

THE CONSTITUTION of NORTHERNS SQUASH FEDERATION

(Amended and duly adopted as such by the Members thereof at a Special General Meeting held at Pretoria on the ... day of 2015).

PREAMBLE

WHEREAS the game of squash in Gauteng North is controlled and administered by three different bodies namely the Northerns Squash Association (NSA), the Northerns Masters Squash Association (NMSA) and the Northerns Juniors Squash Association (NJSA) each of them acting in terms of their own respective constitutions.

AND WHEREAS the abovementioned Associations are desirous of co-operating with each other in the structure of a Federation to administer and control the game of squash in Gauteng North.

AND WHEREAS each Association in terms hereof, shall subject their strategic planning, policy and law making functions and submit to the scrutiny of the Board of the Northerns Squash Federation which body will be elected as the Executive of Northerns Squash Federation in terms hereof.

1. CONSTITUTION, NAME AND CORPORATE PERSONALITY

- 1.1. This is the Constitution of the body known as the **Northerns Squash Federation**. The Northerns Squash Federation shall hereinafter be referred to as “the Federation.”
- 1.2. The Federation is a voluntary Association having a corporate identity separate from that of its Members (NSA, NMSA, NJSA) 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. “**Administrator**” means the Administrator of the Association appointed in terms of clause 16.
- 2.2. “**AGM**” means the Annual General Meeting of Members held in accordance with the provisions of Clause 18 of this Constitution.
- 2.3. “**Annual Financial Statements**” means the annual audited Balance Sheet, Income and Expenditure Statements, Auditors Report, and President’s report to the Members.
- 2.4. “**Appeal Board**” means a body of appeal appointed by the NSF Board in terms of the hereof.
- 2.5. “**Associations**” means all of the Northerns Squash Association (NSA), Northerns Masters Squash Association (NMSA) and Northerns Juniors Squash Association (NJSA).
- 2.6. “**Audit and Governance Committee**” means a financial controlling, auditing and governance body which shall be appointed by the NSF Board in **terms** hereof, the Convenor of which Committee shall serve as an “ex officio” member of the NSF Board.
- 2.7. “**Board Member**” means each of the five **elected** and four ex officio members of the NSF Board elected in terms of clause 10 and clause 11 hereof.
- 2.8. “**Chairman**” means the chairman of each of the **Associations** who has been duly elected in terms of their respective Constitutions.(It is recorded that the term “Chairman” purely designates the post, has no connotations relating to gender and that the Chairman may be either a man or a woman)
- 2.9. “**Clubs**” means:
 - 2.9.1. Clubs, sub-clubs or sections of clubs whose principle object is the playing of the game of squash and which are subject to the control of a properly constituted Committee in terms of its Constitution and whose premises are situated within the area of jurisdiction, provided that where a sub-club or section of a club exists for such purpose only then such sub-club or section alone shall be admitted as a Member and not the main club of which it forms part, and
 - 2.9.2. Schools, colleges and universities of which the premises are situated within the area of jurisdiction provided that where any such school, college or university has within it a club or sub-section formed for the game of squash, then such club or sub-section alone shall be admitted to Membership and not the main organisation of which it forms part.
- 2.10. “**Committee**” means the Management Committee of each of the Members constituted in terms of their respective Constitutions, relating to specific headings.

