

SQUASH AUCKLAND INCORPORATED

CONSTITUTION

Amended Version, October 1, 2008

1. NAME AND OFFICE

- 1.1** The name of the Association is "SQUASH AUCKLAND INCORPORATED".
- 1.2** The Office of the Association is to be situated within the area as determined by Squash New Zealand (the "Territory") and at such place as determined by the Board.

2. INTERPRETATION

- 2.1** **Definitions:** In these rules unless there is something in the subject matter of the context inconsistent therewith:

"Act" means Incorporated Societies Act 1908;

"Association" means "Squash Auckland Incorporated";

"Board" means the Board as defined in Rule 9;

"Chairperson" means the Chairperson appointed in accordance with Rule 9.3.2;

"In writing" or "written" includes typewritten and printed. Words importing the singular only shall include the plural, and vice versa;

"Manager" means the General Manager of the Association appointed pursuant to Rule 9.6.8;

"Member" means the Members admitted to the Association in accordance with Rule 4;

"Month" means calendar month. "Year" means the financial year commencing 1 October and ending on 30 September following or such other dates as the Board may from time to time determine.

"President" means the President or Chairperson of an Affiliated Club or Association

"Rule" means a rule of this constitution;

"Seal" means the Common Seal of the Association;

"Territory" means the territory set out in Rule 1.2; and

"The Office" means the registered office of the Association.

- 2.2** **Headings:** The headings to these Rules shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.

3. OBJECTS

3.1 The objects of the Association are:

3.1.1 to promote, organise, foster and manage the game of squash in the Territory for the time being, by virtue of the rules and constitution of New Zealand Squash Incorporated under the control of the Association and to promote, organise, foster and manage all District tournament matches in the Territory and to contribute towards the advancement of the game of squash throughout New Zealand;

3.1.2 to foster the strength and support the growth of affiliated clubs;

3.1.3 to affiliate to New Zealand Squash Incorporated;

3.1.4 to settle questions or disputes on any matter relating to squash which may be submitted to the Association for its adjudication;

3.1.5 to buy, supply, sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid, required or used by members of the Member Clubs;

3.1.6 to construct, maintain and alter any courts, buildings, or works of or required by the Association, and to furnish and equip the same;

3.1.7 to hire and employ all classes of persons whose services may be deemed necessary for the purpose of the Association, and to pay to them fees, salaries, wages, gratuities and pensions;

3.1.8 to promote, hold and manage tournaments, interclub and inter-district matches, including matches played within the Territory and elsewhere with visiting international teams, subject to the approval if necessary of New Zealand Squash Incorporated;

3.1.9 to acquire, establish, print and publish newspapers, periodicals, programmes or other literary work that the Association may determine is desirable for the promotion of its objects; and

3.1.10 to do all such other lawful things as are incidental or conducive to the attainment of the objects aforesaid, or any of them.

3.2 Subject to the provisions of Rule 3.1.9 hereof, the income and property of the Association shall be applied towards the promotion of the objects set forth above, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to Members of the Association.

4. MEMBERSHIP

- 4.1** The Membership of the Association (collectively called "Members") shall comprise:
- 4.1.1** **the Patron;** As appointed in accordance with Rule 11.
 - 4.1.2** **Chairperson and Members of the Board;** As elected in accordance with Rule 9.
 - 4.1.3** **Member Clubs;** Squash Clubs in the Territory which are affiliated to New Zealand Squash (Incorporated) who may be admitted to membership as hereinafter provided.
 - 4.1.4** **Associate Members;** 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 may decide.
 - 4.1.5** **Affiliated Associations;** Affiliated Associations are those Associations of persons either incorporated or otherwise having objects not contrary to the Association and who may from time to time be admitted to membership of the Association.
 - 4.1.6** **Sub-Districts;** Sub-Districts are those Sub-Districts recognised as a Sub-District in accordance with the Rules of the New Zealand Squash Incorporated
 - 4.1.7** **Life Members;** 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
 - 4.1.8** **Sponsor Members;** Official sponsors of the Association as may be determined by the Board from time to time.
 - 4.1.9** **Individual Members;** A person who is a member of an Affiliated Club or Association.
 - 4.1.10** **Other Members;** Other persons as may be determined by the Board from time to time.
- 4.2** Membership of the Association shall not confer on any Member any privilege or any estate or proprietary right, interest, or share in funds to any property of the Association, nor shall any Member be personally liable for any of the liabilities of the Association.
- 4.3** Squash Clubs desirous of joining the Association shall apply directly to the Association.
The application shall be considered by the Association who at its discretion may accept or refuse any application for membership. Upon the affiliation being accepted by the Association, the Board shall advise New Zealand Squash Incorporated of the receipt of an application and the acceptance of the applicant Squash Club for membership. It shall be a condition of the acceptance of any application for

