



**Constitution of:**

**SQUASH WELLINGTON DISTRICTS (INCORPORATED)**

**Incorporated Society No.: 216847**

**Adopted at the Annual General Meeting on Mon 18<sup>th</sup> March 2019.**

**Revised at the Annual General Meeting on Monday 28<sup>th</sup> March 2022.**

**Further revisions at the Annual General Meeting on Monday 27<sup>th</sup> March, 2023.**

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## 1. NAME

a) The name of the Association shall be:

"SQUASH WELLINGTON DISTRICTS (INCORPORATED) commonly known as "Squash Wellington".

b) The registered office of Squash Wellington shall be at the place as submitted to the Companies Office.

## 2. INTERPRETATION

In these Rules and in any By-laws of the Association unless a contrary intention appears -

a) "Association" means "Squash Wellington Districts (Incorporated)".

b) "Board" means the Executive Board appointed under the Rules of Squash Wellington Districts (Inc.) to organize and control the affairs of the Association.

c) "Co-opted Board Member" means a Board member co-opted under Rule 10.

d) "Board Member" means a member of the Board including Elected Board Members and Co-opted Board Members.

e) "General Manager" means the person appointed by the Board to organize and attend to the day to day affairs of the Association.

f) "Elected Board Member" means a Board Member elected under Rule 10.

g) "SNZ means New Zealand Squash (Incorporated) also commonly referred to as "Squash New Zealand,"

h) "Days" means work days (excludes weekends and public holidays).

- i) "Month" means calendar month.
- j) "Year" means the financial year of the Association.
- k) "In writing" includes typewritten, fax, email, or handwritten form, where the document clearly identifies both the sender and the intended recipient(s).
- l) Words importing the masculine gender shall be deemed to include the feminine gender and words importing the singular number shall be deemed to include the plural and vice versa.
- m) All references to "members" shall equally apply to "Full Member Clubs", "Club Members", "Honorary Life Members" and "Associate Members" as detailed in Rule 6.

### **3. COLOURS**

The Colours of the Association shall be yellow and black.

### **4. OBJECTS**

The objects for which the Association is established are:

- (a) To foster, develop, promote and regulate the game of Squash in the Wellington Districts.
- (b) To arrange, control and manage inter-club and inter-association matters, championships, tournaments and other matters relating to the sport of Squash in the Wellington Districts.
- (c) To be a conduit between the Squash New Zealand and clubs.

### **5. POWERS**

Squash Wellington has the power, subject to this Constitution to:

- (a) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage

charges, sponsorship, government funding, community funding or otherwise;

- (b) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Squash Wellington;
- (c) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Squash Wellington;
- (d) Be a member or affiliate of Squash New Zealand or any such replacement body that has substantially the same objects;
- (e) Consider and settle disputes between Members;
- (f) Determine who are its Members and withdraw, suspend or terminate membership;
- (g) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (h) Make, alter, rescind and enforce rules of competitions under its control;
- (i) Organise, promote and control competitions, district events and programmes;
- (j) Organise, promote and control Squash Wellington representative teams and squads;
- (k) Delegate powers of Squash Wellington to any person, committee or sub-committee;
- (l) Subject to approval at a General Meeting purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (m) Subject to approval at a General Meeting control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or change over all or part of any of its property and enter into guarantees;

- (n) Subject to approval at a General Meeting sell, lease, mortgage, charge or otherwise dispose of any property of Squash Wellington and grant such rights and privileges over such property as it considers appropriate;
- (o) Subject to approval at a General Meeting purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Squash Wellington, or with which the Squash Wellington is authorised to amalgamate or generally for any purpose designed to benefit the Squash Wellington;
- (p) Do any other acts or things which are incidental or conducive to the attainment of the objects of Squash Wellington.
- (q) To make necessary regulations and by-laws for the government, control and management of the Association generally.
- (r) To purchase, lease, 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.
- (s) To invest any of the Association's funds in such investments or assets as the Association may from time to time decide upon (notwithstanding that the same may be of a wasting, speculative or reversionary nature).
- (t) To employ all classes of persons whose services are deemed necessary for the purposes and activities of the Association, and to pay them fees, salaries, wages and gratuities as determined from time to time, by the Board.
- (u) To consider and settle disputes and differences between clubs affiliated to the Association.
- (v) 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

(a) The membership of the Association shall consist of:

- (i) Full Member Clubs (incorporated or otherwise) in the Wellington area as determined by the Board from time to time. The members of such clubs being accorded full playing rights in respect of the Association's competitive activities.