- 2.11. **“Constitution”** means this Constitution.
- 2.12. **“Convenor”** means the Convenor of any of the committees of the NSF who has been duly elected in terms of this constitution and who shall chair such committee.
- 2.13. **“Ex-Officio Board Members”** means the four ex officio board members being the three serving chairman of each of the Northern Squash Association (NSA), Northern Masters Squash Association (NMSA) and Northern Juniors Squash Association (NJSA) as well as the Convenor of the Audit and Governance Committee as defined in clause 2.6.
- 2.14. **“Honorary Life Membership”** means membership conferred upon individuals by the NSF Board in recognition of meritorious service rendered to the NSF in compliance with the criteria approved by the NSF Board.
- 2.15. **“Members”** means the sole three members of the NSF being one or all of the Northern Squash Association (NSA), Northern Masters Squash Association (NMSA) and Northern Juniors Squash Association (NJSA) each herein represented by their respective duly elected management committees.
- 2.16. **“Month”** means a calendar month and “year” means a calendar year.
- 2.17. **“NSF”** means the Northern Squash Federation.
- 2.18. **“Person”** means a natural person.
- 2.19. **“Portfolio Committees”** means such Portfolio Committees appointed by the Board to give support and specialized advice to the members of the Federation and the NSF Board.
- 2.20. **“President”** means the President of the Northern Squash Federation Board who shall be elected in terms hereof and shall act as the President of the Northern Squash Federation.
- 2.21. **“Special General Meeting”** means a general meeting of NSF Members convened by the NSF Board whenever they deem fit and shall upon receipt of a requisition in writing and signed on behalf of not less than one half of the number of the Members for the time being, convene such meeting.
- 2.22. **“Squash”** means the game of squash whether it shall be known by that or by any other name.
- 2.23. **“The Board”** means the Northern Squash Federation Board, a body constituted in terms hereof.
- 2.24. **“Treasurer”** means the Treasurers of each of the Associations who shall be a person duly qualified to act as such and who shall have been elected as such in terms of their Constitutions.
- 2.25. **“Trust”** means the NSF Trust constituted in terms of its own Deed of Trust, governed by the SA Laws and Master of the Supreme Court, incorporating three dedicated trust funds created specifically for each of the three beneficiaries.
- 2.26. **“Vice President”** means the Vice President of the NSF Board who has been elected in terms hereof.

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 hereof.
- 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. AREA OF JURISDICTION OF THE FEDERATION

The geographical area of jurisdiction of the Association is and shall be:-

- 4.1. the area contained within the municipal boundaries of the City of Tshwane Metropolitan Council from time to time; and
- 4.2. the area contained within the municipal boundaries of any other city or town whose boundaries are at any point contiguous with the boundary of Pretoria/Tshwane; and
- 4.3. in the case of land abutting a boundary of Pretoria/Tshwane which is not subject to the control of a municipal council, so much of the area of that land as the Committee in its sole discretion shall decide; or the area as determined by Squash SA and the National Sporting Authorities from time to time.

5. OBJECTS OF THE FEDERATION

- 5.1. **Primary Object:** The primary object of the Federation is to establish, promote, grow, control and administer the sport of squash in Gauteng North with an altruistic and philanthropic intent in a non-profit manner, for the benefit of all persons of all ages, genders and races participating in the sport of squash, for the benefit of the entire community, and as such to oversee the general administration of the sport of squash, and the members comprising the NSF, thus motivating and establishing professional standards of excellence in the sport of squash, for the benefit of the Associations and the squash fraternity in Gauteng North.

5.2. Ancillary objects

- 5.2.1. To determine policy and procedures on various Portfolios for the application thereof by the Members.
- 5.2.2. To regulate the relationships of the Members inter se.
- 5.2.3. To scrutinize and monitor laws, by-laws, rules and regulations as promulgated by the members in terms of their respective constitutions.
- 5.2.4. To determine strategy and strategic direction for application and enforcement by the Members.
- 5.2.5. To scrutinize and monitor the financial affairs of the Members in collaboration with the Audit and Governance Committee.
- 5.2.6. To ratify and confirm any contract entered into by the Members.
- 5.2.7. To establish a body of Appeal to act as an arbitrator or mediator in squash related matters in any dispute which may arise.
- 5.2.8. To provide leadership support to the Members through the Board and through the Portfolio Committees.
- 5.2.9. To ensure the adherence by the members to the strategic plans as adopted and updated by the Federation.
- 5.2.10. To provide an effective channel of communication between the Board and the members and the members inter se.
- 5.2.11. To allocate costs reasonably incurred by the Federation for payments in by the Members, the allocation of which is at the discretion of the NSF Board.
- 5.2.12. To be and to operate and to function as a strategy planning and coordinating body of the game of squash (in respect of the powers designated herein) within the area of its jurisdiction.
- 5.2.13. To promote, foster and control the playing of squash within the area of jurisdiction for the benefit of the federation's squash playing members.
- 5.2.14. To set uniform standards and policies with regards to coaching, development, marking and refereeing and for the awarding of provincial colours and awards by the Members to the players representing the province.
- 5.2.15. To set uniform standards and policies for the Members to organise, promote and supervise the playing of leagues, championships and tournaments.
- 5.2.16. To uphold and enforce the rules of squash as prescribed by the World Squash Federation from time to time and to encourage and promote the highest standard of sportsmanship in connection with the playing of squash.
- 5.2.17. To uphold and enforce any code of conduct pertaining to the sport of squash approved by the World Squash Federation and/or Squash SA and/or the Appeal Board and/or any other code of conduct adopted by the Federation subject to the Scrutiny and approval of the Board.
- 5.2.18. To co-operate with Squash South Africa and the Members of the Northern Squash Federation and with any other national, provincial or regional squash association.
- 5.2.19. To raise funds for the benefit of its Members.
- 5.2.20. To draft any strategic planning decision which the NSF may impose from time to time.
- 5.2.21. To recognize the authority of the Appeal Board constituted by the Board to act as a Body of Appeal and review in regard to any finding of a disciplinary committee constituted in terms of the Members' constitutions in squash related matters.

