



SQUASH NEW ZEALAND INCORPORATED

CONSTITUTION

As amended ~~30 November 2019~~ **31 August 2022**

Name:

District:

Role:

Date:

Name:

District:

Role:

Date:

Name:

District:

Role:

Date:

CONSTITUTION OF SQUASH NEW ZEALAND INCORPORATED

1. NAME

The name of the Association shall be "Squash New Zealand Incorporated"

2. OBJECTS

The Objects for which the Association is established are:

- (a) To control, advance and regulate the game of squash throughout New Zealand;
- (b) To promote other squash related activities including Racketball (promoted by World Squash Federation as Squash57) in order to advance the game of squash.
- (c) To make arrangements incidental to visits of international teams to New Zealand, and to manage and control all New Zealand representative teams playing within or outside of New Zealand;
- (d) To put in place processes to settle disputes or differences between Member Districts affiliated to the Association and for the hearing of any appeals as required by the Association;
- (e) To affiliate to the World Squash Federation and to any other similar Association or Organisation as determined by the Association; and
- (f) To make regulations, by-laws, policies and codes and procedures for the governance of the Association generally and to do all such lawful things as may be incidental to the above objects or any of them.

3. POWERS

The powers of the Association shall be to:

- (a) Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges and establish, maintain and have an interest in such corporate and other entities to carry on and conduct all or any part of the affairs of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (b) Control expenditure and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property, and open and operate such bank accounts in the name of the Association as deemed necessary;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the Association and to grant such rights and privileges of such property as it considers appropriate;
- (d) Construct, maintain and alter any buildings, premises or facilities and carry out works for the improvement of such buildings, premises or facilities;

- (e) Set and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship and government funding or otherwise;
- (f) Determine the regulations, by-laws, policies, codes and procedures for the governance, management and operation of squash in New Zealand;
- (g) Set and enforce disciplinary procedures for its Members, including imposing sanctions, and resolve any disputes not provided for in this Constitution;
- (h) Determine, employ, contract and terminate appointments of staff and organisations to advise or work for and with the Association, including appointing and defining delegations to the Chief Executive and any commissions, committees or other groups established by it, and filling vacancies on the Board;
- (i) Be a member and contribute to the administration and promotion of the World Squash Federation and any other federation as determined by the Association;
- (j) Be a member of, affiliate or be associated in any other way, with any organisation which has objects which are similar, in whole or in part, to the Objects of the Association;
- (k) Determine who are its members;
- (l) Hold General Meetings and take minutes;
- (m) Make and enforce rules and regulations of competitions, tournaments and events for squash in New Zealand, including conditions of entry;
- (n) Develop, adopt and review the national strategic plan for all squash and the annual plan and budget for the Association;
- (o) Develop national and other programmes for squash competitions, coaching and officiating;
- (p) Establish, organise, sanction and control international and national squash competitions, tournaments and events in New Zealand;
- (q) Honour achievement and services to squash and the Association;
- (r) Appoint coaches, managers, selectors, officials, referees, and other support personnel for the Association national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (s) Select, or delegate to selectors the power to select, athletes and teams to be national representatives;
- (t) Determine the yearly calendar for international, national and other Association competitions;
- (u) Undertake research about squash and related matters to fulfil the Objects of the Association;

- (v) Print and publish any newspapers, periodicals, books or leaflets and websites and develop and implement any computer systems of software packages and applications for the promotion of squash in New Zealand;
- (w) Create, licence, use, exploit and protect the intellectual property of the Association;
- (x) 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 Association, or with which the Association is authorised to amalgamate or generally for any purpose designed to benefit the Association;
- (y) Do any other acts or things which further the Objects of the Association, provided that the above powers shall not limit the rights and powers of the Association as an incorporated society under the Act; and
- (z) Refer matters of national significance, disputes and other cases to the Sports Disputes Tribunal of New Zealand to be determined in accordance with its Rules.

4. **INTERPRETATION**

In these Rules or in any of the By-laws of the Association, “Association” means “Squash New Zealand Incorporated” and “the Board” means the “the Board of the Association”.

“Intellectual Property” means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to the Association or any event, or any competition or squash activity or programme of or conducted, promoted or administered by the Association.