For clarity, a squash club is an association of people united by a common goal, having aims and objects which are generally the promotion and participation of the game of squash in communities, and generally being not-for-profits or incorporated societies as defined by the Income Tax Act and Incorporated Societies Act.

- (ii) Associate Members, being Commercial Squash Centres, or any organization or persons owning courts, or any person, firm or body interested in the promotion of the game, subject to such privileges as the Board may decide.
- (iii) Honorary Life Members, being persons elected 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 Association may from time to time decide.
- (iv) Club Members, being individuals becoming a squash member of a Member Club by completing the membership requirements of the Club (as determined by the Club).

(b) Election to Membership

- (i) Applications from clubs or organizations desirous of joining the Association must be made to the General Manager in writing and shall be considered at the next Board meeting. The Board may in its discretion accept or refuse any application for affiliation provided that in the event of the Board refusing any application, the Board shall submit the application for the decision to the next ensuing general meeting of the Association.
- (ii) Each club so applying must furnish its full name and full particulars of its courts, membership, colours and copy of its rules and such other information as the Board may require.

(c) Resignations

No member can retire from the Association until their subscriptions and any arrears due have been paid, and they shall have given notice in writing to the General Manager of their wish to resign. Such notice must be given one month 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 by the Association at the date of the acceptance of the resignation.

(d) Suspension or Expulsion

The Board may suspend or expel from membership any member wilfully disobeying any of the rules by-laws of the Association, or guilty of any conduct rendering it in the Board's opinion unfit or unsuitable to be a member of the Association or deserving of suspension or expulsion. Provided that before such suspension or expulsion the member shall be given the opportunity to wait on the Board to hear any accusations against it, ask questions and give explanations and the Board shall hear what the member has to say by way of defence. Notice of any suspension or expulsion shall be given to SNZ.

(e) Purging the Register

The Board shall have power from time to time to purge the list of members and to delete from there the name of members whose subscriptions remain unpaid for more than three (3) calendar months from the date of falling due.

## **7. SUBSCRIPTIONS AND LEVIES**

- (a) All members shall pay such annual subscriptions, levies and fees as are confirmed at the annual general meeting of the Association and if no subscription is confirmed in any one year then the subscriptions, levies and fees set for the previous year shall apply.
- (b) The first fifty (50) percent of annual subscriptions, levies and fees shall be due on the 1st April in each year 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. The remaining fifty (50) percent of annual subscriptions, levies and fees shall be due on the 1<sup>st</sup> August in each year and must be paid within one month of due date. Should annual subscriptions, levies and fees not be paid within such period then the Board may at its discretion charge interest for late payment. The Board may at its discretion enter into such payment arrangements with individual members as it shall deem appropriate.



- (c) The Board may from time to time determine what further fees and levies payable by players, if any, may be payable for any purpose, competitive or otherwise, covered by these rules. Should such fees and levies not be paid within such period as the Board may at its discretion set, the Board may charge interest for late payment or impose such other penalties, as it shall deem appropriate.
  
- (d) Clubs must, within one month of 30th June each year, provide the Association with full details of their membership as to classes of membership in the club and the number of members in each class, along with a full list of the club's membership. Such membership to be certified as correct by the club auditor if required by the Board.
  
- (e) Association and club records, including membership records, shall not be used for any purposes other than those that are in the opinion of the Board, to the benefit of the member clubs.

## **8. OFFICERS OF THE ASSOCIATION**

- (a) The officers of Squash Wellington shall be:
  - (iii) The Honorary Life members of the Association; and
  - (iv) The General Manager of the Association;
- (b) New Honorary Life Members shall be elected at the Annual General Meeting. Nominations for election shall close with the General Manager 40 days before the date of the Annual General Meeting and 30 days' notice of such nominations shall be given to all clubs.
- (c) The Honorary Life Members, should they wish to do so, may attend Board meetings and may participate in all discussions.

