

# **SQUASH EASTERN (INCORPORATED) CONSTITUTION**

## **1. NAME**

The name of the Association shall be: "SQUASH EASTERN (INCORPORATED)"

## **2. REGISTRATION**

THE Association shall be registered under "The Incorporated Societies Act 1908"

## **3. REGISTERED OFFICE**

THE registered office of the Association shall be at such place as the Board shall from time to time determine.

## **4. INTERPRETATION**

In these rules and in any bylaws of the Association unless a contrary intention appears:

- (a) "Association" means "Squash Eastern (Incorporated)"
- (b) "Board" means the Board of Management 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", "Individual Members", "Honorary Members", "Associate Members", and "Honorary Life Members", and references to 'Club Member" means a person who is a squash affiliated member of a Member Club, and any reference to "Financial Member" shall be a reference to a Financial Member as stipulated by the Board or New Zealand Squash (Inc)
- (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 the Association.
- (f) In the case of any dispute as to the interpretation of these Rules the Board shall be the sole authority and its decision shall be final unless and until set aside or varied by the Association in general meeting.

## **5. OBJECTS**

- (a) To affiliate with New Zealand Squash (Inc) and/or any other similar Association.
- (b) To foster control and regulate the game of Squash in the Eastern District subject to any direction given from New Zealand Squash (Inc).

- (c) To arrange control and manage inter-club and inter association matters and championships tournaments and other Squash matters.
- (d) To consider and settle disputes and differences between clubs affiliated to this Association.
- (e) To make necessary regulations and by-laws for the government, control and management of the Association generally.
- (f) To purchase, lease or hire or otherwise acquire land, buildings and other real or personal property which the Association may from time to time deem necessary or expedient or useful in connection with any of the Association's undertakings or activities, and that either alone or in conjunction with any other Association person firm or corporation to build erect alter or improve or contribute towards the cost of building erecting or improving any such buildings or other property as aforesaid.
- (g) To invest any of the Associations funds in such investments or assets as the Association may from time to time decide upon (except where this may be of a wasting, speculative or reversionary nature).
- (h) To do all such other matters and things as in the opinion of the Board shall be conducive to the attainment of any of the foregoing objects or to the exercise of any of the foregoing powers.

## **6. MEMBERSHIP AND AFFILIATION**

6.1 The membership of the Association shall comprise:

- (a) Squash Clubs in the Eastern District which are affiliated to New Zealand Squash (Incorporated).
- (b) Honorary Members and Honorary Life Members being persons elected for a stated term or for life at a General Meeting of the Association on the recommendation of the Board in recognition of services rendered to the Association and subject to such privileges as the Board may decide.

6.2 Election to Membership

- (a) Applications from clubs wishing to join the Association must be made to the Secretary or Hon Secretary in writing and will be considered at the next Board Meeting.
- (b) The Board may in its discretion accept or refuse any application for membership provided that in the event of the Board refusing any application then the applicant may request that the application be submitted for consideration at the next General Meeting of the Board. The Board 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, colours and a copy of the rules and such other information as the Board may require.

### **6.3 RETIRING FROM MEMBERSHIP:**

- (a) No Member shall retire from the Association until full payment of all subscriptions including any arrears due, and shall give notice in writing to the Secretary of his wish to resign. Such notice must be given 14 days prior to the Annual General Meeting or the member will be liable for the subscription for the ensuing year, provided that in all cases members shall be liable for all debts due to the Association at the date of the acceptance of the resignation.
- (b) The Board shall have the power from time to time to purge the list of members and delete therefrom the names of members whose subscription remains outstanding for more than three (3) calendar months from the date of falling due.
- (c) Purging of a member's name from the membership list shall not absolve the member from payment of any debts due to the Association, and shall not absolve nor exempt the Board from dealing with any matter which is in the nature of a complaint in accordance with Rule 7.