“National Representative” means a squash player or other member of a squash team or squad, who has been selected to play squash in an event or competition as a representative of New Zealand, and includes a referee selected to represent New Zealand.

“Official” means any person who is appointed by the Board to positions of responsibility within the Association which may be unpaid and including national selectors.

All references to “Member” and “Members” shall apply equally to “Club Members”, “Member Clubs”, “Member Districts”, “Honorary Life Members” and “Associate Members”. All references to “Club Members” shall refer to individual members of Member Clubs, Associate Members or Member Districts. When in lower case “member(s),” “membership” and “player(s)” are being used generically.

All references to “General Meetings” refer to both Annual General Meetings (“AGMs”) and Special General Meetings (“SGMs”).

“Chief Executive” means the chief executive of the Association.

“BAP” means the independent Board Appointments Panel.

“Elected Member” and “Elected Board Member” mean a board member elected by the voting members of the Association.

“Appointed Member” and “Appointed Board Member” mean a board member independently appointed by the independent BAP.

“Board Member” means either an Elected or Appointed Board Member.

“Board Chair” means the chair of the Board of the Association.

“District Voting Delegate” means the Member District representative authorised to vote for a district at a General Meeting.

The number of “Senior Equivalent Members” of a Member Club is the total gross squash revenue of the club divided by the senior member fee (both GST-exclusive), as provided by the Member Club in its most recent 31 July annual return.

“National Member Register” means the register of all Members.

“Patron” means a patron appointed at an Annual General Meeting.

“2014 Rules” means the Constitution amended to 29 November 2014.

“Auditor” means the Association’s auditor appointed at an AGM.

“Objects” means the objects of the Association.

5. **MEMBERSHIP**

5.1 **Member Categories**

5.1.1 Members of the Association are subject to the control and powers of the Association as defined in these Rules and shall consist of a range of organisations and individuals in the following categories:

- (a) **Member Clubs** being incorporated or otherwise as squash clubs or multisport clubs which include squash in New Zealand.

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.

- (b) **Member Districts** being incorporated squash districts, whose members are Member Clubs and Associate Members within their Districts.
- (c) **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 decide.

- (d) **Associate Members** being any organisations or persons involved with the game of squash or operating squash facilities, and not otherwise able to be admitted to membership of the Association as a Member Club as defined in this rule.

Associate Members may include schools, recreation centres, businesses owning or leasing squash courts and other organisations as determined by the Board but excludes Member Clubs as defined in this rule.

The privileges of Associate Members may vary and will be as the Association and Member District, within their respective capacities, may decide.

- (e) **Club Members** being all squash members of Member Clubs and Associate Members. For clarity, all members of Member Clubs and Associate Members are deemed to be members of their Member District and the Association.

5.1.2 The Association, at its sole discretion, shall decide upon any category of membership for a Member, which in some cases may include making exceptions to rule 5.1.1(a), and which will be the same for both the Member District and the Association.

5.2 **Member Districts**

5.2.1 Member Districts shall be formed by application to the Association by a group of Member Clubs in the same geographical area who wish to form a District Association. The application shall be made to the Chief Executive and shall be considered and voted on by the Association at a General Meeting.

5.2.2 Districts shall be those areas recognised as Member Districts by the Association with the boundaries of such Districts to be determined by the Board.

5.2.3 The Association is empowered to alter such boundaries and to recognise such further Districts as new Member Districts.

5.2.4 The Association shall have regard to the following criteria before acceptance of such districts as Member Districts:

- (a) the minimum requirement for Member Districts shall be at least eight clubs owning or occupying their court or courts and each such club to have at least 50 Club Members and with a Member District total of at least 1,000 Club Members; or
- (b) the geographical boundaries and the size of the area of the applying districts are such that it is more practical and convenient for the administration of Squash in the area that such a Member District be formed.

5.3 Membership

5.3.1 Becoming a Member

- (a) Organisations wishing to join a District Association shall apply to their local District Association and to the Association.
- (b) Each organisation 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 District Association and Association may require.
- (c) The application shall be considered by the Boards of both associations who together may either accept or refuse any application for membership of the associations, with the Association's Board's decision, with regard to membership and privileges, being final when agreement cannot be reached.

