

# **THE CONSTITUTION**

of

## **ADELAAR SQUASH CLUB**

(Duly adopted as such by the Members thereof at an Annual General Meeting held at Adelaar Squash Club on the 20<sup>th</sup> day of November 2003)

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

- 1.1. This is the Constitution of the body known as **Adelaar Squash Club**. Without limiting the afore going in any way, it is recorded that all existing contracts to which the Adelaar Squash Club is a party shall be honored. The Adelaar Squash Club shall hereinafter be referred to as “the Club.”
- 1.2. The Club is an affiliated member of the Adelaar Sport Federation 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 be sued in its own name and, notwithstanding any change in composition of its Members from time to time, shall have perpetual succession.

### **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 expenditure account, Treasurers report and Auditors report.
- 2.2. “AGM” means the Annual General Meeting of Members held in accordance with the provisions of Clause 14 of this Constitution.
- 2.3. “Chairman” means the Chairman of the Club who has been duly elected in terms of this Constitution. (It is recorded that the term “Chairman” purely designates the post, has no connotations of gender and that the Chairman may be either a man or a woman).
- 2.4. “Club” means Adelaar Squash Club whose principle object is the playing of the game of squash and which is subject to the control of a properly constituted Committee in terms of the Constitution and who is affiliated with the Adelaar Sport Federation.
- 2.5. “Constitution” means this Constitution.
- 2.6. “Committee” means the Management Committee of the Adelaar Squash Club constituted in terms of this Constitution, relating to specific headings.
- 2.7. “Club fees” means the monies levied by the Club and due to the Club by the all registered members of the Club. These fees will be determined annually by the Committee and approved at the AGM.
- 2.8. “Member” means all existing Members referred to in Clause 6 and all those Members who shall have made application, have been accepted as Members of the Club by the Committee and are in good standing with the Club.
- 2.9. “Month” means a calendar month and “year” means a calendar year.
- 2.10. “Person” means a natural person.
- 2.11. “Squash” means the game of squash whether it shall be known by that or by any other name.
- 2.12. “Treasurer” means the Treasurer of the Club who shall be a person duly qualified to act as such and who shall have been elected as such at the Annual General Meeting.
- 2.13. “Vice Chairman” means the Vice Chairman of the Club who has been elected in terms of Clause 10 of this Constitution.
- 2.14. *“Written notice” means a physical paper or an e-mail to the party's involved email address as carried on the clubs records.*

### **3. INTERPRETATIONS**

- 3.1. The heading to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation thereof.
- 3.2. Unless the context indicates a contrasting intention;
  - 3.2.1. the singular shall include the plural and vice versa.
  - 3.2.2. the masculine includes the feminine and vice versa.

#### **4. OBJECTIVES OF THE CLUB**

The objectives of the Club are:

- 4.1. To be, to operate and to function as the controlling and administrative body of squash at the Adelaar Sport Federation.
- 4.2. To promote, foster and control the playing of squash at the club.
- 4.3. To select representative teams from the league members of the Club to represent the Club in the NSA league.
- 4.4. To organise, promote and supervise competing in the NSA league as well as to organise, promote and supervise the playing of championships and tournaments.
- 4.5. To organise, promote and supervise coaching and training sessions for all members of the Club.
- 4.6. To uphold and enforce the rules of squash as prescribed by the NSA and the World Squash Federation from time to time and to encourage and promote the highest standard of sportsmanship in connection with the playing of squash.
- 4.7. To uphold and enforce any code of conduct pertaining to the sport of squash approved by the World Squash Federation and the NSA or any other code of conduct adopted by the Club.
- 4.8. To maintain Membership of Squash South Africa and the Northern Squash Federation and to co-operate with them and with any other national, provincial or regional squash association.
- 4.9. To raise funds whether by subscription, levies or otherwise.

