

CONSTITUTION OF SQUASH CENTRAL ASSOCIATION (INCORPORATED)

1. NAME

1.1 **THE** name of the Association shall be SQUASH CENTRAL ASSOCIATION (INCORPORATED).

2. REGISTRATION

2.1 **THE** Association shall be registered under "The Incorporated Societies Act 1908" as Squash Central Association (Incorporated).

3. REGISTERED OFFICE

3.1 **THE** registered office of Squash Central Association (Incorporated) shall be located at such place, as the Board/Committee shall from time to time determine.

4. INTERPRETATION

4.1 **IN** these Rules and in any bylaws of the Association unless a contrary intention appears:

- (a) "SC" means "Squash Central" which is "Squash Central Association (Incorporated)".
- (b) "Board/Committee" means the Board of Directors/Committee for the time being elected or appointed under the Rules of the Association.
- (c) Words importing the masculine gender shall be deemed to include the feminine and words importing the singular number shall be deemed to include the plural and vice versa.
- (d) All references to "member" shall apply equally to "Member Clubs", "Honorary Members", "Associate Members", "Professional Members", and "Honorary Life Members", and references to "Club Member" means a person who is an affiliated member of a Member Club, and any reference to "a Financial Member" shall be a reference to a Financial Member as stipulated by the Board/Committee or Squash New Zealand (Incorporated).
- (e) "Year" means the twelve (12) month period from the 1st day of October until the last day of September next following and that period shall apply to the expression "the financial year" of SC.
- (f) In the case of any dispute as to the interpretation of these Rules the Board/Committee shall be the sole authority and its decision shall be final unless and until set aside or varied by "SC" in General Meeting.

5. OBJECTIVES

- 5.1 (a) In acknowledgement of the mission statement of "SC", to promote and develop the game of squash, its clubs and its players, for all relevant public in the "Squash Central Association (Incorporated)" area.
- (b) To administer, arrange, control and manage interclub and inter-association matters, contests, championships and tournaments relating to the game of squash.
- (c) To affiliate with Squash New Zealand (Incorporated), hereafter referred to as SNZ, and or with any other similar Association.
- (d) To consider and settle disputes and differences between members of SC.
- (e) To make any necessary rules, regulations and bylaws, which are considered for the administration government, control and management of SC generally.

6. MEMBERSHIP AND AFFILIATION

6.1 THE membership of SC shall comprise:

- (a) Squash Clubs in the Central Districts, which are affiliated to SNZ who may be admitted to membership as herein after provided.
- (b) Honorary Members and Honorary Life Members being persons elected for a stated term or for life at a General Meeting of SC on the recommendation of the Board/Committee in recognition of services rendered to SC and subject to such privileges as SC in General Meeting may decide.
- (c) Associate Members being commercial squash centres or any organisation or person owning courts or any person, firm or body interested in the promotion of the game subject to such privileges as the Board/Committee may decide.
- (d) Professional players shall be eligible for membership of SC on such terms and conditions as the Board/Committee may decide.

6.2 ELECTION to Membership:

- (a) Applications from persons or Clubs wishing to join SC must be made to the Board/Committee in writing and will be considered at the next following Board/Committee Meeting.
- (b) The Board/Committee may in its discretion accept or refuse any application for membership provided that in the event of the Board/Committee refusing any application then the applicant may request that the application be submitted for

consideration at the next General Meeting of SC. The Board/Committee shall not be required by any advocate or person acting on behalf of the applicant to give any reason for its refusal to accept an application for membership.

- (c) Each Club so applying must furnish its full name and full particulars of its courts, number of members, copy of rules and such other information as the Board/Committee may require.

6.3 **RETIRING** from Membership:

- (a) No Member shall retire from SC until full payment of all subscriptions including any arrears due shall have been made and notice in writing shall have been given to the Board/Committee of a wish to retire.
- (b) Notice of retirement must be given no less than two (2) months prior to the Annual General Meeting or the Member will be liable for the subscription for the ensuing year providing that in all cases members shall be liable for all debts due to SC at the date of the acceptance of the retirement.
- (c) The Board/Committee shall have power from time to time to purge the list of members and delete there from the names of members whose subscription remains outstanding for more than six months after the due date for payment.
- (d) Purging of a members name from the membership list shall not absolve the member from payment of any debts due to SC, and shall not absolve nor exempt the Board/Committee from dealing with any matter which is in the nature of a complaint in accordance with Rule 7.