5.3.2 Resignations from Membership

Any Member who resigns with debts owing to the Association may not be able to re-join until the debts are paid.

5.3.3 Removal from Membership

The removal of any Member Club or Associate Member will be determined by the Boards of both the District and the Association, for any reason considered appropriate to them, with the Association's Board's decision being final when agreement cannot be reached.

5.3.4 Membership Return

- (a) For the purposes of maintaining the National Member Register, a return of Members (in the form prescribed by the Association), including full name, residential address and email of each member, shall be forwarded by each Member Club and Associate Member to the national office of Squash New Zealand by 31 July each year.
- (b) Member Clubs and Associate Members must, within seven days of a request being made, supply a full list of their membership to the Association.
- (c) For the purposes of the Privacy Act (1993) all Club Members of Member Clubs and Associate Members will be deemed to be aware of clauses 5.3.4 (a and b) above relating to disclosure of personal information and to have given their authorisation to such disclosure.
- (d) All Member Clubs and Associate Members shall, for the purposes of compliance with the Privacy Act (1993) draw attention of prospective Club Members to provisions of clauses 5.3.4 (a to c) above.

6. SUBSCRIPTIONS

The Board shall have the power to fix the subscriptions, fees and/or levies to be paid by various categories of membership to the Association, and their terms of payment.

7. GENERAL MEETINGS AND VOTING

7.1 Annual General Meeting

7.1.1 The Board shall arrange for the AGM to be held annually at such time and place as the Board may decide but not more than 15 months after the last AGM.

7.1.2 The Chief Executive will send 60 days' notice of an AGM, advising the date of the AGM, by email or other written form to all Member Districts, the Patron, Honorary Life Members and Board Members.

7.1.3 The following business may be conducted at an AGM:

- (a) approval of the Minutes of the previous AGM and matters arising;
- (b) receipt of the Board Chair's report and the Chief Executive's report;
- (c) appointment of a Patron
- (d) appointment of the Auditor
- (e) appointment of an Honorary Solicitor;
- (f) receipt from the Board of audited financial statements for the preceding financial year;
- (g) election to fill any vacancies for Elected Board Members;
- (h) appointment of scrutineers for the meeting;
- (i) any motion(s) to alter the Constitution or By-Laws;
- (j) any other items of business that have been properly submitted for consideration; and
- (k) any other items may be discussed, but not voted on, as per 7.3.2,

noting that items a), d) and f) must be conducted.

7.1.4 Not less than 40 days before the date set for the AGM, proposed motions (including proposed alterations to the Constitution and By-Laws), nominations for Elected Board Members and other items of business must be received in writing by the Chief Executive from the Member Districts.

7.1.5 Any other General Meetings shall be SGMs.

7.2 Special General Meeting

7.2.1 The Board may arrange any SGM at a time and place as the Board may decide.

7.2.2 The Chief Executive must give notice of a SGM, by email or other written form, to all Member Districts, the Patron, Honorary Life Members and Board Members within 10 days of a signed written request (which shall set out the business proposed to be transacted at such meeting) being received from either three or more Board Members or three or more Member Districts. Prior to the expiration of the 10 day period, either three or more members of the Board or three or more Member Districts may propose additional business to be transacted at such meeting, but such proposals will not extend the 10 day period. The Board must set a date for the SGM no later than 40 days after the written request is received.

7.3 Agendas of General Meetings

7.3.1 Notices of General Meetings will be sent by the Chief Executive by email or other written form to all Member Districts, the Patron, Honorary Life Members and Board Members.

7.3.2 An agenda stating all the proposed business for a General Meeting shall be sent by the Chief Executive by email or other written form to all Member Districts, the Patron, Honorary Life Members and Board Members not less than 30 days before the meeting date. Additional items of business not listed on the agenda cannot be voted on (unless the agenda has been incorrectly compiled), except that any proposal in the agenda may be amended, and additional items may be discussed by agreement of greater than a three-fifths majority of weighted votes from Voting Delegates at the meeting.

7.4 Attendance at General Meetings

7.4.1 The following shall be entitled to attend General Meetings.

- (a) Patron and Honorary Life Members of the Association;
- (b) Board Members and the Chief Executive of the Association and their invitees;
- (c) Up to three delegates per Member District, one of whom shall be appointed by the Member District as the District Voting Delegate and who shall vote on behalf of his/her District. Notice of who is the District Voting Delegate will be provided by email or other written form by the District to the Chief Executive of the Association no less than three days before a General Meeting.

