

CONSTITUTION
OF
SQUASH WAIKATO INCORPORATED

(Herein referred to as the Association)

1. NAME

THE name of the Association shall be SQUASH WAIKATO INCORPORATED.

2. REGISTRATION

THE Association shall be registered as an Incorporated Society under “The Incorporated Societies Act 1908”.

3. REGISTERED OFFICE

THE registered office of the Association shall be at the offices of Cooper, Aitken & Partners, Chartered Accountants, 42 Moorhouse Street, Morrinsville, or such other address as the Board from time to time determine amendments or additions thereto.

4. INTERPRETATION

IN these rules and in any amendments or additions thereto unless a contrary intention is specified.

“Association” means Squash Waikato Incorporated

“Board” means the Board of Management for the time being elected or appointed under the Rules of the Association.

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.

All references to “member” shall apply equally to “Member Clubs”, Individual Members, “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 Members as stipulated by the Board of Squash New Zealand Incorporated.

“Annual General Meeting” means the meeting of all Clubs annually in order to elect a Board of Management and report the financial affairs of the Association to the member clubs.

“Special General Meeting” means a meeting of all Clubs called for special reason at a time other than the Annual General Meeting.

“Club Meetings” means a meeting of club personnel conducted on an invitational basis.

“Board Meetings” means a meeting of the Board of Management personnel as elected at the Annual General Meeting.

“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.

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 set aside or varied by the Association in General Meeting.

5. OBJECTIVES

IN acknowledgement of the mission statement of the Association to lead the development and promotion of Squash Rackets (the Sport) at all levels throughout the Provincial District of the Waikato (the Provincial District), and specifically to foster, administer, control and regulate the Sport in that area under the jurisdiction of the Association.

TO administer, arrange, control and manage interclub and inter-association matters, contests, championships and tournaments relating to the Sport.

TO affiliate with Squash New Zealand Incorporated being the national body in control of the Sport.

TO consider and settle disputes and differences between members of the Association.

TO make any necessary rules, regulations and bylaws, which are considered necessary for the better administration, governance, control and management of the Association and the Sport generally.

6. MEMBERSHIP

6.1 THE membership of the Association shall comprise:

- (a) Squash Clubs in the Waikato Provincial District, which are affiliated to Squash New Zealand Incorporated, which may be admitted to membership as hereinafter provided.

- (b) Honorary Members and Honorary Life Members, being persons elected for a stated term or for life, at an Annual General Meeting of the Association on the recommendation of the Board, in recognition of services rendered to the Association and the Sport, and subject to such privileges as the Board of Management may decide.
- (c) Associate Members being a commercial squash centre or any organization or person owning courts, or any person, firm or body interested in the promotion of the sport, subject to such privileges as the Board may decide.
- (d) Professional players shall be eligible for membership of the Association on such terms and conditions as the Board may decide.
- (e) Individual members being persons admitted to membership on payment of such subscription and subject to such privileges as the Board may decide.

6.2 ELECTION TO MEMBERSHIP:

- (a) Applications from persons or Clubs wishing to join the Association must be made to the Board 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 re-submitted for consideration at the next meeting of the Board. The Board shall not be required by any advocate or person acting on behalf of the applicant to give any reasons for refusal to accept an application for membership.
- (c) Each Club so applying must furnish its full name and full particulars of its courts, member numbers and classes of membership, and a copy of its rules and such other information as the Board may require.

6.3 RETIRING FROM MEMBERSHIP:

- (a) No Member or Club Member shall retire from the Association until full payment of all affiliated subscriptions; including any arrears due shall been made and notice in writing shall have been given to the Board of the wish to retire.
- (b) Notice of retirement must be given not less than two (2) months 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 Board's acceptance of the retirement.
- (c) The Board of Management shall have power from time to time to purge the list of Member Clubs and delete there from the names of the Member Clubs whose subscriptions remain outstanding for more than six (6) months after the date due for payment.