### **7. SUSPENSION OR EXPULSION**

- 7.1 The Association in General Meeting may suspend or expel from membership any member or Club member wilfully disobeying any of the rules, bylaws or guilty of any conduct rendering him in its opinion unfit or unsuitable to be a member of the Association or deserving of suspension or expulsion provided that before suspending or expelling him he shall be given the opportunity to wait on the meeting to hear any accusations against him, ask questions, and give explanations and the meeting shall hear what he has to say by way of defence. Notice of any suspension or expulsion must be given to the New Zealand Squash (Inc). Any member Club or Club Member so suspended or expelled shall have the right of appeal to the New Zealand Squash (Inc).

### **8. DISQUALIFICATION**

- 8.1 Clubs must advise the Association of the names of Club Members who are disqualified or suspended for any reason in accordance with their rules
- 8.2 No player who has been reported to the Association as having been disqualified by any other affiliated Club shall be allowed to play under any other affiliated Club without the permission of the Board or until such disqualification is removed. In addition to any other penalty provided for by these rules, a Club which commits a breach of this rule shall if the Board so decide, be liable to forfeit all matches in which a disqualified member who has been so reported and notice of whose disqualification has been forward to the Club takes part.
- 8.3 Any Club, Player or Member aggrieved by any decision of or any penalty, disqualification or fine imposed by the Board shall have the right of appeal to a General meeting of the Association which may by a majority thereof allow or disallow

such appeal. Such appeal must be made within 21 days after notification of such decision.

## **9. LEVIES**

- 9.1 The Association has the right in Annual General Meeting to set and alter levies for the forthcoming season as the Association sees fit.
- 9.2 Members shall pay such levies as are determined at an AGM
- 9.3 Levies shall be due on the 1<sup>st</sup> April each year, except where prior written arrangement is agreed to by the Board to pay the said Levies by instalments, which must be paid in full no later than the 30<sup>th</sup> day of September each year.
- 9.4 The Association in General Meeting may also decide what further fees, including Entrance Fees and Levies, if any, may be paid for any purpose covered by these Rules.
- 9.5 Clubs must within seven (7) days of a request being made supply to the Board a full list of their squash membership.
- 9.6 Member Club may be deemed unfinancial should they fail to make payment of any fees due (ie Entry Fees, Tournaments Levies etc) within one (1) month of them falling due.
- 9.7 Clubs and individual Members of Clubs deemed unfinancial in accordance with clause 9.6 will not be permitted to participate in any District Tournaments or Events while any such Club remains unfinancial.
- 9.8 The Board pursuant to the power vested in it under Rule 10.1 and/or the Association in General Meeting may also decide what further fees and levies, if any, may be paid for any purpose covered by these Rules.

## **10. BOARD**

- 10.1 The affairs and business of the Association shall be controlled and managed by the Board
- 10.2 The Board of the Association shall include not less than seven (7) Board members not less than four (4) Board members being elected by Member Clubs throughout the Eastern District, the remaining Board members to be appointed Board members.
- 10.3 Elected Board members must be financial members of a Squash Eastern affiliated club.
- 10.4 In the year 2004 four Board members shall be elected by the members at a General Meeting. Two of these elected Board members' must stand down at the 2005 Annual General Meeting, but if they so wish may put their name forward for re-election for the next two year period. The remaining two elected Board members' must stand down at the 2006 Annual General Meeting, but if they so wish may put their name forward for re-election for the next two year period.