7.4.2 No Member District may have more than two delegates from the same Member Club. If a delegate is unable to attend the meeting, then the Member District shall be entitled to appoint another person to act. No person shall be entitled to be a delegate for a Member District unless that person belongs to a Member Club within that Member District or is an elected member of the Member district governing body.

7.4.3 A GM may be conducted by videoconference or similar electronic technology and is as valid as an in-person GM, but a GM may not be conducted with some District Voting Delegates in-person and others videoconferencing.

7.5 Voting at General Meetings

7.5.1 Only Member Districts may vote at a General Meeting.

7.5.2 Each Member District will appoint a District Voting Delegate and no-one other than a District Voting Delegate may vote except when a proxy has been duly appointed. Voting shall be by show of hands or secret ballot if called for.

7.5.3 Any District Voting Delegate may by notice in writing or by email or other written means, to the Chief Executive of the Association appoint as a proxy any person including any other District delegate to be his/her District Voting Delegate to attend meetings of the Association on his/her behalf, to vote and act for him/her in his/her capacity as a District Voting Delegate of the Association as fully and effectually to all intents and purposes as such District Voting Delegate could do in his/her own proper person if personally attending the meeting.

7.5.4 Such notice of appointment of a proxy must be received by the Chief Executive of the Association prior to the start of any General Meeting.

7.5.5 A vote in accordance with terms of notice under section 7.5.2 shall be valid notwithstanding the absence of the District Voting Delegate.

7.5.6 The chair of a General Meeting shall be the Board Chair and shall have the casting vote.

7.6 Weighting of Votes

The weight of the vote of each Member District at any General Meeting shall be one per 450 Senior Equivalent Members of the Member Clubs affiliated to the Member District as per the most recent 31 July returns, rounded to the nearest whole number, and counting only those Member Clubs who have paid their Association levies on time, with a minimum weighting of three per Member District.

7.7 Procedure at General Meetings

7.7.1 At all General Meetings the role of chair will be taken by the Board Chair. In the absence of the Board Chair, then from among the Board Members generally a chair shall be elected by the Board to remain in the chair until the arrival of the Board Chair.

7.7.2 When the Board Chair is standing for election, he/she shall temporarily vacate the chair and the meeting will appoint by consensus, or if necessary, by voting, a chair who shall chair the meeting for that election process.

7.8 Quorum

7.8.1 The quorum at a General Meeting shall be the presence of District Voting Delegates or their proxies who carry more than 50% of the total voting weight of Member Districts.

7.8.2 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum must be present at all times during the meeting.

7.8.3 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting the General Meeting shall be adjourned to such other day, time and place as determined by the Board. If no quorum is obtained at the stage of such further General Meeting the Members present at that further General Meeting are deemed to constitute a quorum.

8. FINANCE, ANNUAL REPORT AND AUDIT

8.1 The financial year of the Association shall be determined by the Board .

8.2 A report of the year's activities and an audited Statement of Accounts shall be prepared by the Board and Chief Executive for presentation to the next Annual General Meeting.

8.3 At the AGM of the Association an auditor shall be appointed to audit the Association's accounts and to certify the annual balance sheet. In the event of the auditor being unable to act the Board shall have power to appoint another auditor until the next AGM. The auditor may not be a Board Member or delegate to the Association.

8.4 The Board shall control and invest the funds of the Association. All funds shall be paid into a bank or banks and the signature of at least two Board Members shall be necessary for all withdrawals unless otherwise delegated by the Board.

9. ALTERATION TO THE RULES OR BY-LAWS

9.1 The rules or by-laws of the Association may be altered, repealed or replaced by a resolution of a three-fifths majority of votes recorded at a General Meeting.

9.2 The proposed alterations, repeal or substitution of the rules or by-laws shall be specified no later than the distribution of the agenda as per section 7.3.2.

9.3 Unless otherwise directed by a General Meeting the Board shall have power to make, alter or repeal such regulations, by-laws, policies, codes and procedures 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 a General Meeting.

