

# Constitution of the Squash Rackets Association of Western Australia (Inc.)

April 2023



## **1.0 NAME**

The name of the Association is **SQUASH RACKETS ASSOCIATION OF WESTERN AUSTRALIA (INC.)**, Association number A0590062C.

Hereinafter referred to as "Squash WA".

## **2.0 DEFINITIONS**

In these rules, unless the contrary intention appears:

- A. "Annual General Meeting" is the meeting convened under item 15.1.
- B. "Board Meeting" means a meeting referred to in item 10.0.
- C. "Board Member" means person referred to in item 9.0.
- D. "Convene" means to call together for a formal meeting.
- E. "Special General Meeting" means a meeting to which all Member Clubs are invited, other than the Annual General Meeting.
- F. "Member Club" means member of Squash WA that is a squash club with its own playing members.
- G. "Registered Player" means a financial member of a Member Club who participates in competitions organised or approved by Squash WA.
- H. "Ordinary resolution" means resolution other than a special resolution.
- I. "Poll" means voting conducted in written form (as opposed to a show of hands).
- J. "Special Resolution" has the meaning given by Part 3 Division 2 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of Squash WA who are entitled under the rules of Squash WA to vote and vote in person or through an online teleconferencing facility, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a special resolution is submitted, a declaration by the person presiding in person or through an online teleconferencing facility or that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of Squash WA or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of Squash WA present in person or remote or through an online facility.

If a poll is held, a declaration by the person presiding in person or through an online teleconferencing facility as to the result of a poll is evidence of the matter so declared.

- K. "the Chairperson" means the person presiding at Board meetings (Clause 10.0) or General Meetings (Clause 15.0).
- L. "Club Fee" means those fees payable by Member Clubs in order to retain membership of Squash WA as deemed by the Board as referred to in item 7.0.
- M. "Competition Fee" means those fees payable by Registered Players in order to participate in Squash WA competitions as deemed by the Board as referred to in item 7.0.
- N. "The Board shall mean the representatives of Squash WA referred to in Clause 9.0.
- O. "Department" means the government department with responsibility for administering the Associations Incorporation Act 2015.
- P. "the Act" means the Associations Incorporation Act 2015.
- Q. "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act.
- R. "the Disciplinary Committee" is a group of individuals made up of three independent registered players from different Member Clubs. These players will be independent of the Board and its sub-committees.
- S. "Competition" includes Pennants, Leagues and Tournaments as organised or approved by Squash WA.

### **3.0 OBJECTS OF SQUASH WA**

The objects of Squash WA are:

- 3.1 To function as the central authority in and for the State of Western Australia in all matters connected with the organisation and playing of the game of Squash.
- 3.2 To coordinate, develop, control and promote the game of Squash through the development and implementation of state policies and plans which are accepted by government, members, and the community.
- 3.3 To encourage, facilitate and develop strategies to increase opportunities to play and participate in the game of Squash by all members of the community.
- 3.4 To encourage, facilitate and develop cooperation between all clubs and persons associated with the game of Squash, including but not limited to players, venue operators, administrators, coaches and referees.
- 3.5 To encourage, facilitate and assist in all matters concerning the development of technical skills and proficiency in all aspects of managing and playing the game of Squash including but not limited to coaching, venue operation and administration.
- 3.6 To promote, regulate and encourage the game of squash in Western Australia.

- 3.7 To increase community based participation in squash.
- 3.8 To promote good fellowship, sporting behaviour and citizenship among players of squash and their families, according to Squash WA's published code of conduct.

#### **4.0 PROPERTY AND INCOME OF SQUASH WA**

Squash WA must apply all property and income of Squash WA solely towards the promotion of the objects of Squash WA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any members of Squash WA, except in good faith in the promotion of those objects.

