

EXPLANATORY TABLE OF CHANGES TO BE PROPOSED TO THE CONSTITUTION AT THE 2023 EGM

(1) GENERAL CHANGES PROPOSED TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

PROVISION	TEXT AS AMENDED	EXPLANATION FOR PROPOSED AMENDMENT
Throughout Constitution	The name of the Company has been referred to as Irish Squash Federation	Irish Squash Federation is a “Company limited by Guarantee” or “clg”. This change happened by operation of law. There is an exemption available to not-for-profit companies to dispense with this requirement to have “company limited by guarantee” or “clg” in its name and so it is proposed to amend the Constitution to refer to it in its sporting sense as the Irish Squash Federation
Throughout Constitution	References to Company as referred to as the Association	Irish Squash Federation is a Company but can be referred to in its sporting sense as an Association in the Constitution. It is still treated as a Company but can make the language clearer for members.
Throughout Constitution	Gender references to he/she or him/her have been changed to ‘their’ or other adaptations throughout Removal of reference to Chairman	For gender neutral purposes
Throughout Constitution	Removal of references to Executive	Executive being removed as the Board control the organisation and the CEO is delegated powers as per contract. No further requirement for an executive body. Where appropriate the Board has replaced the word Executive

(2) CHANGES PROPOSED TO THE MEMORANDUM OF ASSOCIATION

(Note: typographical, formatting and punctuation changes are not highlighted)

PROVISION	TEXT AS AMENDED	EXPLANATION FOR PROPOSED AMENDMENT
Clause 5	Powers have been just updated to reflect standard wording and to include some powers which were not specifically listed	These express powers are, in addition to the implied power under the Companies Act 2014 to do any act or thing that appears to be requisite, advantageous or incidental to or to facilitate the attainment of its main objects and that is not inconsistent with the law.
Clause 8 & 9	Clauses moved up	Standard position
Clause 11	Clauses updated	This is a standard clause required by the Revenue Commissioners for companies with the sporting bodies' tax exemption.

(3) CHANGES PROPOSED TO THE ARTICLES OF ASSOCIATION

(Note: typographical, formatting and punctuation changes are not highlighted)

PROVISION	TEXT AS AMENDED	EXPLANATION FOR PROPOSED AMENDMENT
Article 1	DEFINITIONS Acts The Companies Acts	The new definition of the "Acts" reflects the changes introduced by the Companies Act 2014.
	Deletion of text : <i>The holder of a voting share shall be entitled to one vote on a show of hands or on a poll. Each vote at a General Meeting of the Company shall be of equal value.</i>	This is in the wrong section so it has been deleted and moved

	<p>INTERPRETATION</p> <p>No “optional provision” as defined by section 1177(2) of the Act shall apply to the Council.</p>	<p>The Companies Act 2014 introduced a new concept of provision called an “optional provision” to allow companies to rely on provisions in the Act rather than set them out in their constitutions. For most companies limited by guarantee, this will not be appropriate since it would require readers of the constitution to make constant reference to the Companies Act 2014. The optional provision apply to companies unless they are disapplied and so, to avoid any confusion as to whether particular optional provisions apply it is recommended that they are disapplied and that the constitution sets out the provisions applicable to it which are usually set out in the constitutions of not-for-profit companies.</p>
	<p>The powers and discretions set out in these Articles are to be used only for the attainment of the objects of the Association as set out in Clause 3 Error! Reference source not found. of the Memorandum of Association and any income generated from the exercise of the said powers and discretions is to be applied for the main objects of the Association only.</p>	<p>This is a new clause which compliments the Revenue Commissioners’ standard clauses for companies with a sporting bodies’ tax exemption by making clear that the powers set out in the articles of association can only be used to attain the objects of the Association in Clause 3.</p>
	<p>Other changes</p>	<p>Updating the interpretation clause</p>
<p>Article 5 (c)</p>	<p>Number of Honorary Members can be capped</p>	<p>Good practice not to leave this open to abuse so the Board can apply a maximum</p>
<p>Article 6 (c)</p>	<p>Additional language added re Membership Termination</p>	<p>To clarify circumstances of termination</p>
<p>Article 7</p>	<p>Additional language added re Affiliation</p>	<p>To clarify provincial bodies are members and all members are bound by rules</p>

Article 8	Article moved up from bottom of document and minor language deletion	To keep matters relating to membership together. Minor change relates to fact provincial associations no longer have ' representatives on the Board' so this reference has been deleted.
Article 9	Updated to reflect new Board structure	As instructed Board structure is to change with some elected and some now co-opted (via a nominations process)
Article 9 (c)	Updated to 40%	Sport Ireland required by end of 2023
Article 10	Updated and new section (e) added	Reflecting board structure and also that co-option is followed now via Article 11. Section (e) also allows board to set out election procedures
Article 11	New co-option clause	To clearly set out the process relating to co-options, the skill set criteria and delegation to a nominations committee
Article 12	Updated	To reflect current position
Article 15	New clause re Directors Powers	To reflect and ensure the Board has the power to bring in policies, procedures and other such matters.
Article 19	Updated	To reflect standard wording
Articles 23,24,27	Updated	To reflect standard wording
Article 28	New clause re accounts	To reflect standard wording
Article 29	Updated Addition of new clauses at (h) and (i)	To reflect standard wording To allow board more flexibility re resolutions and decision making when not in person
Article 30	New clause re CEO which also removes old Article 27	To reflect modern organisation with CEO who has a contract and powers delegated or removed via the Board

Article 31 (a) (b) (c)	Updated	To set out the matters that must be considered at an AGM in accordance with the requirements of the Companies Act 2014.
Article 31 (d)	Updated and old clauses deleted	To reflects the provisions of the Companies act 2014 and its introduction is proposed to further certainty and understanding by Members of their rights under company law.
Article 32	Updated	To supplement Companies Act to ensure general affairs can be tabled at AGM
Article 38, 46 and old 45-49	Updated and deleted to remove Proxy votes	Proxy voting is not seen in sports constitutions and sports work via specific membership voting and club delegate voting. It is uncommon to allow for a member to use a proxy in a sporting organisation so it has been deleted. Also removed old references to unsound mind. Members or their delegates vote only. Voting in person still allows for online voting
Article 47	Updated timelines for a general meeting (which is not an AGM or a meeting for a special resolution which is 21 days) to 7 days	The change proposed here is to reduce the notice required to be given of a general meeting from 14 days to 7 days. The reason is to bring the constitution into line with the new standard provisions applicable to companies limited by guarantee under the Companies Act 2014
Article 49	Updated to provide for body corporate voting	This is important for members body clubs who may be structured as a company
Article 51 and 52	Updated	To modernise how notices are served
Article 55	Updated	To make it clear that there are internal processes within the Association
Article 57	New clauses Wind Up	Standard and to mirror what is in the memo
Article 58	New clauses	Proposed to provide further protection and clarity for Board/ Directors