- 10.5 In 2004 three Board members will be appointed by a selection committee. One of these appointed Board members must stand down at the 2005 Annual General Meeting, but if they so wish may put their name forward for re-appointment for the next two year period. The remaining two appointed Board members' must stand down at the 2006 Annual General Meeting, but if they so wish may put their name forward for re-appointment for the next two year period.
- 10.6 At subsequent Annual General Meetings Board members that have served for two years must stand down but if they so wish may put their name forward for re-election for the next two year period.
- 10.7 Appointed Board members shall be appointed by the selection committee and shall be Honorary Members of the Association.
- 10.8 A Chairperson of the Board shall be elected by Directors at the first Board Meeting, and shall hold office until the Annual General Meeting to be held in the Year 2004. The Chairperson will be re-elected annually thereafter by the Board at the first Board meeting after the Annual General Meeting.
- 10.9 Members elected and appointed to the Board at the General Meeting shall not assume their office until the termination of the General Meeting at which they are elected and appointed
- 10.10 If any vacancy shall occur in the Board, the Board shall have the power to fill such vacancy and any Board Members so appointed shall hold office until the succeeding Annual General Meeting.
- 10.11 The selection committee shall comprise three (3) people. The Chairperson of the Board will be one member of this selection committee. One delegate from Sport Hawke's Bay will be a member of the selection committee (so long as this relationship is maintained). The third member of the selection committee shall be decided by the Council of Clubs. If the relationship with Sport Hawke's Bay is not maintained, two (2) selection committee members will be decided by the Council of Clubs.
- 10.12 The Board will appoint/employ a Secretary/Administrator and any other officers as the Board may determine (including, but without limitation, a Squash Development Officer) for the purposes of implementing any strategic plan adopted by the Association. That person(s) shall be an ex officio member of the Board and will possess no power of voting at Board meetings.
- 10.13 Any person(s) employed by the Association may not be elected or appointed as a Board Member.
- 10.14 Meetings of the Board shall be held at such times and in such manner as may be determined by the Board. The Board shall be required during each financial year of the Association to hold not less than three (3) 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".
- 10.15 The quorum for every Board Meeting shall be 50% (to the nearest higher whole number) of the Board members who shall be present in person or take part by such

other means as the Board shall from time to time decide including but not limited to telephone conference or televideo conference.

- 10.16 At Board meetings each member present shall have one (1) vote. The Chairperson shall at all times have a deliberative vote. Where votes on any matter are equal the Chairperson shall have a casting vote. The mode of voting shall be decided by the Chairperson at each Meeting.
- 10.17 The Secretary/Administrator and any Director may each year be paid an honorarium and the Board shall otherwise determine the remuneration of any employees of the Association.

## **11. POWERS AND DUTIES OF THE BOARD**

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

11.2 **IN** addition to its normal duties, the Board shall have the following powers -

- (a) To purchase, take on lease or acquire any rights, privileges, licenses or benefits in respect of and over real or other property at such price and upon such terms and conditions as to payment of money or other consideration and upon such terms and conditions as to tenure or otherwise as the Board thinks fit, and give and execute mortgages or other securities over the assets of the Association 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 the Association and to acquire or grant easement 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 thinks fit.
- (c) To borrow or raise money upon mortgage of the real or leasehold or other property of the Association, or any part or parts thereof, or upon debentures or mortgage debentures charging the whole or any part of the assets of the Association 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 the Association in General Meeting.
- (d) To provide a Common Seal and arrange for its safe custody and to execute all such documents as may be required by law to be executed under seal. The seal shall not be affixed to any document except pursuant to a resolution of the Board and in the presence of two (2) members of the Board.
- (e) To invest any funds of the Association 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 the Association and to sign any document of

acknowledgement for any investment thus made and to receive and account to the Association for all dividend, interest or other return from any investment.

- (f) To consider and adjudicate on any apparent infringement of the Constitution
  - (g) To settle any question which may arise and which is not especially provided for in these rules.
  - (h) To delegate any of its powers to a Sub-committee or Sub-committees In appointing any sub-committee the convenors or members thereof may be co-opted from outside the Board. The convenors of sub-committee shall report to the Board as directed by the Board.
  - (i) To inquire into the conduct of any Club, Team or Player affiliated to or under the control of the Association and to impose any penalty, including disqualification or fine which the Board may consider fit. Any such penalty shall at the discretion of the Board be enforced and carried out by all Clubs and Teams affiliated to the Association.
  - (j) To summon witnesses to appear and give evidence at any enquiry held by the Board or any person or persons appointed by it and in the event of failure or refusal to attend, to impose such penalty as the Board may consider fit.
  - (k) To debar at its discretion any person from playing in any competition continued by the Association who, in the opinion of the Board forfeited his amateur status as laid down by New Zealand Squash (Inc) Rules.
  - (l) To appoint a salaried Administrator to carry out the administration duties of the Association. Any person so appointed may be required to carry out the duties of Secretary and Treasurer of the Association.
- 11.3 **THE** Board may establish such subcommittees as it may think necessary or appropriate to assist the Board in determining all matters relating to management, maintenance, development and promotion, coaching, improvements and other general matters relating to the Association and to ensure compliance with the rules, bylaws and regulations of NZ Squash (Incorporated)
- 11.4 **ALL** funds of the Association shall be paid into a bank or bank accounts and the signatures of at least two (2) Board members or one (1) Board member and either the Treasurer or some person nominated by the Board shall be necessary for the withdrawal of funds and the transaction of any banking business of whatever nature.