#### **5.0 POWERS OF SQUASH WA**

The powers conferred on Squash WA are the same as those conferred by section 13 of the Act. Subject to the Act and any additions, exclusions or modifications below, Squash WA may do all things necessary or convenient to attain its objects and purposes. Those powers not specifically covered by 11.0 POWERS OF THE BOARD, will require a special resolution to effect. Specific powers of Squash WA include:

- 5.1 Open and operate bank accounts.
- 5.2 Invest its money in low risk securities or in other conservative investments in which trust monies may lawfully be invested.
- 5.3 Borrow money upon such terms and conditions as Squash WA thinks fit where the amount borrowed, without approval from a Special General Meeting of Member Clubs, is not greater than 20% of its revenue.
- 5.4 Acquire, hold, deal with, and dispose of any real or personal property.
- 5.5 Give security for the discharge of liabilities incurred by Squash WA as it thinks fit.
- 5.6 Appoint agents and employees to transact any business of Squash WA on its behalf for reward or otherwise.
- 5.7 Build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by Squash WA.
- 5.8 Print and publish any information by any media including newsletters, newspapers, articles, leaflets or electronic media for promotion of Squash WA. This includes sending such information directly to players, and also to prospective players, the press, government representatives, and others in order to inform and promote the objects of Squash WA.
- 5.9 Provide gifts and prizes in accordance with the objects of Squash WA.
- 5.10 To enter into any other contract Squash WA considers necessary or desirable.

- 5.11 Conduct appeals for the donation of funds to Squash WA and to accept donations of any real or personal property and generally to raise funds by public sponsorship and by any other means as may from time to time be determined by Squash WA.
- 5.12 Retain and pay auditors, accountants, solicitors, marketing consultants and other professional advisers.
- 5.13 Make by-laws and regulations for the conduct of Squash WA. The committee may, from time to time, amend, repeal or add to such by-laws. A copy of a by-law or by-laws dated and signed by the President and Secretary of Squash WA shall be conclusive evidence of the by-laws in effect.
- 5.14 Effect and maintain insurance as is necessary for the proper protection of Squash WA, the Member Clubs, Coaches, Officials, Registered players, Staff, Board members and the General Manager.
- 5.15 Administer, promote and regulate the game of Squash in the State of Western Australia and to maintain and uphold the rules of the game as determined from time to time by Squash Australia.
- 5.16 Arrange, control, regulate and authorise State Championships, interstate matches, tournaments or exhibitions in the State of Western Australia, including the appointment and control of referees and markers and to arrange and control other matches of whatever nature, with the exclusive right to control all such events within the State of Western Australia where the words "State" or "Western Australian" are used in the title thereof; or delegate these functions to other persons or bodies; arrange, control, regulate and authorise the representation of Western Australia in international squash competitions, and the manner of financing such representation.
- 5.17 Take appropriate action to ensure that Registered Players observe the proper code of conduct and etiquette at any match or associated events while representing Squash WA or its members or while participating in events conducted by Squash WA or its members; provided that if a penalty is imposed on a player by Squash Australia or another squash body which has a bilateral agreement with Squash WA with regard to player behaviour, Squash WA may apply its own penalty not exceeding the penalty imposed by the other body.
- 5.18 Arrange for the representation of Squash WA to Squash Australia or any other body formed for the purpose of promoting and controlling the game of Squash nationally.
- 5.19 Hear and determine appeals by Member Clubs or from the decisions of Member Clubs of matters of dispute and to hear and determine matters or questions referred to it by Member Clubs or by individual Registered Players or bodies where the matter or question concerns Member Clubs.
- 5.20 Settle all disputes or doubtful points in connection with the game of Squash in Western Australia.
- 5.21 Hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith; provided that no member

of Squash WA shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by Squash WA.

- 5.22 Purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of Squash WA; provided that if Squash WA shall take or hold any property which is subject to any trusts, it shall only deal with the property in the manner allowed by law having regard to those trusts.
- 5.23 Enter into any arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to Squash WA's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which Squash WA may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of Squash WA.
- 5.24 Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of Squash WA in the shape of donations, annual subscriptions or otherwise.