membership of the Association that the applicant Squash Club shall become a member of New Zealand Squash Incorporated. In the event of an application being refused by the Association then the applicant Squash Club shall have a right of appeal to New Zealand Squash Incorporated.

- 4.4** Persons or organisations wishing to join the Association as an Associate Member shall make written application to the Board who at its discretion may accept or refuse that application for membership.

5. AFFILIATION FEE

- 5.1** The Association in General 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 utilising or benefiting by any of the Association's property or privileges.

- 5.2** The Association in General Meeting shall have the power at any time to fix and charge an affiliation fee to any Member of the Association, provided that:

5.2.1 50% of Subscriptions shall be due on 1st May in each year with the remaining 50% due before the end of August, or as determined by the Association, and whether in one lump sum or instalments, except those of new Members which shall be due on the date of their election, must be paid within one month of due date.

5.2.2 Within fourteen (14) days of a request being made Member Clubs must supply to the Board a full list of their financial Squash Members.

- 5.3** The Board pursuant to the power vested in it under Rule 9.6 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.

6. REGISTER OF MEMBERS

- 6.1** The Manager shall keep and maintain a Register in which shall be entered the full name, address, class of membership (and if an individual, their occupation) and date of entry of each Member.

- 6.2** Members, in collecting personal information for the Register, must seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

- 6.3** The Association shall comply with its obligations under the Privacy Act 1993 at all times.

7. RESIGNATIONS & REMOVAL FROM MEMBERSHIP

- 7.1** No Member shall resign from the Association until full payment of all subscriptions including any arrears due shall have been made and notice in writing shall have been made and notice in writing shall have been given to the Board of a wish to resign.

- 7.2** Notice of resignation 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 the Association at the date of the acceptance of the resignation.

7.3 The Board shall have the power from time to time to purge the list of Members and delete the names of Members whose subscription remains outstanding for more than 6 months after the due date for payment.

7.4 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 9.

8. LIFE MEMBERS

8.1 At any General Meeting a Life Member or Life Members may be elected in recognition of some outstanding service rendered to the Association. Such election shall be by ballot, at which the nominee or nominees must receive greater than 50% of the votes cast.

8.2 Each nominee for Life Membership shall be proposed and seconded by two Presidents of separate Member Clubs and such nomination shall be forwarded to the Board at least 6 weeks before the General Meeting. On the recommendation of the Board, notice of the nomination for Life Membership shall then be given by the Manager of the Association to all Members not less than 14 days before the General Meeting.

8.3 Upon election, the Life Member shall be entitled to such privileges as from time to time shall be considered appropriate by the Board.

9. THE BOARD

9.1 **Role of the Board:** The Board is responsible for the management of the affairs of the Association.

9.2 **Membership of the Board:** The Board (collectively called "Board Members") shall consist of:

9.2.1 five (5) persons appointed under Rules 9.3 & 9.4; and up to two (2) independent person may be appointed by the Board.

9.2.2 One of the Board members will be appointed chairman in accordance with Rule 9.3.2

9.2.3 No person shall be eligible for election to the Board unless such person is a financial member of a Member Club or Affiliated Association (with the exception of 9.2.1).

9.2.4 Board members cannot be paid employees of, or contractors to, the Association.

9.3 Election of Board Members

9.3.1 Nominations for Board Members shall be received by the Manager (30) thirty days prior to the date set for the Annual General Meeting and shall be promptly circulated to Members. Nominations must be submitted on the prescribed form and shall contain the nominee's signature by way of consent. In the event of there being insufficient or no nominations for the positions, nominations from the floor shall be accepted by the meeting, provided any person whose nomination has been submitted in writing for any of the Board positions shall automatically be elected to that position. If more nominations are received than there are places available on the Board then the top polling nominees will fill the places available. In the event of a tie another vote will be held until the number of places are filled.

9.3.2 The Board shall, at its first meeting following each Annual General Meeting, elect a Chairperson. .

9.3.3 Subject to Rule 9.5 the term of office for all Board Members shall be two (2) years, expiring at the conclusion of the relevant Annual General Meeting. An elected member must retire by rotation after two (2) years, but may offer themselves for re election.

9.4 Vacancies on the Board: Any vacancy in the Board, which occurs during any Board Member's term of office, may be filled by the Board. The replacement will complete the vacating Board Members term of office.

9.5 Removal of Board Member: In the event of a Board Member or Board Members being judged as bringing the game into disrepute, the Association in a Special General Meeting, called for this purpose, may by special resolution remove the Board Member, before the expiration of their term of office. The vacancy caused by such removal will be filled in accordance with Rule 9.4. Not less than fourteen (14) days notice shall be given of the Special General Meeting to the Board Member affected by the proposed resolution and she or he shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Members about the proposed resolution.

9.6 Powers of the Board:

The Board shall have the power to:

9.6.1 develop and implement strategies, policies and procedures for the administration, promotion and development of the game of Squash in the Auckland Region;

9.6.2 to purchase, lease, hire or by other means acquire any real or personal estate necessary or convenient for the purpose of the Association, subject to the provisions of Rule 12.3;

9.6.3 to sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real and personal estate of the Association, or in which the Association has or may hereafter have any beneficial interest, subject to the provisions of Rule 12.3;

- 9.6.4** to invest the moneys of the Association not immediately required for any of its Objects set out in Rule 3 in such manner as from time to time may be determined by the Board:
- (a) in any New Zealand bank;
 - (b) in the purchase of lands or in the erection or alteration of offices or other buildings on land owned by the Association or by any other body or person with power to sell all or any part thereof either by public auction or by private contract or in such manner and subject to such terms and conditions as the Board shall think fit;
- 9.6.5** to borrow or raise money by mortgage or otherwise and in such manner and upon such security as the Board shall think fit, subject to the provisions of Rule 12.3;
- 9.6.6** establish and delegate such powers as it considers appropriate, such other commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- 9.6.7** co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 9.6.8** appoint a General Manager and such appointment may be on such terms and conditions as the Board may determine. Where such a person is appointed that person shall be an ex officio member of the Board but shall possess no power of voting;
- 9.6.9** publish and enforce the rules for the Association;
- 9.6.10** subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- 9.6.11** discipline Members;
- 9.6.12** to make, alter or repeal such by-laws as it may think fit for the well-being of the Association;
- 9.6.13** resolve and determine any disputes or matters not provided for in this Constitution; and
- 9.6.14** do all other acts and things which are within the Powers above and the Objects of the Association and which the Board considers appropriate.

9.7 Meetings of the Board:

- 9.7.1** The Board shall meet a minimum of four (4) times per year, at such places and times, and in such manner, as it shall determine.

- 9.7.2** The Chairperson shall chair Board meetings, or in his/her absence any other Board Member determined by the Board.
- 9.7.3** A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form, each signed by one or more Board Members, totalling all Board Members.
- 9.7.4** A meeting of the Board may be held where one or more of the Board Members are not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board and such notice specifies that Board Members are not required to be present in person at the meeting;
 - (c) if a failure in communications prevents Rule 9.7.4 from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
 - (d) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located; and
 - (e) A Board Member who is absent from a Board Meeting without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.
- 9.8** **Voting at Board Meetings;** Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting. Subject to Rule 9.7.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). The Chairperson shall have the casting vote.
- 9.9** **Quorum for Board Meetings;** There shall be no less than four (4) Board Members present at a Board Meeting (including a meeting held under Rule 9.7.4) to constitute a quorum.
- 9.10** The Board shall keep the Members informed of its business by making reports available at least quarterly.