10. BORROWING POWERS

The Association may at the discretion of the Board 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 whether by way of overdraft or otherwise without security at the discretion of and upon such terms as the Board may decide.

11. 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 person either during the life of the Association or on dissolution.

12. COMMON SEAL

The Association has no Common Seal.

13. INDEPENDENT BOARD APPOINTMENTS PANEL

13.1 The BAP shall be independent of the Board and shall be responsible for:

- (a) advertising for, identifying and/or inviting suitable candidates to apply for appointment as an Appointed Board Member, receiving and assessing applications from candidates for appointment as Appointed Board Members (including making enquiries and holding interviews), then choosing Appointed Board Members. For clarity, appointed positions must be advertised;
- (b) receiving and assessing nominations for candidates for election as Elected Board Members at a General Meeting (including, undertaking such enquiries and holding interviews and meetings as it sees fit); and
- (c) recommending to the General Meeting at which there are any Elected Board Member vacancies, the nominee(s) whom the BAP considers would best suit the position(s), for consideration and vote at a General Meeting.

13.2 In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the BAP shall take into account the following factors about the applicant, nominees and the Board as a whole:

- (a) their governance experience;
- (b) their personal qualities which will assist a well-functioning Board;
- (c) their knowledge of and experience in squash generally, at international, national, and/or local level, the desirability for understanding of, and empathy with players and others involved in squash;
- (d) their occupational skills, abilities and experience, given the desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally;
- (e) the desire for conflicts of interest on the Board to be minimised;
- (f) their level of knowledge and experience in community, sports and/or not for profit organisations;
- (g) the desirability for gender balance, diversity and representation of the communities of squash on the Board; and
- (h) the most recent competencies and needs assessment completed by the Board as per clause 13.8.

13.3 The BAP shall be appointed by the Board and comprise:

- (a) the Board Chair or if the Board Chair is seeking re-election then a Board Member (who is not seeking re-election) as determined by the Board, and who shall chair the BAP,
- (b) a person with experience in governance and director appointments who is independent of the Board and Member District boards and committees, as determined by the Board, and
- (c) a person who has an interest and understanding of squash in New Zealand who is independent of the Board and Member District boards and committees, as determined by the Board.

13.4 No person will be eligible to be a member of the BAP, or to remain on the BAP, if any of the circumstances listed in Rule 14.6.1 apply to that person.

13.5 If the Board as a whole has been removed, resigns *en masse* or does not have a quorum and is therefore unable to appoint the BAP, it shall be appointed by Sport New Zealand.

13.6 Any BAP vacancy that arises shall be filled with a replacement member by the Board.

13.7 The members of the BAP shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the BAP was established. There is no limit to the number of occasions a person can be appointed to the BAP.

13.8 Prior to the BAP commencing its assessment process the Board shall undertake an assessment of the competencies and needs of the Board and shall supply that assessment to the BAP. The BAP otherwise determines its own procedures. Any decision of the BAP regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.

13.9 No member of the BAP may seek appointment as a Board Member while a member of the BAP, and if the Board Chair is standing then the Board will appoint a replacement member to the BAP for that election.

13.10 The BAP shall meet and resolve as and when required and in such manner as it thinks fit, including by audio or audio visual conference, by phone or internet. Resolutions may be made by email.

13.11 The quorum for a meeting of the BAP shall be three members.

13.12 All information received by the BAP, and its deliberations, shall be kept confidential except to the extent required by law.

13.13 Members of the BAP who consider they may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the BAP.

13.14 The Board may replace any member of the BAP if the Board considers that:

- (a) the member has a conflict of interest;

- (b) there are circumstances which may give rise to a question of actual or apparent bias in the BAP's composition and/or process; or
- (c) any one or more of the circumstances listed in the Rule 14.6.1 apply to the member.

13.15 Before replacing any member of the BAP, the Board must notify the member of its proposal to replace them and give the member and the other members of the BAP the opportunity to make submissions on the proposed replacement. Taking into consideration any submissions, the Board's decision is final.

14. BOARD & BOARD MEETINGS

14.1 Board Role and Powers

14.1.1 Other than business to be undertaken by the Association at an AGM as per rule 7.1.3, the governance, management and control of the Association's affairs, the powers of the Association, and property, both real and personal, shall be vested in the Board.