## **6.0 MEMBERSHIP**

### **6.1 Membership Categories:**

#### **6.1.1 MEMBER CLUBS**

Any squash club, body or organisation based in Western Australia supporting the objectives of the Association shall make written application to the Association submitting a copy of its Constitution, a list of office bearers and a copy of its latest balance sheet, if any. The acceptance or rejection of such an application shall be at the discretion of the Board at their next meeting subject to ratification at the next Annual General Meeting. Through membership, Member Clubs enjoy the right to participate in officially recognised competitions organised and under the auspices of Squash WA.

6.1.1.1 An unsuccessful applicant has the right to appeal to the Member Clubs to review the membership application at a General Meeting.

#### **6.1.2 INDIVIDUAL LIFE MEMBER**

The Board may elect any individual who has given outstanding service to Squash WA as a Life Member, according to the criteria ratified by the Board at the time. Any Member Club or current Board member may nominate a person to the Board for consideration for Life Membership. A Life Member is entitled to hold any office, enjoy the privileges of the association with Squash WA but is not eligible to vote at an AGM, however may vote at Board meetings should they hold a Board member position. No specific fees apply for Life Membership, however a Life Member playing in any Squash WA sanctioned competition must still pay Competition Fees.

- 6.2 The General Manager shall maintain a register of Member Clubs and their postal or business addresses and other relevant contact details. The General Manager shall also maintain a register of Life Members and their residential address and other relevant contact details.
- 6.3 Member Clubs are required to be represented at the Annual General meeting. Failure to do so may incur a fine at the discretion of the Board. Clubs may elect to be represented at the Annual General meeting through an online or teleconferencing facility, to be made available for every such meeting.
- 6.4 Each Member Club shall be:
- 6.4.1 Bound by the Constitution of Squash WA.
  - 6.4.2 Liable for fees as determined by Squash WA.
  - 6.4.3 Entitled to the relevant advantages and privileges of membership as detailed in the Membership Categories listed in item 6.1.1.1
  - 6.4.4 Provided with a copy of this Constitution either by email on request or by access on Squash WA's web site.
- 6.5 Membership is for the period of one year from 1 July to 30 June of the following calendar year, notwithstanding the date that membership fees are paid, or when during the year that the Member Club joins. If joining mid-year, a pro rata fee payment may apply at the discretion of the Board.
- 6.6 A committee member of a Member Club who has given reasonable notice can inspect the minutes, financial records, records and documents of Squash WA without charge. Such records may be viewed in digital format only at the Squash WA office in order to protect the confidentiality of these records.

## **7.0 MEMBERSHIP FEES**

- 7.1 Annual Club Membership Fees will be determined by the Board prior to the commencement of the calendar year, and are required to be paid by Member Clubs on or before the due date.
- 7.2 Registered Player Fees will be determined by the Board and will apply for the period as determined from time to time.

7.3 Team Competition Fees will be determined by the Board and will apply for the calendar year. Such fees may vary according to the level of the competition played.

7.4 Levies may be imposed as determined by the Board and are required to be paid on the due date.

## **8.0 TERMINATION OF MEMBERSHIP**

8.1 If the Board decides that the conduct of a Registered Player of a Member Club or a Member Club is detrimental to the interests of Squash WA, the Board must communicate in writing, to the Registered Player or Member Club:

8.1.1 Notice of the Board meeting at which that conduct will be discussed.

8.1.2 Particulars of the conduct.

8.2 At the Board meeting to discuss the notice, the Board will outline the conduct concerned and allow the Member Club or Registered Player a reasonable opportunity to be heard. The Board will then determine the action to be taken. This may include but is not limited to a fine, suspension, or expulsion from the association, or from playing in Squash WA competitions for a period so determined.

8.3 This decision is to be communicated to the Member Club and Registered Player in writing within 14 days of the meeting.

8.4 The Registered Player or Member Club may appeal to the Disciplinary Committee within 14 days of the notice being sent giving reasons for the appeal.