## **9. GENERAL MEETINGS**

- (a) General Meetings shall be either annual general meetings or special general meetings, as hereinafter provided.
  
- (b) Annual General Meeting
  - (i) The Board shall arrange for the Annual General Meeting ("AGM") to be held annually at such time and place as the Board may determine, but not later than the 31st March in each year, following the previous financial year.

(ii) The General Manager shall give not less than two months formal notice of the Annual General Meeting to the Officers and Board Members of the Association, Member Clubs and Life Members.

(iii) The regular business of the Annual General Meeting shall be:

1. The receipt from the Board of an annual financial report for the preceding financial year;
2. To confirm the annual subscriptions / fees / levies for the succeeding year;
3. The election of any vacancies arising in the positions of Elected Board Members;
4. The election of any Honorary Life Members;
5. Any motion(s) proposing to alter the Constitution; and
6. Any other items of business that have been properly submitted for consideration at the AGM.

(iv) The other items of business shall be to consider and deal with any matters for which notice of motion has been lodged with the General Manager by any member club or any financial member of any member club at least 40 days prior to the annual general meeting.

(v) An agenda containing the business to be discussed at an AGM shall be sent by the General Manager to the Board and the Members by no later than 30 days before the date of the AGM.

(vi) Provided that with the consent of not less than seventy-five (75) percent of the votes available to the delegates present at the meeting, any business of which due notice has not been given to the General Manager, may be dealt with by the meeting.

(c) Special General Meeting

(i) The Board may at any time and shall within fourteen (14) days after a requisition in writing signed by three (3) member clubs or their delegates (which requisition shall set out the business proposed to be transacted at such meeting) call a Special General Meeting for any purpose or purposes, such meeting to be held no later than two months from the date of the original requisition.

- (ii) At any meeting so called only the business set out in the notice shall be dealt with. Provided that with the consent of not less than seventy-five (75) percent of the votes available to the delegates present at the meeting, any new business of which due notice has not been given to the General Manager, may be dealt with by the meeting.

(d) Notice of Meetings

Notices of any Special General Meeting and of the Annual General Meeting shall be sent by the General Manager by circular to the Officers and Board Members of the Association, Member Clubs and Life Members as provided for in Rule 9(b)(ii) and Rule 9(c)(i). Such notice must specify the business which it is proposed to lay before such general meeting. Such notice of meeting shall be sent to the last known postal address of the intended recipient, or where the intended recipient has advised an email address to the General Manager, notice may be provided by email.

(e) Minutes

- (i) Full minutes shall be kept of all General Meetings and made available upon request by Members.
- (ii) Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
  1. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
  2. A motion to proceed is put to the meeting and a majority of seventy-five (75) percent of votes cast, is obtained in favour of the motion to proceed.

(f) Procedure at General Meetings

At all general meetings the chair will be taken by the Chairperson of the Board but if he /she is not present at the time when the meeting is due to start those present shall elect a Chairperson from the meeting from among the Officers and Board Members present and willing to act and if no Officer or Board Member is present then from among the members

generally and the Chairperson so elected shall remain in the chair until the arrival of the Chairperson of the Board.

(g) Attendance at General Meetings

The following shall be entitled to attend both Annual General Meetings and Special General Meetings:

- (i) Chairperson and Members of the Board
- (ii) Honorary Life Members of the Association
- (iii) Two voting delegates from each Full Member Club
- (iv) Financial members of Member Clubs
- (v) A representative of each Associate Member organization
- (vi) Such other persons or organizations that the Board may at its discretion approve.

(h) Delegates

No person shall be a delegate for a club of which they are not a financial member and no person shall be a delegate for more than one club.

(i) The Quorum

The quorum at general meetings shall be ten (10) persons present and representing at least five (5) financial full member clubs.

