

Ordinary Resolution:	No
Special Resolution 1:	Yes
Change to:	That the Articles be amended as shown in the Appendix 1 to make them gender neutral
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>Our use of inclusive language within the articles is a part of our on-going commitment to Diversity, Equality &amp; Inclusion. We are an organisation which values difference and our language is another way that we can signal our intent around being a sport with no barriers to taking part.</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20<sup>th</sup> February 2024</p>	

## Appendix 1

Replace

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

With

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

Replace

8.1 The liability of each Company Member is limited to £10, being the amount that each Company Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Company Member or within one year after he ceases to be a Company Member.

with

8.1 The liability of each Company Member is limited to £10, being the amount that each Company Member undertakes to contribute to the assets of the Company in the event of its being wound up while **they are** a Company Member or within one year after **they cease** to be a Company Member.

Replace

8.1.1 for payment of the Company's debts and liabilities contracted before he ceases to be a Company Member and

With

8.1.1 for payment of the Company's debts and liabilities contracted before **they cease** to be a Company Member and

Replace

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

With

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

Replace

20.4.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

With

20.4.5 provide that, where the Interested Director obtains, or has obtained (through **their** involvement in the Conflict and otherwise than through **their** position as a director of the Company) information that is confidential to a third party, **they** shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

Replace

20.4.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

With

20.4.6 permit the Interested Director to absent **themselves** from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

Replace

20.5 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

With

20.5 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct **themselves** in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

Replace

20.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

With

20.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which **they derive** from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Replace

20.8 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.

With

20.8 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of **their** interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.

Replace

20.9 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 20.8.

With

20.9 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of **their** interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 20.8.

Replace

20.10 Subject, where applicable, to any terms and conditions imposed by the directors in accordance with Article 20.3, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

With

20.10 Subject, where applicable, to any terms and conditions imposed by the directors in accordance with Article 20.3, and provided **they have** declared the nature and extent of **their** interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

Replace

20.10.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

With

20.10.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which **they are** interested;

Replace

20.10.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested.

With

20.10.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which **they are** interested.

Replace

20.10.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

With

20.10.4 may act by **themselves** or **their** firm in a professional capacity for the Company (otherwise than as auditor) and **they** or **their** firm shall be entitled to remuneration for professional services as if **they** were not a director.

Replace

20.10.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

With

20.10.6 shall not, save as **they** may otherwise agree, be accountable to the Company for any benefit which **they** (or a person connected with **them** (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of **their** duty under section 176 of the Act.

Replace

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

With

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

Replace

26.1 if that person is requested in writing by a majority of his fellow directors to resign.

With

26.1 if that person is requested in writing by a majority of **their** fellow directors to resign.

Replace

28.2 The Company may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Companies Act 2006, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.

With

28.2 The Company may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Companies Act 2006, remove any director before the expiration of **their** period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.

Replace

30.9 A County Representative Company Member ceasing to be a National Councillor shall thereupon cease to be a Company Member and a League Representative Company Member shall cease to be a Company Member if his nomination is terminated by written notice to the Company from the Local League which he represents.

With

30.9 A County Representative Company Member ceasing to be a National Councillor shall thereupon cease to be a Company Member and a League Representative Company Member shall cease to be a Company Member if **their** nomination is terminated by written notice to the Company from the Local League which **they represent**.

Replace

32.1 A Company Member may terminate his membership of the Company by notice in writing served on the Company and thereupon he shall be deemed to have resigned and his name shall be removed from the register of Company Members.

With

32.1 A Company Member may terminate **their** membership of the Company by notice in writing served on the Company and thereupon **they** shall be deemed to have resigned and **their** name shall be removed from the register of Company Members.

Replace

32.3 If any Company Member shall fail in the observance of these Articles or of any regulations of the Board made under any powers vested in them or for other sufficient reason, the Board may convene a general meeting of the Company for the purpose of considering an ordinary resolution for the expulsion of such Company Member and on such ordinary resolution being passed such Company Member shall cease to be a Company Member and his name shall be removed from the register of Company Members.

With

32.3 If any Company Member shall fail in the observance of these Articles or of any regulations of the Board made under any powers vested in them or for other sufficient reason, the Board may convene a general meeting of the Company for the purpose of considering an ordinary resolution for the expulsion of such Company Member and on such ordinary resolution being passed such Company Member shall cease to be a Company Member and **their** name shall be removed from the register of Company Members.

Replace

37.6 Any person present at a general meeting having a financial interest in a subject to be discussed must declare that interest and may be debarred from participation in the discussion of that subject if a simple majority of the Company Members present so resolve but he shall not be debarred from being present during the discussion nor, if he is a Company Member, from voting.

With

37.6 Any person present at a general meeting having a financial interest in a subject to be discussed must declare that interest and may be debarred from participation in the discussion of that subject if a simple majority of the Company Members present so resolve but **they** shall not be debarred from being present during the discussion nor, if **they are** a Company Member, from voting.

Replace

41.3.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which he is appointed.

With

41.3.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which **they are** appointed.

Replace

41.3.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which he is appointed.

With

41.3.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which **they are** appointed.

Replace

47.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and

With

47.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of **their** period of office; and

Replace

47.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

With

47.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of **their** period of office.

Replace

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

With

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

Replace

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

With

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

Replace

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

With

52.4.3 a "relevant officer" means any director or other officer or former director or other office of the Company or an associated Company (including any Company which is a trustee of an occupational pension

scheme (as defined by section 235(6) of the Act) but excluding in each case any person engaged by the Company (or associated Company) as auditor (whether or not **they are** also a director or other officer), to the extent **they act** in **their** capacity as auditor.)

Throughout the Articles replace the word “Chairman” (or “chairman”) by “Chair” (or “chair”).