14.1.2 The Board shall manage, control and otherwise carry out the Objects of the Association

14.1.3 Board Members shall have regard to the interests of the game of squash throughout the country as a whole, and where appropriate throughout the world.

14.1.4 The Board shall appoint a Chief Executive on terms and conditions set by the Board.

14.1.5 The Board shall have the power to delegate any one or more of its powers to any subcommittee person or persons as the board in its sole discretion determines.

14.2 Board Composition

14.2.1 The Board shall consist of a minimum of three and up to four persons elected by a General Meeting under rule 14.3 and a minimum of two and up to three additional members appointed by the BAP under rule 14.4.

14.2.2 There will be at least one man and at least one woman elected to the Board, and at least one man and at least one woman appointed to the Board. If a change occurs and for whatever reason this composition is not met, the BAP will appoint replacement Board Members under to attain this composition at the next practicable opportunity.

14.3 Election of Board Members and their Term of Office

14.3.1 Elected Board Members shall be elected by Member Districts at a General Meeting.

14.3.2 Nominations for election to the Board shall only come from Member Districts and any Member District can nominate candidates, who must be a financial Club Member or life member of a Member Club, from anywhere in New Zealand.

14.3.3 Nominations for election to the Board must be forwarded in writing to the Chief Executive no later than 40 days before the date of a General Meeting (the "Closing Date") and 30 days' notice of such nominations shall be given to all District Members and Honorary Life Members and the Patron.

- 14.3.4** In the event of there being fewer or exactly the number of nominations received by the Closing Date for the vacant elected positions available, the BAP will consider those nominations and nominees approved by the BAP will be duly elected, election being effective on the General Meeting date.
- 14.3.5** In the event of there being more than sufficient nominations received by the Closing Date for the vacant elected positions, and the BAP recommending at least the number of candidates required to fill the vacant positions, no late nominations will be permitted.
- 14.3.6** In any other event late nominations in writing shall be accepted by the Meeting up to seven days before the date of the General Meeting and five days' notice of such nominations shall be given to all Member Districts, Honorary Life Members and the Patron. Nominations will not be accepted from the floor.
- 14.3.7** Elected Board Members shall be elected to office for a term of three years before taking compulsory retirement. Retired Elected Board Members are eligible for nomination and re-election to the Board at a General Meeting, except that no Board Member, either elected or appointed or previously co-opted (under the 2014 Rules) may hold office for more than nine years in total, except that their term may be extended beyond nine years by a fraction of a year to the next General Meeting if agreed by a majority of the Board.
- 14.3.8** Elections will be cycled with the intention that no more than two elected board positions will become vacant at each Annual General Meeting.
- 14.3.9** If at a General Meeting it is necessary to elect Board Members for fewer than three years to accommodate rule 15.3.8, then the elections for the three-year terms will be held first, followed by separate elections for two-year or/then one-year terms, unless mutual agreement is reached between the candidates standing for election.
- 14.3.10** In the event of any first or second vacancy of Elected Board Members the Board may either leave the vacancy unfilled or may request the BAP to appoint substitute member(s) to fill such vacancies for the remaining term of the vacated positions, and substitute members will be counted as Elected Board Members. In the event of any further vacancy of an Elected Board Member position, an SGM will be called to fill those further vacancies using the standard rules for elected positions.

14.4 Appointed Board Members and their Term of Office

- 14.4.1** Appointed Board Members may be appointed to the Board by the BAP at any time.
- 14.4.2** The term of office for an Appointed Board Member shall be for a period determined by the BAP up to a maximum of three years for any one term. An Independent Board Member may be reappointed to the Board by the BAP for further terms of office up to a maximum of nine years in total.

14.5 Board Composition Transition Rules

- 14.5.1** Following the replacement of the 2014 Rules there may up to six Elected Board Members until the next AGM.

14.5.2 The Board, at its first meeting following adoption of these rules, may co-opt an additional member, and shall decide as its first item of business whether or not to co-opt an additional Board Member (who shall not be counted as either an Elected or Appointed Board Member) for a term of up to the date of the next AGM, and the Chief Executive shall chair this part of the meeting but shall not have a vote.

