



To: All Members of Irish Squash; the Secretary of each Club affiliated to a Provincial Association; and the Secretary of each Provincial Association.

Extraordinary General Meeting of Irish Squash Federation CLG

The EGM will commence at 7.00pm on Monday 25th March 2024.

The EGM will be a virtual meeting held on video (Google Meet).

The board of Irish Squash have called an EGM to be held on Monday 25th March 2024. The purpose of this meeting is to allow members to vote on changes to our M&A's as proposed by the board.

Enclosed:

- (i) Formal Notice of the EGM and Agenda
- (ii) Motions for EGM
- (iii) Explanatory memorandum of proposed changes to Constitution
- (iv) Proposed Irish Squash Federation Constitution - clean copy
- (v) Proposed Irish Squash Federation Constitution - black line copy
- (vi) Proxy Form
- (vii) Club Nomination Form
- (viii) Irish Squash Organisational Structure Summary Presentation
- (ix) Draft Terms of Reference for Interprovincial Forum

- To attend the EGM, you must pre-register at info@irishsquash.com by 5pm on Friday 22nd of March 2024. The meeting link will then be emailed to you. You must only use this link yourself and not pass it on to anyone else.
- A member, if they cannot attend the meeting, may vote by proxy. The proxy form (attached to this mail) must be completed and sent to info@irishsquash.com no later than 5pm on Wednesday 20th of March 2024.
- Each club shall be entitled to nominate one of its members as a representative to attend and vote at a General Meeting. The Club Nomination Form (attached to this mail) must be completed and sent to info@irishsquash.com no later than 7pm on Sunday 17th March 2024.

We look forward to as many members as possible participating in the interests of the game of Squash.

Anne Costello
Honorary Secretary



NOTICE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of Irish Squash Federation CLG (the “Company”) will be held virtually on Google Meet on Monday 25th March 2024 at 7:00 p.m. to consider and if thought fit to pass Special Resolutions as set out elsewhere in these documents.

AGENDA

1. Notice of Meeting
2. Attendance and Apologies
3. Motions for consideration and voting

Anne Costello
Honorary Secretary



**EXTRAORDINARY GENERAL MEETING
MONDAY 25th MARCH 2024 @ 7.00pm**

**IRISH SQUASH FEDERATION
(the “Company”)**

MOTIONS

1. **THAT**, existing clause 5 (c) of the Articles of Association be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;
2. **THAT**, existing clause 7 (b) of the Articles of Association be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;
3. **THAT**, new clause 7 (c) and 7 (d) of the Articles of Association in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted;
4. **THAT**, existing clauses 9(a), 10 (a), 10 (b), 10 (d) and 11 be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;
5. **THAT**, new clause 30 of the Articles of Association in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted;
6. **THAT**, existing clause 27 of the Articles of Association and each reference to the ‘the executive’ in the Memorandum and Articles of Association together known as the Constitution be deleted and/or substituted by the wording as set forth in the document enclosed with this notice of extraordinary general meeting;
7. **THAT**, existing clauses 45,46,47,48,49 and each reference to a ‘Proxy’ or ‘Proxies’ in the Memorandum and Articles of Association together known as the Constitution as set forth in the document enclosed with this notice of extraordinary general meeting be deleted;
8. **THAT**, other than changes set out in Resolutions 1, 2, 3, 4, 5, 6,7 which shall be proposed in separate resolutions, all other changes (including all typographical, formatting and punctuation changes) to the Memorandum and Articles of Association together known as the Constitution in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted as the Memorandum and Articles of Association together known as the Constitution of the Company to the exclusion of all existing Memorandum and Articles of Association;
9. **THAT**, any changes which require the approval of the Revenue Commissions be subject to such approval and shall only be adopted on receipt of such approval by the Revenue Commissioners.

