

**CONSTITUTION  
OF  
SQUASH SOUTH AFRICA**

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Duly adopted as such by the Members thereof at an Inaugural Ceremony held at Johannesburg on 21 February 1992 and ratified at the Inaugural Meeting of Members held at Johannesburg on Saturday 22 February 1992.

Amended at a Meeting of Members held on 22 August 1998.

Agreed at the National Convention held on Saturday November 2004 and ratified at the Meeting of Members on Saturday 27 May 2005.

Amended at a Meeting of Members on Saturday 1 November 2008

# CONSTITUTION OF SQUASH S.A.

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## **1. CONSTITUTION, NAME AND CORPORATE PERSONALITY**

- 1.1 This is the Constitution of the body known as "Squash South Africa", which Association is the successor in title to the Squash Rackets Association of Southern Africa and the South African Squash Rackets Federation and the South African Women's Squash Rackets Association. Without in any way limiting the foregoing, it is recorded that all existing contracts to which either the S.R.A. of S.A. or the S.A.W.S.R.A. is a party will be honoured by Squash S.A. in its stead.
- 1.2 Squash South Africa is a voluntary Association having a corporate identity separate from that of its Members and is entitled to own property, whether movable or immovable or otherwise, and is entitled to sue and to be sued in its own name and, notwithstanding any change in the composition of its Members from time to time, shall have perpetual succession.
- 1.3 The provisions of this Constitution are founded upon and shall be implemented and administered in the recognition of human dignity, equality and the advancement of human rights and freedoms, non-racialism, non-sexism and the right of freedom of association and the supremacy of the Constitution of the Republic of South Africa (1996), the rule of law and good corporate governance.

## **2. DEFINITIONS AND ABBREVIATIONS USED**

For the purposes of this Constitution, the following words and expressions shall have the following meanings unless the subject or context indicates otherwise:

- 2.1 "Constitution" means this Constitution.
- 2.2 "Squash" means the game of squash whether it shall be known by that or any other name.
- 2.3 "A.G.M." means the Annual General Meeting of Members held in accordance with the provisions of Clause 10 of this Constitution.
- 2.4 "National Convention" means the general meeting of the Council that co-incides with the A.G.M.
- 2.5 "Ordinary General Meeting" means the second of the two ordinary general meetings of the council held in terms of clause 11.
- 2.6 "S.G.M." means a special general meeting called and held in terms of clause 12.
- 2.7 "Annual Financial Statements" means the annual audited balance sheet, income and expenditure account, Treasurer's report and Auditor's report.
- 2.8 "President" means the President of Squash South Africa, who has been duly elected in terms of clause 15 of this Constitution.

- 2.9 "Treasurer" means the Treasurer of Squash South Africa, who shall be a person duly qualified to act as such, and who shall have been elected as such as at the A.G.M..
- 2.10 "Vice-President" means the Vice-President of Squash South Africa, who has been elected in terms of clause 15 of this Constitution.
- 2.11 "National Director" means the person appointed as the National Director by Exco in terms of sub-clause 14.17.9.
- 2.12 "The Administrative Assistant" means the Administrative Assistant of Squash South Africa appointed in terms of sub-clause 14.23.
- 2.13 "Exco" means the Executive Committee of Squash South Africa, constituted in terms of clause 14 of this Constitution.
- 2.14 "Council" means the representatives of the Members of Squash South Africa, the Exco and all other persons and/or delegates who are entitled to attend and speak at a general meeting of Squash South Africa as more fully provided for herein, provided that this definition shall not be construed as giving voting rights to any such person or delegate.
- 2.15 "National Office" means the head office of Squash South Africa in terms of clause 4 of this Constitution.
- 2.16 "Honorary Life Members" means all those Life Members of Squash South Africa at the date of adoption of this Constitution and all other persons who shall have been nominated and appointed as such by Exco and ratified by the Council in terms of clause 19.
- 2.17 "Member" shall, unless the contrary is indicated, mean an Ordinary Member and/or an Associate Member.
- 2.18 "Ordinary Members" means all existing members referred to in clause 8.1 and all those Squash Associations who shall have made application and have been accepted as Ordinary Members of Squash South Africa by Exco and ratified by the Council in terms of Clause 8.
- 2.19 "Associate Members" means all those associations or organisations having the same or similar objects to Squash South Africa and having their National Office within the area of jurisdiction of Squash South Africa, which shall have made application and have been accepted as Associate Members of Squash South Africa in terms of the provisions of clause 18 of this Constitution.
- 2.20 "Sub-Union" means a Squash Association having a constitution which has been approved by Exco and which is not a member of Squash South Africa but a member of or affiliated to an Ordinary Member.
- 2.21 "Patrons" shall mean a person duly appointed as such in terms of clause 20 hereof.
- 2.22 "Person" means a natural person.

- .2.23 "Appeal Board" means a body of appeal appointed by the Council in terms of this Constitution (clause 26).
- 2.24 "Trust" means the Squash South Africa Trust constituted in terms of its own Deed of Trust, governed by the S A Laws and by the Master of the Supreme Court.
- .2.25 "Club" means any squash club, including any sub-club or sub-section of a club, which, either itself or through the main club of which it is a section, caters for the playing of squash, and for the purposes of the levy scheme includes a tertiary institution and public court complex.
- 2.26 "Levies" means the monies levied by Squash South Africa and paid to Squash South Africa by 1st March each year by the clubs, tertiary institutions, public owners and/or any other associations or organisations which are affiliated directly or indirectly to Squash South Africa on behalf of all regular squash players who are members of such clubs, tertiary institutions, public court owners, associations or organisations, by whatever other name such levies may be described
- 2.27 "Day" means a calendar day. "Working day" means a calendar day excluding Saturdays, Sundays and Public Holidays.
- 2.28 "Month" means a calendar month and "year" means a calendar year.
- 2.29 "S.A.S.R.F." means the South African Squash Rackets Federation.
- 2.30 "S.A.W.S.R.A." means the South African Women's Squash Rackets Association.
- 2.31 "Squash S.A." means "Squash South Africa" of which body this is the Constitution.
- 2.32 "S.R.A. of S.A." means the Squash Rackets Association of Southern Africa.

### **3. INTERPRETATIONS**

- 3.1 The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 3.2 Unless the context indicates a contrasting intention, the singular shall include the plural and vice versa.

### **4. HEADQUARTERS**

The National Office Headquarters shall be in Gauteng, Republic of South Africa, and shall remain at that place until the Council shall decide that the National Office shall be moved to another place, provided that the National Office shall always be at a place within the Republic of South Africa.

### **5. AREA OF JURISDICTION OF SQUASH S.A.**

The geographical area of jurisdiction of Squash S.A. shall be the Republic of South Africa together with such other areas outside the foregoing as is included in the area of jurisdiction of its Members.

## **6. OBJECTS OF SQUASH S.A.**

The objects of Squash S.A. are:

- 6.1 To be and to operate and function as the autonomous controlling and administrative body of the game of squash within the area of its jurisdiction.
- 6.2 As the national controlling body to encourage, promote, develop and administer the game of squash within the area of its jurisdiction in accordance with sound business and financial principles.
- 6.3 To ensure that the encouragement, promotion, development and administration of the game of squash, whether at National, Provincial, Regional or Local Level is done in accordance with the principles of non-racialism by which is meant that race, ethnicity and nationality shall not be a basis for discriminating against or of affording privileges to any person or group of persons, which principles are more fully set out in Schedule One hereto.
- 6.4 To ensure that the encouragement, promotion, development and administration of the game of squash, whether at National, Provincial, Regional or Local Level is fairly carried out so that gender, religion or creed or disability shall not be a basis for discrimination against or of affording privileges to any person or group of persons.
- 6.5 To be a member or affiliate of the World Squash Federation and/or of any other national or international sports body as the Council, upon the recommendation of Exco, may decide.
- 6.6 In order to advance the objects of Squash S.A. to associate itself with all such other lawfully constituted Associations and Organisations as shall be decided by Exco, whether within or without the area of jurisdiction of Squash S.A. and irrespective of whether or not such other Associations or Organisations be connected with the game of squash.
- 6.7 To uphold and enforce the rules of squash as prescribed by the World Squash Federation from time to time and to encourage and promote the highest standard of sporting behaviour in connection with the playing of squash.
- 6.8 To uphold and enforce any code of conduct pertaining to the sport of squash approved by the World Squash Federation and/or any other code of conduct decided upon by Squash S.A..

## **7. POWERS OF SQUASH S.A. TO CARRY OUT ITS OBJECTS**

- 7.1 Squash S.A. shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of the objects of Squash S.A.. These powers and authorities shall be exercised by the Council and/or Exco and/or by the National Director and/or by any duly constituted sub-committee in accordance with and subject to the provisions of this Constitution. Without in any way limiting the generality of the foregoing, the powers and authorities of Squash S.A. shall include those set out in Clauses 7.2 to 7.20 below.
- 7.2 To acquire by purchase, exchange, hire, sub-lease, donation or otherwise movable and/or immovable property of any kind.
- 7.3 To sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property or rights of Squash S.A..
- 7.4 To enter into contracts of any and all kinds necessary to carry out, give effect to or secure the objects of Squash S.A..
- 7.5 From time to time, in accordance with sound business and financial principles to invest the funds of Squash S.A. in such property or assets or other security as may be deemed advisable.
- 7.6 To employ, suspend or dismiss and remunerate employees, professional assistants and experts.
- 7.7 To establish and contribute to a pension, annuity, medical and/or other fund for the benefit of its employees and/or the dependants of such employees in accordance with the rules of such fund.
- 7.8 To arrange pension and medical aid scheme for the benefit of and to grant pensions, allowances, gratuities and bonuses to employees or ex-employees of Squash S.A., or the dependants of such persons, and to support or subscribe or make donations to any charities or other institutions, clubs, societies and funds.
- 7.9 To regulate relations between its Members, and between its Members and Squash S.A..
- 7.10 To invite the patronage of any person or persons as it may consider advisable.
- 7.11 To insure against losses, damage, risk and liability of all kinds.
- 7.12 To draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- 7.13 To institute, conduct, defend, compound or abandon any legal proceedings by and against Squash S.A. or its officers or otherwise concerning the affairs of Squash S.A., or the action of its Members, and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against Squash S.A..

- 7.14 To raise money whether by subscription or levy from its Members and/or from any or all squash players, or any clubs or associations or organisations concerned with the playing of squash or in any way or from any other source, and recover by legal process monies due by members or ex-members squash players or clubs, associations or organisations.
- 7.15 To spend or otherwise apply monies to the advancement and/or development of Squash S.A. or its members, or individual squash players.
- 7.16 To contribute or subscribe to bodies with aims similar to the aims of Squash S.A., and invest monies upon such security and in such manner as it may from time to time determine.
- 7.17 To borrow and guarantee or otherwise secure the repayment of money in such manner and in such terms as it may think fit.
- 7.18 To make and pass rules, by-laws or regulations and to add to, repeal or alter such rules, by-laws or regulations, with or without penalties for the carrying out, administration and implementation of this Constitution and the attainment of the objects of Squash S.A..
- 7.19 To impose fines, to suspend for a period of time, to ban and/or implement any other disciplinary measures on its Members or former Members or on any squash player or club or association or organisation connected or concerned with the playing of squash arising out of or connected with any contravention or breach of the provisions of this Constitution or any rule, by-law or regulation passed by Exco, including the World Anti-Doping Code and recover by legal action or otherwise such fines or compulsory contributions or damages from its Members or former Members. Without in any way limiting the generality of the foregoing, Squash S.A. shall have the power to suspend or ban any squash player, Member or club from participating in any tournament, championship or league.
- 7.20 To take all such action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature and howsoever arising which may be owed to Squash S.A. by its Members, former Members or any other persons or body.

## **8. MEMBERSHIP AND TERMINATION OF MEMBERSHIP**

- 8.1 Any Squash Association which wishes to become an Ordinary Member of Squash S.A. shall apply in writing to Exco to be admitted as an Ordinary Member and shall furnish a copy of its constitution and all such information as Exco may require to decide upon its application.