6. POWERS OF THE FEDERATION TO CARRY OUT ITS OBJECTS

- 6.1. The Federation shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of the objects of the Federation. Without in any way limiting the generality of the afore going, the powers and authorities of the Federation shall include those set out in 6.2 to 6.11 below. These powers and authorities shall be exercised by the Board and/or by any duly constituted sub-committee in accordance with and subject to the provisions of this Constitution.
- 6.2. To enter into contracts of any and all kinds necessary to carry out, give effect to or secure the objects of the Federation.
- 6.3. To regulate relations between its Members inter se, and between its Members and the Federation subject to the right of appeal to the Appeal Board.
- 6.4. To invite the patronage of any person or persons as it may consider advisable.
- 6.5. To insure against losses, damage, risk and liability of all kinds and to allocate the costs thereof through the Audit and Governance Committee, amongst its members.
- 6.6. To institute, conduct, defend, compound or abandon any legal proceedings by and against the Federation or its officers or otherwise concerning the affairs of the Federation, 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 Federation.

- 6.7. To assist and raise money on behalf of its Members and the Trust 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.
- 6.8. To scrutinize, consider and approve 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 the Members' Constitutions prior to adoption and implementation thereof, for the attainment of the objects of the Federation.
- 6.9. To impose fines and/or any other disciplinary measures on its Members or former Members or on any squash player or club or Association or organisation connected or concerned with the playing of squash arising out of or connected with any contravention or breach of the provisions of this Constitution or any rule, by-law or regulation passed by the Board and recover by legal action or otherwise such fines or compulsory contributions or damages from its Members or former Members.
- 6.10. 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 Federation by its Members, former Members or any other persons or body.
- 6.11. To ensure the fair distribution of such costs as allocated to the Members by the NSF Board on advice of the Audit and Governance Committee.

7. MEMBERSHIP

- 7.1. Membership of the Federation currently comprises of the Northern Squash Association, the Northern Masters Squash Association and the Northern Juniors Squash Association or its substituting bodies.
- 7.2. The Board shall have the right to accept or reject any application to the NSF for membership. On rejection of application, reasons of the rejection shall be given in writing to the entity or prospective member applying for membership.
- 7.3. The Membership of the first three Members commenced forthwith upon the founding of the Federation and the membership of any new Members shall commence forthwith upon acceptance of its application by the NSF Board.
- 7.4. Honorary Life Membership of the NSF shall be conferred on individuals of the Members by the NSF Board in recognition of meritorious service rendered to squash and to the NSF in compliance with the criteria approved by the NSF Board. Honorary Life Membership of the NSF shall carry no voting rights and may be accorded to an individual, formally motivated and proposed by a NSF Member to the NSF Board. The candidate shall comply to at least two of the following criteria:
 - 7.4.1. The candidate shall have made an exceptional contribution to squash as a member of any Executive Committee of the Associations constituting the NSF.
 - 7.4.2. The candidate shall have distinguished him/herself as an administrator directly contributing to the development and growth of the NSF, incorporating its three associations, over an extended period of time of at least ten years.
 - 7.4.3. The candidate shall have, in addition to the requirements of Sect, 7.4.1. and 7.4.2 above, been a club member, at the time of the distinguished service rendered, of at least one of the members the NSF.
 - 7.4.4. The decision by the NSF Board to confer Honorary Life Membership shall be unanimously approved by all members of the NSF Board.
- 7.5. Honorary Life Membership of the NSF shall entitle the recipient member to the following privileges:
 - 7.5.1. The name of the recipient member to be placed and recorded on the NSF Roll of Honour.
 - 7.5.2. To be invited to all NSF prestige events and functions as a guest of honour.

