or non-delivery of a notice shall not invalidate the proceedings at a General Meeting.

- (b) Prior to the Annual General Meeting the Treasurer shall send a copy of the audited or unaudited Statement of Accounts to the Secretary of each Provincial Association.

SUBSCRIPTIONS

- 41. (a) Subscriptions payable by individual members shall be at the rate or rates determined by the Board.
- (b) 10% of subscriptions received from individual members shall be invested in one or more reserve accounts which shall be maintained exclusively for that purpose. Interest earned on deposits in a financial year may be withdrawn to meet expenditure in that year but the principal and any interest previously earned and not withdrawn may only be withdrawn on the authority of a resolution passed at a General Meeting.
- (c) Subscriptions payable by clubs shall be at the rate or rates determined by the Board in consultation with the Provincial Associations through their representatives on the Board and shall become due on 1 September and payable not later than 31 October. Subscriptions from clubs shall be payable to the Association by the individual clubs on behalf of their members. In the case of Ulster, subscriptions will be paid by the Provincial Association.
- (d) The Treasurer of each Provincial Association shall liaise with the Association not later than 30 November to determine the name and address of any club from which any subscription due was not received.
- (e) The Board may impose such penalties or sanctions upon any defaulting Provincial Association, club or individual member as it may determine.
- (f) 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 and shall not be able to exercise any other entitlement or facility available to members.”

SPONSORSHIP

- 42. The approval of the Board is required before any sponsorship is accepted by a Provincial Association for a squash activity which is subject to the control of the Association and is to be held under its jurisdiction.

ALTERATION TO THE MEMORANDUM & ARTICLES OF ASSOCIATION

- 43. The Memorandum & Articles of Association may be amended and new Rules substituted at any General Meeting provided that no repeal, amendment or substitution shall be made unless adopted by not less than a two-thirds majority of members voting at any such General Meeting in accordance with Article 39 and that proper notice shall have been given of the nature of any proposed repeal, amendment or substitution.

AUDIT

44. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Companies Act, 1963.

NOTICES

45. Notice will be given by the Association to each member of the Board, the Secretary of each Provincial Association and to the Secretary of each Club which has remitted the individual subscriptions due from its members. 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 a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
46. Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) every member;
 - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Association.

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

RULES OF THE GAME

47. The Rules of Squash approved for the time being by the World Squash Federation shall apply to the game in Ireland, subject to Byelaws No. 5 Variation of the Rules of Squash.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1)
- 2)
- 3)
- 4)
- 5)
- 6)
- 7)
- 8)
- 9)
- 10)
- 11)

Dated the..... day of..... 2003

Witness to the above signatures Name:

Address: