

**COMPANIES ACT, 2014**

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

**CONSTITUTION**

**OF**

**IRISH SQUASH FEDERATION ~~COMPANY LIMITED BY  
GUARANTEE~~**

**MEMORANDUM**

(adopted on 20<sup>th</sup> September 2004)

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

(amended by special resolution passed 20243)

1. The name of the Company (hereinafter called 'the Association') is Irish Squash Federation~~IRISH SQUASH FEDERATION COMPANY LIMITED BY GUARANTEE.~~
2. The Association~~company~~ is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014
3. 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 relation 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.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
5. The following are the powers of the Association:
- (a) from time to time to make, alter, add or revoke the Policies of the Association for the purposes of carrying out the objects and purposes of the Association.
  - (b) 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;
  - (c) to control of the financial affairs of the Association;
  - (d) to receive from any person or body monies for the purposes of furthering the main objects of the Association
  - (e) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
  - ~~(b)~~ (i) to control of the financial affairs of the Association;
  - ~~(f)~~
  - ~~(iii)~~ (i) to arrange all international fixtures in Ireland;
  - ~~(iii)~~ (ii) to approve tours of visiting national teams and tours by Irish teams;
  - ~~(iv)~~ (iii) to control all tournaments, championships and competitions held under the jurisdiction of the Association;
  - ~~(v)~~ (iv) 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.
  - ~~(e)~~ (g) The Board of Directors of the Association shall be responsible for the accomplishments of the objects of the Association. at paragraph

~~(d)(h)~~ to ~~establish a general purposes committee (in this Memorandum referred to as "the Executive") and shall have power to appoint committees, sub committees and working groups and delegate to the Executive or any subcommittee such powers as it shall deem necessary to such sub committees and working groups- which may consist of members of the Board or such other persons as the Board may determine. Any committee, subcommittee or working group so formed shall conform to a terms of reference as determined by the Board.~~ Any subcommittee shall include at least one member of the Board;

~~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;~~

~~(e)(i)~~ to endeavour to ensure than the total expenditure in any financial year does not exceed the income received for that year;

~~(f)(j)~~ to engage such staff and remunerate any company, firm or person for services rendered to or on behalf of the Association as are deemed necessary and shall determine the terms and conditions on which staff are employed or services rendered;

~~(g)(k)~~ to exercise any other authority provided elsewhere in the Memorandum and Articles Constitution;

(l) to indemnify the members of the Board, the members of any committee or sub committee appointed by the Board, any other person appointed by the Board ~~or 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.

(m) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association think necessary or convenient for the attainment or advancement of its main objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Association;

(n) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its main objects;

(o) For the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs,

trade marks, patents, licenses, franchises, concessions and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet or broadcasting rights which may seem capable of being used for any of the purposes of the Association and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in the Association

- (p) To do or make any other acts and things which in the opinion of the Association may be conducive or incidental to the main objects of the Association.
- (h)

### **WINDING UP**

6. If upon the winding up or dissolution of the CompanyAssociation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the CompanyAssociation but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the CompanyAssociation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the companyAssociation under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the CompanyAssociation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

### **INCOME AND PROPERTY**

7. The income and property of the CompanyAssociation shall be applied solely towards the promotion if its main object as set forth in this Memorandum of the Constitution. No portion of the CompanyAssociation'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 CompanyAssociation. No Director shall be appointed to any office of the CompanyAssociation paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the CompanyAssociation. However, nothing shall prevent any payment in good faith by the companyAssociation of:

- (a) reasonable and proper remuneration to any member, officer or servant of the [Company Association](#) (not being a Director) for any services rendered to the [Company Association](#);
- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the [Company Association](#) to the [Company Association](#);
- (c) reasonable and proper rent for premises demised and let by any member of the [Company Association](#) (including any Director) to the [Company Association](#);
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the [Company Association](#); or
- (e) fees, remuneration or other benefit in money's worth to any [Company Association](#) of which a Director may be a member holding not more than one hundredth part of the issued capital of such [Company Association](#).

8. The liability of the members is limited.

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

- (a) the payment of the debts and liabilities of the Association contracted before he or she ceases to be a member and the costs, charges and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

~~8.10.~~ No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

### **KEEPING ACCOUNTS**

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request [or which would contravene section 1180 of the Companies Act 2014.](#)

~~9.~~ ;

10. The liability of the members is limited.

~~This Constitution incorporates the amendments made at A.G.M. 2022~~

~~11. Every member of the Company undertakes to contribute to the assets of the Company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-~~

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

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

**COMPANIES ACT, 2014**

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

**ARTICLES OF ASSOCIATION**

**OF**

**IRISH SQUASH FEDERATION**

**(adopted on 20th September 2004)**

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

**(amended by special resolution passed 20243)**

**COMPANY LIMITED BY GUARANTEE**

**PRELIMINARY**

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

1.

