



+27 [0]11 442 8056 [tel] +27 [0]11 442 8036 [fax]

PO Box 613 Northlands 2116 info@squashsa.co.za www.squashsa.co.za

CONSTITUTION OF SQUASH SOUTH AFRICA

This Revision Effective from:

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.

- Current version (Revision 5.0) effective from 24 October 2020, as ratified by delegates at the SGM.

Revision History

Rev.	Description	Date Ratified	Ratifying Occasion
Rev 1.0	Amended at a Meeting of Members held on 22 August 1998	22 Aug 1998	Members Meeting
Rev 2.0	Agreed at the National Convention held on Saturday November 2004 and ratified at the Meeting of Members on Saturday, 27 May 2005.	27 May 2005	Members Meeting
Rev 3.0	Amended at a Meeting of Members on Saturday 1 November 2008	01 Nov 2008	Members Meeting
Rev 4.0	Amended at the Special General Meeting held on 22 June 2013 to come into effect on 1 August 2013	01 Aug 2013	SGM
Rev 5.0	Amended at the Special General Meeting held on 24 October 2020 to come into effect on 24 October 2020	24 Oct 2020	SGM
Rev 6.0	Amended at the Special General Meeting held on 26 June 2021	26 June 2021	SGM

VAT No.: 4300121096



Table of Contents

1	Constitution, Name and Corporate Personality	3
2	Definitions and Abbreviations Used	3
3	Interpretations	5
4	Headquarters	5
5	Area of Jurisdiction of Squash SA	5
6	Objects of Squash SA	5
7	Powers of Squash SA to carry out its Objects	6
8	Ordinary Membership and Termination of Membership	8
9	Voting Rights	9
10	Annual General Meeting ("AGM")	9
11	The Council of Squash SA	10
12	Special General Meeting ("SGM")	11
13	General Provisions relating to AGMs, Council Meetings & SGMs	12
14	EXCO Board	12
15	Election of the President, Vice-President, Treasurer and the Other Members of EXCO the Board	16
16	Subcommittees	18
17	Associate Members	19
18	Honorary Life Members	19
19	Patrons	19
20	Limitation of Liability of Members Indemnity	20
21	Alteration or Variation of this Constitution	20
22	Notification	20
23	Interpretation of this Constitution	20
24	Dissolution or Winding up of Squash SA	20
25	Appeal Board and Disputes	21

List of Schedules

SCHEDULE 1 NON-RACIALISM	22
SCHEDULE 2 AFFILIATION TO SQUASH SA	24
SCHEDULE 3 APPLICATION OF THE PROVISIONS OF SECTION 30 (1) OF THE INCOME TAX ACT, 1962	25
SCHEDULE 4 ADHERENCE TO WADA CODE	27
SCHEDULE 5 AFFILIATION SCHEME PROCEDURES	28
SCHEDULE 6 SAFEGUARDING	ERROR! BOOKMARK NOT DEFINED.

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, 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 SA or the S.A.W.S.R.A. is a party will be honoured by Squash SA 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 "Annual Financial Statements" means the annual audited balance sheet, income and expenditure account, Treasurer's report and Auditor's report.
- 2.2 "AGM" means the Annual General Meeting of Members held in accordance with the provisions of section 10 of this Constitution.
- 2.3 "Appeal Board" means a body of appeal appointed by the Council in terms of this Constitution (section 25).
- 2.4 "Associate Members" means all those associations or organisations representing special interest groups, having the same or similar objects to Squash South Africa, and having their jurisdiction in South Africa, which shall have made application and have been accepted as Associate Members of Squash South Africa in terms of the provisions of section 17 of this Constitution.
- 2.5 "Board" means the Board of Squash South Africa, constituted in terms of section 14 of this Constitution.
- 2.6 "Constitution" means this Constitution.
- 2.7 "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, but is not limited to, a tertiary institution and/or public court complex.
- 2.8 "Council" means the representatives of the Members of Squash South Africa, the Board 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.
- 2.9 "Day" means a calendar day.
- 2.10 "Fees" means the monies, levies and fees levied by Squash South Africa and paid to Squash South Africa by 1 April each year by individual squash players, 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.

- 2.11 "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 Board and ratified by the Council in terms of section 18.
- 2.12 "Hybrid meeting" means any meeting of Squash South Africa held in person combined with attendance by electronic means.
- 2.13 "Member" shall, unless the contrary is indicated, mean an Ordinary Member and/or an Associate Member.
- 2.14 "Month" means a calendar month.
- 2.15 "National Convention" means the general meeting of the Council that coincides with the AGM.
- 2.16 "National Officer" means the person appointed by the Board in terms of clause 14.17.9 to manage the operations of Squash SA.
- 2.17 "National Office" means the head office of Squash South Africa in terms of section 4 of this Constitution.
- 2.18 "Ordinary General Meeting" means the second of the two ordinary general meetings of the Council held in terms of section 11.
- 2.19 "Ordinary Members" means all existing members referred to in clause 8.1 and all those Squash Associations which have made application and have been accepted as Ordinary Members of Squash South Africa by Board and ratified by the Council in terms of section 8.
- 2.20 "Patron" shall mean a person duly appointed as such in terms of section 19 hereof.
- 2.21 "Person" means a natural person.
- 2.22 "President" means the President of Squash South Africa, who has been duly elected in terms of section 15 of this Constitution.
- 2.23 "Proxy" means a person who has been appointed in writing by a Member to represent, speak for and vote on behalf of that Member at a meeting of Squash SA.
- 2.24 "SGM" means a special general meeting called and held in terms of section 12.
- 2.25 "S.A.S.R.F." means the South African Squash Rackets Federation.
- 2.26 S.A.W.S.R.A." means the South African Women's Squash Rackets Association.
- 2.27 "Sports Confederation" means the confederation of sport as approved by the Government Minister responsible for sport, which is responsible for high performance sport, good governance and coordinating multi-sport events and is the national Olympic and Paralympic committee and the Commonwealth Games Association.
- 2.28 "Squash SA" means "Squash South Africa" of which body this is the Constitution.
- 2.29 "S.R.A. of SA" means the Squash Rackets Association of Southern Africa.
- 2.30 "Squash" means the game of squash including Squash 57 and racketball whether it shall be known by that or any other name.
- 2.31 "Squash Federation of Africa" means the continental body representing squash in Africa to which Squash South Africa is affiliated.
- 2.32 "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 at the AGM.

- 2.33 "Trust" means the Squash South Africa Trust constituted in terms of its own Deed of Trust, governed by the SA Laws and by the Master of the Supreme Court.
- 2.34 "Vice-President" means the Vice-President of Squash South Africa, who has been elected in terms of section 15 of this Constitution.
- 2.35 "Virtual meeting" means any meeting of Squash South Africa held by electronic means rather than in person.
- 2.36 "Working day" means a calendar day excluding Saturdays, Sundays and Public Holidays.
- 2.37 "World Anti-Doping Agency" means the international independent Agency responsible for the World Anti-Doping Code to harmonise the fight against doping, for education, scientific research and developing anti-doping capacity.
- 2.38 "World Squash Federation" means the international controlling body for squash, racketball and Squash 57 to which Squash South Africa is affiliated.
- 2.39 "Writing" includes printing, typewriting or lithography or any other process of reproduction of the written word or any material created and/or stored and/or exchanged by electronic means and includes any combination of such processes.
- 2.40 "Year" means a calendar year.

3 Interpretations

- 3.1 The headings to the sections, clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation.
- 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 SA

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

6 Objects of Squash SA

The objects of Squash SA 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 1 which shall be in compliance with the South African Constitution and Bill of Rights.
- 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 in compliance with the South African Constitution and Bill of Rights.
- 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 Board, may decide.
- 6.6 In order to advance the objects of Squash SA to associate itself with all such other lawfully constituted Associations and Organisations as shall be decided by Board, whether within or without the area of jurisdiction of Squash SA 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 from time to time by the World Squash Federation 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 SA.
- 6.9 To act against unfair and unsporting practices such as match fixing, irregular and illegal betting and corruption within the sport of squash.
- 6.10 To adopt policies from time to time to guide the ethos of Squash SA to promote integrity, safeguarding, safety and inclusion.
- 6.11 To adopt the World Anti-Doping Code, including the list of prohibited substances and methods, as amended from time to time, and abide by relevant anti-doping legislation as promulgated in South Africa from time to time.
- 6.12 To implement principles of good governance and ensure conflicts of interest are declared and managed appropriately.

7 Powers of Squash SA to carry out its Objects

- 7.1 Squash SA 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 SA. These powers and authorities shall be exercised by the Council and/or Board and/or by the National Officer and/or by any duly constituted subcommittee in accordance with, and subject to, the provisions of this Constitution. Without in any way limiting the generality of the above provisions, the powers and authorities of Squash SA shall include those set out in clauses 7.2 to 7.22 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 SA.

- 7.4 To enter into contracts of any and all kinds necessary to carry out, give effect to or secure the objects of Squash SA.
- 7.5 From time to time, in accordance with sound business and financial principles, to invest the funds of Squash SA in such property or assets or other security as may be deemed advisable.
- 7.6 To employ, remunerate, suspend or dismiss 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 schemes for the benefit of and to grant pensions, allowances, gratuities and bonuses to employees of Squash SA 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 SA.
- 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 promissory notes, bills of exchange, warrants, electronic funds transfer and other negotiable or transferable instruments.
- 7.13 To institute, conduct, defend, compound or abandon any legal proceedings by and against Squash SA or its officers or otherwise concerning the affairs of Squash SA, 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 SA.
- 7.14 To raise money whether by subscription, registration or membership fee 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 SA or its Members, or individual squash players.
- 7.16 To contribute or subscribe to bodies with aims similar to the aims of Squash SA 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 SA.
- 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, administrator, technical official, coach, member of team management 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, regulation or policy passed by the Board, including the World Anti-Doping Code and related to match fixing, illegal betting and corruption, 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 above provisions, Squash SA 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 SA by its Members, former Members or any other persons or body.
- 7.21 To own and control all commercial rights in and to any event sanctioned, awarded, organised and thus included on the annual calendar of Squash SA involving the playing of squash in South Africa. Such commercial rights include, without limitation and in each case on a country-wide basis, all:
- 7.21.1 *audio, visual and audio-visual and data rights (in every medium, whether or not existing at the date of this Constitution);*
 - 7.21.2 *sponsorship, advertising, merchandising, marketing and other forms of rights of association;*
 - 7.21.3 *ticketing, hospitality and other concession rights; and*
 - 7.21.4 *other rights to commercialise the event (including without limitation any so-called "event rights" and any right to authorise the taking of bets on the event).*
- 7.22 To exploit the commercial rights in such manner as it considers appropriate, including granting licences in respect of the same (or part thereof) to the relevant Member or to other third party(ies) from time to time.

8 Ordinary Membership and Termination of Membership

- 8.1 Any Squash Association which wishes to become an Ordinary Member of Squash SA shall apply in writing to the Board to be admitted as an Ordinary Member, shall furnish a copy of its constitution and all such information as the Board may require to decide upon the application and pay any monies due for such membership.
- 8.2 No Squash Association shall be admitted to membership of Squash SA unless the Board is satisfied that the constitution of such Association substantially complies with the requirements contained in Schedule 2.
- 8.3 In deciding whether or not to admit a new Squash Association as an Ordinary Member, the Board 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 and fees are paid to Squash SA.
- 8.4 No Squash Association which has fewer than four (4) clubs within its area of jurisdiction and which has not proved that it can run a viable league and is unable to continue to run a viable league within its area of jurisdiction, shall be admitted as an Ordinary Member.
- 8.5 The Board's decision to admit or refuse any application for membership shall be referred to the next meeting of the Council for ratification.
- 8.6 Ordinary Members shall comply with the definition of provinces as set out in the Constitution of the Republic of South Africa.
- 8.7 The right of each existing and future Member to have one (1) or more representative teams participate in the various tournaments and championships which are held or staged under the auspices of Squash SA shall be determined by the Board, which may vary such rights from time to time.
- 8.8 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.

8.9 Any Member of any category may, at any time, tender their resignation from Squash SA. A Member must give notice not later than 30 September of any year. Any Member so resigning shall continue to be liable for any monies due and owing by the member, to Squash SA at the date of their resignation.

9 Voting Rights

9.1 The voting rights set out in this section shall apply in respect of any and all meetings of the Council.

9.2 Each member of the Board shall have one (1) vote except for Board elections and except co-opted members of the Board.

9.3 Each Associate Member shall have one (1) vote.

9.4 Each Ordinary Member shall have one (1) or more votes which shall be calculated in accordance with 9.5 and 9.6 hereof, providing that:

9.4.1 *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*

9.4.2 *the maximum number of votes which any Ordinary Member shall have, shall be 8 (eight).*

9.5 The aggregate of the monies received by Squash SA 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 SA 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.

9.6 Only Members whose representatives, including proxies, are personally or virtually present at the meeting concerned in accordance with the provisions of 10.3, 11.4 or 12.4 (as the case may be), shall have the right to vote provided that where the Council so decides, votes may be cast, in exceptional cases, by electronic means by telephone, fax, electronic mail and/or by writing.

9.7 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 clause 9.4 and 10.3; such nomination shall be in writing addressed to the National Officer 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.

9.8 A Member entitled to attend, speak and vote at a general meeting shall be entitled to appoint a person as its proxy to attend, speak and vote at a general meeting on its behalf provided that:

9.8.1 *A proxy need not be a member of Squash SA and may only carry one (1) proxy*

9.8.2 *A Member who has been appointed as a proxy for another Member may exercise votes only on behalf of the original Member and as a proxy.*

10 Annual General Meeting ("AGM")

10.1 An AGM shall be held once in every year provided that not more than fifteen months shall elapse between one AGM and the next.

10.2 The Board shall decide the date, time and place on which each AGM shall be held, provided that unless there is good reason to the contrary, it shall be held at a venue to be determined by the Board or at such other place as the Board may determine, that the AGM is held within 3 (three) months from the end of the financial year and that it may be held virtually or in a hybrid format.

10.3 The following persons shall be entitled to attend and speak at the AGM:

- 10.3.1 *All members of the Board*
- 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 the Board to do so.*
- 10.4 The business to be transacted at an AGM shall be:
 - 10.4.1 *To read the Notice convening the Meeting*
 - 10.4.2 *To read and confirm the Minutes of the previous AGM, and to consider any matters arising there from*
 - 10.4.3 *To receive and consider the Annual Report of the President on behalf of the Board, for the period since the date of the previous AGM*
 - 10.4.4 *To adopt with or without modification, the audited Annual Financial Statements for the period 1 April to 31 March, 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 Board as per the decision of the AGM*
 - 10.4.5 *To appoint the auditors of Squash SA to hold office until the next AGM on the recommendation of the Board*
 - 10.4.6 *To consider and to adopt with or without modification, or to reject any recommendations of the Board*
 - 10.4.7 *To consider all nominations by the Board 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 Board in terms of section 14 as read with section 15 for a period of ~~two~~ four (4) years in even years unless an election is required in odd years to fill a vacancy(ies)*
 - 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 AGM, together with nomination forms for the election for the Board, shall be sent to all the Members, members of the Board, Patrons and Honorary Life Members not less than 30 (thirty) working days prior to the date of the AGM.
- 10.6 Not less than 10 (ten) working days prior to the date of any AGM, copies of the Agenda for that AGM, the Annual Financial Statements for the previous financial year and a list of nominees for election to the Board together with a short resumé 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 SA

- 11.1 Subject to the terms of this Constitution the Council shall be the highest authority of Squash SA and shall determine its direction, decide upon its budget and give directives to the Board.
- 11.2 The Council should 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 the Board, to coincide with the AGM.

