



DRAFT Minutes - Annual General Meeting 2024

LOCATION: Virtual only via Zoom Call

DATE AND TIME: Saturday 20 July 2024 10 am

ATTENDANCE: to be found in [Appendix 1](#)

FULL RESOLUTIONS: to be found in [Appendix 2](#)

Meeting Commenced at 10 am

The Annual General Meeting was opened by N Donald (Chair) who thanked everyone for attending.

Thanks were given to the outgoing Directors, Priya Samuel, Steve Kemish, and for the outgoing Chair, Sandra Deaton, for all their work for Table Tennis.

The Chair explained the outline of how the meeting would run and two mi-voice test votes would be held to ensure all members were happy with the process.

1. Minute's Silence for members of the Table Tennis family that have passed during the year.

The meeting remembered members of the Table Tennis Family who had sadly passed during the past year.

2. Declaration of Business Interests

There were no declarations of interest declared.

3. Approval of Minutes of Annual General Meeting on 8 July 2023

N Donald (Chair) reminded everyone that the minutes had been circulated for amendments following the meeting in 2023 and had been included with the papers. There were no further questions raised.

N Donald (Chair) opened the vote:

The results of this vote were:

For: 100%
Against: 0%

The minutes of the AGM 2023 were approved.

4. Matters arising from Minutes of last AGM

There were no matters arising from the Minutes of the AGM held on 8 July 2023.

5. Resolutions

Special Resolution 1 – Gender Neutral (7827/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote:

The results of this vote were:

For: 100%

Against:

Abstained:

Resolution 1: Passed

Special Resolution 2 – Naked Eye (7828/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

Mrs D Webb (Hastings and District TTA, Vice President) reiterated her point that she felt there was no value in removing the words “Naked Eye”. The Board had discussed this and approved the Resolution to continue as written.

N Donald (Chair) opened the vote. The results of this vote were:

For: 99.2%

Against:

Abstained:

Resolution 2: Passed

Special Resolution 3 – AGM Wording (7829/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For: 100%

Against:

Abstained:

Resolution 3: Passed

**Special Resolution 4 – NGB Wording
(7830/0724/JKB) (Board)**

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For: 100%
Against:
Abstained:

Resolution 4: Passed

**Special Resolution 5 – Right of Appeal
(7831/0724/JKB) (Board)**

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For: 100%
Against:
Abstained:

Resolution 5: Passed

Ordinary Resolution 6a – Directors

There were minor amendments to grammatical and numbering changes to Special Resolution 6 required and therefore an additional Ordinary Resolution had been prepared to allow for changes to Special Resolution 6 of these minor amendments.

N Donald (Chair) opened the vote. The results of this vote were:

For: 100%
Against:
Abstained:

Resolution 6a: Passed

**Special Resolution 6 – Directors
(7832/0724/JKB) (Board)**

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) brought members attention to the detail of the resolution and confirmed that the Board meetings will still require a quorum of four Directors, including one Elected Director. The Deputy Chair would still be chosen by the Elected Directors and there was no change to this.

N Donald then opened the vote. The results of this vote were:

For: 85.2%
Against: 14.8%
Abstained:

Resolution 6: Passed

Special Resolution 7 – Chair of Directors Meetings (7833/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For: 90.2%
Against: 09.8%
Abstained:

Resolution 7: Passed

Special Resolution 8 – Remove 25.4 (7834/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For: 100%
Against:
Abstained:

Resolution 8: Passed

Special Resolution 9 – CRCM (7835/0724/JKB) ((Board)

The full resolution details are attached at [Appendix 2](#)

Mrs D Webb (Hastings and District TTA, Vice President) suggested the wording within the Articles needed to be tightened up to ensure the Counties follow the correct processes for removing County members. Mrs J Keay-Blyth (TTE Head of Governance) explained that the Articles and Regulations Committee had tightened up the wording in the Regulations for the Counties which was reviewed by Counties. A Counties Handbook was going to be written, along the same lines as the League Handbook, and this would help provide support to the Counties with their processes and standard documentation.

It was explained that the Articles was a high level, strategic document with little operational detail within it. It was incumbent upon the Counties to ensure their operational processes ensured that due process has been taken when a County Councillor is removed from post.

N Donald (Chair) opened the vote. The results of this vote were:

For: 85.3%
Against: 14.7%
Abstained:

Resolution 9: Passed

Special Resolution 10 – Nominations received for Elected Directors 23.8 (7836/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) handed the Chair to D Parker (TTE Deputy Chair) so that he could speak to the Resolution. D Parker took over the Chair and invited N Donald to speak.