#### **5. POWERS OF THE CLUB TO CARRY OUT ITS OBJECTIVES**

- 5.1. The Club shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of the objectives of the Club. Without in any way limiting the generality of the afore going, the powers and authorities of the Club shall include those set out in 6.2 to 6.21 below. These powers and authorities shall be exercised by the Committee and/or by any duly constituted sub-committee in accordance with and subject to the provisions of this Constitution.
- 5.2. To acquire by purchase, exchange, hire, sub-lease, donation or otherwise movable and/or immovable property of any kind in association with the ASF.
- 5.3. 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 the Club in association with ASF.
- 5.4. To enter into contracts of any and all kinds necessary to carry out, give effect to or secure the objects of the Club.
- 5.5. From time to time, in accordance with sound business and financial principles to invest funds of the Club in such property or assets or other security as may be deemed advisable from time to time.
- 5.6. To employ, suspend or dismiss and remunerate employees.
- 5.7. To invite the patronage of any person or persons as it may consider advisable.
- 5.8. To ensure against losses, damage, risk and liability of all kinds.
- 5.9. To draw, make, accept, endorse, execute, negotiate and issue cheques.
- 5.10. To institute, conduct, defend, compound or abandon any legal proceedings by and against the Club or otherwise concerning the affairs of the Club, 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 the Club.
- 5.11. To raise money whether by subscription or levy from its Members.

- 5.12. To spend or otherwise apply moneys to the advancements and/or development of the Club or its Members, or individual squash players and to contribute to costs due by the Club as determined time to time.
- 5.13. 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 execution, administration and implementation of this Constitution and to refer such rules, by-laws or regulations to the members scrutiny and approval prior to adoption and implementation thereof, for the attainment of the objects of the Association and the NSF.
- 5.14. To impose fines and/or any other disciplinary measures on its Members 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 the Committee and recover by legal action or otherwise such fines or compulsory contributions or damages from its Members or former Members.
- 5.15. 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 the Club by its Members, former Members or any other persons or body.

## **6. MEMBERSHIP**

- 6.1. All existing Members in good standing with the Club shall continue to be Members of the Club.
- 6.2. Membership of the Club shall be confined to any person who has applied, has been approved and has paid or made an arrangement with the Treasurer to pay such fees to the Club.
- 6.3. Application of Membership shall be done on the prescribed application form and shall be submitted to the Committee for approval. The Committee shall have the right to call upon any applicant for Membership to furnish the Committee with information as may be required.
- 6.4. The Committee shall have the right to accept or reject any application for membership. No reasons for the rejection of the application have to be supplied to the applicant.
- 6.5. The Membership of any member shall commence forthwith upon the Committee's approval of the application.

## **7. DUTIES OF MEMBERS**

Upon being admitted to Membership, Members agree to abide by the provisions of this Constitution and such rules and regulations as have been passed in terms hereof, and to pay all subscriptions and other levies payable in terms thereof.

## **8. TERMINATION OF MEMBERSHIP**

- 8.1. Any Member may withdraw from Membership at any time, by giving notice, in writing, to the Chairman of the Club.
- 8.2. The Committee may require, without assigning any reason therefore, the withdrawal from the Club of any Member upon a two thirds majority vote of the Committee.
- 8.3. Any Member more than 2 months in arrear with its Club fees, subscriptions and/or any other amount of whatsoever nature which may be due to the Club shall, at the discretion of the Committee, cease to be a Member, unless a satisfactory explanation is rendered by the Member and accepted by the Committee. For the purpose of this rule, a levy shall be deemed to fall due and payable on the 1<sup>st</sup> day of February of each year.
- 8.4. The withdrawal for any reason whatsoever of any Member shall not affect any existing liability for payment due by that Member to the Club.

## **9. THE COMMITTEE**

- 9.1. The Committee shall consist of a Chairman, Vice Chairman, Administrator, Treasurer with a minimum of two and a maximum of four Additional Members who shall be elected at the Annual General Meeting. The Committee shall have in total a minimum of 6 and a maximum of 8 elected members. Provision shall be made to designate the following Portfolios to Committee Members - Individually or in convenient and appropriate groupings:

- Coaching and Development
- Marking and Refereeing
- Marketing and Publicity
- Tournaments
- Leagues - *Ladies and men's Club captains*
- Colours and Selection
- Players representatives (Men and Ladies)
- Facilities

Such designated committee members shall ensure compliance by the Club with the policies of and directives from the various Portfolio Committees of the NSF.