- 8.2 No Squash Association shall be admitted to membership of Squash S.A. unless Exco is satisfied that the constitution of such Association substantially complies with the requirements contained in Schedule Two hereto.
- 8.3 In deciding whether or not to admit a new Squash Association as an Ordinary Member, Exco shall have regard to such factors as it considers relevant including the number of clubs and players within the jurisdiction of the applicant, the number of league teams and league players, the viability of the league/s run by the applicant, and whether or not the applicant and the clubs within its jurisdiction are committed to the scheme in terms of which levies are paid to Squash S.A.
- 8.4 No Squash Association which has less than five clubs within its area of jurisdiction and which has not proved that it can run a viable league and is able to continue to run a viable league within its area of jurisdiction, shall be admitted as an Ordinary Member.
- 8.6 Exco's decision to admit or refuse any application for membership shall be referred to the next meeting of the Council for ratification.
- 8.7 Ordinary Members shall agree upon and define their geographic areas of jurisdiction provided that in the event of dispute and failure to reach agreement such areas of jurisdiction shall be defined by Exco.
- 8.8 The right of each existing and future Member to have one or more representative teams participate in the various tournaments and championships which are held or staged under the auspices of Squash S.A. shall be determined by Exco, which may vary such rights from time to time.
- 8.9 Any Ordinary Member which ceases to operate a viable league shall ipso facto be suspended from membership and the Council shall decide at its next ordinary meeting whether the membership of such member should be terminated.
- 8.10 Any member of any classification may, at any time, tender their resignation from Squash S.A.. Such member must give notice by not later than 30 September of each year. Any member so resigning shall continue to be liable for any monies due and owing by such member, to Squash S.A. at the date of their resignation.

## **9. VOTING RIGHTS**

- 9.1 The voting rights set out in this clause shall apply in respect of any and all meetings of the Council.
- 9.2 Associate Members shall each have one vote. Honorary Life Members may only vote in connection with any motion to terminate the Membership of any Honorary Life Member.

- 9.3 Each Ordinary Member shall have one or more votes which shall be calculated in accordance with 9.4 and 9.5 hereof, providing that:
- 9.3.1 if no levies have been received from the clubs within the area of any Ordinary Member during the preceding financial year, then that Ordinary Member shall have no vote, and
- 9.3.2 the maximum number of votes which any Ordinary Member shall have, shall be 8 (eight).
- 9.4 The aggregate of the monies received by Squash S.A. from the clubs within the area of jurisdiction of each Ordinary Member shall be expressed as a percentage of the total of all monies received by Squash S.A. by way of levies and for each 3% (three per centum), or part thereof, each such Ordinary Member shall be entitled to 1 (one) vote.
- 9.5 Only Ordinary Members whose representatives are personally present at the meeting concerned in accordance with the provisions of 10.3, 11.4 or 12.4 hereof (as the case may be), shall have the right to vote.
- 9.6 Each Ordinary Member shall be entitled to nominate 1 (one) or 2 (two) representatives(s) to attend and to vote at any general meeting in accordance with sub-clause 9.3 and 10.3; such nomination shall be in writing addressed to the National Director and must be received by the National Office not less than 24 (twenty four) hours prior to the time for the commencement of that meeting.

## **10. ANNUAL GENERAL MEETING ("A.G.M.")**

- 10.1 An A.G.M. shall be held once in every year provided that not more than fifteen months shall elapse between one A.G.M. and the next.
- 10.2 Exco shall decide the date, time and place on which each A.G.M. shall be held, provided that unless there is good reason to the contrary, it shall be held in Gauteng at a venue to be determined by the Exco or at such other place as Exco may determine and that the A.G.M. is held in within 3 (three) months from the end of the financial year.
- 10.3 The following persons shall be entitled to attend and speak at the A.G.M.:
- 10.3.1 All members of Exco
- 10.3.2 Not more than 2 (two) representatives of each of the Ordinary Members and the Associate Members.
- 10.3.3 The Patrons
- 10.3.4 All Honorary Life Members
- 10.3.5 Any other person who may be invited by Exco to do so.
- 10.4 The business to be transacted at an A.G.M. shall be:

- 10.4.1 To read and notice convening the Meeting
- 10.4.2 To read and confirm the Minutes of the previous A.G.M., and to consider any matters arising therefrom
- 10.4.3 To receive and consider the Annual Report of the President, for the period since the date of the previous A.G.M.
- 10.4.4 To adopt with or without modification, the audited Annual Financial Statements for the period since the date of the previous A.G.M., provided that if not so adopted the Annual Financial Statements shall stand for consideration and adoption, with or without modification, or rejection by the Council at the National Convention or by the Exco as per the decision of the A.G.M. .
- 10.4.5 To appoint the auditors of Squash S.A. to hold office until the next A.G.M.
- 10.4.6 To consider and to adopt with or without modification, or to reject any recommendations of Exco
- 10.4.7 To consider all nominations by Exco of persons to be Patrons or Honorary Life Members and to accept or to reject any such recommendation or nomination
- 10.4.8 To elect the Exco in terms of clause 14 as read with clause 15
- 10.4.9 To discuss and consider any other matter which may be permitted at the discretion of the chairperson of the Meeting.
- 10.5 Notice of each A.G.M. shall be sent to all the Members, Members of Exco, Patrons and Honorary Life Members not less than 15 (fifteen) working days prior to the date of the A.G.M..
- 10.6 Not less than 10 (ten) working days prior to the date of any A.G.M., copies of the Agenda for that A.G.M. and the Annual Financial Statements for the financial year preceding the date of the A.G.M. shall be disseminated to all the Ordinary Members, Associate Members, Patrons and Honorary Life Members by post, and/or by hand, and /or by fax, and/or by electronic mail.