- 11.3 The second Ordinary General Meeting of the Council shall be held on such date and at such place as the Board shall determine, usually in October/November each year, unless there are good reasons to the contrary whereupon the Board may decide to postpone or cancel this meeting.
- 11.4 All persons referred to in clause 10.3 save those referred to in clause 10.3.5 shall be eligible to attend and speak at meetings of the Council.
- 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 request to attend or may do so upon the invitation of the Board.
- 11.6 Notice of any Ordinary General Meeting of the Council shall be sent to Ordinary Members and Associate Members not less than 30 (thirty) working days before the date of the meeting, which notice shall be accompanied by a proposed agenda as recommended by the Board save that, should an election for President and/or Vice-President be required in terms of clause 15.6, the provisions of 10.5 and 10.6 shall apply.
- 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 the meeting by the National Office which 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 (ten) working days prior to such date.
- 11.8 The business to be transacted at the National Convention and at the OGM 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 SGM held in the interim, and to consider any matters arising there from;*
 - 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, commencing 1 April of each year, which shall have been prepared by the Treasurer and considered and recommended by the Board;*
 - 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 or the resolution is ratified at the next Ordinary Council meeting.*

12 Special General Meeting ("SGM")

- 12.1 An SGM of Members shall be convened in person, virtually or in hybrid format:
- 12.1.1 *By resolution of the Board, or*
 - 12.1.2 *Upon the written request of not fewer than 5 (five) Members, addressed to the National Officer and delivered to the National Office, provided that the written request shall state the exclusive purpose for which the SGM is to be called and the text of the motion to be put to the meeting.*
- 12.2 Within 20 (twenty) working days after receipt of the resolution or request referred to in clause 12.1, the National Officer shall send written notification to all Ordinary Members and Associate Members, which shall specify the time, date and place of the SGM, which time, date and place shall have been determined by the Board 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 the notification, together with written notification of the purpose of and measures to be transacted at the SGM 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 clause 12.2, shall be transacted at the SGM.
- 12.4 Only the persons referred to in 10.3, excluding those referred to in clause 10.3.5, shall be entitled to attend and speak at SGM's.

13 General Provisions relating to AGMs, Council Meetings & SGMs

- 13.1 The following provisions shall apply to all AGMs and SGMs:
- 13.2 AGMs, OGMs and SGMs shall, subject to the terms of this Constitution, be held at such time, place and format as shall be decided by the Board.
- 13.3 The chairperson of any AGM, OGM or SGM shall be the President or in his/her absence the Vice-President, or in his/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 the Board, excluding co-opted members, 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. A member of the Board may also have a second vote if he/she has been nominated to represent a Member at the Meeting.
- 13.5 A quorum shall consist of 30% (thirty per cent) of the Ordinary Members in good standing.
- 13.6 If a quorum has not been reached within 30 (thirty) minutes after the time set for commencement of that meeting, or the quorum is not maintained during the whole of that meeting until proceedings have been declared to have been concluded by the President, the meeting, if convened upon the request 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. At such an 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, the National Officer shall, upon a date not later than 3 (three) working days after the adjournment send 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 together with any other outstanding item/s still to be considered;*
 - 13.7.3 *the ground for the adjournment; which notice shall have been settled by the President.*

14 Board

- 14.1 The Board of Squash SA 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 fewer than 3 (three) members of the full Board be men, nor shall fewer than 3 (three) be women and that at least 1 (one) shall be a person from a background of

previous disadvantage.

- 14.2 The Board 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, the Board shall, as far as possible, seek to preserve a balance of men and women members and promote diversity.
- 14.3 Meetings of the Board shall generally be in person provided that the President may allow the Board members who are not able to attend in person to participate via electronic means.
- 14.4 Members of the Board shall decide on all matters by a simple majority vote where a consensus decision is not possible.
- 14.5 Each member of the Board shall have 1 (one) vote, and the President of any meeting of the Board shall have a second or casting vote, in the event of an equality of votes.
- 14.6 The chairperson of any meeting of the Board shall be the President, or in his/her absence the Vice-President, or in his/her absence such other Member of the Board as shall have been appointed at that meeting by the Members of the Board present and entitled to vote.
- 14.7 No person may serve for more than 3 (three) consecutive terms as President nor may any person serve for more than 3 (three) consecutive terms as Vice-President.
- 14.8 The Board shall meet not less than 4 (four) times per annum provided that it shall not be necessary for the Board to meet in those months in which a general is held.
- 14.9 A quorum of Members of the Board shall consist of not fewer than 5 (five) Members. If there is not a quorum present at the appointed time and place for any meeting of the Board or if the quorum is not maintained during the whole of the meeting until proceedings have been declared by the chairperson of that meeting to have been concluded, the meeting shall stand adjourned until a date, time and place to be determined by those members of the Board who are present provided that the date shall not be more than 10 (ten) working days later; and at that adjourned meeting those members of the Board present and entitled to vote shall constitute a quorum and may transact the business of that meeting.
- 14.10 The National Officer shall, by such means as are most expedient and by such means as appear most appropriate in the circumstances, inform those members of the Board who were not present at the meeting of the date, time and place to which the meeting has been adjourned.
- 14.11 Except where otherwise stated and subject to the provisions of this Constitution, the Board shall be vested generally with all such powers and authorities as are necessary to promote and attain the objects of Squash SA and, without in any way limiting its generality, the Board shall have all such powers and authorities as are necessary to carry out the duties and functions referred to in 14.16.
- 14.12 The Board shall control all expenditure of the funds of Squash SA and shall not incur any liability nor enter into any commitment which cannot be discharged out of the funds of Squash SA.
- 14.13 No electronic funds transfer or promissory note drawn on behalf of Squash SA shall be valid unless signed by any 2 (two) of the President, the Vice-President, the Treasurer, the National Officer, or any other employee of Squash SA or nominee who has been authorised by the Board to have signing powers, provided that it shall not be competent for the two signatures to be only those of employees of Squash SA, whether or not one of them is that of the National Officer.
- 14.14 The Board shall be entitled to make any and all by-laws or regulations necessary to promote the aims and objects of Squash SA which shall be binding upon members. These regulations shall be considered for ratification at the next OGM.

