



NEW ZEALAND SQUASH INCORPORATED

CONSTITUTION

Amended to 29 November 2014

CONSTITUTION OF NEW ZEALAND SQUASH INCORPORATED

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1. NAME

- 1.1 The name of the Association shall be “Squash New Zealand Incorporated”.

2. OBJECTS

The objects for which the Association is established are:

- 2.1 To control, advance and regulate the game of squash throughout New Zealand.
- 2.2 To make arrangements incidental to visits of all teams to New Zealand, and to manage and control all New Zealand representative teams playing within or outside of New Zealand.
- 2.3 To put in place processes as determined by the Association for the settlement of disputes or differences between Member Districts affiliated to the Association and for the hearing of any appeals as required by the Association
- 2.4 To make regulations, by-laws, policies and codes and procedures as determined by the Association for the government of the Association generally and to do all such lawful things as may be incidental to the above objects or any of them.
- 2.5 To affiliate to the World Squash Federation and to any other similar Association or Organisation.

3. POWERS

The powers of the Association shall be to:

- (a) Purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) Control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the Association and to grant such rights and privileges of such property as it considers appropriate;
- (d) Construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) Determine, raise and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship and government funding or otherwise;
- (f) Determine the Regulations, by-laws, policies, codes and procedures for the governance, management and operation of squash in New Zealand.
- (g) Determine, implement and enforce disciplinary procedures for its Members, and their members, including imposing sanctions;
- (h) Employ, determine and terminate staff and engage the services of personnel and organisations to work for and with the Association;

- (i) Engage, determine and terminate the services of personnel and organisations to advise the Association;
- (j) Contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of the Association;
- (k) Be a member and contribute to the administration and promotion of the World Squash Federation;
- (l) Be a member of, affiliate or be associated in any other way, with any organisation which has objects which are similar, in whole or in part, to the Objects of the Association;
- (m) Determine who are its members;
- (n) Establish a Council, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) Make and enforce rules of competitions, tournaments and events for squash in New Zealand
- (p) Develop national and other programmes for competing, coaching and officiating of squash;
- (q) Establish, organise and control international and national squash competitions, tournaments and events in New Zealand;
- (r) Award, grant or otherwise honour achievement and services to squash and the Association;
- (s) Select New Zealand and other representative squash teams and squads;
- (t) Undertake research of and about squash and related matters to fulfil the Objects of the Association;
- (u) Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Association and for that purpose, to utilise any of the assets of or held on behalf of the Association;
- (v) Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that the Association may consider desirable for the promotion of its Objects;
- (w) Produce, develop, create, licence and otherwise exploit, use and protect the Intellectual Property of the Association;
- (x) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Association, or with which the Association is authorised to amalgamate or generally for any purpose designed to benefit the Association;
- (y) Do any other acts or things which further the Objects of the Association, provided that the above powers shall not limit the rights and powers of the Association as an incorporated society under the Act.
- (z) Refer matters of national significance, disputes and other cases to the Sports Disputes Tribunal of New Zealand to be determined in accordance with its Rules.

4. INTERPRETATION

- 4.1 In these rules or in any of the by-laws of the Association unless a contrary intention appears, “Association” means “Squash New Zealand Incorporated”, “the Board” means the “the Board of the Association elected and appointed under the Rules of the Association”.

“Intellectual Property” means all rights or goodwill in copyright, business names, names, trade marks (or signs). Logos, designs, patents or service marks relating to the Association or any event, or any competition or squash activity or programme of or conducted, promoted or administered by the Association.

“National Representative” means a squash player or other member of a squash team or squad, who has been selected to play squash in an event or competition as a representative of New Zealand, and includes an umpire selected to represent New Zealand.

“Official” means any person who is appointed by the Board to positions of responsibility within the Association and which are unpaid, and includes national selectors.

All reference to Members shall apply equally to “Member Clubs”, “Member Districts”, “Honorary Life Members” and “Associate Members”. All reference to “Club Members” and “Players” shall refer to individual members of Member Clubs, Associate Members or Member Districts.

5. MEMBERSHIP

5.1 Member Categories

Members of the Association are subject to the control and powers of the Association as defined in these Rules and shall consist of a range of organisations and individuals in the following categories:

- 5.1.1 **Member Clubs**, being incorporated or otherwise as squash clubs or multisport clubs which include squash, in New Zealand and all squash members of these clubs.

For clarity, a squash club is an association of people united by a common goal, having aims and objects which are generally the promotion and participation of the game of squash in communities, and generally being not-for-profits or incorporated societies as defined by the Income Tax Act and Incorporated Societies Act.

- 5.1.2 **Member Districts** being incorporated Squash Districts consisting of Member Clubs and Associate Members within its District.