N Donald explained the rationale for the Resolution. The changes proposed in the Resolution would ensure Table Tennis England was compliant with the Code for Sports Governance by ensuring all Elected Directors nominations put forward were reviewed against the role description and skills requirement laid down and those nominations who meet those requirements are put forward to the membership for voting.

Approval for the Resolution would remove the risk of Table Tennis England from losing public funding, one of the biggest risks for the organisation. If passed, Resolution 11 would be put to the members and N Donald was keen for a fifth Elected Director to be agreed which would bring wider representation from the membership onto the Board. He asked members to put their trust in him and the Board to ensure that the process for recruiting Elected Directors would be undertaken with fairness and integrity.

Mrs D Webb (Hastings and District TTA, Vice President) reminded the meeting that agreement was made at a previous AGM so that all nominations were put forward to the membership for election and this was now being reconsidered. Although there was confidence in the current Chair to ensure fair process for recruiting Elected Directors, if this Resolution was agreed, the control of the Membership to vote for their preferred candidate, even if that person was not preferred by the Board, would be removed and there was no guarantee that future Chairs and Boards would act as fairly.

T Catt (Sussex) felt that the support being requested of the membership by the Board for this Resolution was not often reciprocated but recognised the importance of public funding and would support the Resolution.

A Ransome OBE (Cleveland, Honorary Life Member, Chair of National Council Constitution Committee) explained that the National Council Constitution Committee had discussed this Resolution in detail and did not agree with the Resolution but felt that the direction from Mr Donald, after discussion with Sport England, meant that the Resolution would need to be passed. The NC Constitution Committee felt that the democracy of the sport was very important and wanted the Board to remember and support this.

P Charters (Berkshire, Honorary Life Member) suggested that the skills matrix is published to ensure all members were aware of what was expected of the Elected Director.

R Jemmott (Bristol) spoke of the risk of filling quotas about diversity over putting forward the best person for the role.

M Clark (Worcestershire, Honorary Life Member) asked when Clause 2.4 had been introduced as TTE may not have been compliant for some time if this was not a new Clause.

Mrs S Venner (Southport League, Vice President, VETTS Representative) felt that trust was a two-way thing. The membership had to trust the Board to act fairly when reviewing the nominations against the criteria required, which should be published, and the Board needed to trust the members to put forward nominations of people who meet the skills needed.

N Hurford (Oxfordshire) would be supporting the Resolution and wanted to encourage others to do the same. This resolution was part of the process of continuing to improve TTEs' governance and there was still a lot to do.

S Fitzpatrick (Avon) reminded the Board that the Board was there because members allowed it to be so. More local support needed to be given to ensure future support to the Board by members.

N Donald thanked members for their contributions, and he had taken them all on board. He explained that his meeting with Sport England, and their comment that TTE's governance was holding it back, had identified the need to review governance, particularly the Articles and this is when it became clear that 23.8 needed to be amended to ensure compliance. It also ensured that the Board was the ultimate decision maker of the organisation, and therefore the resolution for a fifth elected director could be put forward.

The Board would act with transparency, fairness and integrity as it was obligated to do and the skills matrix of experience, skills and knowledge would be published, but not the individual director scores against each area. The evaluation of each director scores would be undertaken to ensure the matrix was correct and the job role for new directors was based on the skills and experience required from the gaps in the matrix.

N Donald (Chair) was committed to ensuring the Board worked cohesively together and welcomed diversity of thoughts but would not be filling quotas.

N Donald (Chair) opened the vote. The results of this vote were:

For:	93.2%
Against:	6.8%
Abstained:	

Resolution 10: Passed

Special Resolution 11 – Fifth Elected Director (7837/0724/JKB) (Board)

The full resolution details are attached at [Appendix 2](#)

N Donald (Chair) opened the vote. The results of this vote were:

For:	94.6%
Against:	

Resolution 11: Passed

6. To receive and accept the Company's finance report and audited financial statements for the financial year ended 31 March 2024

Mrs S Garey (Head of Finance and IT, TTE) presented the finance report and audited financial statements from

the Annual Review.

The auditors had found no significant concerns or controls raised within the audit.

M Clark (Worcestershire, Honorary Life Member) made the point that the European Para TT Championships were not controlled by TTE, but just put through their books as part of their support to British Para Table Tennis.