- 9.2. The Committee shall have the power to co-opt Committee Members from its Members but such co-opted members shall have no vote.
- 9.3. The existing Committee shall hold office until the next ensuing Annual General Meeting and shall then retire.
- 9.4. Retiring Members of the Committee shall be eligible for re-election without nomination, but a co-opted Member shall not be so eligible. *Retiring members must indicate in writing their availability for re-election.*
- 9.4.1. A candidate for election to the Committee shall be nominated by at least one Member of the Association (*Club*) and such nomination, together with the consent in writing of the nominee, shall be delivered to the Chairmen not less than ~~twenty-four~~ *(7 days)* hours before the Annual General Meeting.
- 9.4.2. Such nomination shall specify whether the candidate concerned is nominated as an ordinary Member of the Committee or to a particular office on the Committee and, if latter, to which particular office.
- ~~9.4.3. Any person who is nominated as a candidate for election to a particular office on the Committee and who, upon a vote, is not to elected to that office, shall thereupon automatically be deemed to have been nominated as a candidate for election as an ordinary Member on the Committee.~~
- ~~9.4.4. Where only one person is nominated to a particular office on the Committee or where the number of candidates nominated for election as ordinary Members is equal to the number of vacancies then such a person shall be declared to have been duly elected.~~
- ~~9.4.5. Where the number of persons nominated as candidates for election either to a particular office or as ordinary Members of the Committee exceeds the number of vacancies then a vote shall be held by secret ballot as provided for in clause 13.14 hereof.~~
- 9.5. Election to office or co-option to the Committee shall be open to any Member of the Club *that have been a member in good stead for at least 1 year.*
- 9.6. Any salaried employee of the Club, serving on the Committee, shall not be entitled to vote.

## 10. POWERS OF THE COMMITTEE

- 10.1. The Committee shall have the power to do all things which in its discretion are necessary to further the objectives of the Club, which powers shall include but not be limited to the following:-
- 10.1.1. To employ and control all expenditure of the funds of the Club in such a manner as it shall be deemed to be in the best interest of the game of squash and of the Club and it shall not incur any liability nor enter into any commitment which cannot be discharged out of the funds of the Club;
- 10.1.2. No cheque or promissory note drawn on behalf of the Club shall be valid unless signed by 2 (two) of either the Chairman, Vice Chairman or the Treasurer. *Standard expenses as provided for in the yearly budget may be paid by Electronic Fund Transfers (EFT) by the Treasurer without authorization of Chairman/Vice Chairman. Electronic Fund Transfers for non budgeted payments have to be authorized by Chairman/Vice Chairman. Authorization can be written, or by email.*

- 10.1.3. To act as an arbitrator in all disputes and in any other matters arising out of the game of squash under the Jurisdiction of the Club.
- 10.1.4. To exclude any person, whether a Member or non-Member and whether permanently or temporarily, from participation in any competition, tournament or championship promoted by the Club, directly or indirectly.
- 10.1.5. Subject to the rules of the game of squash as prescribed by the World Squash Federation from time to time, to prescribe any further rules or regulations in which any competition, tournament or championship promoted by it, is to be run.
- 10.1.6. To levy subscriptions, fees or other imposts as may be required.
- 10.1.7. To abide by and enforce the policies as set up by the various portfolio committees of the NSF.
- 10.1.8. To abide by the decision of the ASF regarding the colours and emblems of the Club.
- 10.1.9. To open and operate a banking account in the name of the Club.
- 10.1.10. To enter teams in the NSA leagues subject to payment of such fees as the NSA may determine.
- 10.1.11. The Treasurer shall ensure that all the Financial Records of the Club are kept up to date and in collaboration with Chairman ensure proper financial reporting is done at the meetings of the Committee.