8.5 Any Member Club's membership may be terminated by the following events:

8.5.1 Withdrawal in writing to Squash WA Secretary or Board

8.5.2 A Member Club's annual membership fee remains unpaid 3 months or more after becoming due

8.5.3 A Member Club dissolves.

8.6 The Board (after having undertaken due inquiry) shall have the power to suspend or expel any Member Club of Squash WA for:

8.6.1 False or inaccurate statements made in the Member Club's application for membership of Squash WA

8.6.2 Any act considered by the Board to be detrimental to Squash WA.

8.7 A Member Club so suspended or expelled has the right to appeal to the membership at a General Meeting.

## **9.0 BOARD**



- 9.1 The Board of Squash WA shall comprise six (6) Elected Board Members and two (2) Appointed Board Members.
- 9.2 Each year at the first available Board meeting after the Annual General Meeting and at any other time there is a vacancy in any position for any reason, the Board will elect a Board Member until the next Annual General Meeting for each of the following positions:
- 9.2.1 President
  - 9.2.2 Vice President
  - 9.2.3 Treasurer
  - 9.2.4 Secretary
- 9.3 The following principles shall apply to filling Board roles:
- 9.3.1 The Board shall call for nominations six weeks prior to the Annual General Meeting and nominations will close 28 days before the Annual General Meeting.
  - 9.3.2 Nominations will be circulated to all members at least 21 days before the Annual General Meeting. Nominations must be signed by the President or Executive member of the club nominating.
  - 9.3.3 No person shall hold more than one position.
  - 9.3.4 No more than 50% may hold a financial interest in a squash centre.
  - 9.3.5 All Elected positions shall be for a two year term and Appointed positions for a one year term from the Annual General Meeting.
  - 9.3.6 Retiring board members are eligible for re-election.
  - 9.3.7 All Board Members shall be voted on together with the highest polling candidates being elected. Each Member Club will be entitled to a total number of votes equal to the vacancies to be filled.
  - 9.3.8 Any casual vacancy arising shall be filled by the Board appointing a person to complete the elected term.
    - 9.3.8.1 Any casual vacancy arising from an elected position shall be filled by the Board appointing a person to complete the elected term.
    - 9.3.8.2 Any casual vacancy arising from an appointed position shall be filled by the Board appointing a person until the next Annual General Meeting
  - 9.3.9 For appointed board positions, such appointments are made following the election by the new sitting board.

- 9.3.10 All Board members are to sign a Code of Conduct upon taking up their position on the Board.
- 9.4 The President, or if the President is not present, the Vice President, shall preside over all meetings of the Association or Board as Chairperson. If the President or Vice President is unable to attend a meeting of the Board, then a chairperson nominated by the members present at the meeting shall chair that meeting.
- 9.5 A person cannot accept an appointment or act as a member of the Board if:
- 9.5.1 a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
  - 9.5.2 a person who has been convicted, within or outside the State, of:
    - 9.5.2.1 an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - 9.5.2.2 an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - 9.5.2.3 an offence under Part 4 Division 3 or section 127 of the Act; or
    - 9.5.2.4 becomes permanently unable to act as a Board Member because of a mental or physical disability.
  - 9.5.3 This limitation applies only to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.
- 9.6 Individuals should allow themselves to be nominated or to accept roles on the Board when these individuals:
- 9.6.1 Are able to commit to performing their role for the full term until the following Annual General Meeting.
  - 9.6.2 Are unselfishly aligned with the objects of Squash WA and do work in good faith in the best interests of Squash WA.
  - 9.6.3 Exercise their duties with a degree of care and diligence that a reasonable person would exercise in fulfilling such a role.
  - 9.6.4 Undertake to work effectively and to the best of their ability in their voluntary capacity to complete assigned tasks or according to defined role descriptions.
  - 9.6.5 Must not improperly use their position to gain an advantage for the officer or another person; or cause detriment to Squash WA.
- 9.7 The Board will notionally assign specific focus areas to Board members as an area of accountability.

