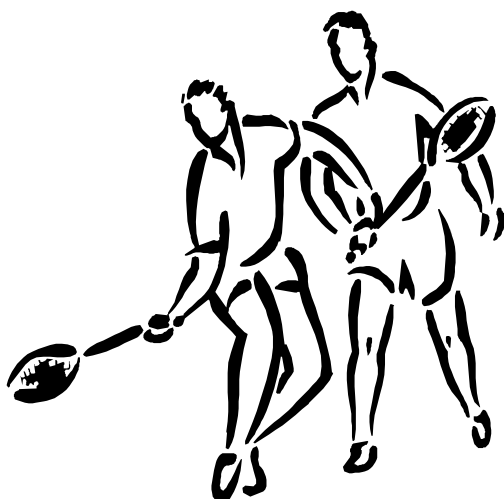


# *CONSTITUTION*

*Of The*

*Squash Rackets Association  
of  
South Australia Incorporated*



EFFECTIVE: Monday 16 September 2013

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**THE CONSTITUTION**  
**OF**  
**THE SQUASH RACKETS ASSOCIATION**  
**OF**  
**SOUTH AUSTRALIA INCORPORATED**

Effective 20 September, 2004

1.0 **NAME:**

- 1.1 The Association shall be called the Squash Rackets Association of South Australia Incorporated.
- 1.2 The Association may use such business name or names as the Board of Directors may from time to time determine.

2.0 **DEFINITIONS AND INTERPRETATIONS:**

- 2.1 “Association” means the Squash Rackets Association of South Australia Incorporated.
- 2.2 A “Member” of the Association means a Member as defined in Clause 6 of this Constitution.
- 2.3 A “Life Member” of the Association means a Life Member as defined in Clause 7 of this Constitution.
- 2.4 An “Affiliated Member” of the Association means an Affiliated Member as defined in Clause 8 of this Constitution.
- 2.5 An “Office Bearer” of the Association means an Office Bearer as defined in Clause 10 of this Constitution.
- 2.6 “Board of Directors” means the Board of Directors of the Association as defined in Clause 12 of this Constitution.
- 2.7 “Public Officer” shall mean the Public Officer of the Association as duly appointed from time to time under the relevant provisions of the Act.
- 2.8 “General Manager” shall mean the General Manager of the Association as duly appointed from time to time by the Board of Directors.
- 2.9 “Patron” shall mean the Patron of the Association as defined in Clause 5 of this Constitution.
- 2.10 “Auditor” or “Auditors” shall mean the Auditor or Auditors of the Association as defined in Clause 18 of this Constitution.
- 2.11 In this Constitution words importing the masculine gender shall include the feminine gender.
- 2.12 The “Act” means the Associations Incorporation Act 1985 as amended from time to time.
- 2.13 A “Social Member” of the Association means a Social Member as defined in clause 8A of this Constitution.

- 2.14 “Association Premises” means the premises situated at 1303 South Road St Marys South Australia”.
- 2.15 “Registered Player” means a registered player as defined in clause 5A of this constitution.

3.0 OBJECTS:

The objects for which the Association is formed are:-

- 3.1 to promote and regulate the game of squash/racquetball in South Australia.
- 3.2 to promote such other sports, games, amusements, recreations, and entertainments as the Association may deem fit.
- 3.3 to arrange and control all matches, tournaments, championships, competitions, or exhibitions.
- 3.4 to delegate the management of any match, tournament, championship, competition, or exhibition within or outside of the State of South Australia to any Member or other legal entity.
- 3.5 to arrange for the representation of the Association on the Australian Squash Rackets Association (Squash Australia) or on any Association of a similar nature.
- 3.6 to make and implement By-Laws and regulations including the repeal or amendment of such By-Laws and regulations from time to time in relation to the administration and/or playing of squash/racquetball or such other sports, games, amusements, recreations, and entertainment as the Association may deem fit.
- 3.7 to hear and adjudicate any complaint, appeal or dispute between the Members, members of Members, Life Members, Affiliated Members or Office Bearers of the Association or any complaint, appeal or dispute between the Association and the Members, members of Members, Life members, Affiliated Members or Office Bearers of the Association including the power to impose penalties.
- 3.8 to act in the interests of all squash/racquetball players and squash administrative bodies.
- 3.9 to purchase, hold, deal with, dispose of, lease, exchange, hire, otherwise acquire, sell or mortgage any real or personal property and rights, privileges, or choses in action which the Association may deem fit.
- 3.10 to lay, construct, furnish, and maintain any squash courts, club premises, or other buildings, grounds, or works necessary or convenient for the purpose of the Association.
- 3.11 to invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined.
- 3.12 to lend money to any Member or Affiliated Member.