(j) Voting at General Meetings

- (i) Voting rights shall be limited to those clubs whose affiliation fees and all other levies and fees are fully paid up to the Association and SNZ, immediately prior to the commencement of a general meeting of the Association.
- (ii) Voting shall be by simple majority (unless provided otherwise in these Rules), by show of hands, but if any resolution is not passed unanimously then any delegate may demand a secret ballot in which case voting shall be as follows:
  - Subject to Rule 9 (j) (vi), Financial Full Member Clubs through their delegate(s) shall be entitled to one vote for every \$500 or part thereof, of affiliation subscription (excluding GST) paid in respect of the

association's financial year immediately preceding the date of the meeting. No member club may have more than six (6) votes.

- (iii) Any motion that is put to vote at an AGM, including motions on Board member nominations, which have the highest number of votes in their favour, will be declared carried.
- (iv) In the event of the same number of votes for and against a motion at a General Meeting, the Chairperson shall have an additional or casting vote.
- (v) In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.
- (vi) Voting shall be done in person; postal and proxy votes are not permitted.

## **10. BOARD**

- (a) The Board of the Association shall comprise;
  - (i) No more than 7 elected Board members; and
  - (ii) up to 2 additional members co-opted by the Board under rule 10(j).
- (b) The governance of Squash Wellington shall be vested in the Board, which may exercise all the powers of Squash Wellington and do all things which are not expressly required to be undertaken by Squash Wellington at a General Meeting.
- (c) In the exercise of their vote, members of the Association shall do so based on merit and shall have regards to the following factors about the applicants and the Board as a whole:
  - (i) Their prior experience as a director, trustee, or experience in any other governance role;
  - (ii) Their knowledge of, and experience in squash generally, at national, district, and/or club level;

- (iii) Their occupational skills, abilities and experience;
  - (iv) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
  - (v) The desire for conflicts of interest on the Board to be minimised;
  - (vi) The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
  - (vii) The desire for gender balance on the Board.
- (d) Elected Board members shall be elected at the Annual General Meeting. Nominations for election shall close with the General Manager four (4) weeks and 2 days before the date of the Annual General Meeting and four (4) weeks' notice of such nominations shall be given to all clubs.
- (e) A notice calling for such nominations shall be sent to all clubs at least one month prior to the closing date for nominations. Nominations must be submitted on the prescribed form and shall contain the nominee's signature by way of consent. The failure of the General Manager or any other officer of the Association to circulate nominations to clubs as provided above shall not invalidate any nominations lodged with the Association on or before the closing date.
- (f) A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of Squash Wellington, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- (i) A person who is an employee of, or contractor to Squash Wellington.
  - (ii) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
  - (iii) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that

person has obtained a pardon, has served the sentence imposed on them or the conviction has been voided by the Clean Slate Act.

- (iv) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- (v) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- (g) If any of the circumstances listed in Rules 10(f)(i) to 10(f)(v) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.
- (h) If a Board Member becomes or holds any position referred to in Rule 10(f)(i) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.
- (i) Excluding the Chairperson, no more than (2) members of the Board may be from the one club.
- (j) Co-opted Board members may be appointed at any time by the Board. In the exercise of their decision, the Board shall do so based on merit and shall have regards to the factors about the applicants and the Board as a whole as listed under Rule 10(c). If required a simple majority vote of the Board is required to appoint a co-opted Board member. The Board may advertise publicly or invite applications for the position of co-opted Board member. A co-opted Board member need not be a member of the Association. A co-opted Board member has equal voting rights as elected Board members.
- (k) Upon election to office Board members shall remain in office for a maximum of two years expiring on conclusion of the relevant AGM. Retired Board members shall be eligible for nomination and re-election at the Associations General Meeting up to a maximum of three consecutive terms. Prior to each AGM, the Board shall advise the General Manager of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.
- (l) The term of office for co-opted Board members shall be for a period as determined by the Board but such period shall not be beyond the AGM following their appointment.