**11. THE COUNCIL OF SQUASH S.A.**

- 11.1 Subject to the terms of this Constitution the Council shall be the highest authority of Squash S.A. and shall determine its policy, decide upon its budget and give directives to Exco.
- 11.2 The Council shall meet bi-annually. The first such meeting each year, which shall be known as the National Convention shall be held at such venue as may be determined by Exco, to coincide with the day upon which the A.G.M. is held.
- 11.3 The second Ordinary General Meeting of the Council shall be held on such date and at such place as Exco shall determine provided that unless there are good reasons to the contrary, this meeting shall be held in October/November each year.
- 11.4 The following persons shall be eligible to attend and speak at meetings of the Council:
- 11.4.1 All the persons referred to in clause 10.3 save those referred to in sub-clauses 10.3.5 and 10.3.6.
- 11.4.2 One representative of each sub-union within the area of jurisdiction of any Ordinary Member provided that such sub-union has an approved constitution and has been recognised by Squash S.A. as such.
- 11.5 Notwithstanding anything to the contrary herein, no Honorary Life Member shall be entitled to attend or speak at the National Convention but may do so upon the invitation of Exco.
- 11.6 Notice of any Ordinary General Meeting of the Council shall be sent to Ordinary Members and Associate Members not less than 15 (fifteen) working days before the date of such meeting which notice shall be accompanied by a proposed agenda as recommended by Exco.
- 11.7 The text of any motion which any Member wishes to be put to and considered by any Ordinary General Meeting shall be received not less than 15 (fifteen) working days prior to the date of such meeting by the National Office who shall disseminate it by post and /or by hand, and/or by fax, and/or by electronic mail, together with the final agenda to all Ordinary Members and Associate Members, not less than 10 working days prior to such date.
- 11.8 The business to be transacted at the National Convention and at the O.G.M. shall be:
- 11.8.1 To read the notice convening the meeting;
- 11.8.2 To read and confirm, with or without amendments, or to reject the minutes of the previous National Convention or Ordinary General Meeting as the case may be, as well as the minutes of any S.G.M. held in the interim, and to consider any matters arising therefrom;

- 11.8.3 To consider and to adopt, with or without modification, or to reject, any Resolution of which due notice has been given;
- 11.8.4 To consider and to adopt with or without modification or to reject the budget for the ensuing year which shall have been prepared by the Treasurer and considered and recommended by Exco.
- 11.8.5 No resolution which has the effect of creating, amending or repealing a by-law, regulation or standing rule shall be binding unless the notice thereof has been given in terms of 11.6 hereof or such resolution has been ratified at the next Ordinary Council meeting.

## **12. SPECIAL GENERAL MEETINGS ("S.G.M.'s")**

- 12.1 An S.G.M. of Members shall be convened:
  - 12.1.1 By resolution of Exco, or
  - 12.1.2 Upon the written requisition of not less than 5 (five) Members, addressed to the National Director and delivered to the National Office provided that such written requisition shall state the exclusive purpose for which the S.G.M. is to be called and the text of the motion to be put to the meeting.
- 12.2 Within 15 (fifteen) working days after receipt of the resolution or requisition referred to in sub-clause 12.1, the National Director shall send written notification to all Ordinary Members and Associate Members, which notice shall specify the time, date and place of the S.G.M., which time, date and place shall have been determined by Exco provided that the date shall not be less than 10 (ten) working days and not more than 20 (twenty) working days after the date of posting dissemination of the notification, together with written notification of the purpose of and measures to be transacted at the S.G.M. and the text of motions to be put to and considered by the meeting.
- 12.3 No business other than that stated in the notification, referred to in sub-clause 12.2, shall be transacted at the S.G.M..
- 12.4 Only the persons referred to in 10.3 excluding those referred to in sub-clauses 10.3.5 and 10.3.6 shall be entitled to attend and speak at S.G.M.'s.

## **13. GENERAL PROVISIONS RELATING TO A.G.M.'s, COUNCIL MEETINGS & S.G.M.'s.**

- 13.1 The following provisions shall apply to all A.G.M.'s and S.G.M.'s:
- 13.2 A.G.M.'s, Ordinary General Meetings and S.G.M.'s shall, subject to the terms of this constitution, be held in Gauteng at such time and place as shall be decided by Exco.

- 13.3 The chairperson of any A.G.M., Ordinary General Meeting or S.G.M. shall be the President or in his or her absence the Vice-President, or in his or her absence such other person as shall be elected for that purpose by the representatives of Members present at the Meeting and entitled to vote.
- 13.4 Each member of Exco shall have 1 (one) vote and the Chairperson of any general meeting shall have 1 (one) vote, in that capacity, and a second or casting vote in the event of an equality of votes.
- 13.5 A quorum shall consist of 30% (thirty per centum) of the Ordinary Members in good standing.
- 13.6 If a quorum shall not be present at the place of that meeting within 30 (thirty) minutes after the time set for commencement of that meeting, or shall not remain present during the whole of that meeting until proceedings have been duly declared to have been concluded so by the President, the meeting if convened upon the requisition of Ordinary Members, shall be dissolved; in any other case it shall stand adjourned to a date not earlier than 5 (five) working days and not later than 15 (fifteen) working days after the date of that meeting, and at such adjourned meeting the representatives of Ordinary Members present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 13.7 Where a meeting has been adjourned as aforesaid, the National Director shall, upon a date not later than 3 (three) working days after the adjournment disseminate a written notice to each Ordinary Member stating:
- 13.7.1 The date, time place to which the meeting is adjourned;
  - 13.7.2 The matter before the meeting, when it was adjourned;
  - 13.7.3 The ground for the adjournment; which notice shall have been settled by the President.
- 13.8 Voting shall be on a show of hands unless a poll be demanded by representative of not less than 30% (thirty per centum) of Members represented and entitled to vote, and in such event, the poll shall be conducted in such manner as the Chairperson of the meeting shall decide.

#### **14. EXCO**

- 14.1 The Executive Committee of Squash S.A. ("Exco") shall consist of the following persons:
- 14.1.1 The President,
  - 14.1.2 The Vice-President,
  - 14.1.3 The Treasurer,