8. 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.

9. TERMINATION OF MEMBERSHIP

- 9.1. Any Member may withdraw from Membership in a General Meeting, upon a majority vote of not less than 75% of the total votes of members whose representatives are entitled to vote as referred to in Clause 12 hereof, provided that not less than 3 (three) months' notice shall have been given in writing to the NSF Board and all the Members of such a motion.

- 9.2. The Board may require, without assigning any reason therefore, the withdrawal from the Federation of any Member upon a three fourths majority vote of the Federation.
- 9.3. The withdrawal based on any reason whatsoever of any Member shall not affect any existing liability due by that Member to the Federation.

10. THE BOARD

- 10.1. The Board shall comprise of 9 (nine) members being the President, a Vice President and 7 (seven) Board Members of which:
 - 10.1.1. Five (5) Board Members shall be elected as stipulated in Clause 11 from whom the President and Vice President shall be elected.
 - 10.1.2. Three (3) Ex Officio Board Members shall be appointed being the current serving Chairman of each of the three Members/Associations;
 - 10.1.3. The Convener of the Audit and Governance Committee, so appointed by the NSF Board, shall also be appointed as an Ex Officio Board Member.
- 10.2. Election of the President and Vice-President shall be by the members of the Board at their first meeting after the general meeting when necessary subject to the following :
 - 10.2.1. Each member of the Board shall be entitled to nominate one person for election as President and one person for election as Vice-President. Each nomination shall be in writing;
 - 10.2.2. It shall be permissible for the same person to be nominated for the vacant position of President as well as Vice President when applicable with the nomination for the alternative position conditional upon him or her being elected to the first position for which he or she is nominated;
 - 10.2.3. The retiring President and Vice President shall both be eligible for re-election without nomination;
 - 10.2.4. The positions of President and Vice-President shall be elected separately by ballot, such election to be held in the sequence as aforesaid;
 - 10.2.5. The term of service of the President and Vice President shall coincide with his term as elected Board member.
 - 10.2.6. Should the position of President and at the same time of the Vice President be vacant for whatever reason, the chairman of the NSA at the time shall act as President and convene the first following Board Meeting whereby a President and Vice-President shall be elected where after the said chairman of the NSA shall hand the meeting to the newly elected President;
 - 10.2.7. The ex-officio members of the Board may not be nominated for President or Vice-President.
- 10.3. The President shall allocate at least the following portfolios to the remaining members of the board:
 - 10.3.1. Strategic planning and co-ordination,
 - 10.3.2. 'Coaching' and 'Marking and Refereeing'.
 - 10.3.3. Development
 - 10.3.4. Selection policies and awarding/accreditation of provincial Colours
 - 10.3.5. Sponsorship and Fundraising
 - 10.3.6. All Governance and Financial matters by default allocated to the Convener of the Audit and Governance Committee.
- 10.4. The Board shall have the power to co-opt Board Members from its Members but such co-opted members shall have no vote.
- 10.5. Retiring Members of the Board shall be eligible for re-election without nomination, but a co-opted Member shall not be so eligible.

11. ELECTION OF THE MEMBERS OF THE BOARD

- 11.1. Elections of the Board Members shall take place at the AGM of the NSF.
- 11.2. A Candidate for election to the Board shall be nominated by at least one Member of the Federation and such written nomination must be signed by both the proposer and the nominee and shall be delivered to the Administrator or the NSF Board not less than twenty-four hours before the Annual General Meeting.
- 11.3. Save for the four ex officio members of the Board, the serving members of the Board may stand for re-election to the Board without nomination.
- 11.4. Each Member shall have six votes at the AGM.
- 11.5. All the elected Board Members shall hold office for a period of four years save for two of the first five elected Board Members who shall serve for two years in order to ensure as far as possible continuity of service on the NSF Board.