## 11. MEETINGS OF THE COMMITTEE

- 11.1. The Committee shall *strive to* meet at least once per month to attend to the ordinary business of the Club *but not less than 6 times a year.*
- 11.2. Minutes of each ordinary meeting shall be kept and sent to each Committee Member by the Administrator not less than one week after the meeting.
- 11.3. Written notice of each ordinary meeting plus the agenda thereof shall be sent to each Committee Member by the Administrator not less than one week before the meeting.
- 11.4. The Administrator shall with the consent of the Chairman, or, if he is unavailable, any other Member of the Committee, convene an extraordinary meeting of the Committee whenever in his opinion, business of such an urgent nature has arisen as to make it desirable to hold a meeting immediately.
- 11.5. The Administrator shall give not less than forty-eight hours notice of such an extraordinary meeting as well of the business to be attended to by the Committee Members.
- 11.6. The accidental omission to give any Member of the Committee notice of a meeting whether ordinary or extraordinary or the non-receipt of such notice by any Member of the Committee shall not invalidate any resolution passed at any such meeting.
- 11.7. ~~80%~~(60%) of the Committee Members shall constitute a quorum.
- 11.8. Meetings shall be convened by the Chairman, or, failing him, the Vice Chairman or, failing him, such other Member of the Committee as those present shall select.
- 11.9. Each elected Member of the Committee shall have one vote. In the event of voting on any motion being equal for and against, the Chairman shall have a deliberate and casting vote.

## 12. GENERAL MEETINGS OF THE CLUB

- 12.1. An Annual General Meeting of the Members of the Club shall be held at least once every calendar year and not more than fifteen months after the holding of the previous Annual General Meeting.
- 12.2. The Committee may, whenever they think fit, and shall, upon a requisition in writing and signed on behalf of not less than 50% of the Members of the Club, convene an extraordinary General Meeting.
- 12.3. Notice of the Annual General Meeting shall be in writing or electronic mail and shall be posted, sent or delivered to Members not less than 14 days in advance of the meeting. Such notice shall state the place, date and hour of the meeting.
- 12.4. In the case of the Annual General Meeting the notice thereof shall be accompanied by the agenda, the minutes of the preceding Annual General Meeting and on any intervening extraordinary General Meeting, the final statements of the account and balance sheet, duly audited, and the Treasurer's report which are to be submitted to the meeting.

- 12.5. In the case of an extraordinary General Meeting the notice shall be accompanied by a statement explaining the purpose for which the meeting is being called.
- 12.6. The accidental omission to give any such notice to any Member or the non-receipt of such notice by any Member shall not invalidate any resolution passed at any such meeting.
- 12.7. General meetings shall be held at such time and place as the Committee shall decide.
- 12.8. 25% or one quarter of the **League** Members at the time shall constitute a quorum.
- 12.9. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present by representation shall be a quorum.
- 12.10. The business to be done at the Annual General Meeting shall be:-
- 12.10.1. to confirm and accept the minutes of the previous Annual General Meeting;
  - 12.10.2. to receive and consider the report of the Chairman on the affairs of the Club for the past year;
  - 12.10.3. to receive, consider and adopt the statement of final accounts and balance sheets for the financial year ending 30 September of the past year;
  - 12.10.4. to elect a Chairman and Vice Chairman of the Club;
  - 12.10.5. to elect a Committee for the ensuing year;
  - 12.10.6. to consider and resolve any particular matter of which notice has been given in the agenda;
  - 12.10.7. general.
- 12.11. The following persons shall be entitled to attend the general meeting:-
- 12.11.1. The existing Committee Members;
  - 12.11.2. Members of the Club;
  - 12.11.3.** Any squash player *or spouse of a member* who wishes to attend , *but with no power to vote or address the meeting.*
- 12.12. Save with the permission of the Chairman, only persons who are entitled to attend the General Meeting in terms of the preceding sub-clause shall be entitled to address the meeting.
- 12.13. Save as prescribed below or elsewhere herein all motions at a General Meeting shall be decided by a show of hands unless a secret ballot is called for by the Chairman. ~~in which event sub-clause 12.14 below shall apply.~~
- 12.14. The following votes shall apply;
- 12.14.1. Each Member shall have one vote;
  - 12.14.2. Each Member of the Committee personally present shall have one vote in his personal capacity;
  - 12.14.3. Any Member in arrears with levies or subscriptions shall not be entitled to vote.
- 12.15.** In the event of voting on any motion being equal for and against, the Chairman shall have a deliberate casting vote, *unless it is for the vote of chairman, in which case a revote should be done.*