- 14.1.4 Minimum of 5 (five) ordinary members without portfolio provided that at no stage shall less than 3 (three) members of Exco, be men, nor shall less than 3 (three) be women.
- 14.2 Exco shall be deemed to be validly constituted notwithstanding the fact that at any time there are no men or fewer than 3 (three) men or no women or fewer than 3 (three) women as members thereof.
- 14.3 Exco may co-opt other persons as members in order to discharge specific functions provided that no co-opted member shall have a vote and provided further that although the predominant criterion for co-option shall always be merit, Exco shall, as far as possible, seek to preserve a balance of men and women members.
- 14.4 Members of Exco shall vote on all resolutions by a show of hands.
- 14.5 Members of Exco shall decide on all matters by a simple majority vote.
- 14.6 Each member of Exco shall have 1 (one) vote, and the President of any meeting of Exco shall have a second or casting vote, in the event of an equality of votes.
- 14.7 The chairperson of any meeting of Exco shall be the President, or in his or her absence the Vice-President, or in his or her absence such other Member of Exco as shall have been appointed at that meeting by the Members of Exco present and entitled to vote.
- 14.8 No person may serve for more than 5 (five) consecutive years as President nor may any person serve for more than 5 (five) consecutive years as Vice-President.
- 14.9 Exco shall meet not less than 4 (four) times per annum provided that it shall not be necessary for Exco to meet in those months in which one of the two bi-annual general meetings are held.
- 14.10 A quorum of Members of Exco shall consist of not less than 5 (five) such Members, and if there is not a quorum present at the appointed time and place for any meeting of Exco or if there is not a quorum present during the whole of the meeting until proceedings have been duly concluded and declared by the chairperson of that meeting to have been concluded, such meeting shall stand adjourned until a date, time and place to be determined by those members of Exco who are present at that meeting provided that such date shall not be more than 10 working days after such meeting; and at such adjourned meeting those members of Exco present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 14.11 The National Director shall, by such means as is most expedient and by such means as appears most appropriate in the circumstances, inform those members of Exco who were not present at the meeting of the date, time and place to which the meeting has been adjourned.

- 14.12 Except where otherwise stated herein and subject to the provisions of this constitution, Exco shall be vested generally with all such powers and authorities as are necessary to promote and attain the objects of Squash S.A. and, without in any way limiting the generality of the foregoing, Exco shall have all such powers and authorities as are necessary to carry out the duties and functions referred to in 14.16.
- 14.13 Exco shall control all expenditure of the funds of the Association and shall not incur any liability nor enter into any commitment which cannot be discharged out of the funds of the Association.
- 14.14 No cheque or promissory note drawn on behalf of Squash S.A. shall be valid unless signed by any 2 (two) of the President, the Vice-President, the Treasurer, the National Director , or any other employee of Squash S.A. who has been authorised by Exco to have signing powers provided that it shall not be competent for the two signatures to be those employees of Squash S.A., whether or not one of them is that of the National Director.
- 14.15 Exco shall be entitled to make any and all by-laws or regulations necessary to promote the aims and objects of the Association and such by-laws and/or regulations shall be binding upon members. Such regulations shall be ratified at the next Ordinary General Meeting.
- 14.16 Exco may delegate the exercise of any of its powers and functions to one of its Members or to a sub-committee of Squash S.A..
- 14.17 In addition to the foregoing, Exco shall:
- 14.17.1 undertake and perform all such duties and functions as shall be decided by the Council;
  - 14.17.2 consider and, if thought fit, approve the separate constitutions, by-laws, rules and regulations of each Member, and any amendments or alterations thereto;
  - 14.17.3 generally undertake and perform all such duties and obligations as are reasonably required to achieve the objects of Squash S.A., and to implement the policies to be followed by Squash S.A.;
  - 14.17.4 formulate recommendations and resolutions for the consideration of the Council and to prepare the agenda for Council meetings;
  - 14.17.5 subject to the provisions of the Constitution, make, amend, vary, repeal and enforce rules, by-laws and regulations;
  - 14.17.6 conduct disciplinary proceedings in respect of any infringement of this constitution or the by-laws, rules or regulations or any agreement between any player and Squash S.A. or the rules of the game and to impose punishments whether by way of fines, or suspension or



banning from playing in any championships, tournament or league held or being conducted under the auspices of Squash S.A. or the activities of Squash South Africa or by way of withdrawing monies for which any person would otherwise be eligible. For the purposes of this Constitution, all leagues and championships organised and/or run by Members of Squash S.A. shall be deemed to be under the auspices of Squash S.A.;

- 14.17.7 impose and collect levies, subscriptions, dues and imposts;
- 14.17.8 arrange, control, regulate and promote tournaments, championships and any other forms of competition;
- 14.17.9 employ any person upon such terms and conditions as shall be decided and, when considered necessary or desirable, terminate the employment of any such person. In particular, Exco may from time to time appoint a suitable person to act as the National Director of Squash S.A. and shall determine his or her powers, duties, remuneration and privileges;
- 14.17.10 decide upon and resolve any dispute between any of the Ordinary Members, and/or Associate Members, and/or Club, and/or persons who are members of such clubs;
- 14.17.11 subject to 8.6 above, determine the area/s or jurisdiction of Ordinary Members and vary or alter such areas from time to time when necessary;
- 14.17.12 co-opt any person to Exco as may be required to achieve the objects of Squash S.A. or fulfil any purpose incidental thereto;
- 14.17.13 form sub-committees, consisting of one or more persons, for any purpose incidental to the objects and powers of Squash S.A. and, subject to the constitution, by-laws, rules and regulations, delegate such of its powers to such sub-committees as may be required;
- 14.17.14 appoint special advisers and consultants, for any purposes, and terminate such appointment/s;
- 14.17.15 accept or reject any application for membership subject to ratification by the Council in terms of Clause 18.3;
- 14.17.16 open accounts with any recognised commercial banking or financial institution or building society, and invest any funds of Squash S.A. and pay any such funds to any person (natural, corporate or otherwise) who has a valid claim for payment against Squash S.A.;