14.15 **The Board** may delegate the exercise of any of its powers and functions to one of its Members or to a subcommittee of Squash SA.

14.16 In addition, **the Board** shall:

- 14.16.1 *undertake and perform all such duties and functions as shall be decided by the Council;*
- 14.16.2 *consider and, if thought fit, approve the separate constitutions, by-laws, rules and regulations of each Member, and any amendments or alterations thereto;*
- 14.16.3 *generally undertake and perform all such duties and obligations as are reasonably required to achieve the objects of Squash SA, and to implement the policies to be followed by Squash SA;*
- 14.16.4 *formulate recommendations and resolutions for the consideration of the Council and to prepare the agenda for Council meetings;*
- 14.16.5 *subject to the provisions of the Constitution, make, amend, vary, repeal and enforce rules, by-laws and regulations;*
- 14.16.6 *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 SA or the rules of the game and to impose punishments including but not limited to fines, or suspension or banning from playing in any championships, tournament or league held or being conducted under the auspices of Squash SA or the activities of Squash SA 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 SA shall be deemed to be under the auspices of Squash SA;*
- 14.16.7 *impose and collect fines, levies, subscriptions, dues and imposts;*
- 14.16.8 *arrange, control, regulate and promote tournaments, championships and any other forms of competition;*
- 14.16.9 *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, the Board may from time to time appoint a suitable person to act as the National Officer of Squash SA and shall determine his/her powers, duties, remuneration and privileges;*
- 14.16.10 *decide upon and resolve any dispute between any of the Ordinary Members, and/or Associate Members, and/or Clubs, and/or persons who are members of such clubs or refer such matters to the Appeal Board;*
- 14.16.11 *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;*
- 14.16.12 *co-opt any person to the Board as may be required to achieve the objects of Squash SA or fulfil any purpose incidental thereto provided that such co-opted member need not be a paid up member of Squash SA;*
- 14.16.13 *form subcommittees, consisting of one or more persons, for any purpose incidental to the objects and powers of Squash SA and, subject to the Constitution, by-laws, rules and regulations, delegate such of its powers to such subcommittees as may be required;*
- 14.16.14 *appoint special advisers and consultants, for any purposes, and terminate such appointment/s;*
- 14.16.15 *accept or reject any application for membership subject to ratification by the Council in terms of clauses 8.3 and 17.3;*
- 14.16.16 *open accounts with any recognised commercial banking or financial institution or building society, and invest any funds of Squash SA and pay any such funds to any person (natural, corporate or otherwise) who has a valid claim for payment against Squash SA;*
- 14.16.17 *decide upon the criteria for the award of Squash SA Colours and appoint National Selectors for selecting teams to whom Squash SA or Protea Colours may be awarded;*

- 14.16.18 *ensure that full and proper books of accounts are kept in accordance with sound accounting principles;*
 - 14.16.19 *ensure that the said books of account and all records of Squash SA's finances and assets are duly audited each year as soon as is practicable after the financial year end of Squash SA which shall be 31 March of each year and that annual financial statements are prepared;*
 - 14.16.20 *deal with any question or issue arising out of or relating to or incidental to non-racialism as described in Schedule 1 and clause 6.3;*
 - 14.16.21 *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;*
 - 14.16.22 *address any question or issue or matter concerning or incidental to development including budgeting for and expenditure on development;*
 - 14.16.23 *approve the employment and termination of employment of staff by Squash SA 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;*
 - 14.16.24 *decide any question, issue or matter relating to emblems, Colours, or anthems for Squash SA;*
 - 14.16.25 *make recommendations on any question or issue relating to the affiliation to or disaffiliation from any macro, national, continental or international body;*
 - 14.16.26 *decide any question or issue relating to the use of squash courts and/or other facilities incidental thereto and/or the standard thereof in line with the specifications determined by the World Squash Federation;*
- 14.17 The Board'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 the Board seems fit.
- 14.18 It is recognised that it is required that all Ordinary Members themselves to negotiate and achieve coordinating provincial bodies corresponding to the provincial boundaries defined in the Constitution of the Republic of South Africa as amended. Notwithstanding this, the Board shall have the right and power to be pro-active and to take such steps as it may to facilitate such coordination as may seem fit to ensure that any difficulties or problems in the way of coordination in any province shall be overcome.
- 14.19 Any member of the Board who, without having first obtained leave of absence from the Board, shall otherwise than in circumstances beyond his/her control, not attend 3 (three) consecutive meetings of the Board, of which meetings due notice has been given, shall be deemed to have resigned from the Board.
- 14.20 No member of the Board shall be entitled to any remuneration unless decided otherwise by the AGM, but all members of the Board shall be entitled to be refunded any actual and reasonable expenses incurred by the member in fulfilling any duties or functions as shall be approved by the Board.
- 14.21 The National Officer shall be appointed by the Board, and shall:
- 14.21.1 *Not be a member of the Board.*
 - 14.21.2 *Undertake all such duties and functions as the Board shall decide.*
 - 14.21.3 *Send to all Ordinary Members and Associate Members and to all members of the Board:*