7. **COMPLAINTS, SUSPENSION OR TERMINATION OF MEMBERSHIP**

- 7.1 **ANY** member may make a formal complaint in writing to the Board/Committee relating to the conduct and behaviour of any other member or to any breach of these Rules or of the Rules of Squash or the Rules and regulations of SNZ by any member and unless the Board/Committee considers the complaint to be trivial, frivolous or malicious, it shall deal with the complaint under Rule 7.3.
- 7.2 **THE** Board/Committee may of its own motion deal with any matter which could have been the subject of a written complaint under Rule 7.1 even though a written complaint has not been made; and the Board/Committee may furthermore of its own motion deal with any infringement, breach or non compliance with these Rules by any Member Club as if such infringement, breach or non compliance was the subject of a written complaint.
- 7.3 **WHEN** considering a complaint under Rule 7.1 the Board/Committee shall adopt such disciplinary procedures as it determines to be appropriate. If the conduct of any member of SC, whether as a member of a Club or otherwise, has adversely affected or might adversely affect the reputation, good name or welfare of SC, or a member breaches these Rules or any regulation or Rules of Squash or a bylaw made by the Board/Committee under the powers

given to it under these Rules the Board/Committee shall advise the member of details of any alleged conduct or breach and shall consider the alleged conduct or breach at a meeting, the time and place of which shall be also notified to the member in writing. If after considering all information and relevant matters put before it at the meeting the Board/Committee decides by a majority of its members then present that the conduct has been shown on a balance of probability to be such as to have adversely affected, or be likely to adversely affect the reputation, good name or welfare of SC or that the breach by its nature or repeated commission is sufficiently serious to merit serious penalty the Board/Committee may impose a penalty of censure, suspension or expulsion from SC as it considers appropriate. The member shall be entitled to be present at the meeting together with any representative, counsel or solicitor as the member desires to have present to speak or make submissions on behalf of the member, and to bring witnesses to the alleged conduct or breach who shall be entitled to give to the Board/Committee such information as they may have about the conduct or breach and may be questioned by the Board/Committee members about these matters. A person who has made a complaint under Rule 7.1 shall have the same rights.

7.4 **WHEN** the Board/Committee exercises its power under Rule 7.2 it shall appoint a special subcommittee to consider and determine the matter in accordance with the procedure under Rule 7.3 and the Board/Committee shall have the same powers to present information and to call witnesses and be represented by one of its members and/or solicitor or counsel before the subcommittee as are given to a complainant under that rule.

8. **PAYMENTS**

8.1 **CS** in General Meeting shall have power at any time to fix and charge an entrance fee or scale of fees to any member joining SC and utilizing or benefiting by any of SC property or privileges.

8.2 **SC** in General Meeting shall have power at any time to fix and charge an annual subscription to any member of SC, provided that:

(a) Subscriptions shall be due on the 1st June in each year, or as determined by SC, and whether in one lump sum or in instalments, except those of new Members which shall be due on the date of their election, and must be paid within one month of due date.

(b) Within fourteen (14) days of a request being made Clubs must supply to the Board/Committee a full list of their financial members.

8.3 **THE** Board/Committee pursuant to the power vested in it under Rule 10.1 and/or SC in General Meeting may also decide what further fees and levies, if any, may be paid for any purpose covered by these Rules.

9. **BOARD/COMMITTEE**

9.1 **THE** affairs and business of SC shall be controlled and managed by a Board/Committee:

