

CONSTITUTION OF SQUASH BAY OF PLENTY (INCORPORATED)

1. NAME

- 1.1 THE name of the Association shall be SQUASH BAY OF PLENTY (INCORPORATED).

2. REGISTRATION

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

3. REGISTERED OFFICE

- 3.1 THE registered office of the Association shall be Sport Bay of Plenty, Pukaki Street, Rotorua, or at such place as the Board shall from time to time determine.

4. INTERPRETATION

- 4.1 IN these Rules and in any bylaws of the Association unless a contrary intention appears:
- (a) "Association" means "Squash Bay of Plenty (Incorporated)".
 - (b) "Board" means the Board of Management for the time being elected or appointed under the Rules of the Association.
 - (c) Words importing the masculine gender shall be deemed to include the feminine and words importing the singular number shall be deemed to include the plural and vice versa.
 - (d) All references to "member" shall apply equally to "Member Clubs", "Individual Members", "Honorary Members", "Associate Members", "Professional Members", and "Honorary Life Members", and references to "Club Member" means a person who is an affiliated member of a Member Club, and any reference to "a Financial Member" shall be a reference to a Financial Member as stipulated by the Board or NZ Squash Association (Incorporated).
 - (e) "Year" means the twelve (12) month period from the 1st day of October until the last day of September next following and that period shall apply to the expression "the financial year" of the Association.

- (f) In the case of any dispute as to the interpretation of these Rules the Board shall be the sole authority and its decision shall be final unless and until set aside or varied by the Association in general meeting.

5. OBJECTIVES

- 5.1 (a) In acknowledgement of the mission statement of the Association to lead the development and promotion of squash at all levels throughout the Provincial District of the Bay of Plenty, and specifically to foster, administer, control and regulate the game of squash in that area under the jurisdiction of the Association.
- (b) To administer, arrange, control and manage interclub and inter-association matters, contests, championships and tournaments relating to the game of squash.
- (c) To affiliate with the New Zealand Squash (Incorporated) and/or with any other similar Association.
- (d) To consider and settle disputes and differences between members of the Association.
- (e) To make any necessary rules, regulations and bylaws which are considered for the administration, government, control and management of the Association generally.

6. MEMBERSHIP AND AFFILIATION

6.1 THE membership of the Association shall comprise:

- (a) Squash Clubs in the Bay of Plenty Provincial District which are affiliated to NZ Squash (Incorporated) who 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 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 in General Meeting may decide.
- (c) Associate Members being commercial squash centres or any organisation or person owning courts or any person firm or body interested in the promotion of the game subject to such privileges as the Board 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 submitted for consideration at the next General Meeting of the Board. The Board shall not be required by any advocate or person acting on behalf of the applicant to give any reason for its refusal to accept an application for membership.
- (c) Each Club so applying must furnish its full name and full particulars of its courts, number of members, colours and a copy of rules and such other information as the Board may require.

6.3 RETIRING from Membership:

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

7. COMPLAINTS, SUSPENSION OR TERMINATION OF MEMBERSHIP

- 7.1 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 the 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 7.3.
- 7.2 The Board may of its own motion deal with any matter which could have been the subject of a written complaint under Rule 7.1 even though a written complaint has not been made; and the Board may furthermore of its own motion deal with any infringement, breach or non compliance with these Rules by any Member Club as if such infringement, breach or non compliance was the subject of a written complaint.
- 7.3 When considering a complaint under Rule 7.1 the Board 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 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 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 then present that the conduct has been shown on a balance of probability to be such as to have adversely affected, or be likely to adversely affect the reputation, good name or welfare of 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 7.1 shall have the same rights.

- 7.4 When the Board exercises its power under Rule 7.2 it shall appoint a special subcommittee to consider and determine the matter in accordance with the procedure under Rule 7.3 and the Board 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 complainant under that Rule.

8. PAYMENTS

- 8.1 THE Association in General Meeting shall have 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.
- 8.2. THE Association in General Meeting shall have power at any time to fix and charge an annual subscription to any member of the Association, provided that
- (a) Subscriptions shall be due on the 1st of June in each year, or as determined by the Association, and whether in one lump sum or in instalments, except those of new Members which shall be due on the date of their election, and must be paid within one month of due date.
 - (b) Within fourteen (14) days of a request being made Clubs must supply to the Board 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 General Meeting may also decide what further fees and levies, if any, may be paid for any purpose covered by these Rules.