- 14.17.17 decide upon the criteria for the award of National Colours and appoint National Selectors for the selecting of teams to whom Colours may be awarded;
- 14.17.18 ensure that full and proper books of accounts are kept in accordance with sound accounting principles;
- 14.17.19 ensure that the said books of account and all records of Squash S.A.'s finances and assets are duly audited each year as soon as is practicable after the financial year end of Squash S.A. which shall be 31 March of each year and that annual financial statements are prepared;
- 14.17.20 deal with any question or issue arising out of or relating to or incidental to non-racialism as described in the schedule one hereto;
- 14.17.21 deal with any question or issue arising out of or relating to or incidental to non-sexism or discrimination on any grounds as referred to in clause 6.4;
- 14.17.22 address any question or issue or matter concerning or incidental to development including budgeting for and expenditure on development;
- 14.17.23 approve the employment and termination of employment of staff by Squash S.A. including all matters incidental thereto and the review from time to time of all existing contracts of employment of staff and all matters incidental thereto;
- 14.17.24 decide any question, issue or matter relating to emblems, colours, or anthems for Squash S.A.;
- 14.17.25 make recommendations on any question or issue relating to the affiliation to or disaffiliation from any macro or federal body;
- 14.17.26 decide any question or issue relating to the use of squash courts and/or other facilities incidental thereto and/or the standard thereof;
- 14.18 Exco's jurisdiction shall not be limited to dealing with such matters as are referred to it but shall include the power and capacity to be pro-active and initiate such enquiries and/or take such steps as Exco seems fit.
- 14.19 Save with the unanimous agreement of Exco the percentage of the budget allocated to development shall not be less than that presently allocated to development.
- 14.20 It is recognised that it is desirable for all provincial bodies themselves to negotiate and achieve unified provincial bodies. Notwithstanding this, Exco shall have the right and power to be pro-active and to take such steps as it may to facilitate unity as may seem fit to ensure that any

- 14.21 Any member of Exco who, without having first obtained leave of absence from Exco, shall otherwise than in circumstances beyond his or her control, not attend 3 (three) consecutive meetings of Exco, of which meetings due notice has been given, shall be deemed to have resigned from Exco.
- 14.22 No member of Exco shall be entitled to any remuneration, but all members of Exco shall be entitled to be refunded any disbursement incurred by any such member in fulfilling any duties or functions as shall be approved by Exco.
- 14.23 The National Director shall be appointed by Exco, and shall:
- 14.23.1 Not be a member of Exco.
  - 14.23.2 Undertake all such duties and functions as Exco shall decide.
  - 14.23.3 Send to all Ordinary Members and Associate Members and to all members of Exco:
    - 14.23.3.1 Written notification of all meetings of Exco (excluding emergency meetings), and the proposed Agenda, not less than 5 (five) working days prior to the date of the proposed meeting.
    - 14.23.3.2 Copies of the minutes and resolutions of all meetings of Exco, within 10 (ten) working days after the date of the relevant meeting.
  - 14.23.4 Send to all Ordinary Members and Associate Members and to all members of Exco:
    - 14.23.4.1 Written notification of all meetings of the Council (excluding emergency meetings), and the proposed Agenda, not less than 5 (five) working days prior to the date of the proposed meeting.
    - 14.23.4.2 Copies of the minutes and resolutions of all meetings of the Council, within 10 (ten) working days after the date of the relevant meeting.
- 14.24 Any Member, of any classification, shall be entitled to have a representative attend and speak, but not vote, at any meeting of Exco; provided such Member shall have submitted written notification to the National Director of such intention and the fullest details of any matter such member is desirous of raising at such Meeting, not less than 10 (ten) working days prior to the date of such meeting.

**15. ELECTION OF THE PRESIDENT, VICE-PRESIDENT, TREASURER AND THE OTHER MEMBERS OF EXCO**

- 15.1 Each Ordinary member shall be entitled to nominate 1 (one) person for election as President, 1 (one) person for election as Vice-President, 1 (one) person for election as Treasurer and one or more persons (but not more than five) for election as an ordinary member of Exco as contemplated by sub-paragraph 14.1.4.
- 15.2 Each nomination shall be in writing, shall be accorded by an Ordinary Member and shall be signed by the nominee to indicate his or her acceptance of the nomination.
- 15.3 It shall be permissible for the same person to be nominated for more than one office/position. The nomination for any alternative post conditional upon him or her not being elected to the first post for which he or she is nominated.
- 15.4 A valid nomination for any of the posts referred to in sub-paragraphs 14.1.1 to 14.1.3 inclusive shall, in the event of the nominee being defeated in an election for the post concerned, be deemed to be a valid nomination for election as a member without portfolio in terms of sub-paragraph 14.1.4.
- 15.5 All such written nominations shall be received by the National Office not less than 10 (ten) working days prior to the date of the next A.G.M..
- 15.6 If no nominations are received for the election of the President or the Vice-President, or both, the President or the Vice-President, shall continue in office, if available, until the next A.G.M.; failing which at the first meeting of Exco after that A.G.M., the members of Exco shall elect a person to act as the President or the Vice-President, or both until a President or Vice-President, as the case may be, is duly elected at a meeting of the Council.
- 15.7 The retiring President, the retiring Vice-President and the retiring Treasurer shall be eligible for re-election without nomination, provided the National Director shall have received written notification from such persons of their willingness to continue in office, if re-elected.
- 15.8 If there is more than one nomination for any of the posts of President, Vice-President and Treasurer then such posts shall be elected separately by ballot, such elections to be held in the sequence aforesaid.
- 15.9 If there are 6 (six) or more nominations for the 5 (five) ordinary members of Exco without portfolio mentioned in 14.1.4 there shall be an election by ballot subject to the provisions contained below in 15.10 to 15.12.
- 15.10 If the number of men thus nominated plus those elected to one or more of the posts referred to in sub-paragraphs 14.1.1 to 14.1.3 inclusive is two or fewer, then the men

thus nominated shall be deemed to be elected and there shall be a ballot only in respect of the remaining vacancies.

- 15.11 If the number of women thus nominated plus those elected to one or more of the posts referred to in sub-paragraphs 14.1.1 to 14.1.3 inclusive is two or fewer, then the women thus nominated shall be deemed to be elected and there shall be a ballot only in respect of the remaining vacancies.
- 15.12 If the number of persons thus nominated is such that, together with those elected to the specific posts referred to in sub-paragraphs 14.1.1 to 14.1.3 inclusive, the number of men exceeds two and the number of women exceeds two, then there shall be a ballot in respect of all nominees and
- 15.12.1 until there is a total of three men elected to Exco those men who receive the highest number of votes amongst the men candidates shall be deemed to be elected;
- 15.12.2 likewise, until there is a total of three women elected to Exco those women who receive the highest number of votes amongst the women candidates shall be deemed to be elected;
- 15.12.3 thereafter the remaining positions on Exco shall be filled by the candidates who have received the highest number of votes irrespective of the gender of the candidates.
- 15.13 Each person who votes shall record a vote for not more and not less than the number of vacancies.
- 15.14 All members of Exco shall hold office until the next A.G.M., subject to the provisions of clause 15.4.
- 15.15 No member of Exco, shall represent any Member, of any classification, at any meeting of Squash S.A. or Exco.