9.11 The Board shall make the minutes of its meetings available to Members within fourteen (14) days after each meeting.

9.12 The Board may arrange meetings with Members between Annual General Meetings to keep Members informed of its business.

10. GENERAL MEETINGS

10.1 Annual and Special General Meetings

10.1.1 Once in each year at a time and place to be decided by the Board there shall be held an Annual General Meeting of Members. The Annual General Meeting shall be held within 2 months of the financial year end. The regular business of the Annual General Meeting, which shall take precedence of all other business (if any) shall be:

- (a) to consider any report by the Board on the activities of the Association for the Year last ended;
- (b) to consider minutes of previous General Meetings not previously confirmed;
- (c) to receive the Annual Report and the Financial Statement duly audited;
- (d) to elect the Members of the Board;
- (e) to elect an Auditor;
- (f) to elect an Honorary Solicitor;
- (g) to fix affiliation fees for the succeeding year;
- (h) to receive the Budget for the succeeding year; and
- (i) to consider other business of which due notice has been given.

10.1.2 The Chairperson of an Annual General Meeting shall be the Chairperson or his/her nominee.

10.1.3 Not less than fourteen (14) days notice shall be given of every General Meeting to all Members and such notice shall clearly set forth the business to be transacted at such meeting.

10.1.4 Business of which due notice has not been given, may be dealt with provided that the consent of not less than 75% of the votes cast at the meeting support the same.

10.1.5 A Special General Meeting shall be convened by the Manager upon receiving either a signed requisition by the Board, or a signed requisition from not less than 25% of the Member Clubs. Any such requisition and notice shall state the business to be brought forward at such meeting. Such meeting shall be called within one (1) month of the receipt of such

requisition by notice sent to all those entitled to receive notice of an Annual General Meeting.

10.2 Attendance and Voting at General Meetings

10.2.1 All Members, and any additional authorised representatives as provided in these Rules shall be entitled to attend all General Meetings.

10.2.2 Quorum: The quorum for a General Meeting shall be:

- (a) Such number of persons necessary to hold 50% of the votes of all those eligible to be at the General Meeting, or
- (b) Such number of delegates who together represent 20% or more of the member clubs.

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 such other day, time and place as determined by the Board, 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. No business other than that stated for the original meeting shall be transacted at such further General Meeting unless fourteen (14) days' notice has been given in writing or electronically to those persons entitled to be present.

10.2.3 All present at a General Meeting shall, with the consent of the Chairperson, be entitled to speak, but only Member Club or Affiliated Association Presidents, or their authorised representatives may move and second motions make or second nominations, speak and vote thereon.

10.2.4 For the purpose of voting at any General Meeting of the Association, every Member Club or Affiliated Association shall be entitled to one representative whose total votes on behalf of their club or association shall be on the basis of one (1) basis vote for each Member Club or Affiliated Association and one (1) additional vote for each completed block of \$1,000 payable in affiliation fees by that Member Club or Affiliated Association.

10.2.5 The voting on any resolution shall be decided by hands or at the request of any person entitled to vote by secret ballot. A simple majority of votes cast shall be sufficient to pass a resolution.

10.2.6 In the event of any Member Club or Affiliated Association President or authorised representative being unable to attend any General Meeting, that Member Club or Affiliated Association President may appoint in writing, the Chairperson of the Board, to act as proxy for such Member Club or Affiliated Association President at such General Meeting. In such case, the Chairman as appointed proxy shall vote in accordance with his/her instructions in writing.

10.2.7 No Member Club or Affiliated Association representative shall be entitled to vote at any meeting until their name shall have been so lodged and until the Member Club or Affiliated Association which they represent has paid its subscription and any other moneys then due and payable by such Member Club or Affiliated Association.