- (d) Purging of a Member or Member Club's name from the Membership list shall not absolve the Member from payment of any debts due to the Association and shall not prevent, absolve or exempt the Board from dealing with any matter which is in the nature of a complaint under Rule 7 following:

7. COMPLAINTS, SUSPENSION OR TERMINATION OF MEMBERSHIP

- 7.1 ANY Member or Member Club may make a formal complaint in writing to the Board relating to the conduct and behavior of any other Member or to any breach of these Rules or of the Rules of Squash or the Rules and Regulations of Squash New Zealand Incorporated by any member, and unless the Board considers the complaint to be trivial, frivolous or malicious, it shall deal with the complaint under Rule 7.3.
- 7.2 THE Board of Management may on its own motion deal with any matter/s which have been the subject of a written complaint under Rule 7.1 even though the written complaint has not been made, and the Board may furthermore on 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 shall adopt such disciplinary procedures as it determines to be appropriate. If the conduct of any member of the Association, whether as a member of a Club or otherwise, has adversely affected or might adversely affect the reputation, good name or welfare of the Association, or a member breached these Rules or any regulations or Rules of Squash or a bylaw made by the Board under the powers given to it under these Rules, the Board 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 that meeting the Board decides by a majority of its members present that the conduct has been shown on a balance of probability to be such as to have adversely affected be likely to adversely affect the reputation, good name or welfare of the Association or that the breach by its nature or repeated commission is sufficiently serious to merit serious penalty the Board may impose such penalty of censure, suspension or expulsion from the Association 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 such information as they may have about the alleged conduct or breach and may be questioned by the Board Members about these matters. A member who has made a complaint under Rule 7.1 shall have the same rights.
- 7.4 WHEN the Board exercises its powers under Rule 7.2 it may appoint a special sub committee to consider and determine the matter in accordance with the procedures under Rule 7.3 and the Board shall have the same powers to present information and to call witnesses and be represented by one of its members and/or a Solicitor or counsel before the sub committee as are given to a complainant under these Rules.

8. AFFILIATION

- 8.1 THE Association in Board Meeting shall have the power at any time to fix and charge an entrance fee or scale of fees to any member joining the Association and utilizing or benefiting from any of the Association's property or privileges.
- 8.2 THE Association in Board Meeting shall have the power at any time to fix and charge a LEVY (annual or otherwise) to any Member of the Association, provided that:
- a) Levies shall be due on the 1st day of May in each year or such other date as determined by the Association, and whether in one lump sum or in instalments. New Member club levies shall be due on the date of their election and must be paid within one (1) month of due date.
 - b) Within fourteen (14) days of a written request being made, Member Clubs must supply to the Board a full list of their financial members.
- 8.3 THE Board pursuant to the power vested in it under Rule 10.1 and/or the Association in Annual General Meeting may decide what further fees and levies, if any, shall be paid for any purpose covered by these Rules.

9. BOARD OF MANAGEMENT

- 9.1 THE affairs and business of the Association shall be controlled and managed by a Board.
- 9.2 THE Board of the Association, up to six (6) in number shall be elected from nominations received from and by Member Clubs throughout the Provincial District.
- 9.3 THE elected Board Members shall, at the first meeting following each Annual General Meeting, elect a Chairperson of the Board, from within the six (6) elected Board Members.
- 9.4 MEMBERS elected to the Board at Annual General meeting shall not assume office until the termination of the Annual General Meeting at which they were elected.
- 9.5 THREE (3) of the members elected to the Board at the date on which this constitution is adopted shall remain Members of the Board, until the next Annual General Meeting. The three (3) further members shall serve for a term of two (2) years, at the date on which this Constitution is adopted. The Board shall conduct a ballot in order to determine the three members who will stand for the initial one-year period. Thereafter each member shall serve for a term of two (2) years.
- 9.6 THE Chairperson shall chair all meetings of the Board, but in the absence of the Chairperson of the Board shall elect a substitute to chair the meeting.