## **12. ANNUAL GENERAL MEETING**

- 12.1 **THE** Board shall arrange for the Annual General Meeting to be held annually at such time and place as the Board may determine but not later than December 31<sup>st</sup> each year.
- 12.2 **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 two (2) weeks before the date on which the last Council of Clubs meeting is to be held in each year prior to the Annual General Meeting, and shall then be required to promote and discuss such remit or motion at

such meeting of Council of Clubs. If such Council of Clubs then accepts such remit or motion for further discussion at the Annual General Meeting further notice shall then be given of such remit or motion not later than two (2) weeks before the date of such Annual General Meeting.

12.3 **AT** the Annual General Meeting an Annual Report and duly dated Statement of Financial Position, Statement of Financial Performance, and Cash Flow Statement shall be submitted. Copies of such report and Financial Statements shall have been sent with notice of the Meeting. 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 the Annual Report and Financial Statements
- (d) Election of the Members of the Board
- (e) Motions and/or remits to be considered in accordance with Rule 12.2.
- (f) General Business

12.4 **PERSONS** elected to the Board shall hold office until death, retirement or election of a successor.

12.5 **THE** Board may at any time convene an ordinary General Meeting for any purpose or purposes and shall within fourteen (14) days after a requisition in writing signed by the Delegates of three Clubs which are the members of the Association (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.

12.6 **AT** the Annual General Meeting or at any General Meeting concerning membership of the Board, the Chairperson of the Board shall, at his or her discretion, call for nominations to and election of Members to the Board, exercising discretion regarding nominations and election of individuals to particular positions, or as members of the Board then to be allocated particular positions.

### **13. NOTICE OF MEETINGS**

13.1 **NOTICE** of all General Meetings shall be given by the Administrator/Secretary to all members not less than fourteen (14) days prior to the date before such meeting. Such notice shall specify the time and place of the meeting and the business to be dealt with. The Secretary shall also give not less than two (2) weeks notice to all Affiliated Clubs of all business which it is proposed to lay before any meeting of the Association.

13.2 **NOTICE** posted or emailed to the Administrator/Secretary of a member Club shall operate as notice to the club.

13.3 **NOTICE** to an individual Member shall be sent by post to the last known address of the Member.

- 13.4 **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.

#### **14. PROCEDURE AT GENERAL MEETINGS**

- 14.1 **AT** all General Meetings the Chair will be taken by the Chair of the Board but if that person is not present at the time when the meeting is due to start those present shall elect a chairperson from among the Board members present and if no member of the Board is present then from among the members generally and the Chairperson so elected shall remain in the chair until the arrival of the Chair of the Board.
- 14.2 **ALL** resolutions at a General Meeting shall be decided by a majority of votes of those personally present and entitled to vote.
- 14.3 **THE** Chairperson shall have a deliberative vote at all meetings. In the case where the votes are equal the Chairperson shall have the casting vote. The Chairperson shall decide upon a show of hands in the first instance but any two Delegates may demand a ballot.
- 14.4 **THE** quorum at all General Meetings shall be that number of registered delegates representing not less than half (1/2) of the number of member Clubs of the Association.

#### **15 ATTENDANCE AT GENERAL MEETINGS**

- 15.1 **THE** following shall be entitled to attend a General Meeting
- (a) Members of the Board
  - (b) Financial Members of the Association
  - (c) Financial members of any Club affiliated to the Association.
  - (d) Employees who are required to report to the Board, but such employees shall not be entitled to vote.
  - (e) Any person holding an Honorary position who is required to report to the Board, but such persons shall not be entitled to vote unless attending as a duly nominated delegate of a member club.