- 5.1.3 **Honorary Life Members** being persons elected for life at a General Meeting of the Association on the recommendation of the Board in recognition of services rendered to the Association and subject to such privileges as the Association may decide.

- 5.1.4 **Associate Members** being any organisations or persons involved with the game of squash or operating squash facilities, and not otherwise able to be admitted to membership of the Association as a

Member Club as defined in rule 5.1.1, and all squash members of these organisations.

Associate Members may include schools, recreation centres, businesses owning or leasing squash courts and other organisations as determined by the Board, but excludes clubs as in 5.1.1 above.

The privileges of Associate Members may vary from member to member and will be as the Board and Member District, within their respective capacities, may from time to time decide.

5.1.5 **The Board**, at its sole discretion, shall decide upon any category of membership, which in some cases may include making exceptions to rule 5.1.1.

5.1.6 **All Member Clubs and Associate Members** of the Association, and their squash members, shall be members of the District Association in the area in which the Clubs and Associates are situated, and vice versa, and their category will be the same in each.

5.2 **Member Districts**

Member Districts shall be formed by application to the Association by a group of Member Clubs in the same geographical area who are desirous of forming a District Association. The application shall be made to the Chief Executive and shall be considered and voted on by the Association in General Meeting.

5.2.1 Districts shall be those areas recognised as Member Districts by the Board with the boundaries of such Districts to be determined by the Board.

5.2.2 The Board is empowered at its discretion to alter such boundaries and to recognise such further Districts as shall apply to become Member Districts.

5.2.3 The Board shall have regard to the following criteria before acceptance of such Districts as Member Districts:

5.2.3.1 The minimum requirement for Districts shall be at least eight (8) clubs owning or occupying their court or courts and each such club to have at least 100 club members and with a District total of at least 1,500 members.

Or

The geographical boundaries and the size of the area of the applying Districts are such that it is more practical and convenient for the administration of Squash in the area that such a District be formed.

5.3 **Membership**

5.3.1 **Becoming a Member**

Applicant organisations desirous of joining the Associations shall apply directly to the District Association in the area in which the organisation is situated for membership of the District Association and the Association.

Each organisation so applying must furnish such particulars and information as the District Association and Association may require.

The application shall be considered by the Boards of both associations who together may either accept or refuse any application

for membership of the Associations, with the Association's Board's decision, with regard to membership and privileges, being final when agreement cannot be reached.

5.3.2 **Resignations from Membership**

No Member shall resign from the Association until the Member has paid the subscription and any arrears or debts due to the Association. Should such arrears or debts not be paid then any future application to re-enter membership of the Association may require that such arrears and debts be paid before acceptance of membership.

5.3.3 **Removal from Membership**

The removal of any Member, for any reason considered appropriate to them, will be determined by the Boards of both associations, with the Association's Board's decision being final when agreement cannot be reached.

5.3.4 **Membership Return**

5.3.4.1 For the purposes of maintaining the National Member Register, a return of members (in the form prescribed by the Association), including full name, residential address and email of each member, shall be forwarded by each organisation to the national office of Squash New Zealand by 31 July each year.

5.3.4.2 Member Clubs and Associate Members must, within 7 days of a request being made, supply a full list of their membership to the Association.

5.3.4.3 For the purposes of the Privacy Act (1993) all members of clubs will be deemed to be aware of clause 5.3.4.1 above relating to disclosure of personal information and to have given their authorisation to such disclosure.

5.3.4.4 All clubs shall, for the purposes of compliance with the Privacy Act (1993) draw attention of prospective members to provisions of 5.3.4.3 above.

6. **SUBSCRIPTIONS**

6.1 Subscriptions shall be fixed as follows:

The Board shall have the power to fix, as it thinks fit, the subscriptions, fees and/or levies to be paid by various categories of membership to the Association, and their terms of payment.

7. GENERAL MEETINGS AND VOTING

7.1 Annual General Meeting:

The Board shall arrange for the Annual General Meeting to be held annually at such time and place as the Association or Board may decide.

Notices of any Annual General Meeting shall be sent by the Chief Executive by email or other written form to all Member District Associations and members of the Board not less than 30 days prior to the date of such Annual General Meeting, such notices to state all business which it is proposed to place before any Annual General Meeting of the Association.

7.2 Special General Meeting

The Association or Board may arrange any Special General Meeting at any time and place as the Association or Board may decide. Notices of any Special General Meeting shall be sent by the Chief Executive by email or other written form to all Member Districts and members of the Board not less than 30 days prior to the date of the Special General Meeting, such notice to state all business which it is proposed to place before the Special General Meeting of the Association. Notwithstanding this requirement for calling a Special General Meeting, the Board shall within 14 days after a requisition in writing signed by three (3) Member Districts or by three (3) Members of the Board (which requisition shall set out the business proposed to be transacted at such meeting) convene a Special General Meeting for any purpose or purposes. At any such meeting only the business set forth in the notice shall be dealt with.