- 14.21.3.1 Written notification of all meetings of the Board (excluding emergency meetings), and the proposed Agenda, not less than 5 (five) working days prior to the date of the proposed meeting.
- 14.21.3.2 Copies of the minutes and resolutions of all meetings of the Board, within 10 (ten) working days after the date of the relevant meeting.
- 14.21.4 *Send to all Ordinary Members and Associate Members and to all members of the Board:*
 - 14.21.4.1 Written notification of all meetings of the Council (excluding emergency meetings), and the proposed Agenda, not less than 10 (ten) working days prior to the date of the proposed meeting.
 - 14.21.4.2 Copies of the minutes and resolutions of all meetings of the Council, within 10 (ten) working days after the date of the relevant meeting.
- 14.22 Any Member, of any category, shall be entitled to have a representative attend and speak, but not vote, at any meeting of the Board; provided the Member shall have submitted written notification to the National Officer of this intention and full details of any matter the Member wishes to raise at the meeting, not less than 10 (ten) working days prior to the date of the meeting.
- 14.23 The office of a Board member shall be vacated if he/she:
 - 14.23.1 *is disqualified from acting as a director in terms of the Companies Act;*
 - 14.23.2 *becomes of unsound mind;*
 - 14.23.3 *is sequestered;*
 - 14.23.4 *proposes a compromise with his/her creditors generally;*
 - 14.23.5 *resigns his/her office by notice in writing to Squash SA;*
 - 14.23.6 *is, where there are 5 (five) or more members of the the Board, dismissed by a notice signed by all of his/her co-Board members provided that such a Board member has been informed of this intention, the reasons therefor and invited to attend the meeting where this will be discussed and given with the opportunity to present his/her case and provided that the absence of such a Board member shall not prevent the dismissal taking effect;*
 - 14.23.7 *has been found to have breached any term of this Constitution, code of conduct, policy, regulation or provision relating to anti-doping, match-fixing, illegal betting or corruption;*
 - 14.23.8 *has been found guilty of an offence in terms of South African legislation with a sanction greater than a fine;*
 - 14.23.9 *is no longer a member in good standing of Squash SA;*
 - 14.23.10 *dies;*
 - 14.23.11 *becomes an employee of Squash SA.*
- 14.24 The President may not serve on the Executive Committee of any SSA member.

15 Election of the President, Vice-President, Treasurer and the Other Members of the Board

- 15.1 Each 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 the Board as contemplated by sub-paragraph 14.1.4.
- 15.2 Each nomination shall be in writing, shall be accorded by a Member and shall be signed by the nominee to indicate his/her acceptance of the nomination provided that each candidate confirms in

writing that he/she meets the requirements in 14.23 to be eligible to stand for election.

- 15.3 It shall be permissible for the same person to be nominated for more than 1 (one) office/position. The nomination for any alternative post is conditional upon him/her not being elected to the first post for which he/she is nominated.
- 15.4 A valid nomination for any of the posts referred to in clauses 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 clause 14.1.4 subject to his/her acceptance.
- 15.5 All such written nominations shall be received by the National Office not less than 15 (fifteen) working days prior to the date of the next AGM.
- 15.6 If no nominations are received for the election of the President and/or the Vice-President and/or Treasurer, the President or the Vice-President or the Treasurer, shall continue in office, if available, until the next AGM; failing which, at the first meeting of the Board after that AGM, the members of the Board shall elect a person to act as the President and/or the Vice-President and/or Treasurer, until a President and/or Vice-President and/or Treasurer, as the case may be, is duly elected at a meeting of the Council provided that nomination forms and the list of nominations for the Board are circulated 30 (thirty) and 10 (ten) days respectively prior to the 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 Officer 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 (1) nomination for any of the posts of President, Vice-President and Treasurer then each post shall be elected separately by ballot, such elections to be held in the sequence noted above.
- 15.9 If there are 6 (six) or more nominations for the 5 (five) ordinary members of the Board 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 clauses 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 the Board 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 the Board 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 the Board 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 than the number of vacancies but may vote for less than the number of vacancies.