1.1 In these Articles: -

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

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

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

“the Executive” means the body established under paragraph 5 (d) of the Memorandum of Association;

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

“the Game” means squash;

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

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

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

~~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.~~

~~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.~~

#### INTERPRETATION

1.2 No “optional provision” as defined by section 1177(2) of the Act shall apply to the Association.

1.3 The powers and discretions set out in these Articles are to be used only for the attainment of the main objects of the Association as set out in Clause 3 of the Memorandum of Association and any income generated from the exercise of the said powers and discretions is to be applied for the objects of the Association only.

1.4 In these Articles, unless the context requires another interpretation:

- (a) words importing the singular number only shall include the plural number and vice versa;
- (b) words importing the masculine gender only or neuter shall include the feminine gender;
- (c) words importing persons shall include corporations;
- (d) save as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, have the same meanings as they have in the Acts;
- (e) reference to any provision of the Acts shall be reference to such provision as modified by any statute for the time being in force; and
- (f) expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, email, photography, and any other modes of representing or reproducing words in a visible form.

~~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 Company.~~

#### **MEMBERS**

2. The number of members with which the CompanyAssociation proposed to be registered is seven 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 CompanyAssociation.



4. The rights and liabilities attaching to any Members of the ~~Company~~Association may be varied from time to time by a Special Resolution of the ~~Company~~Association.

## MEMBERSHIP

5. The membership of the Association shall consist of –

- (a) Squash clubs (hereinafter called 'Clubs') affiliated to Connacht Squash, Leinster Squash, Munster Squash and Ulster Squash (hereinafter called 'the Provincial Associations');
- (b) 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~~Board on payment of any subscription set by the Board;
- (c) Honorary members admitted to honorary membership for such a period of time and subject to a maximum number as may be specified by the ~~Board~~Executive from time to time without payment of a subscription;

## WITHDRAWAL OF MEMBERSHIP

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

## 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 members affiliated to the Association.

(c) The Board shall determine the rules, and procedures which shall apply to membership and affiliation.

(d) All members and affiliated bodies shall be bound by the Constitution and by any rules, policies, procedures and decisions of the Association that the Board may determine shall apply from time to time insofar as these are not incompatible with the Constitution.

### **SUBSCRIPTIONS**

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

(b) Subscriptions payable by clubs shall be at the rate or rates determined by the Board in consultation with the Provincial Associations 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.

(c) 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.

(d) The Board may impose such penalties or sanctions upon any defaulting Provincial Association, club or individual member as it may determine.

(g) 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."

### **BOARD OF DIRECTORS**

9. (a) The affairs of the Association shall be managed by the board of directors (In this ~~Constitutionese Memorandum & Articles~~ referred to as "the Board"). The Board shall consist of the directors of the Association referred to as 'board members and/or Directors', which ~~may~~ shall include; the President, Secretary, Treasurer, Coaching Secretary, Junior Secretary, Masters Secretary, National children's Officer, the immediate Past President (who shall remain as ex officio member of the Board until the Annual General Meeting following the election of his or her successor), Refereeing Secretary, Tournament Secretary and a representative designated by each of the Provincial Associations (or his/her nominated substitute), together with any other individuals who may from time to time be appointed as directors of the Association

(i) The President

(ii) The Vice President

(iii) The Secretary

(iv) The Treasurer

(v) Up to two co-opted Directors appointed directly by the Board in accordance with Article 11 who shall be independent of the membership; and

(vi) Up to three Directors nominated by the Board in accordance with Article 11 who shall then be elected by the membership.

8. \_\_\_\_\_

(b) The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Association or in connection with the business of the Association.

(c) The Board shall, ~~if possible,~~ consist of at least ~~34~~40% of each gender. If sufficient numbers are not elected, the Board shall make best endeavours to co-opt directors such that the minimum quota of ~~34~~40% is achieved.