- 9.8 A Board member who obtains information must not improperly use the information to gain an advantage for the person or another person; or cause detriment to Squash WA.
- 9.9 The Secretary is accountable to ensure that each newly elected or appointed Board Member has access to a copy of the current constitution.
- 9.10 A person shall cease to be a member of the Board following absence from three or more meetings of the Board within the calendar year without formal apologies being presented to the secretary prior to the meeting.
- 9.11 A person shall cease to be a member of the Board for any of the following:
- 9.11.1 At the end of the Annual General Meeting, in the year their term expires, unless re-elected during the meeting.
  - 9.11.2 Resigns from that position.
  - 9.11.3 Is removed by a vote of the Board where there is a 75% majority. Should a member be removed this way, they have the right to appeal this decision in a Special General Meeting.
- 9.12 Where a person ceases to be a member of Squash WA's Board, as soon as practicable after their membership ceases, they are to deliver to another member of the Board all of the relevant documents and records they hold pertaining to the management of Squash WA's affairs.

## **10.0 BOARD MEETINGS**

- 10.1 The Board must meet together for the dispatch of business monthly, or more frequently as deemed necessary by a majority of the Board. The President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 10.2 A quorum of the Board shall be half of the Board members. The General Manager does not form part of the quorum.
- 10.3 The Secretary shall give at least seven (7) days' notice of the date of the Board Meeting to Board members.
- 10.4 As required under section 42 of the Act, a Board member having any direct or indirect financial interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that interest applies only to the normal benefits a member should attain for which Squash WA is established), must:
- 10.4.1 As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
  - 10.4.2 Disclose the nature and extent of the interest at the next general meeting of the association; and
  - 10.4.3 Not take part in any deliberations or decision of the Board with respect to that contract.

- 10.5 The Secretary must cause every disclosure made under item 10.4.1 by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- 10.6 The minutes of each Board meeting must record the following:
- 10.6.1 The names of the Board members present at the meeting;
  - 10.6.2 The name of any person attending the meeting under rule 10.7;
  - 10.6.3 The business considered at the meeting;
  - 10.6.4 Any motion on which a vote is taken at the meeting and the result of the vote.
- 10.7 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- 10.8 A person invited under sub rule 10.7 to attend a Board meeting:
- 10.8.1 With the exception of the General Manager, has no right to any agenda, minutes or other document circulated at the meeting; and
  - 10.8.2 Must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - 10.8.3 Cannot vote on any matter that is to be decided at the meeting.

## **11.0 POWERS OF THE BOARD**

The Board shall carry out the strategic planning and execution of Squash WA and shall have the following powers and duties:

- 11.1 Actively pursue the objects of Squash WA.
- 11.2 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
- 11.3 Fix the manner in which such banking accounts shall be operated upon.
- 11.4 Adjudicate on all matters brought before it, which in any way affect Squash WA.
- 11.5 Cause minutes to be made of all proceedings at meetings of the Board, Annual General Meetings and Special General Meetings of members.
- 11.6 Employ a person or persons to carry out certain duties required by Squash WA, at salaries or remunerations for such period of time, as may be deemed necessary.
- 11.7 Appoint officers or agents of the Board to have custody of Squash WA's records, documents and securities.

- 11.8 Agree to a budget for each year in December and circulate this to the members clubs in January of each year.
- 11.9 Setting the level of fees for each season, including Member Club fees and Competition Fees
- 11.10 Delegate routine matters or any specified duty to any member of the Board provided the Board shall be accountable for the acts of any such delegate, except where that delegate is guilty of fraud or gross negligence, in so far as is consistent with the law relating to volunteers, employees and associated liabilities.
- 11.11 Appoint sub-committees for any purpose that the Board may think fit, provided that the Board shall be accountable for the acts of any such sub-committees.
- 11.12 Determine what persons, if any, who are not members of Squash WA shall be allowed to use Squash WA's premises or any part or parts thereof and during what time or times and subject to and under what conditions.
- 11.13 Print and publish any information by any media including newsletters, newspapers, articles, leaflets or electronic media for promotion of Squash WA.
- 11.14 Effect and maintain insurance as is necessary for the proper protection of Squash WA, the Member Clubs, any member of the Board and the General Manager.
- 11.15 Determine and enact the grievance process for Squash WA, as per section 21.0.
- 11.16 Make selections of relevant individuals to make up the Disciplinary Committee.
- 11.17 Make recommendations for expenditure of funds accumulated within the Building Fund.
- 11.18 Terminate the membership of any Board Member, Member Club, Life Member or individual Registered Player on the basis of the grievance policy as enacted through the guidelines developed by Squash WA.