- 11.6. Where the number of candidates nominated for election as Board Members is equal to the number of vacancies then such candidates shall be declared to have been duly elected.
- 11.7. Where the number of persons nominated as candidates for election to the Board exceeds the number of vacancies then a vote shall be held by secret ballot as provided for in clause 18.13, 18.14 and 18.15 hereof.
- 11.8. Election to office or co-option to the Board shall be open to any member of a Member of the Federation.
- 11.9. Any person who does not ordinarily reside within the area of Jurisdiction shall not be eligible to hold the office of President or Vice President.
- 11.10. Any salaried employee of the Federation, serving on the Board, shall not be entitled to vote.
- 11.11. Should there be a resignation/s of a Board member/s during that member's term of office then the resigning Board member's successor shall be elected at the next AGM or if deemed necessary by the NSF Board at a SGM convened for this purpose.

12. MEETINGS OF THE BOARD

- 12.1. The Board shall meet a minimum of 4 times per annum to attend to the Ordinary Business of the Federation. Members of the Board shall vote by a show of hands.
- 12.2. Members of the Board shall decide on matters by a simple majority vote.
- 12.3. Each members of the Board shall have 1 (one) vote, and the President or the convenor of the first meeting as the case may be, shall have a deliberate and casting vote in the event of equality of votes.
- 12.4. A quorum of members of the Board shall consist of not less than 5 (five) such members. If there is not a quorum present during the whole of the Meeting until proceedings have duly concluded and declared by the President of the Meeting to have been concluded, such meeting shall stand adjourned until a date, time and place to be determined by those members of the Board who are present at that meeting provided that such date shall not be more than 14 days after such meeting; and at such adjourned meeting those members of the Board present and entitled to vote shall constitute a quorum and may transact their business at that meeting.
- 12.5. Written notice of each ordinary meeting plus the agenda thereof shall be sent to each Board Member by the Administrator not less than one week before the meeting.
- 12.6. The Administrator shall with the consent of the President or, if he is unavailable, any other Member of the Board, convene an extraordinary meeting of the Board whenever in his opinion, business of such an urgent nature has arisen as to make it desirable to hold a meeting immediately.
- 12.7. The Administrator shall give not less than forty-eight hours notice of such an extraordinary meeting as well of the business to be attended thereat to the Board member.
- 12.8. The omission to give any Member of the Board notice of a meeting, despite reasonable attempts thereat, whether ordinary or extraordinary, or the non-receipt of such notice by any Member of the Board shall not invalidate any resolution passed at any such meeting.

13. POWERS OF THE BOARD

The Board shall have the power to do all things which in its discretion are necessary to further the objects of the Federation, which powers shall include but not be limited to the following:

- 13.1. Appoint and constitute the Audit and Governance Committee (AG) consisting of at least three members, who shall advise and report to the Board on the Federation's financial and governance matters and fulfil such functions upon such conditions as the Board may decide from time to time;
- 13.2. Appoint and constitute an Appeal Board, consisting of at least 3 members, in order to conduct disciplinary proceedings in respect of any infringement of this constitution or the by-laws, rules and regulations as applied by the members or the rules of the game and to impose punishments. The Appeal Board shall also serve as a body of appeal for the hearing of any disciplinary matters referred up from the disciplinary committees of the members.
- 13.3. Appoint an Administrator as and when deemed necessary in consultation with the Members. This Administrator shall serve the 3 Members, report to the NSF Board and fulfil such duties and functions as the Board may decide from time to time and be remunerated in proportions by the Members which remuneration and proportions shall be determined by the Financial Controller
- 13.4. Appoint a bookkeeper for assisting the treasurers of the Members in keeping the books of the Members and assisting them in the auditing process. The remuneration of the bookkeeper will be decided by the Board, on recommendation of the AG Committee.
- 13.5. Appoint and constitute portfolio committees, consisting of at least a convenor and 2 persons, for any purpose incidental to the objects and powers of the Federation and subject to this constitution delegate any of its powers to such portfolio committees. (Refer to clause 17.4).
- 13.6. Draft and annually update a five year master plan for the Federation.