- (m) If there are insufficient nominations for the minimum number of vacant elected Board positions, those persons for whom formal nominations were lodged shall be deemed to be automatically elected to office and the remaining vacant positions filled in accordance with Rule 10(o).
- (n) The Board shall, at its first meeting following each Annual General Meeting elect a Chairperson of the Board.
- (o) Where the maximum complement of Board members is not filled, irrespective of the cause, the vacancy or vacancies shall be notified to member clubs who shall be invited to nominate person or persons to fill the vacancy or vacancies, which the Board may fill at its discretion and such appointment(s) shall be for the period up to the next AGM of the Association.
- (p) The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 13.
- (q) Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 10(o).
- (r) Upon the General Manager receiving a request for an SGM for the purpose of removing a Board Member, the General Manager shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 9(d).
- (s) Following the notification under Rule 9(d) and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- (t) The Board may, with the approval of a motion by no less than seventy-five (75) percent of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 13 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
  - (i) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and



- (ii) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

## **11. BOARD MEETINGS**

- (a) The Board shall meet at such times and places as it may from time to time decide. A meeting shall be called on the requisition of either the Chairperson or any two of the Board members. Any such meeting so requested shall be held within fourteen (14) days of the receipt of such requisition.
- (b) The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson the Board shall elect a substitute who will preside at the meeting.
- (c) Each Board member shall only have one vote at Board meetings. Voting shall be by voices, email or, upon request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- (d) At any Board meeting three (3) Board Members present shall constitute a quorum and, no fewer than 3 members must cast a vote for a resolution to take effect i.e. if 3 members are present yet one abstains from voting, the resolution cannot carry and the chair does not have a casting vote.
- (e) The Board may from time to time set up such committees as it considers necessary, to assist it in the conduct of the Association's business. Membership of such committees shall unless otherwise provided be at the discretion of the Board.
- (f) A resolution in writing, signed or consented to by nominations, or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- (g) Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and

simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

## 12. POWERS OF THE BOARD

The Board shall have the power to:

- (a) Appoint the General Manager;
- (b) Define delegations of authority from the Board to the General Manager;
- (c) Adopt and review the strategic plan for all squash in the region;
- (d) Adopt and review the annual plan and budget for Squash Wellington;
- (e) Determine applications from individuals and clubs wishing to be Members of Squash Wellington;
- (f) Hold meetings and forums for the Members, including General Meetings;
- (g) Sanction competitions and events as squash events;
- (h) Approve rules and regulations for any Squash Wellington competitions or events including conditions of entry;
- (i) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (j) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for Squash Wellington representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) Delegate to selectors the power to put forward for selection athletes and teams to be Squash Wellington representatives, with the final approval for selection resting with the Board;
- (l) Determine the yearly calendar for regional squash competitions;
- (m) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (n) Control expenditure and raise funds to fulfil the Objects of Squash Wellington;
- (o) Open and operate in the name of Squash Wellington such bank accounts as deemed necessary;
- (p) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (q) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (r) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of Squash Wellington;
- (s) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (t) Do all other acts and things which are within the Powers and Objects of Squash Wellington and which the Board considers are appropriate.

- (u) If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of Squash Wellington, the matter will be determined by the Board.

### **13. DUTIES OF THE BOARD**

The duties of each Board Member are to:

- (a) Regularly attend Board meetings and General Meetings of Squash Wellington;
- (b) Provide good governance for Squash Wellington;
- (c) Exercise the Powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of Squash Wellington;
- (e) Act in good faith and the best interests of Squash Wellington at all times;
- (f) Act, and ensure Squash Wellington acts, in accordance with this Constitution;
- (g) Act, and ensure Squash Wellington acts, in accordance with the Health and Safety at Work Act 2015.
- (h) Formulate such by-laws, regulations, policies and procedures as are appropriate for Squash Wellington;
- (i) Where appropriate, engage in activities to promote, market, represent and fundraise for Squash Wellington;
- (j) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (k) Take such other steps as determined by the Board in respect of any interest specified in Rule (j) above, which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (l) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - (i) As agreed by the Board for the purposes of Squash Wellington;
  - (ii) As required by law; or
  - (iii) To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (m) Do such other things within these rules as the Board agrees to promote the objects of Squash Wellington.

### **14. DISQUALIFICATION**

- (a) Member clubs must advise the Association of the names of club members who are disqualified or suspended for any reason in accordance with their rules.
  
- (b) No club member who has been reported to the Association, as having been disqualified by any 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 to be liable to forfeit all matches in which a disqualified member, who has been so reported and notice of whose disqualification has been forwarded to the club takes part.
  