N Donald (Chair) opened the vote. The results of this vote for were:

For: 99%

Against:

The Finance Report and the Audited Financial Statements were approved.

7. Reappointment of Auditors

Haysmacintyre were put forward as Auditors for a further year.

N Donald (Chair) opened the vote.

The results of this vote for were:

For: 99%

Against:

Haysmacintyre were approved as the Auditors for the next year.

8. Approval of Honorary Appointments and Awards 2024

Members were asked to confirm their acceptance of the Honours Committee recommendations, shown below. Arrangements would be made to make the formal presentations at a later date.

Vice Presidents:

Graham Frankel

Neil Hurford
Linda Jarvis
Mathew Kenny
Kim Mudge
Peter Simpson
Steve Smith

N Donald (Chair) opened the vote. The results of this vote for were:

For: 95.6%

Against:

Graham Frankel, Neil Hurford, Linda Jarvis, Mathew Kenny, Kim Mudge, Peter Simpson and Steve Smith were approved as new Vice Presidents.

[Further Honours Recommended by the Honours Committee for 2024:](#)

Keith Ponting Memorial Award for Lifetime Achievement:	Richard Scruton (Hon Life Member)
Malcolm Scott Award:	Adrian Christy
Ivor Montagu Award:	Steve Pratt
Leslie Forrest Memorial Trophy:	Tony Dias
A K Vint OBE Staff Award:	Johnathon Driscoll
Victor Barna Award:	Tom Jarvis
Johnny Leach Award:	Abraham Sellado & Dimitar Dimitrov

The Honours Booklet would be available on Monday 22 July 2024.

9. Any Other Business

T Purcell (Lancashire, Honorary Life Member) requested an update on hosting international events. A Christy (CEO) explained that an announcement on WTT events being hosted in 2025 would be made in the next couple of weeks. There were definitely two being planned with a possible third.

A Ransome (Cleveland, Honorary Life Member) felt that consideration be given to a hybrid AGM and a better review of the Annual Review in future. He was disappointed to see that County members were not included in the Annual Review, along with the Vice Presidents and statistics around league and club members should be included. He would prefer to see who was speaking.

N Donald confirmed that full review of the running of the AGM would be undertaken. He thanked Mrs J Keay-Blyth, Estyn and Caroline Williams and Mi-Voice for the running of the AGM.

The Annual General Meeting for 2024 was closed by Mr N Donald (Chair) at 12.47 pm.

Appendix 1

ATTENDANCE:

VOTING MEMBERS OF THE COMPANY

INDIVIDUAL COMPANY MEMBERS

N Donald (Chair)
A Christy (Chief Executive)
K Adjepong (Director)
R Ayers (Senior Independent Director)
M Boote (Director)
Ms K Curran (Director)
Ms S Hughes (Director)
R James (Director)
J Kelly (Director)
D Parker (Director)
R Venner (Director)
Mrs A Whowell (Director)

COUNTY and LEAGUE REPRESENTATIVE MEMBERS

J Andrews (Hemel Hempstead TTL)	S Leven (Wembley & Harrow TTL)
M Atkinson (Chiltern TTL)	R Lindner (Dorset)
J Bayliss (Derbyshire)	A Marche (Norwich TTL)
M Berry (North Devon)	W Moody (Portsmouth)
D Brown (Lincolnshire)	A Murdoch (Bedfordshire, Hon Life Member)
T Catt (Sussex)	P Nichols (Northampton TTL)
P Charters (Berkshire, Honorary Life Member)	Mrs S Pickering (Leicestershire, Vice President)
M Clark (Worcestershire)	T Purcell (Lancashire, Vice President)
T Dias (Middlesex)	A Ransome OBE (Cleveland, Hon Life Member)
D Edwards (Hertfordshire, Vice President)	Mrs L Reid (Evesham, Vice President)
S Fitzpatrick (Avon)	J P Snelson (Aldershot TTL)
Ms M Fraser (Surrey, Vice President)	J Stubbs (Hampshire)
Ms C Homewood (Bromley)	Mrs K Tonge OBE (Cheshire, Hon Life Member)
J Hopson (Berkshire)	Ms E Turner (Stamford/Rutland TTL)
M Howard (Milton Keynes)	Mrs D Webb (Hastings, Vice President)
Mrs B J Hudson (Hull, Vice President)	M Wetherell (Reading TTL)
J Hurford (Stroud TTL)	C Wilson (Kettering TTL)
N Hurford (Oxfordshire)	G Whyman (Middlesbrough TTL)
R Jemmott (Bristol)	E Williams (Warwickshire, Vice President)
Mrs G Johns (Mid Cheshire, Vice President)	
I Jones (Northamptonshire)	
J Kenny (South Yorkshire)	
I Langley (Newbury TTL)	
A Laws (Guildford TTL)	