11. PATRON

- 11.1** A Patron may be appointed at any Annual General Meeting

12. FINANCE, ANNUAL REPORT AND AUDIT

- 12.1** All moneys of the Association shall be paid into such bank or banks as the Board may from time to time determine, to the credit of the Association, and subject to the provisions hereinafter appearing all accounts shall, before being paid, be passed for payment by the Board.
- 12.2** All accounts shall be paid by cheque signed in such manner as the Board may from time to time determine.
- 12.3** No resolution relating to any single item of expenditure or commitment to borrow in excess of \$50,000 or the execution of any lease for a term greater than three (3) years including any right of renewal at a rental in excess of \$20,000 per annum shall be passed by the Board unless such resolution shall have been approved first by a majority of not less than sixty (60) per cent of the Board and second by a majority of not less than sixty (60) per cent of those present and entitled to vote at a General Meeting of the Association.
- 12.4** Each Year's accounts shall be audited and certified by an auditor or auditors duly appointed, and be submitted with a report of the preceding Year's proceedings to the Annual General Meeting of the Association.
- 12.5** After the Annual Report, Statement of Receipts and Payments, Balance Sheet, and Budget forecast have been approved by the Board and the said statement duly audited, a copy shall be made available to all Members, either in print or electronically, together with a notice convening the Annual General Meeting and setting forth the business to be transacted at such meeting and a copy delivered to all Members.

13. DISCIPLINE

- 13.1** Any Member may make a formal complaint in writing to the Board 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 New Zealand Squash 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 13.3.
- 13.2** The Board may of its own motion deal with any matter which could have been the subject of a written complaint under Rule 13.1 even though a written complaint has not been made. The Board 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.
- 13.3** When considering a complaint under Rule 13.1 the Board shall adopt such disciplinary procedures as it determines to be appropriate. If the conduct of any Member, 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 breaches these Rules or any regulation 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 also be 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 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 the Association or that the breach by its nature or repeated commission is sufficiently serious to merit serious penalty the Board may impose a 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 conduct or breach and may be questioned by the Board Members about these matters. A person who has made a complaint under Rule 13.1 shall have the same rights.

- 13.4** When the Board exercises its powers under Rule 13.2 it shall appoint a special subcommittee to consider and determine the matter in accordance with the procedure under Rule 13.3 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 subcommittee as are given to a defendant under that Rule.

14. RIGHTS AND RESPONSIBILITIES OF ASSOCIATIONS AND CLUBS

All Affiliated Clubs and Associations shall be provided with a list of the Association's Members, a copy of the Rules of the Association and from time to time with any amendments made, or any other information as the Board may from time to time determine, and be bound thereby, and in case of any wilful infringement thereof shall be liable to suspension or disqualification by the Association. Copies of such Rules shall be available to all Members, at a price to be decided on by the Board.

15. NOTICES

Every notice required to be given to any Members or other person entitled to any notice or any of them, shall be deemed to have been duly delivered, if posted to the last known place of residence or business, or where the intended recipient has advised an email address to the Manager, notice may be provided by email.

16. SEAL

The Association shall have a common seal. The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody subject to the Act.

17. ALTERATIONS TO RULES

No alteration, rescission or addition to this Constitution shall be made except by consent of not less than sixty (60) per cent of the votes cast at a General Meeting of the Association. Notice of any proposed alteration or addition shall be given in writing to the Manager one (1) month at least before the meeting at which it is intended to propose such alteration or addition, and the Manager shall forward not less than twenty-one (21) days notice prior to such meeting of such proposed alteration or addition to all Members. The Manager shall ensure that the amended constitution is duly filed with the Registrar.

18. BY-LAWS

Unless otherwise directed by a General Meeting the Board shall have power to make, alter or repeal such by-laws as it may think fit for the well-being of the Association, and the decision of the Board on all questions shall be final and binding unless and until set aside or varied by the Association in General Meeting.

19. WINDING UP

If upon the winding up of the Association there remains, after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed or paid amongst the Members of the Association, but shall be transferred or given to such other Association, Club or Institution having objects similar to those of the Association as shall be determined by the Members of the Association at or before the time of winding up and in default thereof as may be directed upon applications to the High Court of New Zealand in that behalf.