- 3.13 to borrow or raise or secure payment of money in such manner as the Association shall think fit including but without limiting the generality thereof by mortgage of the Association's real or personal property.
- 3.14 to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, surrender, or accept the surrender of leases or otherwise deal with all or any part real or personal properties or rights of the Association.
- 3.15 to raise money by subscriptions and to grant any rights and privileges to subscribers.
- 3.16 to devote any part of the funds of the Association towards the expenses of teams and/or players and the provision of prizes and trophies.
- 3.17 to do all such things and to invest in such enterprises as are incidental or conducive to the attainment of the above objects and which are in the opinion of the Association conducive to the encouragement of squash/racquetball.
- 3.18 to do all or any of the foregoing matters or things either alone or in conjunction with any other person, association, or legal entity including any duly constituted authority acting on behalf of the Commonwealth or State Crown.
- 3.19 for all or any of the purposes aforesaid to employ and remunerate any person or legal entity in such manner as may be determined from time to time.

#### 4.0 HEADQUARTERS:

- 4.1 The headquarters of the Association shall be in the State of South Australia.

#### 5.0 PATRON:

- 5.1 The Board of Directors may from time to time appoint a Patron of the Association until the next Annual General Meeting.

#### 5.A REGISTERED PLAYER

5A.1 A "registered Player" means any individual who plays the sport of squash and or racquetball and nominates a Member or Eligible Member as a home court. Each Registered Player shall pay an annual registration fee at a time and of an amount which shall be determined by the Board of Directors from time to time.

#### 6.0 MEMBERS:

- 6.1 The following shall be eligible to apply to become a Member of the Association under Clause 6.2 hereof;
  - 6.1.1 private squash clubs including schools, colleges universities and other like bodies
  - 6.1.2 community centre squash clubs
  - 6.1.3 commercial centre squash clubs

- 6.1.4 commercial squash centre owners
- 6.1.5 commercial squash centre lessees
- 6.1.6 the owner or lessee of any commercial or non-commercial facility at which squash is played
- 6.1.7 any other legal entity as may from time to time be approved by a majority of the Members and Life Members present and eligible to vote at any Annual General Meeting or Special General Meeting
- 6.2 Any eligible Member of the Association as stated in Clause 6.1 hereof may become a Member of the Association by the registration of players and the payment of player registration fees as may from time to time be determined by the Board of Directors and if so approved by the Board of Directors shall become a Member of the Association.
- 6.3 In addition to the fee paid in accordance with Clause 6.2 each Member shall pay a yearly subscription fee which amount shall be determined by the Board of Directors from time to time. The subscription fee shall be payable annually on 1st July or at such time as the Board of Directors shall determine from time to time. Any Member whose subscription fee is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association provided always that the Board of Directors may reinstate such membership on such terms as it sees fit”.

7.0 LIFE MEMBERS:

- 7.1 The Board of Directors shall have the power to recommend any person as in its discretion it deems fit to be a Life Member of the Association which such recommendation shall be considered at an Annual General Meeting or a Special General Meeting or by way of written resolution and in the event of a resolution being passed by a majority of the Members and Life Members present or by way of written resolution and eligible to vote voting at such meeting or by way of written resolution in favour of such recommendation then the said person shall become a Life Member of the Association.
- 7.2 For the purposes of clause 7.1:
  - 7.2.1 If a majority of the Members and Life Members sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is passed at the time when the last Member or Life Member signs;

- 7.2.2 A document may be delivered by hand, postal delivery, facsimile or electronically;
- 7.2.3 two or more separate documents in identical terms, each of which is signed by one or more Members or Life Members, are treated as one document; and
- 7.2.4 a facsimile or electronic message containing the text of the document expressed to have been signed and delivered by a Member or Life Member that is sent to the Association is a document signed and delivered by that Member or Life Member at the time of its receipt by the Association.