- 9.2 **THE** Board/Committee of SC shall comprise a President and in addition shall include not less than five (5) Board/Committee all being members elected from and by the Member Clubs throughout the SC District.
- 9.3 A President of SC shall be elected by the Members at the Annual General Meeting.
- 9.4 **MEMBERS** elected to the Board/Committee at Annual General Meeting shall not assume their office until the termination of the Annual General Meeting at which they are elected.
- 9.5 **BOARD/COMMITTEE** Members shall always be current financial members of SC or of a Member Club, unless otherwise permitted by SC in General Meeting.
- 9.6 **EACH** Board/Committee Member shall be elected to a specific Board or committee role as defined by the Board/Committee or SC in General Meeting or by any SC Strategic Plan adopted in General Meeting, including but not limited to, Finance, Marketing, Participation, Performance and Management.
- 9.7 **IF** any vacancy shall occur in the Board/Committee the Board/Committee shall have power to fill such vacancy and any Board/Committee member so appointed shall hold office until the succeeding Annual General Meeting.
- 9.8 **THE** Board/Committee will appoint/employ a Secretary/Administrator and any other officers as the Board/Committee may determine for the purposes of implementing any strategic plan adopted by SC. If such person(s) is not a duly elected Board/Committee Member, then that person(s) shall be an ex officio member of the Board/Committee but will possess no power of voting at Board/Committee meetings.
- 9.9 **THE** Board/Committee will appoint/employ a SDO (Squash Development Officer) as required and/or in contractual arrangement with SNZ (or any funding agency) to promote, market and develop the game of squash within the SC District, and to assist all Members (and Member Clubs) as necessary and/or as required by the Board/Committee.
- 9.10 **MEETING** of the Board/Committee shall be held at such times and in such manner as may be determined by the Board/Committee. The Board/Committee shall be required during each financial year of SC to endeavour to hold General Meetings with delegates of Member Clubs to which meetings shall be invited any Members as defined in this Constitution. These meetings shall, whenever practicable, be held during the period from the month of February to November in each year, with one (1) of such meetings to be held within two (2) calendar months of the Annual General Meeting. These meetings shall be called "Council of Clubs".
- 9.11 **THE** quorum for every Board/Committee meeting shall be 50 percent (to the nearest higher whole number) of the elected members who shall be present in person or take part by such other means as the Board/Committee shall from time to time decide including but not limited to telephone conference or video conference.
- 9.12 **AT** Board/Committee meetings each member present shall have one (1) vote. The President shall at all times have a deliberative vote. Where votes on any matter are equal the

Chairperson shall have a casting vote. The Chairperson at each meeting shall decide the mode of voting.

- 9.13 **THE** Secretary/Administrator, the President, the Treasurer (if appointed/elected), and any Board/Committee may each year be paid an honorarium notwithstanding that the persons performing the duties of these offices may be duly elected members of the Board/Committee. The Board/Committee shall otherwise determine the remuneration of any employees of SC.

10. POWERS AND DUTIES OF THE BOARD/COMMITTEE

- 10.1 **SUBJECT** to the direction of SC in General Meeting the policy of SC shall be determined by, and the management and control of its affairs shall be vested in, the Board/Committee which may exercise all powers and do all things which may be exercised or done by SC and which are not expressly directed or required to be exercised or done by SC in General Meeting.

- 10.2 **WITHOUT** limiting the general powers conferred by these Rules on the Board/Committee, the Board/Committee shall regarding the financial and business management, development, and general affairs of SC, have the following powers:

- (a) To purchase, take on lease or acquire any rights, privileges, license's or benefits in respect of and over any real or other property at such price and upon such terms and conditions as to payment of money or other consideration and upon such other terms and conditions as to tenure or otherwise as the Board/Committee thinks fit, and give and execute mortgages or other securities over the assets of SC for the purpose of securing monies advanced or any part thereof.
- (b) To purchase, construct and maintain buildings, fences, vehicles, machinery and all facilities, works and equipment as it considers to be of benefit to SC and to acquire or grant easements over property and to let or lease any real or personal property or any interest therein for such term or terms and upon payment of rental or provision of other consideration as the Board/Committee thinks fit.
- (c) To borrow or raise money upon mortgage of the real or leasehold or other property of SC, or any part or parts thereof, or upon debentures or mortgage debentures charging the whole or any part of the assets of SC and to execute mortgages and debentures and any securities and to borrow from bankers, companies or other persons with or without security. This authority shall be limited to a maximum sum of FIFTY THOUSAND DOLLARS (\$50,000.00) from all sources without the prior authority of SC in General Meeting.
- (d) To invest any funds of SC in any form of security or investment for the time being authorised by law for the investment of trust funds in New Zealand and in the name of SC to sign any document of acknowledgement for any investment thus made and to receive and account to SC for all dividend, interest or other return from any investment.