## **16. SUB-COMMITTEES**

- 16.1 Exco shall appoint a Management Committee comprising of the President, the Vice-President, the Treasurer, two ordinary members of Exco and the National Director to meet at least once a month provided that it shall not be necessary for the Management Committee to meet in those months in which Exco meetings are held. The President may call on any member of Exco to attend a Management Committee Meeting. Any member of Exco may attend any of the Management Committee Meetings. The minutes of the Management Committee Meetings must be distributed to all members of Exco.
- 16.2 Exco may appoint standing sub-committees as it considers fit. In addition, Exco may appoint ad hoc sub-committees as it shall from time to time by resolution determine.

- 16.3 The membership of each sub-committee shall be determined by Exco provided that unless Exco decides otherwise, there shall be at least one member of Exco on each sub-committee which member shall, unless Exco decides otherwise, be the chairperson of such committee and provided further that except with the unanimous approval of Exco each sub-committee shall have not less than one woman and not less than one man as a member thereof.
- 16.4 Each sub-committee shall, subject to the provisions of this Constitution and to the by-laws, perform such duties and functions as are delegated to it by Exco.
- 16.5 The powers and authority of each standing sub-committee shall be as set out in the by-laws provided that Exco may by resolution add to or subtract therefrom.

## **17. ASSOCIATE MEMBERS**

- 17.1 Any association or organisation which wishes to become an Associate Member of Squash S.A. shall apply in writing to Exco to be admitted as such and shall furnish a copy of its constitution and all such information as Exco may require to decide upon its application.
- 17.2 Exco may in its discretion admit any such association or organisation as an Associate Member upon such terms and conditions including terms and conditions as to the payment of subscriptions as Exco may consider fit.
- 17.3 Any decision by Exco in respect of an application for Associate Membership shall be referred to the next Ordinary General Meeting of the Council for ratification and shall not be binding until so ratified.
- 17.4 Notwithstanding anything else herein contained it shall be competent for Exco, with the ratification of the Council, to create quasi-independent and quasi-autonomous bodies or associations having their own constitutions and members for the purpose of better achieving any of the objects of Squash S.A. The constitution, by-laws and regulations of such bodies or associations shall at all times be subject to the approval and ratification of Squash S.A. which shall at all times have the power to dissolve and/or withdraw recognition of any such body or association.

## **18. HONORARY LIFE MEMBERS**

- 18.1 Exco and members of Council shall, from time to time, nominate any person who has rendered notable and meritorious service to Squash S.A. and/or in the promotion of the game of squash and whom it wishes to recognise and honour as an Honorary life Member which nomination shall be presented to the Council for ratification at the next A.G.M. and, if ratified by the Council, such person shall become an Honorary Life Member and shall enjoy the rights and privileges namely to attend the A.G.M., to

receive advance notice and to make preferential bookings in respect of any tournament or championship held under the auspices of Squash S.A.

- 18.2 All past presidents of Squash South Africa shall ipso facto become an Honorary Life Member of Squash South Africa.

## **19. PATRONS**

- 19.1 Exco may from time to time nominate any person whom Exco considers to be fit and desirable to be a Patron of Squash S.A. which nomination shall be presented for ratification at the next A.G.M. and, if ratified by the Council, such person shall become a Patron of Squash S.A..
- 19.2 Patrons shall enjoy the same rights and privileges as are enjoyed by Honorary Life Members together with such further rights and privileges as are decided upon by Exco from time to time.

## **20. LIMITATION OF LIABILITY OF MEMBERS INDEMNITY**

- 20.1 The liability of any Member, of any classification, is limited exclusively to the sum of any monies then due and payable by such Member to Squash S.A., by way of subscription or otherwise howsoever.
- 20.2 The Patrons, the President, the Vice-President, the Director, all members of Exco, the Treasurer, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of Squash S.A., in terms of this Constitution and under delegated powers from Ordinary Members in General Meeting or from Exco, shall be and they are hereby indemnified and held harmless against any claim or demand by any third party as a result of any act or omission in the performance of their duties for and on behalf of Squash S.A., from whatever cause arising, provided such person/s acted in good faith.

## **21. ALTERATION OR VARIATION OF THIS CONSTITUTION**

This Constitution may be altered or varied, at any time, by Ordinary Members in General Meeting, upon a majority vote of not less than 50% (fifty five per centum) of the total votes of Ordinary Members, whose representatives are present and entitled to vote at that time provided not less than 20 (twenty) working days written notification of such Meeting, together with a copy of a proposed resolution.

## **22. NOTIFICATION**

For the purposes of this Constitution, all notifications by Squash South Africa to any person or any Ordinary Member, Associate Member, Honorary Life Member or Patron

shall, unless delivered by hand, be effective from the date of dissemination by post, and/or by hand, and/or by fax, and/or by electronic mail to the last known postal address of such Member/s, by any official of Squash South Africa; but all notifications to Squash South Africa by any person (natural, corporate or otherwise) or any such Member shall only be effective from the date of receipt thereof by the National Director. In no respects shall any postal authority be, or be deemed to be, the agent of Squash South Africa

### **23. INTERPRETATION OF THIS CONSTITUTION**

Any disputes arising out of or in connection with the enforceability of this constitution or the application and interpretation of the provisions thereof or any dispute between Squash S. A. and another national sports federation, or between a member of the Exco and Exco or between Exco and an Ordinary Member shall be referred to SASCO (The South African Sport Confederation and Olympic Committee or the designated statutory body determined by the appropriate government department, for resolution through mediation or expedited arbitration. In the event of arbitration in terms of the foregoing, such resolution shall be final and binding on the parties to the dispute.

### **24. DISSOLUTION OR WINDING UP OF SQUASH S.A.**

- 24.1 Squash South Africa may be dissolved or wound-up, at any time, by Ordinary Members in General Meeting, upon a majority vote of not less than 75% (seventy five per centum) of the total votes of Ordinary Members and Associate Members, whose representatives are present and entitled to vote, and of Honorary Life Members and Patrons who are present in person at such general meeting, provided that not less than 40 (forty ) working days written notification of such meeting and of any resolution aimed at dissolving or winding-up Squash S.A. shall have been given to all Members.
- 24.2 Upon dissolution or winding up of Squash South Africa, all the property and assets of Squash South Africa, after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Association/s or Organisation/s having objects similar to Squash S.A., at the discretion of Ordinary Members.