8.0 AFFILIATED MEMBERS:

- 8.1 Any private squash club, including schools, colleges, universities and other like bodies, community centre squash club, commercial centre squash club, commercial squash centre owner or lessee, of a commercial or non commercial facility at which squash is played, Squash Referees Association, Masters Squash Association, Squash Players Association, Squash Coaches Association, any other Association involving the game of squash, or any other legal entity may from time to time be approved by a majority of the Members and Life Members present and eligible to vote at an Annual General Meeting as an Affiliated Member upon such terms and conditions including the payment of any fees as the meeting may determine.

8A SOCIAL MEMBERSHIP:

Any private individual who expresses an interest in the sport of squash may apply for Social Membership. The application for Social Membership shall be in writing signed by the applicant and in such form as the Board of Directors shall prescribe from time to time. Upon the acceptance of the application by the Board of Directors the applicant shall be a Social Member of the Association. A Social Member shall not be entitled to be elected to the Board of Directors, to receive written notice of nor vote at a General Meeting of the Association. Each Social Member shall pay a yearly subscription fee which amount shall be determined by the Board of Directors from time to time. The subscription fee shall be payable annually on 1st July or at such other time as the Board of Directors shall determine from time to time. Any Social Member whose subscription fee is outstanding for more than three months after the due date for payment shall cease

to be a member of the Association provided always that the Board of Directors may reinstate such Social Membership on such terms as it sees fit”.

9.0 WITHDRAWAL OF MEMBERS:

- 9.1 Any Member may withdraw as a Member at any time by giving notice in writing to the Public Officer or General Manager of the Association.
- 9.2 The Board of Directors may at any Annual General Meeting or Special General Meeting recommend the withdrawal of any Member as a Member provided that the Public Officer or General Manager shall give in the case of a Special General Meeting not less than seven (7) days notice in writing and in the case of an Annual General Meeting not less than fourteen (14) days notice in writing of such recommendation to all Members and Life Members and in the event of two-thirds (2/3) of the Members and Life Members present and eligible to vote voting in favour of the said recommendation that Member shall forthwith cease to be a Member of the Association.

10.0 OFFICE BEARERS:

- 10.1 The Office Bearers of the Association shall be the President and eight (8) Directors.
- 10.2 Each and every Office Bearer shall be elected at the Annual General Meeting of the Association. At the first Annual General Meeting of the Association under this Constitution, the President and four (4) Directors shall be elected for a term of two (2) years and shall be eligible to be re-elected upon the completion of their term of office. Four (4) other Directors shall be elected at the said Annual General Meeting for a term of one (1) year and shall be eligible to be re-elected upon the completion of their term of office. Four (4) other Directors shall be elected at the said Annual General Meeting for a term of one (1) year and shall be eligible to be re-elected upon the completion of their term of office. Thereafter whenever an Office Bearer is elected at an Annual General Meeting such Office Bearer shall be elected for a term of two (2) years and shall be eligible to be re-elected upon the completion of his office provided that no more than five (5) Office Bearers shall be elected at any one Annual General Meeting.
- 10.3 Not more than three (3) Office Bearers shall at any one time be an owner, lessee, licensee or director, shareholder, manager or employee of an owner, lessee or licensee of a commercial or non commercial squash centre or any commercial or non commercial centre at which squash is played. Furthermore not more than two (2) Office Bearers shall at any one time be a member of a Member.
- 10.4 Nominations for the positions of Office Bearer must be made by a fully financial Member and must be seconded by another fully financial Member and may either be lodged in writing with the Public Officer or General Manager before the Annual



General Meeting at which the election of such positions is to take place or made verbally at the said Annual General Meeting.

- 10.5 If a vacancy exists or a casual vacancy occurs in relation to any Office Bearer the Board of Directors may fill the vacancy at its discretion with any person or persons (as the case may be) and the newly appointed Office Bearer shall remain an Office Bearer for such term as the vacating Office Bearer was elected.