- 13.7. Consider the affairs and reports of the members, portfolio committees, Appeal Board, Trust and Governance Audit Committee.
- 13.8. Act as an arbitrator in all disputes and in any other matters arising out of the game of squash under the Jurisdiction of the Federation and to refer any such matter to the Appeal Board.
- 13.9. Exclude, for valid reasons, a Member whether permanently or temporarily, from participation in any competition or league whether directly or indirectly.
- 13.10. 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 league or competition promoted by it is to be run.

14. APPEAL BOARD

The Board shall appoint the members of the Appeal Board (refer to Clause 13.1.2) and delegate such powers to the Appeal Board to include but not be limited by the following:

- 14.1. To assist with legal advice, as it applies to the Federation.
- 14.2. Set up and continuously update a disciplinary code for both players and management, adopted by the Federation.
- 14.3. Chair disciplinary hearings when requested, and adjudicate, mediate and arbitrate upon legal and disciplinary matters.
- 14.4. The Appeal Board should comprise of three members of which at least one must have a legal background.
- 14.5. Each member of the Appeal Board will have one vote each at their meetings and hearings.
- 14.6. A policy document on the operation of the Appeal Board, approved by the Federation, will be kept on record by the Board and be updated from time to time.

15. AUDIT AND GOVERNANCE COMMITTEE (AG)

- 15.1. The Members of the Audit and Governance Committee (AG) shall be appointed by the NSF Board for a period of four years with the object of always maintaining continuity, and the Audit and Governance Committee members shall elect, from its members, a Convener who shall serve as the Audit and Governance Committee's ex officio member of the NSF Board.
- 15.2. The AG shall ensure that all the Financial Systems of the Federation are properly conducted, in a transparent manner and according to the Accounting and Auditing Practices of South African Law.
- 15.3. The AG shall nominate a bookkeeper to be appointed by the Board and recommend the bookkeeper's annual remuneration for approval by the Board.
- 15.4. The AG shall give support to the Treasurers of the three Members regarding budgeting, checks and balances, financial control and financial reporting.
- 15.5. The AG shall ensure that the Board be presented with true and accurate statements, prepared by the bookkeeper and respective Treasurers of the Members, of the financial affairs of the Members of the Federation at each of the Board's meetings.
- 15.6. The AG shall ensure the Board be presented with true and accurate statement on all the governance affairs of the Members of the Federation at each of the Board's meetings.
- 15.7. The AG shall consist of at least three members with appropriate financial and administrative experience, at least one of whom shall hold a relevant financial qualification
- 15.8. The AG shall draft and update an appropriate AG Policy Document which will be kept on record by the Board.

16. ADMINISTRATOR

- 16.1. The position of Administrator shall be to serve all three Members in their administrative and secretarial tasks.
- 16.2. The Administrator shall be appointed by the Board when deemed necessary and viable with the consent of the Associations and following interviews with the prospect(s) in consultation with the three Members.
- 16.3. The Board shall determine the salary of the Administrator from time to time and the Audit and Governance Committee shall do the annual budget of the Administrators Office. The Board will annually determine the percentage split of contributions between each of the three committees to be included in their respective annual budgets.
- 16.4. The Administrator shall report to the Audit and Governance Committee with respect to the Administrator's employment conditions.
- 16.5. The tasks, responsibilities and employment conditions of the Administrator will be documented and kept on record by the Board.

17. PORTFOLIO COMMITTEES

The Board shall appoint Portfolio Committees (see clause 13.1.5) at its discretion and delegate such powers to them to do all things which are necessary to give support to the Management Committee of the Members to further the objects of the Federation, which powers shall include but not be limited to the following :

17.1. Composition of Portfolio Committees :-

17.1.1. Portfolio Committees shall have three members each, appointed by the Board,

17.1.2. Qualifications of members for each Portfolio Committee will be directly related to the relevant field of expertise of the Portfolio.