By Order of the Board

Anne Costello

Secretary

Dated: 8th March 2024



NOTICE OF EXTRAORDINARY GENERAL MEETING

IRISH SQUASH FEDERATION (the “Company”)

Notice is hereby given that an Extraordinary General Meeting of the Company will be held virtually on Google meet on Monday 25th March 2024 at 7:00 p.m. to consider and if thought fit to pass the following resolutions as Special Resolutions:

1. **THAT**, existing clause 5 (c) of the Articles of Association be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;

Relates to Limiting the number of Honorary members

2. **THAT**, existing clause 7 (b) of the Articles of Association be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;

To clarify that provincial bodies are members

3. **THAT**, new clause 7 (c) and 7 (d) of the Articles of Association in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted;

To clarify that all members are bound by the rules

4. **THAT**, existing clauses 9(a), 10 (a), 10 (b), 10 (d) and 11 be replaced with new wording as set forth in the document enclosed with this notice of extraordinary general meeting and be adopted;

To reflect the new Board structure and allow directors terms of fewer than 4 years

5. **THAT**, new clause 30 of the Articles of Association in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted;

To put in the powers of the Chief Executive Officer

6. **THAT**, existing clause 27 of the Articles of Association and each reference to the ‘the executive’ in the Memorandum and Articles of Association together known as the Constitution be deleted and/or substituted by the wording as set forth in the document enclosed with this notice of extraordinary general meeting;

To remove the ‘Executive’

7. **THAT**, existing clauses 45,46,47,48,49 and each reference to a 'Proxy' or 'Proxies' in the Memorandum and Articles of Association together known as the Constitution as set forth in the document enclosed with this notice of extraordinary general meeting be deleted;

To get rid of the concept of Proxy voting

8. **THAT**, other than changes set out in Resolutions 1, 2, 3, 4, 5, 6,7 which shall be proposed in separate resolutions, all other changes (including all typographical, formatting and punctuation changes) to the Memorandum and Articles of Association together known as the Constitution in the form set forth in the document enclosed with this notice of extraordinary general meeting be adopted as the Memorandum and Articles of Association together known as the Constitution of the Company to the exclusion of all existing Memorandum and Articles of Association;

9. **THAT**, any changes which require the approval of the Revenue Commissions be subject to such approval and shall only be adopted on receipt of such approval by the Revenue Commissioners.

By Order of the Board

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Secretary

Dated:



EXPLANATORY TABLE OF CHANGES TO BE PROPOSED TO THE CONSTITUTION AT THE 2024 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 3Error! 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>
	Other changes	Updating the interpretation clause
Article 5 (c)	Number of Honorary Members can be capped	Good practice not to leave this open to abuse so the Board can apply a maximum
Article 6 (c)	Additional language added re Membership Termination	To clarify circumstances of termination
Article 7	Additional language added re Affiliation	To clarify provincial bodies are members and all members are bound by rules
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. Allowing directors a term of less than 4 years. 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



PROXY FORM

To: Irish Squash Federation CLG

I/We, _____ of _____

in the County of _____, being a member/members of the above named

Company, hereby appoint _____

of _____ or failing him/her

_____ of _____

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the

Company to be held on the twentyfifth day of March 2024 or any adjournment thereof.

Signed _____

this _____ day of _____ 2024

This form is to be used * in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he/she thinks fit.

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

Completed Proxy forms to be lodged not later than 5pm on 20th March 2024 with Irish Squash Federation CLG by email to info@irishsquash.com



Nomination of Club Representative and Alternative Representative

To: Irish Squash Federation CLG

This is to confirm that, in accordance with Rule 41(c) of the Articles of Association of Irish Squash Federation CLG as quoted below,

_____ and _____

have been nominated as the representative and alternative representative of

_____ Squash Club. In the absence of the Club Secretary, one or other of

the nominees can attend and vote at the Extraordinary General Meeting of Irish Squash to take

place on 25th March 2024

Signed: _____

Position Held: _____

Date: _____

Notes

1. All members except juniors shall be entitled to vote at a General Meeting.
2. 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 Honorary Secretary 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.

Completed forms must be lodged not later than 7pm on 15th March 2024 with Irish Squash Federation CLG, by email to info@irishsquash.com