NON-COMPANY MEMBERS

H Arthur (Corby Town TTC)
Ms T Chapman (Guest)
I Chislett (Somerset)
Mrs S Deaton (Vice President)
J Fairweather (Thames Valley TTL)
M Holt (George Ward TTC, Honorary Life Member)
R Hudson (Vice President)
M Ireland (Vice President)
P McCallum (Guest)
P Nichols (Scrutineer, Northampton TTL)
Mrs J Parker (President)
S Pratt (Portishead TTC)
R Scruton (Hon Life Member)
M Smith (Honorary Life Member, BUCS)
Ms M Thornton (Guest)
Mrs S Venner (Maghull TTC, Vice President)
Mrs C Williams (Returning Officer, Vice President)
A Yates (Nuneaton TTL)

STAFF:

Mrs K Armitt (Head of Engagement)
G Evans (Head of Performance Development)
Mrs S Garey (Head of Finance and IT)
Mrs J Keay-Blyth (Head of Governance)
Ms E Sutherland (Head of People)
A Wilesmith (Head of Table Tennis Development)
Mrs S Wressell (EA to the Chief Executive, Minute taker)

APOLOGIES:

H Jutle (Herefordshire)
C N Sewell (Wiltshire)
J Wright (Honorary Life Member)

Appendix 2

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 & 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: 20th February 2024</p>	

Appendix 1 of Resolution 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").

Ordinary Resolution:	No
Special Resolution 2:	Yes
Change to:	21.1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent and accessible form. so that they may be read with the naked eye.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>“naked eye” implies that no person with a visual impairment could have access to the recorded decisions.</p> <p>The recommendation is to remove the naked eye wording but in doing so making sure that the decision recorded remains accessible.</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 3:	Yes
Change to:	In Articles 29.1 and 33.4 replace “AGM” with “Annual General Meeting”.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>To ensure consistency throughout the Articles</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 4:	Yes
Change to:	In Article 4.2 replace “governing body of table tennis in England” with “National Governing Body of table tennis in England”.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>To be in line with terminology used</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 5:	Yes
Change to:	In Article 51.1 replace “aggrieved by a decision or action taken by or on behalf” to “aggrieved by a decision, action or omission ”.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>That the Articles be amended to clarify that there is a Right of Appeal against a failure to take an action.</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 6:	Yes
Change to:	Change Articles 23 and 24 of the Articles as identified in Appendix 1 to identify how a Director is recruited to the Board and that all directors are referred to in the same way to emphasise that they have the same legal responsibilities regardless of how they were recruited and make consequential changes as set out below.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A

Rationale: (not more than 250 words)

For ease of reference below identifies that all current Articles remain in the new structure but are just restructured to identify how they are recruited to the Board.

Destination in revised Articles (as set out in Appendix 1 below)	Reference in current Articles
23.1, 23.1.1 & 23.1.3	24.4
23.1.2	23.5 & 23.1
23.2	24.2
23.3	24.1
23.4.1	23.2
23.4.2	23.3
23.4.3	23.4
23.4.4	23.8
23.4.5	23.5
23.4.6	23.6
23.4.6.1	23.6.1
23.4.6.2	23.6.2
23.4.6.3	23.6.3
23.4.6.4	23.6.4
23.4.6.5	23.6.5
23.6	24.5
24.1	23.7
24.2	24.3

If Special Resolutions 6 and 10 are passed, then the wording of Article 23.8 set out in this Special Resolution 6 shall be updated with the replacement wording set out in Special Resolution 10.

If Special Resolutions 6 and 11 are passed, then the wording of Articles 23.1.1 and 23.1.2 set out in this Special Resolution 6 shall be updated with the replacement wording set out in Special Resolution 11.

Consequential changes

3.1 delete specific director types and replace the definition of “Board”

Board means the directors of the Company

Replace Article 17.1 with:

17.1 The quorum for the transaction of business at a meeting of directors is any four Eligible Directors including at least one director who was elected by company members and one director who was appointed by the Board.

Replace Article 30.7.1 with:

30.7.1 each director shall automatically be granted Company Membership on the date upon which they are appointed a statutory director of the Company (each being a “Director Company Member”);

Signed: Board

Dated: 20th February 2024

Appendix 1 of Special Resolution 6

Replace existing Articles 23 and 24 with the following new Articles and make consequential changes as set out below.