17.1.3. The term of appointment of the members of the Portfolio Committees shall be four years with one of the first members appointed for two years.

17.1.4. Portfolio Committees shall have the right to co-opt members if and when necessary.

17.2. Each Portfolio Committee shall have a policy document approved by the Board and updated from time to time, which document shall include the tasks and responsibilities of each specific Portfolio Committee

17.3. Detailed guidelines, relating to the operation of each Portfolio, in terms of the provisions of the by-laws, as approved by the Board shall be documented and updated from time to time by the Portfolio Committee for the benefit of the Members of the Federation.

17.4. The Board shall strive to appoint at its discretion a required number of Portfolio Committees, each under the direction of a board member, and to designate the following Portfolios to them, individually or in groupings :

17.4.1. Coaching and Development

17.4.2. Marking and Refereeing

17.4.3. Marketing, Image and Publicity

17.4.4. Colours and Selection

17.4.5. Tournaments

17.4.6. Leagues

17.4.7. Players Representatives

17.4.8. Web Site

17.4.9. Facilities

17.4.10. Any other deemed necessary by the Board.

18. GENERAL MEETINGS OF THE FEDERATION

18.1. An Annual General Meeting of the Members of the Federation shall be held at least once in every calendar year and not more than fifteen months after the holding of the previous Annual General Meeting. The Chairman of NSA shall convene the first meeting of the Federation.

18.2. The Board may, whenever they think fit, and shall, upon a requisition in writing and signed on behalf of not less than one half of the Members of the Federation for the time being, convene a Special General Meeting.

18.3. Notice of the General Meetings referred to in Clauses 18.1 and 18.2 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.

18.4. In the case of the Annual General Meeting the notice thereof shall be accompanied by the agenda and the minutes of the preceding Annual General Meeting.

18.5. In the case of a Special General Meeting the notice shall be accompanied by a detailed statement explaining the purpose for which the meeting is being called.

18.6. The accidental omission to give any such notice to any Member, despite reasonable attempts thereat, or the non-receipt of such notice by any Member shall not invalidate any resolution passed at any such meeting.

18.7. General meetings shall be held at such time and place as the Board shall decide.

18.8. A quorum shall consist of the representatives of more than 50% of the Members for the time being.

18.9. 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.

18.10. The business to be done at the Annual General Meeting shall be:-

18.10.1. to confirm the acceptance of the minutes of the previous Annual General Meeting and any intervening Special General Meeting, if any;

18.10.2. to receive and consider the report of the President on the affairs of the Federation for the past year;

- 18.10.3. to receive, and consider the statement of financial accounts and balance sheets of its Members for the financial year ending 30 September of the past year;
- 18.10.4. to elect a Board Member for each vacancy which may exist on the Board;
- 18.10.5. to consider and resolve any particular matter of which notice has been given in the agenda;
- 18.10.6. general.
- 18.11. The following persons shall be entitled to attend the general meeting:-
 - 18.11.1. the existing Board Members;
 - 18.11.2. Six representatives of each Member and which representatives shall be a duly elected Member of the Management Committee of the Member ;
 - 18.11.3. Any person who may be invited by the Board.
 - 18.11.4. Any member of the Members of the Federation.
- 18.12. Save with the permission of the President, only persons who are entitled to attend the general meeting in terms of the preceding sub-clause shall be entitled to address the meeting.
- 18.13. 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 President or the representatives of any two Members, in which event sub-clause 18.14 below shall apply.
- 18.14. The following votes shall apply;
 - 18.14.1. Each Member shall have six votes – each vote represented in person by a committee member of a Member.
 - 18.14.2. Each elected Member of the Board personally present shall have one vote in his personal capacity.
- 18.15. In the event of voting on any motion being equal for and against, the President shall have a deliberate and casting vote.

19. SUB-COMMITTEES

- 19.1. The Board may appoint a management sub-committee and such other standing sub-committees as it considers fit. In addition, the Board may appoint ad hoc sub-committees as it shall from time to time by resolution determine.
- 19.2. The membership of each sub-committee shall be determined by the Board.
- 19.3. Each sub-committee shall, subject to the provisions of this Board and to the by-laws, perform such duties and functions as are delegated to it by the Board.
- 19.4. The powers and authority of each standing sub-committee shall be as set out in the by-laws provided that the Board may by resolution add to or subtract therefrom.