11.0 CONTROL:

- 11.1 Subject to this Constitution, the affairs of the Association shall be managed and controlled by the Board of Directors.

12.0 BOARD OF DIRECTORS:

- 12.1 The Board of Directors shall consist of the Office Bearers as set out in Clause 10 of this Constitution.
- 12.2 The Board of Directors shall have the power to administer the affairs of the Association and to act on behalf of the Association in all matters relating to the control and management of the Association and to take any action consistent with the objects of the Association.
- 12.3 The Board of Directors shall meet once in every 2 consecutive calendar months and on such other occasions as the said Board may from time to time determine.
- 12.4 The Finance and Risk Advisory Committee shall meet once in each calendar month and on such other occasions as the said Committee or Board may from time to time determine.
- 12.4.1 The President of the Board will be a member of the Finance and Risk Advisory Committee
- 12.5 Five (5) Office Bearers of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.
- 12.6 At least seven (7) days notice in writing shall be given of such meetings by the Public Officer or General Manager to each of the Office Bearers of the Board of Directors provided however that if shorter or no such notice is given the meeting shall nevertheless be valid if five (5) Office Bearers of the Board of Directors shall be present and shall by a unanimous vote dispense with such notice at that meeting.
- 12.7 Meetings of the Board of Directors may be called by the President, Public Officer or General Manager or on the written request of any other three (3) Office Bearers of the Board of Directors.

- 12.8 The Board of Directors shall have power to make from time to time such By-Laws and regulations for the conduct of the affairs of the Association and the furtherance of the objects of the Association as the said Board of Directors in it's discretion deems necessary.
- 12.9 The Board of Directors shall have power at its sole and unfettered discretion to appoint, suspend or remove the Public Officer and any employee of the Association including the General Manager as it may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such circumstances and to such amount as it thinks fit.
- 12.10 At any meeting of the Board of directors each Office Bearer present shall have one (1) vote and in the event of the voting being equal for or against any motion before the Board of Directors the President or in his absence the Chairman elected from and by those present at the meeting shall have a second or casting vote.
- 12.11 The Board of Directors may from time to time appoint committees for any purpose and may delegate to or grant such committees any powers as it thinks fit.
- 12.11.1 Each such committee shall be comprised in such manner as the Board of Directors may from time to time determine.
- 12.11.2 The President and the General Manager shall be ex-officio members of all such committees.

13.0 CHANGE OF ADDRESS:

- 13.1 Members, Life Members, Affiliated Members and all Office Bearers shall forthwith upon a change of address communicate their new address to the Public Officer or General Manager.

14.0 ANNUAL GENERAL MEETING:

- 14.1 The Annual General Meeting of the Association shall be held between the first day of August and the last day of September in each year.
- 14.2 The Public Officer or General Manager shall give fourteen (14) days notice in writing of the time and place of the Annual General Meeting to the Members, Life Members, Affiliated Members and Office Bearers of the Association.
- 14.3 The following business shall be dealt with at the Annual General Meeting that is to say:-
- 14.3.1 Approval of the minutes of the previous Annual General Meeting and consideration of any matters arising there from.
- 14.3.2 Consideration of the annual report, statement of accounts and balance sheets.
- 14.3.3 Election of the Office Bearers.
- 14.3.4 Appointment of the Auditor or Auditors for the forthcoming year.

14.3.5 Any other business.

- 14.4 One more than 50% of persons eligible to attend and vote at an Annual General Meeting shall constitute a quorum at such Annual General Meeting.
- 14.5 At any such Annual General Meeting, the President or in his absence, an Office Bearer elected by a majority of those Members and Life Members present and eligible to vote at such meeting shall be the Chairman of such meeting provided that in the absence of the President and all the Office Bearers those Members and Life Members present and eligible to vote at such meeting shall by a majority elect a Chairman for such meeting.
- 14.6 The voting rights at an Annual General Meeting shall be as set out in Clause 16 hereof.
- 14.7 Every Life Member, representative as referred to in Clause 16.1 hereof, outgoing or current Office Bearers, any person nominated for the position of Office Bearer pursuant to Clause 10.4 hereof, any person or persons appointed to represent any Affiliated Member at any meeting (provided however that such representative or representatives must be appointed in writing to the Public Officer or General Manager prior to the commencement of such meeting and provided further however that no Affiliated Members shall be entitled to appoint more than two (2) such representatives), the Public Officer, General Manager, Auditor or Auditors and any other person or persons invited by the Board of Directors may attend an Annual General Meeting.