14.5.3 Following the replacement of the 2014 rules until the next AGM, a Board Member, either Elected or Appointed, may retain office on a District Member Board/Committee.

14.6 Ineligibility

14.6.1 A person seeking appointment, election, or to remain in office as a Board Member need not be a Member of the Association, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- (a) a person who is an employee of or contractor to the Association;
- (b) a person who holds office with a district member longer than 6 months following election or appointment;
- (c) 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;
- (d) a person who has been convicted of any offence punishable by a term of imprisonment of two or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them;
- (e) 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;
- (f) 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; or
- (g) a person who is an owner, director, operator, employee or representative of a recreation centre, business or other commercial enterprise owning, leasing or operating squash courts.

14.6.2 If any of the circumstances listed in Rule 14.6.1 apply to a Board Member, the Board Member shall be deemed to have vacated office upon the relevant authority making an order or finding against the Board Member.

14.7 Removal of a Board Member

14.7.1 The Member Districts in an SGM called for this purpose, or in an AGM, may by resolution remove any Board Member before the expiry of their term of office if the Member Districts consider the Board Member has breached his or her duties as specified in Rule 14.9.

- 14.7.2** A vacancy created by removal of a Board Member shall be filled in accordance with rules as if that Board Member had resigned.
- 14.7.3** Upon the Chief Executive Officer receiving a request for a SGM to remove a Board Member, the Chief Executive shall send the notice to the Board Member concerned in addition to the Member Districts, Honorary Life Members and the Patron in accordance with Rule 7.2.2.
- 14.7.4** Following the notification under 14.7.3 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 General Meeting to make submissions in writing and/or verbally to the Board and the Member Districts about the proposed resolution.
- 14.7.5** The Board may, with the approval of a motion by no less than three-fifths majority 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 his or her duties as specified in 14.9 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified in writing by the Board Chair (and if it is the Board Chair being notified, then by another Board Member) with at least seven days' notice that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
 - (b) 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 at the Board meeting.

14.8 Board Chair

- 14.8.1** The Elected and Appointed Members of the Board shall, at their first meeting following each AGM, elect a Board Chair from their number. The Chief Executive shall chair this part of the meeting but shall not have a vote.
- 14.8.2** The Board Chair shall chair all meetings of the Board but in the absence of the Board Chair at a meeting the members of the Board shall elect a substitute Chair from their number to chair that meeting.
- 14.8.3** Should the Board Chair resign a new Chair will be elected by the members of the Board from their number. The Chief Executive shall chair this part of the meeting but shall not have a vote or casting vote.

14.9 Duties of Board Members

The duties of each Board Member are to:

- (a) regularly attend Board meetings and General Meetings of the Association;
- (b) provide good governance for the Association;
- (c) exercise the powers of the Board for proper purpose;

- (d) regularly monitor and review the performance of the Association;
- (e) act in good faith and the best interests of the Association at all times;
- (f) act, and ensure the Association acts, in accordance with this Constitution;
- (g) formulate such by-laws, regulations, policies and procedures as are appropriate for the Association;
- (h) where appropriate, engage in activities to promote, market, represent and fundraise for the Association;
- (i) 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, and take such other steps as determined by the Board in respect of any interest specified in Rule 15.9 (i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (j) 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 the Association;
 - ii. as required by law; or
 - iii. for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993; and
- (k) do such other things within these rules as the Board agrees to promote the Objects of the Association.

14.10 Board Voting and Quorum

14.10.1 Each Board Member, either Elected or Appointed, shall have one vote at Board meetings.

14.10.2 In the event of a tie in any voting issue the person chairing the meeting shall have a casting vote.

14.10.3 The quorum at a Board meeting shall be four Board Members including at least two Elected Board Members and at least one Appointed Board Member.

14.11 Board Meetings

14.11.1 The Board must meet a minimum of six times a year, with a minimum of four of those meetings being in person **where possible. Where unable (e.g. due to pandemic regulations or other travel restrictions)** other Board meetings may be by teleconference or videoconference.

14.11.2 Such meetings shall be called by the Board Chair. Where the Board Chair is not available the Chief Executive has the power to call a meeting or alternatively, three members of the Board can call a meeting.