## ELECTIONS

~~9.10.~~ (a) With the exception of the ~~immediate Past President, any additional member or board~~ members to be co-opted under Article ~~10-9~~(a)(v) and ~~the representatives of the Provincial Associations,~~ the ~~board~~ 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 the President, Vice President, Secretary or Treasurer if ~~he or she~~they occupy~~ies~~ 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.~~

(d) The term limits for all board members ~~(including Provincial Representatives)~~ shall be as follows: -

An individual or honorary member may be elected or co-opted to any position on the board for a term of no more than 4 (four) years~~s-term~~, with a maximum of 2 (two) terms in any one role and a maximum of 12 (twelve) years consecutively on the board at any time.  
Any board member who has served a maximum of 12 consecutive years, may stand for re- election or co-option for one further term of office, after a minimum break of 4 (four) consecutive years off the board.

No person shall serve more than 16 (sixteen) years on the Board over the course of their lifetime, whether consecutive or not.

(e ) Subject to Article 31 (c) the Board may set out the process and procedures which shall be followed in respect of eligibility, nominations and election procedures

## **CO OPTION AND NOMINATION**

10.11.

(a) Subject to the conditions set out in this Article 119 (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) The Board may co-opt up to two individuals independent of membership directly to the Board and may nominate up to three individuals to the membership for election to the Board

(c) The Board may delegate this co-option and nominations function to a nominations committee and shall approve its terms of reference.

(d) All co-options and nominations shall be approved the Board and subsequently at the next Annual General Meeting.

(a) — (e) All co-options and nominations shall be recommended and approved on the basis of a skill set criteria ensuring the board has an appropriate number of members with skill sets in but not limited to legal, finance, HR, marketing, strategy. It is not necessary all of these skill sets are represented on the Board at the one time and the Board shall make the final determination on skill sets required from time to time.

(b) — Where a vacancy exists, the Board may co-opt an individual or honorary member as a representative of a Provincial Association.

## **APPOINTMENTS**

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

(b) — The Executive shall have power to appoint the members of the Irish Disciplinary Appeals Committee.

## **BORROWING POWERS**

12.13. The Directors may exercise all the powers of the Association Company 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 Company or of any third party.  
This Constitution incorporates the amendments made at A.G.M. 2022

## POWERS AND DUTIES OF DIRECTORS

~~13.14.~~ The business of the [Company Association](#) shall be managed by the Directors, who may pay all expenses incurred in promoting and registering by the [Company Association](#), and exercise all such powers of the [Company Association](#) as are not by the Act or Articles required to be exercised by the [Company Association](#) in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with aforesaid provisions, as may be given by the [Company Association](#) in general meeting, but no direction given by the [Company Association](#) in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

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

~~14.16.~~ The Directors may from time to time and at any time by power of attorney appoint any [company Association](#), firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the [Company Association](#) for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under this Constitution) and for such period and subject to such conditions as 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 ~~them~~him.

~~15.17.~~ All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the [Company 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.

~~16.18.~~ As per Section 166 of the Act, the Directors shall cause minutes to be made in books provided for the purpose: -

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

## DISQUALIFICATION OF DIRECTORS

~~17.19.~~ The Office of Director shall be vacated if the Director: -

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

## VOTING ON CONTRACTS

~~18.20.~~ \_\_\_\_ A director shall not vote in respect of any contract in which s/he has an interest or any matters arising therefrom.

## SECRETARY

~~19.21.~~ \_\_\_\_ The Secretary shall be appointed by Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

## THE SEAL

~~20.22.~~ \_\_\_\_ The seal shall be used only by the authority of the Directors or of a

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

## ACCOUNTS

~~21.23.~~ The Directors shall cause proper books of accounts to be kept relation to: -

(a) all sums of money received and expended by the [Company Association](#) and the matters in respect of which the receipt and expenditure takes place;

(b) all transactions whereby services are provided or purchased;

~~(a)~~

~~(b)~~(c) all sales and purchase of goods by the [Company Association](#); and

~~(e)~~(d) the assets and liabilities of the [company Association](#).

~~22.24.~~ The books shall be kept at the office or, subject to Section [282 and](#) 283 of the Act, ~~A~~ at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

~~23.25.~~ The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the [company 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 except as conferred by statute or authorised by the Directors or by the [Company Association](#) in general meeting.

~~24.26.~~ The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the [Company 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 [Company Association](#).

~~27.~~ A copy of ~~the statutory financial statements 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 [Company Association](#) together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

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

25.



## MEETINGS OF THE BOARD

~~26.29.~~ (a) The Board shall meet not less than four times ~~a year in its term of office.~~

(b) The President shall preside as ~~chairman~~chair. In ~~the Chair~~his or her absence, ~~either the~~ Vice President shall be ~~chairman~~chair. In the absence of the President or Vice President the other members of the Board shall elect one of their number as ~~chairman~~chair.