15.0 SPECIAL GENERAL MEETING:

- 15.1 A Special General Meeting shall be called by the Public Officer or General Manager within twenty one (21) days after receiving a request in writing for such a meeting from no less than ten (10) Members and Life Members.
- 15.2 The Public Officer or General Manager shall give at least seven (7) days notice in writing of such a meeting to all the Members, Life Members, Affiliated Members and Office Bearers of the Association.
- 15.3 One more 50% of persons eligible to attend and vote at a Special General Meeting shall constitute a quorum at such Special General Meeting.
- 15.4 At any such Special General Meeting, the President or in his absence, an Office Bearer elected by a majority of those Members and Life Members present and eligible to vote at such meeting shall by a majority elect a Chairman for such meeting.
- 15.5 The voting rights at a Special General Meeting shall be as set out in Clause 16 hereof.
- 15.6 Every Life Member, representative as referred to in Clause 16.1 hereof, any person or persons appointed to represent any Affiliated Member at any meeting (provided however that such representative or representatives must be appointed in writing to the

Public Officer or General Manager prior to the commencement of such meeting and provided further however that no Affiliated Members shall be entitled to appoint more than two (2) such representatives), the Public Officer, General Manager and any other person or persons invited by the Board of Directors may attend a Special General Meeting.

16.0 VOTING RIGHTS:

- 16.1 Each Member may appoint one representative to attend an Annual General Meeting or a Special General Meeting in order to vote on behalf of that Member at such meeting. Every such appointment must be made by each Member in writing to the Public Officer or General Manager prior to the commencement of such meeting. The duly appointed representative attending such meeting shall be entitled to exercise one vote for every twenty (20) registered players or part thereof where the number is greater than three (3) in respect of the Member appointing him as it's representative at the time of such meeting. For example, a Member which has twenty (20) such registered players shall be entitled to exercise one (1) vote and a Member which has twenty one (21) such registered players shall be entitled to exercise two (2) votes and a Member which has three (3) or less such Registered Players shall not be entitled to any votes through its said representative at such meeting.
- 16.2 In addition thereto every Life Member shall be entitled to attend all Annual General Meetings and Special General Meetings and exercise one (1) vote at such meetings.

17.0 MINUTES:

- 17.1 Complete and true and accurate minutes of all meetings of Annual General Meetings and Special General Meetings of the Association and of all meetings of the Board of Directors shall be prepared by or caused to be prepared by the Public Officer or General Manager within one month of each such meeting and all such minutes shall be kept in the office of the Association. Furthermore within the said one month period, a copy of all such minutes shall be sent by or caused to be sent by the Public Officer or General Manager to all Members and Life Members (who are Members or Life Members as at the date of such meeting).
- 17.2 At each and every Annual General Meeting and Special General Meeting of the Association and each and every meeting of the Board of Directors, the minutes of the previous meeting or meetings (as the case may be) shall be tabled before such meeting and, if thought fit, be approved by a majority of the Members and Life Members present and eligible to vote in the case of an Annual General Meeting or a Special General Meeting and by a majority of the Board of Directors and if so approved shall be signed

by the Chairperson of the said previous meeting or meetings (as the case may be) or by the Chairperson of the said meeting approving such minutes.

- 17.3 Where minutes are approved and signed in the manner as set out in Clause 17.2 herein such minutes shall until the contrary is proved be evidence that the meeting was convened and duly held and that such minutes contain a complete and true and accurate record and account of such meeting.

18.0 APPOINTMENT OF AUDITOR OR AUDITORS:

- 18.1 One or more Auditors shall be appointed by a majority of the Members and Life Members present and eligible to vote at each Annual General Meeting and shall continue as the Auditor or Auditors of the Association until the election of a successor. If a vacancy exists or a casual vacancy occurs from time to time, the Board of Directors may appoint another Auditor or Auditors to fill such vacancy until the next Annual General Meeting.