- 10.3 **THE** Board/Committee may establish such subcommittees as it may think necessary or appropriate to assist the Board/Committee in determining all matters relating to management, maintenance, development and promotion, coaching, improvements and other general matters relating to SC and to ensure compliance with the rules, bylaws and regulations of SNZ. In addition, after calling for nominations from the clubs, the Board/Committee will appoint a District Captain, a iSquash Regional Administrator, and a District Coach or make such other appointments as it thinks fit to promote the objectives of SC. Any sub-committees or appointed persons shall report to the Board/Committee as necessary or as required by the Board/Committee.
- 10.4 **ALL** funds of SC shall be paid into a bank or bank accounts and the signatures of at least two (2) Board/Committee members or one (1) Board/Committee member and either the Treasurer or some other person nominated by the Board/Committee shall be necessary for the withdrawal of funds and the transaction of any banking business of whatever nature.
- 10.5 **THE** Board/Committee shall appoint an Honorary Solicitor to SC and shall appoint a Chartered Accountant to be Auditor/Review for SC, neither of whom shall be a member of the Board/Committee of SC.

11 ANNUAL GENERAL MEETING

- 11.1 **THE** Annual General Meeting of SC shall be held not later than ten (10) weeks after the conclusion of the financial year on a date to be fixed by the Board/Committee.
- 11.2 **ANY** Member Club wishing to place a remit or motion for which notice is required before any General Meeting shall give notice in writing of such remit to the Administrator/Secretary not later than one (1) calendar month before the date on which the Annual General Meeting is to be held. This Member Club shall then be required to promote and discuss such remit or motion at the Annual General Meeting.
- 11.3 **AT** the Annual General Meeting an audited or reviewed Annual Report and duly dated Balance Sheet shall be submitted. The order of business shall be:
- (a) Roll call and confirmation of Member Clubs and Delegates represented.
 - (b) Confirmation of Minutes of previous Annual General Meeting
 - (c) Adoption of Annual report and Statement of Accounts
 - (d) Election of the President of SC
 - (e) Election of the Members of the Board/Committee
 - (f) Motions and/or remits to be considered in accordance with Rule 11.2
 - (g) General Business

- 11.4 **PERSONS** elected to the Board/Committee shall hold office, subject to Rule 9.5, until death, retirement or election of a successor.
- 11.5 **THE** Board/Committee may at any time convene an ordinary General Meeting for any purpose or purposes and shall within one (1) calendar month after a requisition in writing signed by the Delegates of three Clubs which are Members of SC (which requisition shall set out the business proposed to be transacted at such meeting) convene a Special General Meeting for any purpose or purposes. At any meeting so called only the business set out in the notice shall be dealt with.
- 11.6 **AT** the Annual General Meeting or at any General Meeting concerning membership of the Board/Committee, the President shall call for nominations to and election of Members to the Board/Committee, exercising discretion regarding nominations and elections of individuals to particular positions, or as Members of the Board/Committee then to be allocated particular positions.

12 NOTICE OF MEETINGS

- 12.1 **NOTICE** of all General Meetings shall be given by the Administrator/Secretary to all Members at least twenty one (21) days before such meeting. Such notice shall specify the time and place of the meeting and the business to be dealt with.
- 12.2 **NOTICE** posted to the Administrator/Secretary of a Member Club at his or her usual private postal address or to the usual postal address of the Club shall operate as notice to that Club.
- 12.3 **IN** calculating the time requirements for the giving of notice the day on which the notice is posted or personally handed to the Member and the day of the General Meeting shall be excluded.

13 PROCEDURE AT GENERAL MEETINGS

- 13.1 **AT** all General Meetings the chair will be taken by the President but if that person is not present at the time when the meeting is due to start those present shall elect a chairman from among the Board/Committee members (except the Administrator/Secretary) present and if no member of the Board/Committee is present then from among the members generally and the Chairman so elected shall remain in the chair until the arrival of the President.
- 13.2 **ALL** resolutions at the General Meeting shall be decided by a majority of votes of those personally present and entitled to vote.
- 13.3 **THE** President shall have a deliberative vote at all meetings. In a case where votes are equal the President shall have a casting vote. The President shall decide upon a show of hands in the first instance but any two Delegates may demand a ballot.
- 13.4 **THE** quorum at all General Meetings shall be that number of registered delegates representing not less than 40% of the number of Member Clubs of SC. If a quorum is not

obtained within three quarters of an hour of the intended commencement time of the general meeting, the meeting shall be adjourned to a date 7 days/14 days after the original general meeting date at the same time and place and if no quorum is obtained at such further General Meeting, then the persons present at that further General Meeting are deemed to constitute a valid quorum.