(c) The quorum for a meeting shall be five members, which can include remote participation through telephone conference or other electronic means.

(d) Meetings shall be arranged by the Secretary on the instruction of the President or the requisition in writing of a majority of the Board. ~~Notice of any meeting shall Board be given in accordance with Article 31 of these Articles.~~

(e) Questions rising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the ~~chairman~~chair shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.

(f) The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association 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.

(g) 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 a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of directors duly convened and held. and may consist of several documents in the like form, each signed by one or more of the members of the Board. The Association shall be entitled to act on a signature transmitted by e-mail or other form of electronic communication provided that the Secretary is satisfied as to the authenticity of the signature. Where it is proposed to have a resolution passed in accordance with this article the Secretary shall transmit a copy of the resolution proposed to be signed to each Director at such address (physical or e-mail) or facsimile number as that member shall have



notified to the Secretary. If the member has not notified any such address or number it shall be sufficient for the Secretary to transmit a copy of the proposed resolution to the address or number of that member last known to the Secretary.

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

#### **EXECUTIVE CHIEF EXECUTIVE OFFICER**

30.

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

- amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

~~27. The Executive established under paragraph 5 (d) of the Memorandum of Association shall consist of the President, Secretary, Treasurer, and any two of the 4 provincial representatives. Meetings shall be arranged by the Secretary in consultation with the President. The President shall chair the meeting. In the absence of the President the meeting shall be chaired by one of those present duly proposed and seconded. The quorum for such meetings 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

~~28.31.~~ (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. All general meetings shall be held in the State.

(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, t~~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 21 days in advance 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 31<sup>st</sup> 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 109;

(iv) ~~to record the names of the representatives designated by the Provincial Associations;~~

(v) to appoint a Registered Statutory Auditor to audit the

Statement of Accounts of the Association;

(vi) to authorise the Board to approve the remuneration of the statutory auditors

~~(v)~~

(vi) to appoint, if necessary, Trustees for the purpose of paragraph 5(e) and (h) of the Memorandum of Association;

(vii) to receive reports from the Provincial Associations;

(viii) to transact any other business on the Agenda as determined by the Board 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 twenty oneseven 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)~~(d) An Extraordinary General meeting may be convened –

i. at any time at the request of the Board; or

~~i.~~ii. on the written requisition, with cause stated, of not less than one half of the members and which at that time have the right to vote at a general meeting of the Association or of one or more Members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the Members having, at the date of deposit, the right to vote at general meetings of the Association, as provided by section 178 (as modified by section 1203 in the case of a Association limited by guarantee) of the Act. Such meeting shall be held within forty-two days of requisition.

~~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.~~

~~(g) 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.~~

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

~~(i) The President shall preside at a General Meeting. In his or her absence the meeting shall propose, second and appoint an alternative board member to preside / chair the meeting.~~

## PROCEEDINGS AT GENERAL MEETINGS

~~29.~~32. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the review of the Associations affairs, 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.

~~30.~~33. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided.

~~31.~~34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

~~32.~~35. The ChairmanChair, if any, of the Board of Directors shall preside as chairmanchair at every general meeting of the CompanyAssociation, or if there is no such chairmanchair, or if they are he not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall appointelect one of their number to be ChairmanChair of the meeting.

~~33.~~36. If at any meeting no Director is willing to act as ChairmanChair 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 ChairmanChair of the meeting.

~~34.~~37. The ChairmanChair may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

~~35.~~38. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded: -

(a) By the ChairmanChair, or

(b) By two members present in person or by proxy at a general meeting of it shall be a quorum, or

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

~~36.39.~~ Unless a poll is so demanded, a declaration by the [ChairmanChair](#) 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 [CompanyAssociation](#) shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

~~37.40.~~ If a poll is duly demanded it shall be taken in such a manner as the [ChairmanChair](#) directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded subject to Section 190.

~~38.41.~~ Where there is an equality of votes, whether on a show of hands or on a poll, the [ChairmanChair](#) 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.