9. BOARD

- 9.1 THE affairs and business of the Association shall be controlled and managed by a Board:

- 9.2 **THE** Board of the Association shall comprise a Chairperson and in addition shall include not less than six (6) directors all being members elected from and by the Member Clubs throughout the Provincial District of the Bay of Plenty, and shall also comprise and include any administrator or officer as determined by the Board from time to time.
- 9.3 A Chairperson of the Board shall be elected by the Members at the Annual General Meeting, and the first Chairperson of the Board to be elected on the date of adoption of this Constitution shall hold office until the Annual General Meeting to be held in the Year 2000.
- 9.4 **MEMBERS** elected to the Board at Annual General Meeting shall not assume their office until the termination of the Annual General Meeting at which they are elected, excepting that Members elected to the Board at the date on which this Constitution is adopted shall remain Members of the Board until the Annual General Meeting in the Year 2000.
- 9.5 **BOARD** Members shall always be current financial members of the Association or of a Member Club, unless otherwise permitted by the Association in general meeting.
- 9.6 **IF** any vacancy shall occur in 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.
- 9.7 **THE** Board will appoint/employ a Secretary/Administrator and any other officers as the Board may determine (including, but without limitation, a Regional Development Officer) for the purposes of implementing any strategic plan adopted by the Association. If such person(s) is not a duly elected Board Member, then that person(s) shall be an ex officio member of the Board and will possess no power of voting at Board meetings.
- 9.8 **MEETINGS** of the Board shall be held at such times and in such manner as may be determined by the Board. The Board shall be required during each financial year of the Association to hold not less than four (4) general meetings with delegates of Member Clubs to which meetings shall be invited any Members as defined in this Constitution. These meetings shall, whenever practicable, be held during the period from the month of February to November in each year, with one (1) of such meetings to be held within two (2) calendar months of the Annual General Meeting. These meetings shall be called "Council of Clubs".
- 9.9 **THE** quorum for every Board meeting shall be 50% (to the nearest higher whole number) of the elected members who shall be present in person or take part by such other means as the Board shall from time to time decide including but not limited to telephone conference or televideo conference.
- 9.10 **AT** Board meetings each member present shall have one (1) vote. The chairperson shall at all times have a deliberative vote. Where votes on any matter are equal the Chairperson shall have a casting vote. The mode of voting shall be decided by the Chairperson at each meeting.

9.11 **THE** Secretary/Administrator and any Director may each year be paid an honorarium notwithstanding that the persons performing the duties of these offices may be duly elected members of the Board and the Board shall otherwise determine the remuneration of any employees of the Association.

10. **POWERS AND DUTIES OF THE BOARD**

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

10.2 **WITHOUT** limiting 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, licences or benefits in respect of and over any real or other property at such price and upon such terms and conditions as to payment of money or other consideration and upon such other terms and conditions as to tenure or otherwise as the Board thinks fit, and give and execute mortgages or other securities over the assets of the Association for the purpose of securing monies advanced or any part thereof.
- (b) To purchase, construct and maintain buildings, fences, vehicles, machinery and all facilities, works and equipment as it considers to be of benefit to the Association and to acquire or grant 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 part or parts thereof, or upon debentures or mortgage debentures charging the whole or any part of the assets of the Association and to execute mortgages and debentures and any securities and to borrow from bankers, companies or other persons with or without security. This authority shall be limited to a maximum sum of FIFTY THOUSAND DOLLARS (\$50,000.00) from all sources without the prior authority of the Association in General Meeting.
- (d) To provide a Common Seal and arrange for its safe custody and to execute all such documents as may be required by law to be executed under seal. The seal shall not be affixed to any document except pursuant to a resolution of the Board and in the presence of two (2) members of the Board.
- (e) To invest any funds of the Association in any form of security or investment for the time being authorised by law for the investment of trust funds in New Zealand and in the name of the 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 subcommittees as it may think necessary or appropriate to assist the Board in determining all matters relating to management, maintenance, development and promotion, coaching, improvements and other general matters relating to the Association and to ensure compliance with the rules, bylaws and regulations of NZ Squash (Incorporated).
- 10.4 **ALL** funds of the Association shall be paid into a bank or bank accounts and the signatures of at least two (2) Board members or one (1) Board member and either the Treasurer or some other person nominated by the Board shall be necessary for the withdrawal of funds and the transaction of any banking business of whatever nature.
- 10.5 **THE** Board shall appoint a solicitor to the Association and shall appoint a chartered accountant to be auditor for the Association, both of whom shall not 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 General Meeting shall give notice in writing of such remit to the Administrator/Secretary not later than one (1) calendar month before the date on which the last Council of Clubs meeting is to be held in each year prior to the Annual General Meeting, and shall then be required to promote and discuss such remit or motion at such meeting of Council of Clubs. If such Council of Clubs then accepts such remit or motion for further discussion at the Annual General Meeting further notice shall then be given of such remit or motion not later than one (1) month before the date of such Annual General Meeting.
- 11.3 **AT** the Annual General Meeting an Annual Report and duly dated Balance Sheet shall be submitted. Copies of such report and balance sheet shall have been sent with the notices of the meeting. The order of business shall be:
- (a) Roll call and confirmation of Member Clubs and Delegates represented.
 - (b) Confirmation of Minutes of previous Annual General Meeting.
 - (c) Adoption of Annual report and Statement of Accounts.
 - (d) Election of the Chairperson of the Board.
 - (e) Election of the Members of the Board.
 - (f) Motions and/or remits to be considered in accordance with Rule 11.2.
 - (g) General Business
- 11.4 **PERSONS** elected to the Board shall hold office, subject to Rule 9.5, until death, retirement or election of a successor.