14 ATTENDANCE AT GENERAL MEETING

14.1 **THE** following shall be entitled to attend at a General Meeting:

- (a) Members of the Board/Committee
- (b) Elected/Appointed Officers of SC
- (c) Financial Members of SC
- (d) Financial Members of any Club affiliated to SC
- (e) Employees who are required to report to the Board/Committee, but such employees shall not be entitled to vote unless also attending as a duly nominated Delegate of a member club.
- (f) Any person holding an honorary position who is required to report to the Board/Committee, but such persons shall not be entitled to vote unless also attending as a duly nominated delegate of a member club.

15 VOTING RIGHTS AND REPRESENTATION

15.1 **WHEN** applying for affiliation any Club shall advise the Secretary of SC of the name and address of its Delegate or Delegates, and the number of financial members of the club. In every successive year a least seven clear days before the Annual General Meeting each Club shall forward to the Secretary the name of its Delegate or Delegates for the ensuing year and the number of persons who were financial members of the Club as at the last day of the preceding financial year of SC.

15.2 **NO** person who is not a bona fide financial member of an affiliated Club may act as a Delegate for that Club.

15.3 **ANY** Board/Committee member of SC may be a Delegate for the Club of which the member is a financial member.

15.4 **EACH** Club with a membership not exceeding 100 financial members as at the last financial year of SC shall be entitled to nominate one (1) Delegate to exercise voting rights on behalf of that Club

- 15.5 **A** Club shall be entitled to nominate an extra Delegate for each extra 100 financial members or part of **PROVIDED HOWEVER** no Club shall have more than three (3) delegates in total.
- 15.6 **NO** Delegate may represent more than one Club.
- 15.7 **DELEGATES** and members who are individuals must be personally present to exercise voting rights. Voting rights may not be exercised by proxy; in writing or by electronic means. The word electronic means include but are not limited to telephone, telegraph, electronic mail or video chat.
- 15.8 **IN** the event of a duly nominated Delegate becoming ill, incapacitated or otherwise unable to act between the time of nomination of that Delegate and the commencement of the meeting, the Delegate may be substituted by the Club giving notice in writing prior to or at commencement of the General Meeting.
- 16 POWERS RESERVED FROM BOARD/COMMITTEE**
- 16.1 **THE** Board/Committee shall have no power to direct the vote of any Delegate from SC to SNZ in respect of any motion or remit of which notice shall have been given to SC prior to the Annual General Meeting of SC unless SC in General Meeting shall approve such power being delegated to the Board/Committee in respect of any individual motion or remit.
- 17 ALTERATION TO RULES**
- 17.1 **THE** Rules of SC may be altered, repealed or replaced by a resolution of a three-fifths (3/5ths) majority of the votes recorded by those personally present at any General Meeting. The notice calling the General Meeting shall specify the proposed alteration; repeal or replacement but nothing in this Rule shall prohibit the amendment at any General Meeting of any proposal, which has been specified in the notice calling the meeting.
- 17.2 **NO** addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 17.3 **NOTICE** of any motion importing a change in the Rules shall be forwarded in writing to the Board/Committee, not later than one (1) calendar month prior to the date of the General Meeting.
- 18 USE OF FUNDS**
- 18.1 **NO** profit or other funds of SC shall be used or made available to be used for the private pecuniary profit of any Individual member either during the active life of SC or on dissolution.
- 19 DISSOLUTION OR WINDING UP**

19.1 **IF** upon the winding up or dissolution of the Association 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 but shall be given or transferred to some other organisation or body having objects similar to objects of the Association, or to some other charitable organisation or purpose, within New Zealand, as determined by a General Meeting called for that purpose.

20 CONSTITUTION

20.1 **THESE** Rules repeal and replace any previous Constitution and Rules that may be in force.

21 COLOURS

21.1 **THE** colours of SC are green and amber.

DATED at Wanganui this 8th day of June 2003

Changes made at Wanganui this 8th day of August 2004

Changes made at Wanganui this 4th day of December 2005

Changes made at Wanganui this 21st day of November 2010

Changes made at Wanganui this 26th day of February 2012

Changes made at Wanganui this 18th day of **November** 2012

Changes made at Wanganui this 5th day of December 2015

SECRETARY (PAULINE ROSALIA SLOVAK)