- 15.14 Prior to the election, the President shall dissolve the Board and then vacate the chair in favour of an electoral officer who shall not be a candidate in the election.
- 15.15 The electoral officer should appoint 2 scrutineers who are not candidates in the election to assist him/her.
- 15.16 Voting for the Board shall usually be by secret ballot provided that the outgoing members of the Board shall not have a vote unless a member of the outgoing Board also represents a Member or has been appointed as a proxy.
- 15.17 The ballots, once the results are announced, should be destroyed thirty (30) days after the AGM provided no dispute has been submitted to the National Officer within thirty (30) days.
- 15.18 The electoral officer will, upon resolution of the AGM, announce the number of votes cast in favour of each candidate without indicating who voted for which candidate.
- 15.19 All members of the Board shall hold office until the Board is dissolved at the AGM where elections take place, subject to the provisions of clause 15.4.
- 15.20 No member of the Board, shall represent any Member, of any category, at any meeting of the Board.
- 15.21 Should the President resign or relinquish the position during his/her term of office, he/she shall be replaced by the Vice-President until the next AGM is held at which time, a new President shall be elected for the remainder of that term of office.
- 15.22 Should the Vice-President resign or relinquish the position during his/her term of office, the Board shall appoint 1 (one) of its members to act as Vice-President until the next AGM is held at which time, a new Vice-President shall be elected for the remainder of that term of office.
- 15.23 Should the Treasurer resign or relinquish the position during his/her term of office, the Board shall appoint 1 (one) of its members to act as Treasurer until the next AGM is held at which time, a new Treasurer shall be elected for the remainder of that term of office.
- 15.24 Should any combination of the President, Vice-President and/or Treasurer resign or relinquish their position during their term of office, the Board shall appoint the required number of its members to act in these positions until the next AGM at which time, a new President, Vice-President and/or Treasurer shall be elected for the remainder of that term of office.

16 Subcommittees

- 16.1 The Board shall appoint a Management Committee comprising of the President, the Vice-President, the Treasurer and the National Officer to meet as required provided that it shall not be necessary for the Management Committee to meet in those months in which Board meetings are held. The President may call on any member of the Board to attend a Management Committee Meeting. Any member of the Board may attend any of the Management Committee Meetings. The minutes of the Management Committee Meetings must be distributed to all members of the Board.
- 16.2 The Board may appoint standing subcommittees as it considers fit. In addition, the Board may appoint ad hoc subcommittees as it shall determine by resolution from time to time.
- 16.3 The membership of each subcommittee shall be determined by the Board provided that unless the Board decides otherwise, there shall be at least 1 (one) member of the Board on each subcommittee who will, unless the Board decides otherwise, be the chairperson of the committee and provided further that except with the unanimous approval of the Board each subcommittee shall have not less than 1 (one) woman and not less than 1 (one) man as members.

- 16.4 Each subcommittee shall, subject to the provisions of this Constitution and to the by-laws, perform such duties and functions as are delegated to it by the Board.
- 16.5 The powers and authority of each standing subcommittee shall be as set out in the by-laws provided that the Board may by resolution add to or subtract from.

17 Associate Members

- 17.1 Any association or organisation which wishes to become an Associate Member of Squash SA shall apply in writing to the Board to be admitted as such and shall furnish a copy of its constitution and all such information as the Board may require to decide upon the application.
- 17.2 The Board 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 the Board may consider fit.
- 17.3 Any decision by the Board 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 contained in this Constitution it shall be competent for the Board, 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 SA. The constitution, by-laws and regulations of such bodies or associations shall at all times be subject to the approval and ratification of Squash SA 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 The Board and Members of Council shall, from time to time, nominate any person who has rendered notable and meritorious service to Squash SA and/or in the promotion of the game of squash and whom it wishes to recognise and honour as an Honorary Life Member. Every nomination shall be presented for ratification at the next AGM and, if ratified, the person shall become an Honorary Life Member and shall enjoy the rights and privileges, namely to attend and speak at the AGM, to receive advance notice and to make preferential bookings in respect of any tournament or championship held under the auspices of Squash SA.
- 18.2 All past presidents of Squash South Africa shall ipso facto become an Honorary Life Member of Squash SA.

19 Patrons

- 19.1 The Board may from time to time nominate any person whom the Board considers to be fit and desirable to be a Patron of Squash SA. The nomination shall be presented for ratification at the next AGM and, if ratified, the person shall become a Patron of Squash SA.
- 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 the Board from time to time.

20 Limitation of Liability of Members Indemnity

- 20.1 The liability of any Member, of any category, is limited exclusively to the sum of any monies then due and payable by such Member to Squash SA, by way of subscription or otherwise.
- 20.2 The Patrons, the President, the Vice-President, the National Officer, all members of the Board, the Treasurer, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of Squash SA, in terms of this Constitution and under delegated powers from Members in General Meeting or from the Board, 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 SA, from whatever cause arising, provided such person/s acted in good faith and not negligently.

21 Alteration or Variation of this Constitution

This Constitution may be altered or varied, at any time, by Members in General Meeting, upon a majority vote of not less than 50% (fifty five per cent) of the total votes of Members, whose representatives are present and entitled to vote at that time provided not less than 30 (thirty) 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 SA 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 address of such Member/s, by any official of Squash SA; but all notifications to Squash SA by any person (natural, corporate or otherwise) or any such Member shall only be effective from the date of receipt thereof by the National Officer. In no respects shall any postal authority be, or be deemed to be, the agent of Squash SA.

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 shall be referred to the Appeal Board referred to in section 25 for resolution.

24 Dissolution or Winding up of Squash SA

- 24.1 Squash SA may be dissolved or wound-up, at any time, by 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 SA shall have been given to all Members.
- 24.2 Upon dissolution or winding up of Squash SA, all the property and assets of Squash SA, 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 SA, at the discretion of Members.