#### **16. VOTING RIGHTS AND REPRESENTATION**

- 16.1 **WHEN** applying for affiliation any club shall advise the Secretary of the Association of the name, address and email address of its Delegate or Delegates, and the number of financial members of the Club. In every successive year at least seven (7) 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 the Association

- 16.2 **NO** person who is not a bona fide financial member of an affiliated Club may act as a delegate for that Club.
- 16.3 **ANY** Board member of the Association may be a delegate for the Club of which the member is a financial member.
- 16.4 **NO** employee that is required to report to the Board may be a Club delegate.
- 16.5 **EACH** club with a membership not exceeding 100 SEM members as at the last financial year of the Association shall be entitled to nominate one (1) delegate to exercise voting rights on behalf of that club.
- 16.6 **A** club shall be entitled to nominate an extra delegate for each complete one hundred (100) SEM members in excess of one hundred (100) **PROVIDED HOWEVER** no club shall have more than three (3) delegates in total.
- 16.7 Delegates voting rights may be exercised by proxy, in writing, or by electronic means. The words electronic means include but are not limited to telephone, telegraph, electronic mail or televideo.
- 16.8 **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.

## **17 POWERS RESERVED FROM BOARD**

- 17.1 **THE** Board shall have no power to direct the vote of any Delegate from the Association to NZ Squash (Incorporated) in respect of any motion or remit of which notice has been given to the Association prior to the Annual General Meeting of the Association unless the Association in General Meeting shall approve such power being delegated to the Board in respect of any individual motion or remit

## **18. ALTERATION TO THE RULES**

- 18.1 **THE** Rules of the Association may be altered, repealed or replaced by a resolution of a three fifths (3/5ths) majority of the votes recorded by those entitled to vote according to 16.8 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.
- 18.2 **NOTICE** of any motion importing a change in the Rules shall be forwarded in writing to the Secretary, not later than one month before the date of the General Meeting, twenty one (21) days notice of such proposed alteration to be given to all members.

## **19. FINANCE, ANNUAL REPORT AND AUDIT**

- 19.1 The financial year of the Association shall end on the 30<sup>th</sup> day of September in each and every year.
- 19.2 A report of the year's activities and an audited statement of Receipts and Payments shall be prepared by the Committee for presentation to the next Annual General Meeting.
- 19.3 An Honorary Auditor for the current year shall be appointed at every Annual General Meeting. The Board may appoint the Hon Auditor if the Annual General Meeting omits to do so.
- 19.4 No monies shall be paid out of the Association's account except in pursuance of special or general authority of the Board.

## **20. PERSONAL BENEFIT CLAUSE**

- 20.1 **ANY** income, benefit or advantage shall be applied to the objectives of the Association. No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

## **21. DISSOLUTION OR WINDING UP**

- 21.1 **UPON** the winding up of the Association its assets (if any) shall be realised in such manner as the Board may decide and after satisfaction of all debts and liabilities any surplus proceeds shall be paid to Squash New Zealand Incorporated or any body replacing it or to some charitable organisation or purpose within New Zealand.

## **22. CONSTITUTION**

- 22.1 **THESE** Rules repeal and replace any previous Constitution and Rules that may be in force.
- 22.2 "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 Department. 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."

## **23. COLOURS**

- 23.1 **THE** colours of the Association shall be Black, White and Gold

## **24. COMMON SEAL**

- 24.1 **THE** Board shall provide a Common Seal for the Association and they shall have power from time to time to destroy the same a substitute a new one in lieu thereof. The common seal shall be kept by the Secretary and shall be used only when

directed by the Board and for the purpose of executing documents shall be affixed in the presence of two (2) members of the Board.

**25. USE OF FUNDS**

25.1 **NO** profit or other funds of the Association shall be used or made available to be used for private pecuniary profit of any individual member either during the active life of the Association or on dissolution.

**DATED** .....