### **13. SUB-COMMITTEES**

- 13.1. The Committee may appoint a management sub-committee and such other standing sub-committees as it considers fit. In addition, the Committee may appoint ad hoc sub-committees as it shall from time to time by resolution determine.
- 13.2. The membership of each sub-committee shall be determined by the Committee provided that there shall be at least one member of the Committee on each sub-committee which member shall, unless the Committee decides otherwise, be the Chairman of such Committee.
- 13.3. 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 the Committee.
- 13.4. The powers and authority of each standing sub-committee shall be as set out in the by-laws provided that the Committee may by resolution add to or subtract therefrom.

## 14. LIMITATION OF LIABILITY OF MEMBERS AND INDEMNITY

- 14.1. The liability of any Member is limited to the sum of any monies then due and payable by such Member to the Club, by way of subscription or otherwise howsoever.
- 14.2. The patrons, the Chairman, the Vice-Chairman, all Members of the Committee, the Administrator, the Treasurer, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of the Club, in terms of this Constitution and under delegated powers from Members in General Meeting or from the Committee, 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 the Club, from whatever cause arising, provided such person/s acted in good faith.

## 15. EXISTING LAWS, RULES AND REGULATIONS OF THE CLUB

All existing laws, by-laws, rules and regulations of the Club at the date of adoption and approval of this Constitution, shall remain in full force and effect until repealed, varied or amended in terms hereof subject to the approval and ratification by the Members at the AGM.

## 16. NOTIFICATIONS

For the purpose of this Constitution, all notifications by the Club to any Member or to any person shall, unless delivered by hand or electronic mail, be effective from the date of posting or sending by any official of the Club; but all notifications to the Club by any Member or person shall only be effective from the date of receipt thereof by the Administrator. Any notifications required to be submitted to Members in terms of the Constitution shall be submitted by prepaid ordinary postage or electronic mail or fax to the last known address of such Member, or delivered by hand.

## 17. DISSOLUTION OR WINDING UP OF THE CLUB

- 17.1. The Club 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 percent) of the total votes of Members present and entitled to vote, provided that not less than 90 (ninety) days written notification of such meeting and of any such resolution aimed at dissolving or winding-up the Club shall have been given to all Members. *The quorum for such a meeting will be 75%.*
- 17.2. Upon the dissolution or winding-up of the Club, all the property and assets of the Club, after payment of all monies owing to any third parties, shall be transferred free of compensation to the ASF.

## 18. INTERPRETATION AND AMENDMENT OF THIS CONSTITUTION

- 18.1. The decision of the Members as to the intention, meaning and effect of any provision in this Constitution or any rule or regulation passed in terms hereof, shall be final and conclusive.
- 18.2. The provisions of this Constitution may be repealed, added to or amended only by the Members at a General Meeting provided:-
  - 18.2.1. That due notice of all proposed additions or amendments be given in the notice convening the General Meeting at which such additions and alterations are to be discussed; and
  - 18.2.2. That the same are passed by not less than 75% (seventy five percent) majority at a General Meeting properly constituted with a quorum *of 75%* present.
  - 18.2.3. The approval and ratification of the proposed amendments be obtained from the NSA.

## 19. WITHDRAWAL OF MEMBERSHIP OF THE NSA

Membership of the NSA may be withdrawn by Members in a General Meeting, upon a majority vote of not less than 75% (seventy five percent) of the total votes of Members present and entitled to vote, provided that not less than 6

(six) months written notification of such meeting and of any such resolution aimed at withdrawing membership shall have been given to all Members.