- 9.7 BOARD members must be current financial members of the Association or of a Member Club, unless otherwise permitted by the Association in Annual General Meeting.
- 9.8 IF any vacancy shall occur on the Board, the Board shall have power to fill such vacancy and any Board Member so appointed shall hold office until the succeeding Annual General Meeting.
- 9.9 THE Board may appoint a person to act as Secretary to the Board, being a person who the Board in its opinion is suited to fill such office on such terms and conditions of employment as the Board may in its sole discretion from time to time determine. Such person shall be an ex officio member of the Board but shall not have any voting rights. Full power of dismissal from such office is hereby vested in the Board of Management.
- 9.10 THE Board may also co-opt to the Board on an annual basis any person/s whose attributes would be of benefit to the Association.
- 9.11 MEETINGS of the Board shall be held at such times and places as may be determined by the Board. Meetings may be called by the Chairman of the Board or alternatively by three (3) Board Members.
- 9.12 THE Board shall be required during each financial year to hold not less than one (1) Club Meeting with delegates of Member Clubs to which meetings shall be invited any members as defined in this Constitution. Agenda items shall be requested from Members/Member Clubs, one (1) month prior to the date of the meeting. Such agenda items shall be collated and circulated to Member Clubs prior to the said Club Meeting.
- 9.13 THE quorum for every Board Meeting shall be four (4) of the elected 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.
- 9.14 AT Board Meetings each member present shall have one (1) vote. The Chairperson shall at all times have a deliberate 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.
- 9.15 IF any Board Members is interested personally, financially, or otherwise in any matter, transaction or business before the Board he or she must disclose such interest and not vote in relation to such matter, transaction or business.
- 9.16 THE Secretary and any other officer may each year be paid an honorarium notwithstanding that the person performing the duties of these offices may be duly elected members of the Board and the Board shall otherwise determine the remuneration of any employees of the Association.
- 9.17 THE Board shall manage, control and otherwise carry out the objects of the association.

10. POWERS AND DUTIES OF THE BOARD

- 10.1 SUBJECT to the direction of the Association in Annual General Meeting and/or Special General Meeting the policy of the Association shall be determined by the Board of 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 Annual General Meeting and/or Special General Meeting.
- 10.2 WITHOUT limited the general powers conferred by these Rules on the Board, the Board shall, regarding the financial and business management, development and general affairs of the Association, have the following powers:
- a) To purchase, take on lease or acquire any rights/privileges licenses or benefit Mortgages or other securities over the assets of the Association for the purpose of securing monies advances 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 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 thinks fit.
 - c) To borrow or raise money upon mortgage of the real or leasehold or other property of the Association, or any parts or part 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 in 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 Annual General Meeting.
 - d) All documents to be executed by the Association shall be signed by the Chairperson and one other Board Member pursuant to the authority of a resolution of the Board.
 - e) To invest any funds of the Association in any form of security or investment for the time being authorized by law for the investment of trust funds in New Zealand and in the name of the Club to sign any document of acknowledgement for any investment thus made and to receive and account to the Club for all dividend, interest or other return from any investment.
- 10.3 THE Board may establish such sub committees 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 to the rules, bylaws and regulations of Squash New Zealand Incorporated.

- 10.4 ALL funds of the Association shall be paid into a bank or bank accounts and the signatures of at least two (2) authorized Board Members shall be necessary for the withdrawal or transfer of funds and banking transaction of whatever nature.
- 10.5 THE Board shall appoint a Solicitor to the Association, and a Chartered Accountant to review the annual accounts of the Association in accordance with the relevant standards of the Institute of Chartered Accountants of New Zealand, neither of who shall be a member of the Board.

11. ANNUAL GENERAL MEETING

- 11.1 THE Annual General Meeting of the Association 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.
- 11.2 ANY Member Club wishing to place a remit or motion for which notice is required before any Annual general Meeting shall give notice in writing of such remit or motion to the Administrator/Secretary not later than one (1) calendar month before the date on which the last Board 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. If such meeting 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 one (1) calendar month before the date of such Annual General Meeting.
- 11.3 NOMINATIONS for the Board should be in writing and in the hands of the Secretary not later than one (1) calendar month prior to the Annual General Meeting and should be formally nominated and seconded.
- 11.4 AT all Annual and/or Special General Meetings the chair will be taken by the Chairperson of the Board
- 11.5 A quorum for such meetings shall be 10 financial member clubs.
- 11.6 ALL resolutions at an Annual General Meeting or Special General Meeting shall be decided by a majority of votes of those present and entitled to vote.
- 11.7 AT the Annual General Meeting an Annual Report and a duly dated Balance Sheet shall be submitted. Copies of such Balance Sheet shall have been sent no later than seven (7) days prior to the said meeting. The order of the 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 Members of the Board
 - e) Motions and/or remits to be considered in accordance with Rule 11.2
 - f) Appointment of Auditor/Solicitor
 - g) General Business

- 11.8 AT any Annual General Meeting or Special General Meeting in matters concerning membership of the Board, the Chairperson of the Board shall, if there are insufficient nominations, call for nominations from the floor, for election of Members to the Board, exercising due discretion regarding nominations and elections of individuals to particular positions.
- 11.9 THAT nominations for all Selectors of the Association be called for at the Annual General Meeting and that the appointment of such Selectors as are required by the Association shall be made and confirmed at the first Board meeting following the Annual General Meeting.