- (c) Right of Appeal:
  - (i) Any club, team, club member 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 simple majority thereof allow or disallow such appeal.
  - (ii) Such appeal must be notified to the General Manager of the Association within twenty-one (21) days after notification of such decision

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

- (a) The financial year of the Association shall end on 31<sup>st</sup> December in each and every year.
- (b) The Board shall prepare a Financial Report of the year's activities, which shall be presented to the next Annual General Meeting. The Financial Report shall at least include a Statement of Financial Performance and a Statement of Financial Position. The Annual Financial Statements shall be certified by the Chairperson and one other Board member.
- (c) The Board may from time to time appoint an auditor to review the annual financial statements and to perform an internal review of financial systems and/or procedures.
- (d) The Board shall have the power to open and operate any bank account or accounts at its discretion. Any such accounts may be operated upon with cheques, and other withdrawals signed and/or endorsed by two or more persons as the Board may from time to time decide provided that the Board may in particular authorize one person to endorse cheques to be paid to the credit of any bank account of the Association and/or transfer funds between Association bank accounts.

## **16. USE OF FUNDS**

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.

## **17. COMMON SEAL**

The common seal of Squash Wellington shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

## **18. BORROWING POWERS**

The Board may, at its discretion raise or borrow money upon any mortgage or debentures or other security, charging any of the real or personal property of the Association or any part or parts thereof and the Association may borrow any money either by way of overdraft or otherwise without security at the discretion and upon such terms as the Board may from time to time decide.

## **19. ALTERATION TO RULES**

- (a) The Rules of the Association may be altered, repealed or replaced by a resolution of a seventy-five (75) percent majority of the votes recorded by those present at any general meeting.
- (b) The notice calling it shall have specified the proposed alteration repeal or substitution 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. Notice of any motion importing a change in the Rules shall be forwarded in writing to the General Manager not later than 40 days before the date of the general meeting, and 30 days' notice of such proposed alteration to be given to all members.
- (c) No addition to or alteration of the non-profit aims, personal benefit clause, or the winding up clause shall be approved by a general meeting of the Association, without the prior approval the Inland Revenue Department. The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **20. BY-LAWS**

- (a) The Board shall have the power to make alter or repeal such by-laws as it may think fit for the

wellbeing 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.

- (b) The Board shall have power to delegate all or any or portion of its powers to any committees, person or persons as the Board in its sole discretion may deem fit.

## **21. WINDING UP**

- (a) Upon the winding up of the Association in accordance with Section 24 of the Incorporated Societies Act 1908, its assets (if any) shall be realized in such a manner as the Board may decide and after satisfaction of all debts and liabilities any surplus proceeds shall be distributed in such a manner as determined by the second General Meeting called for the purpose of confirming the “winding up” resolution of the first General Meeting.
- (b) Any distributions arising from the dissolution of Squash Wellington Districts Incorporated shall only be made to such organisations that are charitable under New Zealand law.

## **22. REPEAL OF PREVIOUS RULES**

These Rules repeal and replace in their entirety former Rules of the Association effective from the date of acceptance by the members of the Association and subject to registration hereof.

## **23. INDEMNITY**

Squash Wellington shall indemnify every member of the Board, the Chief Executive and other officers and employees of Squash Wellington in respect of all liability arising from the proper performance of their functions connected with Squash Wellington.

## **24. TRANSITION**

- (a) If any part of this Rule 24 is inconsistent with any other clause in this constitution, then Rule 24 prevails to the extent of the inconsistency over the other clause.
- (b) All members of the Board in place immediately prior to the adoption of this constitution will continue in office and exercise such powers and authorities as if they were deemed to be members of the Board under this constitution until midnight on the day prior to the date of election of members of the Board pursuant to this constitution, at which point they will be deemed to have resigned with effect from midnight on that date.
- (c) At the first election of the Board under this constitution, two Board Members will be elected for

a one-year term and three will be elected for a two-year term, as determined by the Board.

- (d) At the completion of 24(c) the Board Members will meet to elect a Chairperson of the Board. The meeting will be chaired by an Honorary Life Member who does not have voting rights.
- (e) Honorary Life Members on the date of adoption of this constitution shall continue as Honorary Life Members under this constitution.