23 Recruitment of directors

23.1 There shall be up to twelve directors who shall be recruited as follows:

23.1.1 the Board shall appoint the Chair and up to six other directors,

23.1.2 Company Members shall elect four directors,

23.1.3 the Chief Executive Officer shall be a director.

23.2 The Board shall select the Chair and the other directors it appoints by an open, formal, publicly advertised and transparent process. It shall take account of the candidate’s ability, experience and expertise to fulfil the identified role on the Board and the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge.

23.3 The Board shall ensure that at least three of the directors it appoints are independent and designate one as the Senior Independent Director. A person is independent if they are free from any close connection to the Company and if, from the perspective of an outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are an Affiliated Member and/or play table tennis.

23.4 Company Members shall elect directors in this way:

23.4.1 each Company Member shall be entitled to nominate one person for each vacancy to be filled by election,

23.4.2 to be valid a nomination paper must be signed by the Company Member and be received by the person designated by the Board as the returning officer by a date decided by the Board, being not earlier than the fourteenth day after the issue of nomination papers,

23.4.3 to be effectively nominated a person must be named in at least two valid nomination papers, must have lodged with the Company not later than the closing date for nominations a signed consent to nomination for that office and must not have withdrawn from nomination by a date prescribed by the Board as the last day for withdrawal,

23.4.4 nominations received shall be considered by the Nominations Committee taking account of the candidate’s ability, experience and expertise to fulfil the identified role(s) on the Board, and of the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge. All candidates shall be presented to the Company Members to vote for their preferred candidate.

23.4.5 if the number of effective nominations exceeds the number of vacancies voting shall

be by postal or on-line ballot of the Company Members conducted in such manner as the Board shall from time to time decide,

23.4.6 the vote of each Company Member shall count as the following number of vote units:

23.4.6.1 Director Company Member - 1 unit,

23.4.6.2 County Representative Company Member - 1 unit,

23.4.6.3 League Representative Company Member appointed by a Local League with 30 or fewer teams - 2 units,

23.4.6.4 League Representative Company Member appointed by a Local League with 31-100 teams - 4 units,

23.4.6.5 League Representative Company Member appointed by a Local League with 101 or more teams - 6 units.

23.7 The directors elected by Company Members shall nominate one of themselves as Deputy Chair subject to ratification by the Board.

23.8 In exceptional circumstances the Board may co-opt a director if it is necessary to ensure that the Board has the skills and experience needed to fulfil its role, provided the total number of directors does not exceed twelve.

24 Terms of office

24.1 The directors elected by Company Members shall hold office for a term of four years, that begins on the day on which the position becomes vacant or the day on which the result of the election is determined whichever is the later.

24.2 The Chair and the other directors appointed by the Board shall hold office for a term of up to four years that begins on the day on which the position becomes vacant or the day on which the Board makes the appointment whichever is the later.

Consequential changes

In clause 3.1 delete the definitions of:

- Appointed Director
- Co-opted Director
- Elected Director
- Independent Director
- Member Elected Director

and replace the definition of "Board" with:

Board means the directors of the Company;

and add the definition of "Director Company Member"

Director Company Member has the meaning set out in Article 30.7.1;

Replace Article 17.1 with:

17.1 The quorum for the transaction of business at a meeting of directors is any four Eligible Directors **including at least one director who was elected by Company Members and one director who was appointed by the Board.**

Replace Article 30.7.1

~~"the Director Company Members shall be the Chairman, the Elected Directors, the Appointed Directors, the Chief Executive Officer and the Co-opted Director (if any), who shall automatically be granted Company Membership on election or appointment;"~~

with:

30.7.1 **each director shall automatically be granted Company Membership on the date upon which**

they are appointed a statutory director of Company (each being a “**Director Company Member**”);