12. NOTICE OF MEETINGS

- 12.1 NOTICE of an Annual General Meeting and/or Special General Meeting shall be given by the Secretary to all members at least 21 days before such meeting. Such notice shall specify the time and place of the meeting and the business to be dealt with, including nominations for the Board.
- 12.2 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 Annual or Special General Meeting shall be excluded.
- 12.3 A Special General Meeting may be called at any time, for any purpose, by the Board or by a requisition in writing signed by delegates of three member Clubs. Such a requisition should be set out with the business proposed to be transacted at such meeting. At any meeting so called only the business set out in the notice shall be dealt with.

13. VOTING RIGHTS AND REPRESENTATION:

- 13.1 WHEN applying for affiliation a Club shall advise the Association of the name and address of its office bearers and the number of financial members of the Club.
- 13.2 SEVEN (7) days prior to the Annual General Meeting and/or Special General Meeting each Club shall forward to the Secretary, the name of its delegate/s for such meeting.
- 13.3 NO person who is not a bona fide financial member of any affiliated Club may act as delegate for that Club.
- 13.4 ANY Board member of the Association may be a delegate for the Club of which the member is a financial or life member.
- 13.5 EACH club may be represented as follows:
VOTES 1 per court
DELEGATES Up to two courts – 1 delegate
 More than two courts – 2 delegates.
- 13.6 NO delegate may represent more than one Club.

- 13.7 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 words electronic means include but are not limited to, telephone, telegraph, electronic mail or fax.
- 13.8 IN the event of a duly nominated delegate becoming ill, incapacitated or otherwise unable to act between the times 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 annual and/or Special General Meeting.

14. POWERS RESERVED FROM BOARD

- 14.1 THE Board shall have no power to direct the vote of any delegate from the Association to Squash New Zealand Incorporated in respect of any motion or remit of which notice shall be 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.

15. ALTERATION TO RULES

- 15.1 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 personally present at any Annual General Meeting.
- 15.2 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 the Inland Revenue Department. The provisions and effect of the clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 15.3 The notice calling the Annual General Meeting shall specify the proposed alteration, repeal or replacement but nothing in this rule shall prohibit the amendment at any Annual General Meeting or any proposal which has been specified in notice calling the meeting, except that referred in to clause 15.2.
- 15.4 Notice of any motion importing a change in the Rules shall be forwarded to Member Clubs, not later than one (1) month prior to the date of the Annual and/or Special General Meeting.

16. USE OF FUNDS

No part of the organization's income or other funds is to be used or be available for the personal use of any member or any associated person either during the active life of the Association or on its dissolution.

Squash Waikato Incorporated whilst making application for tax exemption acknowledges that an exempt organization may make some types of payment to members, as long as the member receiving the benefit cannot influence the amount of the payment by using a position held in the organization. Acceptable payments being:

- a general benefit paid to members, such as a subsidy or return of subscriptions
- reasonable payment for services, or repayment of costs incurred on behalf of the organization.
- interest on money lent to the organization, as long as the loan is at the normal rate that would be used in a commercial transaction.

17. DISSOLUTION OR WINDING UP

If upon the winding up or dissolution of the organization, in accordance with Section 24 of the Incorporated Societies Act 1908, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the organization but shall be given or transferred to some other organization or body having objects similar to the objects of the first organization, or to some other charitable organization or purpose, within New Zealand, in such manner as determined by a General Meeting called for that purpose.

18. AUDIT REVIEW

AN Auditor who shall be a member of the New Zealand Society of Accountants or a similar body acceptable to the Association but not a member of the Board nor a delegate shall be elected at each Annual General Meeting and shall examine and report on the Statement of Accounts and Balance Sheet. The Auditor shall at all reasonable times have access to the books and accounts of the Association and be entitled to any information relating thereto or to any matter deemed necessary or desirable for audit purposes.

19. CONSTITUTION

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

1 Signature, Name, Position _____

2 Signature, Name, Position _____

3 Signature, Name, Position _____

These rules replace existing rules and were passed and adopted at an Annual General Meeting held at Hamilton on the 12th day of November 2006.

These are the alterations to the rules marked "A" referred to in the annexed
declaration of _____ made before
me this _____ day of _____ 200____
before me _____

Signed by solicitor, JP or other authorized officer.