## **12.0 GENERAL MANAGER**

- 12.1 The General Manager is appointed to operate the day to day affairs of Squash WA.
- 12.2 As required, the position of General Manager shall be advertised either through the newspaper or appropriate employment website at the discretion of the Board. It shall also be included in the electronic newsletter to members and on the Squash WA website.
- 12.3 The General Manager shall attend Board Meetings but have no voting right. They will participate in discussion and provide advice as requested.
- 12.4 The General Manager cannot also be an elected or appointed Board member.

### **13.0 SUB-COMMITTEES**

- 13.1 The Board shall appoint sub-committees to oversee areas of the sport. These may include but are not limited to Juniors, Pennants, Masters, Referees and Coaching.
- 13.2 All members of these sub-committees shall be endorsed by the Board.
- 13.3 All sub-committees will provide regular reports to the Board on their activities.
- 13.4 At all times, the Board shall be accountable for the acts of any such sub-committees.
- 13.5 Appointed sub-committee members must not improperly use their position to gain a personal advantage for themselves or another person. They must abstain from any vote or decision that may cause a conflict of interest to occur, such as to involve personal gain for them or a family member, relative or close friend.
- 13.6 Those in sub-committees are to be provided with a copy of this constitution to ensure they understand the rules by which they are bound.

### **14.0 AUDITOR**

- 14.1 The Board shall appoint qualified accountant as an Auditor or Auditors prior to the Annual General Meeting.
- 14.2 The Auditor/s, if appointed, shall examine and audit all the books and accounts of Squash WA, and have the power to call for all books, papers, accounts, receipts etc., of Squash WA and report thereon to the Board prior to the Annual General Meeting.

### **15.0 GENERAL MEETINGS**

- 15.1 Annual General Meeting
  - 15.1.1 The Annual General Meeting of Squash WA must be held by 31st March each year.
  - 15.1.2 A minimum of 50% of the Board and numbers equivalent to 60% of the Member clubs shall constitute a quorum at the Annual General Meeting or any other meeting of members which business is conducted.
  - 15.1.3 The Board shall give Notice of the Annual General Meeting a minimum of six weeks prior to the Annual General Meeting.
  - 15.1.4 The Board shall call for Notices of Motion a minimum of six weeks prior to the Annual General Meeting to be received in the office 28 days before the Annual General Meeting. Notices of Motion can be made by Board members or a Member club, and Notices of Motion must be signed by the President or Executive member of the Member Club nominating.

- 15.1.5 21 days prior to the Annual General Meeting the office shall circulate nominations, Notices of Motion, Annual Report and Audited Financial statements.
- 15.1.6 Member clubs must attend the Annual General Meeting in person or through an online or teleconferencing facility, to be made available for every such meeting. No proxies may be appointed.
- 15.1.7 The agenda for an Annual General Meeting shall be:
- Opening of Meeting
  - Apologies
  - Confirmation of Minutes of previous Annual General Meeting
  - Presentation of Annual Report by the President
  - Adoption of Annual Report
  - Presentation of Treasurer's statement including any Auditor Report
  - Election of new Board members
  - Vote of thanks to outgoing Board members
  - Notice/s of Motion
  - Urgent general business
  - Closure
- 15.1.8 Minutes of the Annual General Meeting shall be circulated to Member Clubs within 30 days following the Annual General Meeting.
- 15.1.9 A Board Member whose term is expiring and vacating their position should make their intention clear at least a minimum of seven weeks prior to the Annual General Meeting so the vacancy can be included in the Notice of Annual General Meeting.
- 15.1.10 Members expecting to vacate a Board position should make their intention clear at least four weeks prior to the Annual General Meeting so a replacement can be found.
- 15.1.11 If there is no nomination for a position, the Board may call for nominations from the eligible members at the meeting.
- 15.1.12 If only one candidate has nominated for a position, the President must declare the candidate elected to the position.
- 15.1.13 If more than one candidate has nominated for a position, the Member Clubs represented at the meeting must vote in accordance with the voting rules in section 16.0 to decide who is to be elected to the position.
- 15.2 Special General Meetings
- 15.2.1 A Special General Meeting of the Association may be called at any time by the President, Vice President, Treasurer or by the Board.
- 15.2.2 Special General Meetings may be called on the written request of not fewer than fifty one percent (51%) of the Member Clubs of Squash WA.