Ordinary Resolution:	No
Special Resolution 7:	Yes
Change to:	<p>18 Chiring of directors' meetings 18.1 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start the Deputy Chairman shall chair it. In the absence of the Deputy Chairman the participating directors must appoint one of themselves to chair it.</p> <p>ADD This provision shall apply for the duration of the meeting only. If the Chair is unable to act at any other time or if the office of the Chair is vacant, the Board shall make such arrangements as it thinks fit and which are in accordance with the Code for Sports Governance.</p>
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>Paragraph 2.6 of the Code for Sports Governance stipulates that the appointment of the Chair and Independent Non- Executive Directors must be via an open, publicly advertised recruitment process.</p> <p>This is not stating that the current role of the Deputy Chair can't represent the Chair or stand in ad hoc but does mean that a director recruited through the Company Members' election process could not become the Chair de facto and this just clarifies that.</p>	
<p>Signed: Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 8:	Yes
Change to:	Remove Article 25.4
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>To remove the definition of a year in office which became redundant when the AGM decided that directors should always be entitled to a full four year term from the date of their election.</p>	
<p>Signed: Table Tennis England Board</p> <p>Dated: 20th February 2024</p>	

Ordinary Resolution:	No
Special Resolution 9:	Yes
Change to:	30.9 A County Representative Company Member ceasing to be a National Councillor shall thereupon cease to be a Company Member and or a League Representative Company Member shall cease to be a Company Member if their nomination is terminated by the County Association or Local League which they represent, and the Company receives written notice of such termination from the relevant County Association or Local League.
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>A matter arose recently that highlighted how the current Articles are written and the fact that two different roles for two different organisations are currently linked in the Articles. The interpretation has led to confusion between the parties involved, and as these Articles are Table Tennis England's, the intention is to simplify for the County Representative Company Members (CRCM), particularly in relation to its role with National Council and its own governance.</p> <p>The change clarifies that termination of Company Membership occurs when the County Association or Local League has followed and concluded its own internal processes, including any right to appeal, and having reached its decision gives written notification to TTE.</p>	
<p>Signed: Board</p> <p>Dated: 23 April 2024</p>	

Ordinary Resolution:	No
Special Resolution 10:	Yes
Change to:	<p>23.8 Nominations received for Elected Directors shall be considered by the Nominations Committee taking account of the candidate's ability, experience and expertise to fulfil the identified role on the Board, and of the need to ensure that the Board has the appropriate balance of skills, experience, diversity, independence and knowledge. All candidates will be presented to the Company Members to vote for their preferred candidate.</p> <p>All candidates who meet the requirements of the role as set out in the relevant information and application pack will be presented to Company Members to vote for their preferred candidate.</p>
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words)</p> <p>The first sentence of Article 23.8 conforms to the Code for Sports Governance ('the Code'), whereby all Board appointments should be made on merit taking into account skills and diversity but the final sentence overrides this such that a candidate not meeting what is required of the Board could be the preferred choice of the Company Members. This final sentence is not compliant with paragraph 2.4 of the Code. The replacement sentence rectifies this by making it clear that all candidates meeting the role requirements set out in the relevant information and application pack will be presented to Company Members.</p> <p>Code compliance is critical to maintain funding from Sport England.</p> <p>Paragraph 2.4 of the Codes states:</p> <p><i>Each organisation shall have a documented, formal, inclusive, rigorous and transparent procedure for the appointment of all types of directorships to the Board and all appointments shall be made on merit, in line with the skills and diversity required of the Board.</i></p> <p>If Special Resolutions 6 and 10 are passed, then the wording of Article 23.8 set out in Special Resolution 6 shall be updated accordingly.</p>	
Signed: Board	
Dated: 23 April 2024	

Ordinary Resolution:	No
Special Resolution 11:	Yes
Change to:	<p><i>If Special Resolution 6 has been passed:</i> 23.1.1 the Board shall appoint the Chair and up to six five other directors,</p> <p>23.1.2 Company Members shall elect four five directors,</p> <p><i>If Special Resolution 6 has not been passed:</i> 23.1 Company Members shall elect four five directors, who shall be titled Member Elected Directors, one of whom shall be nominated by the Member Elected Directors as Deputy Chairman and ratified by the Board as such.</p> <p>24.4 The number of Appointed Directors shall be such that the total number of directors (including the four five Elected Directors specified in Article 23 and the Chief Executive Officer) does not exceed twelve.</p> <p>*this will only be put to the General meeting if Resolution 10 is passed to ensure our ongoing compliance to the Code for Sports Governance</p>
Company Member Proposer:	Board
League / County:	N/A
TT ID / Membership Number: (required)	N/A
<p>Rationale: (not more than 250 words) The Board will put forward this resolution for a fifth Elected Director if Resolution 10 is approved at the AGM. This will ensure that all directors are appointed in compliance with the Code. The Board supports a fifth Elected Director appointed in accordance with paragraph 2.4 of the Code.</p>	
<p>Signed: Board</p> <p>Dated: 23 April 2024</p>	