20. LIMITATION OF LIABILITY OF MEMBERS AND INDEMNITY

- 20.1. The liability of any Member is limited to the sum of any monies then due and payable by such Member to the Association, by way of subscription or otherwise howsoever.
- 20.2. The patrons, the President, the Vice-President, all Members of the Board, the Administrator, the Portfolio Committees, the Appeal Board, the Financial Controller, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of the Federation, 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 the Federation, from whatever cause arising, provided such person/s acted in good faith.

21. EXISTING LAWS, RULES AND REGULATIONS OF THE FEDERATION

All existing laws, by-laws, rules and regulations of the Federation and Members 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 Board.

22. NOTIFICATIONS

For the purpose of this Constitution, all notifications by the Federation 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 Federation; but all notifications to the Federation 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.

23. DISSOLUTION OR WINDING UP OF THE FEDERATION

The Federation may be dissolved or wound-up at any time, by Members in a General Meeting, upon a majority vote of not less than 75% (seventy five per centum) of the total votes of Members, whose representatives are present and entitled to vote, provided that not less than 3 (three) months written notification of such meeting and of any resolution aimed at dissolving or winding-up the Federation shall have been given to all Members. Upon the dissolution or winding-up of the Federation, all the property, intellectual property, funds and assets of the Federation after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Association/s company/s or organizations/s having objects similar to those of the NSF at the discretion of members as may be directed by the resolution dissolving the Federation as decided at the General Meeting and subject to the provisions of Section 30 of the Income Tax Act No 58 of 1962.

24. INTERPRETATION AND AMENDMENT OF THIS CONSTITUTION

24.1. The decision of the Board 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.

24.2. The provisions of this Constitution may be repealed, added to or amended only by the Members at a general meeting provided:-

24.2.1. 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 that the same are passed by not less than three-fourths majority at a general meeting at which a quorum is present.

24.2.2. the approval and ratification of the proposed amendments be obtained from the Board.

25. WITHDRAWAL OF MEMBERSHIP OF THE FEDERATION

Membership of the Federation 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 whose representatives are 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.

26. TAX EXEMPTION

Preferential tax treatment is granted to non-profit organizations operating with an altruistic or philanthropic intent and established for the benefit of the general public, provided that this preferential treatment shall only be available to organizations complying with the provisions of the Income Tax Act of 1962, as amended, and related legislation, both on application for exemption from taxes and duties, and thereafter on a continuous basis throughout the existence of the organization. The Northern Squash Federation shall make every effort to ensure that it and exempt associations under its authority utilize their funds responsibly and solely for their respective stated objectives, without personal gain being enjoyed by any person, including the founders and the fiduciaries. The Northern Squash Federation shall, inter alia, ensure that the following provisions shall be strictly complied with:"

26.1. All activities of the Northern Squash Federation as a public benefit organization shall be carried on in a non-profit manner and with an altruistic or philanthropic intent and with the intention of utilizing all funds to further the aims and objectives of the Northern Squash Federation.

26.2. The five elected Members of the NSF Board who are not connected persons in relation to each other, all accept the fiduciary responsibility of such organization as the Members of the Board and no single person, directly or indirectly, controls the decision making powers relating the Northern Squash Federation.

26.3. The NSF is prohibited from distributing any of its funds to any person (otherwise than in the cause of undertaking any public benefit activity) and is required to utilize its funds solely for the object for which it has been established, or to invest such funds,

26.3.1. with a financial institution as defined in Section 1 of the Financial Services Board Act 1990 (Act no 97 of 1990)

26.3.2. in any listed financial instrument of a company

26.3.3. in such other prudent investments in financial investments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations.

26.4. The NSF shall be required on dissolution to transfer its assets to –

26.4.1. any similar public benefit organization which has been approved in terms of the Act or

26.4.2. any institution, board or body which is exempt from tax under the provisions of Section 10 of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or

26.4.3. any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in Section 10 of the Act.