25 Appeal Board and Disputes

The **Board** 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 to:

- 25.1 Assist Squash SA with legal advice.
- 25.2 Set up and continuously update a code of conduct, adopted by Council.
- 25.3 Chair disciplinary hearings when requested, and adjudicate, mediate and arbitrate upon legal and disciplinary matters as well as disputes in terms of the Rules and Procedures for the Resolution of Disputes in Sport, prevailing at the time such dispute is referred.
- 25.4 The Appeal Board shall comprise three (3) members of whom at least one must have seven (7) years' legal experience.
- 25.5 Every member of the Appeal Board shall have 1 (one) vote each at their meetings and hearings.
- 25.6 Any dispute between:
 - 25.6.1 *a member of the Board and the Board or*
 - 25.6.2 *the Board and a Member or*
 - 25.6.3 *2 Members shall be referred to the Appeal Board for resolution through mediation or expedited arbitration.*
- 25.7 Any dispute between players, officials or parents or any other party and a Member shall be dealt with in terms of the dispute resolution process outlined in the Member's constitution.
- 25.8 Should there be no resolution the matter in relation to a dispute in 25.7, the matter shall be referred to Squash SA for resolution through mediation or expedited arbitration.
- 25.9 Any dispute between Squash SA and another national federation shall be referred to Sports Confederation for resolution through mediation or expedited arbitration.
- 25.10 Any dispute between Squash SA and the Sports Confederation shall be referred to the Director-General of responsible for Sport or through any other agreed dispute resolution mechanism which may exist from time to time, for resolution through mediation or expedited arbitration.
- 25.11 In the event of arbitration as outlined above, the resolution shall be final and binding on the parties to the dispute.

Schedule 1 | 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, region, 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 clause 2.
4. The principle of non-racialism also demands that all clubs, regions, 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, regional 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 problematic 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.

9.3.1. Prima facie 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 (c.f. 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 SSA 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 person's religious beliefs.

Schedule 2 | Affiliation to Squash SA

Eligibility requirements for Ordinary Members and Associate Members in terms of clause 8.2 of the Constitution of Squash SA

1. The objects clause of the constitution of Ordinary Members and Associate Members must include provisions that are identical to or substantially the same as clauses 6.3, 6.6 and 6.7 hereof and shall provide that 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 and in line with good governance.
2. There must be provisions in the constitution of each Ordinary Member and Associate Member, 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 the Board;
 - 2.3. 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 the Board.
3. Any dispute as to whether the afore-going requirements have been complied with shall be referred to the Constitution subcommittee whose decision shall be final and binding.

Schedule 3 | Application of the Provisions of Section 30 (1) of the Income Tax Act, 1962

The following provisions contained in section 30 (1) of the Act shall at all times apply and be adhered to while this constitution is in operation.

1. The sole object of the Association is to carry on a public benefit activity which qualifies for purposes of Section 18 A of the Act as defined in Section 30 (1) of the Act, in a non-profit manner.
2. At least 85% of the Association's activities shall be carried out in the Republic of South Africa.
3. At least 3 members who will accept fiduciary responsibilities and shall also not be connected persons to each other: and no single person directly or indirectly controls the decision making powers relating to the Association
4. No funds will be distributed to any person (other than in the course of undertaking any public benefit activity.)
5. The Association's funds will be used solely for the objects for which it was established, or shall be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, (act no. 39 of 1984) or in securities listed on a stock exchange as defined in the Stock Exchanges Control.
6. The Association will not carry on any business undertaking or trading activities other than to the extent that the gross income derived from such business undertaking or trading activity does not exceed the greater of R25,000 or 15% of the gross receipts of the constitution:
7. The undertaking or activity is -
 - integral and directly related to the sole object of the Association: and
 - carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost: and
 - which would not result in unfair competition in relation to taxable entities:
 - the undertaking or activity, if not integral and directly related to the sole object of such Association, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation or:
 - the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to
 - a) the scope and benevolent nature of the undertaking or activity
 - b) the direct connection and inter-relationship of the undertaking or activity with the sole purpose of the Association
 - c) the profitability of the undertaking or activity: and
 - d) the level of economic distortion that may be caused by the tax-exempt status of the Association carrying out the undertaking or activity.

Any business undertaking or trading activities, or assets used in such undertaking or activity, acquired by the Association before 1 January 2001, will be retained or continued as the case may be, in the form so acquired for a period of 5 (five) years.
8. On the dissolution of the Association, the remaining assets will be transferred to any similar public benefit organization, within the Republic of South Africa which has been approved in terms of Section 30 of the Act for the purposes of Section 18A of the Act: No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and

conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in term of Section 18A: provided that a donor (other than a donor which is an approved public benefit organization or an institution board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation:

9. A copy of all amendments to the Constitution, trust deed, will be submitted to the Commissioner for the South African Revenue Service;
10. No remuneration will be paid to any employee, office bearer, member or person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
11. The Association will submit the required Income Tax Returns annually together with the relevant supporting documents;
12. The Association will, within such period as the Commissioner may determine, register in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), and comply with any other requirements imposed in terms of the Act;
13. The Association has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

Schedule 4 | Adherence to WADA Code

Squash South Africa and all its Members agree to comply and be bound by and to procure that their members comply with the Code as amended and adopted by the Government of South Africa, WSF and the IOC arising out of the WADA declaration adopted in Copenhagen in March 2002 (as amended) or any subsequent declaration or declarations adopted by WADA from time to time. Squash SA agrees that it shall, through the Board, immediately adopt any changes to the Code and list of prohibited substances and methods issued by WADA from time to time.

Schedule 5 | Affiliation Scheme Procedures