- 11.5 **THE** Board may at any time convene an ordinary General Meeting for any purpose or purposes and shall within one (1) calendar month after a requisition in writing signed by the Delegates of three Clubs which are Members of the Association (which requisition shall set out the business proposed to be transacted at such meeting) convene a Special General Meeting for any purpose or purposes. At any meeting so called only the business set out in the notice shall be dealt with.
- 11.6 **AT** the Annual General Meeting or at any General Meeting concerning membership of the Board, the Chairperson of the Board shall, at his or her discretion, call for nominations to and election of Members to the Board, exercising discretion regarding nominations and elections of individuals to particular positions, or as Members of the Board then to be allocated particular positions.

12. NOTICE OF MEETINGS

- 12.1 **NOTICE** of all General Meetings shall be given by the Administrator/Secretary to all Members at least one (1) calendar month before such meeting. Such notice shall specify the time and place of the meeting and the business to be dealt with.
- 12.2 **NOTICE** posted to the Administrator/Secretary of a Member Club shall operate as notice to that Club.
- 12.3 **NOTICE** to an individual Member shall be sent by post to the last known address of the Member.
- 12.4 **IN** calculating the time requirements for the giving of notice the day on which the notice is posted or personally handed to the Member and the day of the General Meeting shall be excluded.

13. PROCEDURE AT GENERAL MEETINGS

- 13.1 **AT** all General Meetings the chair will be taken by the Chair of the Board but if that person is not present at the time when the meeting is due to start those present shall elect a chairman from among the Board members (except the Administrator/Secretary) present and if no member of the Board is present then from among the members generally and the Chairman so elected shall remain in the chair until the arrival of the Chair of the Board.
- 13.2 **ALL** resolutions at a General Meeting shall be decided by a majority of votes of those personally present and entitled to vote.
- 13.3 **THE** Chairperson shall have a deliberative vote at all meetings. In a case where votes are equal the Chairperson shall have a casting vote. The Chairperson shall decide upon a show of hands in the first instance but any two Delegates may demand a ballot.
- 13.4 **THE** quorum at all General Meetings shall be that number of registered delegates representing not less than three fifths (3/5ths) of the number of Member Clubs of the Association.

14. ATTENDANCE AT GENERAL MEETINGS

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

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

15. VOTING RIGHTS & REPRESENTATION

- 15.1 **WHEN** applying for affiliation any Club shall advise the Secretary of the Association of the name and address of its Delegate or Delegates, and the number of financial members of the Club. In every successive year at least seven clear days before the Annual General Meeting each Club shall forward to the Secretary the name of its Delegate or Delegates for the ensuring year and the number of person who were financial members of the Club as at the last day of the preceding financial year of the Association.
- 15.2 **NO** person who is not a bona fide financial member of an affiliated Club may act as a Delegate for that Club.
- 15.3 **ANY** Board member of the Association may be a Delegate for the Club of which the member is a financial member.
- 15.4 **EACH** Club with a membership not exceeding 100 financial members as at the last financial year of the Association shall be entitled to nominate one (1) Delegate to exercise voting rights on behalf of that Club
- 15.5 A Club shall be entitled to nominate an extra Delegate for each complete 100 financial members in excess of 100 **PROVIDED HOWEVER** no Club shall have more than three (3) delegates in total.
- 15.6 **NO** Delegate may represent more than one Club.
- 15.7 **DELEGATES** and members who are individuals must be personally present to exercise voting rights. Voting rights may not be exercised by proxy, in writing or by electronic means The words electronic means include but are not limited to telephone, telegraph, electronic mail or televideo.
- 15.8 **IN** the event of a duly nominated Delegate becoming ill, incapacitated or otherwise unable to act between the time of nomination of that Delegate and the commencement of the meeting, the Delegate may be substituted by the Club giving notice in writing prior to or at commencement of the General Meeting.

16. POWERS RESERVED FROM BOARD

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

17. ALTERATION TO RULES

- 17.1 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 General Meeting. The notice calling the General Meeting shall specify the proposed alteration, repeal or replacement but nothing in this Rule shall prohibit the amendment at any General Meeting of any proposal which has been specified in the notice calling the meeting.
- 17.2 NOTICE of any motion importing a change in the Rules shall be forwarded in writing to the Board, not later than one (1) calendar month prior to the date of the General Meeting.

18. USE OF FUNDS

- 18.1 NO profit or other funds of the Association shall be used or made available to be used for the private pecuniary profit of any Individual Member either during the active life of the Association or on dissolution.

19. DISSOLUTION OR WINDING UP

- 19.1 UPON the winding up of the Association in accordance with Section 24 of the Incorporated Societies Act 1908 of the Association its assets (if any) shall be realised in such manner as the Board may decide and after satisfaction of all debts and liabilities any surplus proceeds shall be distributed in such manner as determined by a general meeting called for that purpose.

20. CONSTITUTION

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

21. COLOURS

- 21.1 THE colours of the Association are blue and gold.

DATED at Rotorua this 20th day of October 1999