- 15.2.3 The General Manager or Secretary shall give twenty one (21) days written notice to all Member Clubs stating the time, place and the special purpose for which such meeting is to be convened. The Board may dispense with such notice if it determines that the nature of the business is urgent provided that in any event such notice shall be not less than seven (7) days.
- 15.2.4 The manner of this notice will be via email to the official registered email address of each Member Club, or via alternative means should no email address be available. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
- 15.2.5 The quorum at the Special General Meeting shall be ten (10) Member Clubs, or 20% of the membership of Member Clubs, whichever is smaller.
- 15.2.6 Eligibility to vote at a Special General Meeting shall be as for Annual General Meetings in Item 15.1.6.
- 15.2.7 Member clubs must attend Special General Meetings in person or through an online or teleconferencing facility, to be made available for every such meeting. No proxies may be appointed.

## **16.0 VOTING**

- 16.1 Unless otherwise stipulated, resolutions will be decided by a simple majority of votes, where this applies to Board members in Board meetings, and eligible Member Clubs in General Meetings.
- 16.2 Voting powers at the Annual General Meeting and Special General Meetings
- 16.2.1 The Chairperson shall be entitled to a single vote and, in the event of a tied vote the Chairperson shall exercise an additional casting vote to keep the status quo.
- 16.2.2 Subject to item 16.2.1, each individual Member Club shall have one (1) vote.
- 16.3 Voting powers at Board Meetings
- 16.3.1 The Chairperson shall be entitled to a single vote, and, in the event of a tied vote the Chairperson shall exercise an additional casting vote.
- 16.3.2 Subject to 16.3.1, each individual Board member present shall have one (1) vote.

## **17.0 FINANCE**

- 17.1 All funds of Squash WA shall be deposited into Squash WA's account(s) at such bank(s) or recognised financial institution(s) as the Board may determine.



- 17.2 All accounts due by Squash WA shall be paid after having being passed for payment by at least two Board members. Payment is to be effected through an instruction from the Treasurer according to the means and signatories described in 17.10.
- 17.3 The Treasurer shall not spend more than an amount determined by the Board by way of Petty Cash without the consent of the Board, and shall keep a record of such expenditure in a Petty Cash Book or an equivalent computer system as used by Squash WA.
- 17.4 The Treasurer shall retain safe custody of books, accounting records and documents of a financial nature.
- 17.5 The Treasurer shall table a report showing the financial position of Squash WA no less frequently than at each second Board Meeting. This report is to include income, expenditure (including petty cash payments), assets, liabilities and annual financial projections.
- 17.6 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report, if applicable, shall be attached to this financial report.
- 17.7 The financial year of Squash WA shall commence on 1st January each year and end on 31st December of the same year.
- 17.8 The accounts, books and all financial records of Squash WA shall be audited each year by an independent auditor if appointed by the Board as per section 14.1.
- 17.9 The Treasurer must provide any assistance required by an auditor conducting an audit of Squash WA's financial statements or financial reports.
- 17.10 The signatories to Squash WA's bank account(s) will be the Treasurer and three (3) board members who are the President, Vice President, Secretary and General Manager. Payment transactions will require approval of at least two Board members, or one Board member and the General Manager.

## **18.0 BUILDING FUND**

- 18.1 A Building Fund shall be used solely for the acquisition of squash facilities and/or development of the sport.
- 18.2 Expenditure of funds shall be on the recommendation of the Board as per item 11.17.
- 18.3 All Member Clubs shall receive a Notice of Proposed Expenditure of the Building Funds as developed by the Board with a minimum of 28 days prior to the Annual General Meeting or Special Meeting where the proposal is to be considered.
- 18.4 At the Annual General Meeting or Special Meeting a vote with a 75% majority of financial Member Clubs represented in person or via proxy is required to pass a motion for the proposed expenditure.