~~39.42.~~ A poll demanded on the election of a [ChairmanChair](#), or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the [ChairmanChair](#) of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

~~40.43.~~ Subject to Sections 193 to 195 of the Act, a resolution in writing signed by the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the [CompanyAssociation](#) duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

## VOTING

~~41.44.~~ (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 28(e) (i) or by the proposer and seconder in the case of a requisition made under Article 28(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 ~~their~~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 or the representative of a body corporate as notified to the Association.
- (d) All members of the Board (in the case of an Annual General Meeting all members of the outgoing Board) shall be entitled to vote at any General Meeting.
- (e) A person shall be entitled to vote in one capacity only at a General Meeting.
- (f) When a vote is taken upon any question put at a General Meeting it shall be recorded by the Secretary (or, if that office is vacant, by a member of the Board deputed by the President or Vice Presidents) upon a roll of members entitled to vote. In the event of a tie, the President as chair or other member of the Board presiding as chair ~~in his or her absence~~ shall have a casting vote.

~~42. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.~~

~~43.~~45. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by the member ~~him~~ to the Company Association have been paid.

~~44.~~46. Votes ~~must~~may be given ~~either by the person entitled to vote personally or by proxy.~~

~~45. The instrument appointing a proxy shall be in writing under that hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.~~

~~46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not~~

| ~~less than 48 hours before the time for holding the meeting or adjourned meeting~~



~~at which the person named in the instrument proposes to vote, or, in the case of the poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.~~

~~47. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-~~

~~[IRISH SQUASH FEDERATION COMPANY LIMITED BY GUARANTEE]~~

I/We, \_\_\_\_\_ of  
In the County of \_\_\_\_\_, being a member/members of the above named  
Company, hereby appoint  
of \_\_\_\_\_ or failing him  
or \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf  
at the (annual or extraordinary, as the case may be) general meeting  
of the Company \_\_\_\_\_ to be held on the day of 20 \_\_\_\_\_ any adjournment thereof.

Signed this \_\_\_\_\_ day of 20 \_\_\_\_\_

~~This form is to be used\* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.~~

~~\*Strike out whichever is not desired.~~

~~48. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.~~

~~49. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.~~

## NOTICE OF GENERAL MEETINGS

~~50.~~47. Subject to Sections 181 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company Association (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 714 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour if meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company Association entitled to receive notices from the company Association.

~~51.48.~~ The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

## **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

~~52.49.~~ A body corporate which is a member of the [Company Association](#) may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the [Company Association](#), and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the [Company Association](#). The body corporate must notify the identify of its representative and any changes in its representative to the Association and all communications will issue to this representative

## **AUDIT & AUDIT EXEMPTION**

~~53.50.~~ Where appropriate auditors shall be appointed and their duties regulated in accordance with Section 333, Section 334 and Section 335 of the Act.

## **NOTICES**

~~54.51.~~ A notice may be given by the [Company Association](#) to any member either personally, by delivery, by leaving it at the registered address of the member, by sending it by post to ~~their~~him/her registered address or by electronic means such as email or text. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Where a notice is sent by delivery it shall be deemed delivered at the time of delivery (or, if delivery is refused, when tendered). Where a notice is sent by electronic means, twelve hours after dispatch of the electronic method. Where a notice is left at the registered address, at the time that it is left.

~~55.52.~~ Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member;

(b) board members;

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

~~(c)~~(d) the Auditor (if any) for the time being of the [Company Association](#).

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

## SUBSCRIPTIONS

56. ~~(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.~~

~~(g) 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

~~57.~~ 53. Sponsorship of activities under the control of the Irish Squash shall be in accordance with current Irish Squash Sponsorship Policy.

## ALTERATION TO THE CONSTITUTION MEMORANDUM & ARTICLES OF ASSOCIATION

54. The Memorandum & Articles of Association constitution may be amended by special resolution 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 seventy five percent two-thirds majority of members present and entitled to vote ~~voting~~ at any such General Meeting in accordance with section 191(3) of the Act ~~Article 41~~ and that twenty-one (21) days notice has been given ~~proper notice~~ shall have been given of the nature of any proposed repeal, amendment or substitution in accordance with section 181(1) (a) or section 191 of the Act.

~~This Constitution incorporates the amendments made at A.G.M. 2022~~

## DISPUTE RESOLUTION

### ~~59.55.~~ Sport Dispute Solutions Ireland:

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

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

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

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

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

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

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

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

## ANTI DOPING RULES:

~~60.56.~~ The Anti-Doping Rules of Irish Squash shall be those issued by WADA as applied by Sport Ireland and, where applicable, Sport Northern Ireland.

## WIND UP

This Constitution incorporates the amendments made at A.G.M. 2022

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

### INDEMNITY

58.

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

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

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

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

~~61.~~ 59. The Board may cause the Association to purchase and maintain for directors' and officers' insurance in respect of any liability referred to in Article 58.1