19.0 AUDIT:

- 19.1 The Accounts of the Association shall be audited by its Auditor or Auditors as the case may be and shall be duly certified by such Auditor or Auditors as at the 30th day of June in every year.

20.0 ACCOUNTS:

- 20.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial affairs and financial position of the Association.

21.0 BANK ACCOUNTS:

- 21.1 All moneys received by or on behalf of the Association shall be paid into such account or accounts in the name of the Association with any bank, finance company, building society or other financial institution as the Board of Directors shall from time to time determine. All cheques drawn or operated on such account or accounts must be signed by such person or persons as the Board of Directors shall from time to time determine.

22.0 REMUNERATION:

- 22.1 The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set out in Clause 3 of this Constitution and no portion shall be paid or transferred directly or indirectly by way of profit to the Members, Life Members, Affiliated Members and Office Bearers of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officers, servants or persons employed by the Association or to any Member of the Association, person or other legal entity for services and/or materials rendered to the Association.

23.0 POWERS:

23.1 The Association shall have all the powers conferred by the Act save and except such modifications and exclusions as are specified in this Constitution.

24.0 COMMON SEAL:

24.1 The Association shall have a common seal upon which its corporate name shall appear in legible character.

24.2 The common seal shall not be used without the express authorisation of the Board of Directors. The fixing of the common seal shall be witnessed by the President and one other person being either the Public Officer, General Manager or any Office Bearer.

24.3 The common seal shall be kept in the custody of the Public Officer, General Manager or such other person as the Board of Directors may from time to time determine.

25.0 REPEAL OR ALTERATION OF CONSTITUTION:

25.1 Any motion or motions to repeal, replace, amend, alter, vary, add to, or delete from this Constitution may be made by a Member, Life Member or by a majority of the Board of Directors at any Annual General Meeting or Special General Meeting provided that the Member, Life Member or majority of Board of Directors (as the case may be) shall give the Public Officer or General Manager notice in writing of such motion or motions.

25.2 Upon receipt of such notice in writing as referred to Clause 25.1 hereof the Public Officer or General Manager shall as soon as practicably possible give such notice in writing to all Members, Life Members, Affiliated Members and all Office Bearers at least fourteen (14) days prior to the Annual General Meeting or the Special General Meeting at which the motion or motions as set out in such notice is or are to be considered.

25.3 The voting rights in relation to an Annual General Meeting or a Special General Meeting as set out in Clause 16 of this Constitution shall apply to any Annual General Meeting or Special General Meeting at which such motion or motions is or are to be considered.

25.4 Subject to Clause 25.2 hereof all procedures in relation to an Annual General Meeting or Special General Meeting as set out in this Constitution shall apply to any Annual General Meeting or Special General Meeting at which such motion or motions is or are to be considered.

25.5 No such repeal, replacement, amendment, alteration, variation, addition or deletion to this Constitution shall be valid and legally binding unless the motion or motions for such repeal, replacement, amendment, alteration, variation, addition or deletion to this Constitution is or are approved by a two thirds (2/3) majority of the Members and Life

Members present and eligible to vote at the Annual General Meeting or Special General Meeting.

26.0 DISTRIBUTION OF SURPLUS ASSETS UPON DISSOLUTION:

- 26.1 If upon the dissolution of the Association there remains any surplus assets after payment of all the Association's liabilities and costs and expenses incurred in relation to such dissolution such surplus assets shall be given and distributed to the Australian Squash Rackets Association Incorporated or if no such Association exists at the time of such dissolution then such surplus assets shall be given and distributed to such similar Association or legal entity as a majority of the Members and Life Members of the Association present and eligible to vote shall determine at an Annual General Meeting or a Special General Meeting called for such purpose.
- 26.2 The voting rights in relation to an Annual General Meeting or a Special General Meeting as set out in Clause 16 of this Constitution shall apply to any Annual General Meeting or Special General Meeting called for the purpose as set out in this Clause.