## **25 APPEAL BOARD**

The Council shall appoint the members of the Appeal Board and delegate such powers to the Appeal Board to include, but not be limited by the following:

- 25.1 To assist Squash South Africa with legal advice.
- 25.2 Set up and continuously update a disciplinary code for both players and management, adopted by Council.
- 25.3 Chair disciplinary hearings when requested, and adjudicate, mediate and arbitrate upon legal and disciplinary matters.
- 25.4 The Appeal Board shall comprise of three members of which at least one must have a legal background.
- 25.5 Every member of the Appeal Board shall have one vote each at their meetings and hearings.

## **SCHEDULE ONE**

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## NON - RACIALISM

1. The principle of non-racialism is recognised and accepted. By this it is meant, broadly, that race should not be, and may not be, a basis of discriminating against or affording privilege to any person or group of persons. (Note: In this document all references to "race" must be taken to include a reference to ethnicity and nationality).
2. It follows from this that no club, province or other affiliated body may have any provision in its constitution which has the effect of barring membership on the grounds of race.
3. A provision in a constitution which though not worded in racial terms none the less is calculated to discriminate on grounds of race and which would have the effect of discriminating on grounds of race shall be regarded as an infringement of 2.
4. The principle of non-racialism also demands that all clubs, provinces and other affiliated bodies shall, when the situation legitimately requires it, make all their facilities available to persons other than their members on an equal basis irrespective of the race, ethnicity or nationality of such persons, e.g. when hosting a league match or a tournament or championship and such non-members are legitimately at the premises of the club or other body in connection therewith.
5. The fundamental rights of freedom of association and freedom of disassociation are recognised. It is also recognised that these rights are fundamental to the formation of and existence of the private club which is the basic building block of a national or provincial sports controlling body.
6. There is inherently a potential conflict between the rights referred to in 5., and the principle of non-racialism referred to in 1., and it is considered desirable to indicate how such potential conflicts are to be resolved.
7. The following are suggested guidelines as to how to reconcile these principles in practice:
  - 7.1 A constitution which admits any person to membership except persons of any particular racial or ethnic group shall be regarded as infringing the principles of non-racialism and shall not be regarded as a valid exercise of the rights of freedom of association/disassociation (Cf. para 2 above).
  - 7.2 A constitution may limit its membership to persons who fulfil certain criteria notwithstanding that the result thereof is that its members in fact consist only of one or more racial groups, provided that those criteria are not racist in their terms or in their intended effect e.g. a club which restricts its membership to persons who attend

a certain school shall not be regarded as infringing the principle of non-racialism even though de facto its members may, as a result, come from a certain racial group only. Other examples of the application of this principle are clubs whose membership is limited to persons of a particular vocation or of a particular religious movement.

8. Under no circumstances will an infringement of 4., above be tolerated or permitted on the grounds that it constitutes an exercise by the club or affiliated body concerned of its rights of freedom of association and/or disassociation.
9. The existence of the so called "ethnic" clubs are perceived to be problematical and require deeper analysis.
  - 9.1 Various such clubs exist at the moment e.g. the Greek Club, the Italian Club, the German Club and so on. The existence of such clubs is a well established and recognised phenomenon in the countries of the United Kingdom, Western Europe and the U.S.A. It is clear that such clubs are not the result of the policy of apartheid, but arise from the desire of peoples of different origins and cultures to group together to enjoy and foster their own cultural traditions.
  - 9.2 What is said below is a discussion in general terms and is not a reference to any one or more of such ethnic clubs which in fact exist. Such clubs appear to have been formed with the bona fide purpose of catering for the cultural needs or aspirations or interests of the particular ethnic group which it serves. There does not appear to be any ulterior racial motive.
  - 9.3 If the constitution of such a club were to restrict its membership to persons of a particular ethnic group (or race or nationality), it would by necessary implication, be excluding persons from all other ethnic groups/races/nationalities from membership. Prima facia this would be an infringement of paragraph 2 above. The question which has to be decided is whether, in these circumstances, this constitutes a valid exercise of the rights of freedom of association and disassociation, notwithstanding that it amounts to an infringement of 2, above (Cf also 7.1 above). It is considered that this would not be acceptable and that any club having a constitution along those lines would not be eligible for membership of the proposed new unified national body or any provincial body.
  - 9.4 By contrast, however, a club which had as its main object the promotion, advancement, propagation etc. of the culture, traditions etc. of any particular race or nationality, but which did not seek to exclude or limit membership on those grounds would be regarded as legitimate and would be eligible for membership.
10. The principles and guidelines set out above with regard to non-racialism shall apply equally in respect of religion and discrimination on the grounds of a persons religious beliefs.



## **SCHEDULE TWO**

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### **AFFILIATION TO SQUASH S.A.**

Eligibility requirements for Provincial Squash Associations, Ordinary Members and Associated Members in terms of clause 8.2 of the Constitution of Squash S.A.

1. The objects clause of the constitution of a Provincial Squash Association, Ordinary Members and Associate Members must include provisions that are identical to or substantially the same as sub-clauses 6.3, 6.6 and 6.7 hereof and shall provide that the Provincial Association, Ordinary Members and Associate Members shall encourage, promote, develop and administer the game of squash within the area of its jurisdiction in accordance with sound business principles.
2. There must be provisions in the constitution of each Provincial Association, Ordinary Members and Associate Members, stipulating that:
  - 2.1 the Association recognises and adopts the Schedule One;
  - 2.2 the Association may not become a member or affiliate to any other body without the prior written consent of Exco;
  - 2.3 the Provincial Association, Ordinary members and Associate Members may not authorise, send or sanction any team to go on a tour outside the boundaries of the Republic of South Africa without having first obtained the consent of Exco.
3. Any dispute as to whether the foregoing requirements have been complied with shall be referred to the Constitution sub-committee whose decision shall be final and binding.