## **19.0 PAYMENTS TO BOARD MEMBERS**

A Board member is entitled to be paid out of the funds of Squash WA for any out-of-pocket expenses incurred in connection with Squash WA's business. Such payments are to be fair, reasonable and pre-approved by a majority of Board members.

## **20.0 EXECUTING DOCUMENTS**

20.1 If using a common seal to execute a document, this can only be effected under express authority of the Board.

20.2 Squash WA may execute a document without using a common seal if the document is signed by two Board members and can only be effected under express authority of the Board.

## **21.0 GRIEVANCES AND DISPUTES**

Grievances between Member Clubs, or between one or more Member Clubs and Squash WA are to be dealt with in the following manner.

21.1 Should issues arise, in the first instance they should be taken up with the individual immediately responsible for the area of concern.

21.2 This gives the opportunity for the complaint or grievance to be resolved between parties without intervention from Squash WA Board representatives on an official basis.

21.3 Issues should be raised in a 1:1 discussion or via email. The person to whom the issue is raised is entitled to request a formal written outline of the issue if they are not comfortable with a discussion.

21.4 If an issue is initially raised to the Board where there has been no prior discussion, the Board member recipient of the grievance should direct the complainant back to the individual at the level of immediate concern. This is to apply unless there are extenuating circumstances.

21.5 At any time during the discussion, the individual to whom the complaint has been raised can invite the complainant to escalate the issue to the Board for a discussion and mediation, should the complainant not be happy with the handling of the issue. Should the issue require escalation above the Board, then this is to be raised in the first instance to the Department of Local Government, Sports and Cultural Industries in the first instance. Further escalation, if so required, would then be to Squash Australia.

21.6 At any time, a Member Club may take the grievance or complaint directly to the Board for a confidential discussion about the issue if the matter is of a personal or sensitive nature.

21.7 The key principles after escalation to Board level are:

21.7.1 Confidentiality: Only the people directly involved in the grievance or complaint, and Squash WA Board if escalated to that level, can have access to the information relevant to that complaint.

- 21.7.2 Impartiality: All sides get the chance to tell their side of the story. No assumptions will be made or any action taken until all relevant information has been collected and considered.
- 21.7.3 Free of repercussion or victimisation: The Board will take all necessary steps to ensure the parties involved in a grievance or complaint are not victimised in lodging or assisting with information concerning a grievance or complaint. Disciplinary action should be expected where victimisation or repercussion is sought against people involved in a grievance or complaint handling issue.
- 21.7.4 Vexatious or Malicious Complaints: Discipline should be expected if it is discovered that a party used this process against a person where the facts given were found to be deliberately untrue.
- 21.7.5 Sensitivity: All grievances and complaints will be dealt with appropriately which means with seriousness and sensitivity.
- 21.7.6 Timely: It is the objective of Squash WA to deal with any grievance or complaint as quickly as possible.

## **22.0 ALTERATIONS TO THE CONSTITUTION**

- 22.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or a Special General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to Member Clubs fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a Special General Meeting called for that purpose.
- 22.2 The Secretary shall forward such notices of motion to each Member Club and Board member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a Special General Meeting.
- 22.3 The manner of the notices referenced in 22.1 and 22.2 will be via email to the official registered email address of each Board member and Member Club, or via alternative method should an email address not be available.
- 22.4 Such motions, or part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those Member Clubs present in person or through an online teleconferencing facility and entitled to vote the Annual General Meeting or Special General.

## **23.0 DISSOLUTION**

If, on the cancellation of the incorporation or winding up of Squash WA, any surplus property of Squash WA that remains after satisfaction of the debts and liabilities of Squash WA and the costs, charges and expenses of that winding up, that surplus property shall be distributed to another incorporated association as determined by special resolution by reference to the organisations mentioned in section 24(1) of the Act. That association is to have objects similar to those of Squash WA and the choice of association shall be determined by resolution of Squash WA Board members.