15. OUT OF MEETING RESOLUTIONS FOR GENERAL MEETINGS AND BOARD AND BAP MEETINGS

15.1 A resolution in writing signed or agreed to by letter, fax, email or other practicable electronic means by the required majority of members and under the rules of this Constitution is allowed, and is as valid and effectual as if it had been passed at a General Meeting or meeting of the Board or BAP duly called and constituted.

15.2 The resolution may consist of several documents in the same form, each signed or sent by one or more Board Members

15.3 The minutes for any such resolution(s) will be recorded by the Association or Board or BAP secretary and stored with other minute records.

16. CHIEF EXECUTIVE

16.1 The Chief Executive shall be appointed as per 14.1.4, shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of the Association in accordance with the Rules, regulations, by-laws, policies and procedures of the Association and within such delegated authority as may be imposed by the Board.

16.2 The Chief Executive may attend Board meetings on and when required by the Board but will have no voting rights.

17. PATRON

At each AGM the decision to have a Patron for the forthcoming year will be made. There may be only one Patron at any one time, the Patron has no executive function or voting rights, and their role is to be a positive ambassador for squash.

18. POLICIES

18.1 The Board shall determine policies and deal with matters using applicable policies including:

- (a) a Selection Policy;
- (b) a Disputes, Misconduct, Disciplinary Procedures and Judicial Proceedings Policy;
- (c) an Anti-Doping Policy; and
- (d) an Anti-Match Fixing and Sports Betting Policy.

18.2 With regard to the above policies:

- (a) Selectors will be appointed annually by the Board and the Board shall call for selector nominations from Member Districts to be submitted no later than 40 days prior to the advertised appointment time;
- (b) The Board may separately replace individual selectors between annual appointments, as required;

- (c) the Association's Anti-Doping Policy shall be consistent with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, as amended from time to time;
- (d) to the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of Squash New Zealand, the Sports Anti-Doping Rules shall apply;
- (e) the Association's Anti-Match Fixing and Sports Betting Policy shall be consistent with the New Zealand Anti-Match Fixing and Sports Betting Policy adopted by Sport New Zealand, and will be binding on the Association and all of its Members and officials at all times and in respect of any events and players or participants over which they have jurisdiction; and
- (f) the Association's Anti-Doping Policy will be consistent the World Anti-Doping Agency's World Anti-Doping Code.

19. DISTRICT GOVERNANCE

- 19.1** The Member District shall be incorporated and shall act on behalf of the Association and shall be the local authority on behalf of the Association. The recognition by the Association of the Member District shall be deemed to be an agreement binding upon the Member District to enforce the rules of the Association and any breach of this agreement shall render the Member District liable for such penalty as the Association shall decide.
- 19.2** Affairs pertaining exclusively to Member Clubs within a Member District shall be under the control of the Member District subject to the right of the Association to intervene in matters effecting the Association where it sees fit. Each District shall draw up rules for the purpose of local governance, but such rules must not conflict with the Rules of the Association and shall be approved by the Association.
- 19.3** Member Club representation is to be provided for in Member District rules subject to the right of each Member Club within the Member District to have at least one delegate present and voting at the Member District General Meetings.
- 19.4** Each Member District shall within 30 days after an Annual Meeting of the Member District, furnish to the Association a copy of its Annual report and duly audited or reviewed Financial Statements and the names and addresses of the officers of the Member District.
- 19.5** There shall be no sub-districts within Member Districts.

20. MATTERS NOT PROVIDED FOR

If any matter shall arise which, in the opinion of the Board, is not provided for in this constitution then the matter may be determined by the Board, and every such determination shall be binding upon Members and the BAP until set aside by resolution of a General Meeting.

21. INDEMNITY OF OFFICERS

The Members of the Board and all other officers or servants of the Association shall be indemnified by the Association against all losses and expenses incurred by them in the discharge of their respective duties, except as a result of their own wilful default.

22. DISSOLUTION OR WINDING UP

Upon the winding up of the Association in accordance with Section 24 of the Incorporated Societies Act 1908, its assets shall be realised in such a manner as the Board may decide and after satisfaction of all debts and liabilities any surplus proceeds shall be distributed to a society, association or trust, or several such organisations, selected by the voting members in a General Meeting, which has substantially similar objects to the Association.

END