7.3 Attendance at General Meetings:

The following shall be entitled to attend General Meetings:

7.3.1 Patron and Honorary Life Members of the Association.

7.3.2 Members of the Board and the Chief Executive of the Association

7.3.3 Up to three delegates per member District, one of whom shall be appointed by the District as the Voting Delegate, who shall vote on behalf of his/her District. Notice of who is the Voting Delegate will be provided by email or other written form by the District to the Chief Executive of the Association no less than three days before a General Meeting.

7.3.4 No Member District may have more than two Delegates from the same Member Club. If a Delegate is unable to attend the meeting then the Member District shall be entitled to appoint another person to act. No person shall be entitled to be a Delegate for a Member District unless that person belongs to a Member Club within that District.

7.4 Voting at General Meetings:

7.4.1 No person or persons other than a District Voting Delegate may vote except when a proxy has been duly appointed. Voting shall be by show of hands or secret ballot if called for.

7.4.2 Any Voting Delegate may by notice in writing or by email or other written means, to the Chief Executive of the Association appoint as a proxy any person including any other District delegate to be his/her Voting Delegate to attend meetings of the Association on his/her behalf, to vote and generally act for him/her in his/her capacity as a Voting Delegate of the Association as fully and effectually to all intents and purposes as such Voting Delegate could do in his/her own proper person if personally attending the meeting.

- 7.4.3 Such notice of appointment of a proxy must be received by the Chief Executive of the Association prior to the start of any General Meeting.
- 7.4.4 A vote in accordance with terms of notice under section 7.4.2 shall be valid notwithstanding the absence of the delegate.
- 7.4.5 The Chairperson of a General meeting shall be the Chairperson of the Board and shall have the casting vote.

7.5 **Weighting of Votes**

The weight of the vote of each Member District at any general meeting shall be one per 450 Senior Equivalent Members of the Member Clubs affiliated to the Member District as per the most recent 31 July returns, rounded to the nearest whole number, with a minimum weighting of three per Member District.

7.6 **Procedure at General Meetings**

At all General Meetings the role of chairperson will be taken by the Chairperson of the Board. In the absence of the Chairperson of the Board, then from among the Board members generally a Chairperson shall be elected by the Board to remain in the chair until the arrival of the Chairperson of the Board.

- 7.6.1 When the chairperson is standing for election he/she shall temporarily vacate the chair and the meeting will appoint by consensus, or if necessary by voting, a chairperson who shall chair the meeting for that election process.

7.7 **Quorum**

The quorum at a General Meeting shall be the presence of Voting Delegates or their proxies who carry more than 50% of the total voting weight of Districts.

8. FINANCE, ANNUAL REPORT AND AUDIT

- 8.1 The financial year of the Association shall end on September 30 in each and every year.
- 8.2 A report of the year's activities and an audited Statement of Accounts shall be prepared by the Board for presentation to the next Annual General Meeting.
- 8.3 At the Annual General Meeting of the Association an Auditor shall be appointed to audit the accounts of the Association and to certify the annual balance sheet. In the event of the Auditor being unable to act the Board shall have power to appoint another Auditor until the next Annual General Meeting. No person shall be appointed to hold office as Auditor who is a Board Member or Delegate to the Association.
- 8.4 The Board shall control and invest the funds of the Association. All funds shall be paid into a Bank or Banks and the signature of at least two members of the Board shall be necessary for withdrawal or the issuing of Bills of Exchange (i.e. cheques) unless otherwise delegated by the Board.

9. ALTERATION TO THE RULES

- 9.1 The Rules of the Association may be altered, repealed or replaced by a resolution of a three-fifths majority of votes recorded at any General Meeting. The notice for calling the General Meeting shall have specified the proposed alteration, repeal or substitution, but nothing in these Rules shall prohibit the amendment at any General Meeting of any proposal which has been specified in the notice calling the meeting. Notice of any motion importing a change to the Rules shall be forwarded in writing to the Chief Executive not later than 40 days before the date of the General Meeting, 30 days notice of such proposed alteration to be given to all Members.
- 9.2 Notices of motion of proposed changes to any by-laws of the Association and any general remits shall be forwarded to the Chief Executive not later than 40 days before the date of the General Meeting with 30 days notice of such proposals to be given to all Members.

10. BY-LAWS

- 10.1 Unless otherwise directed by a General Meeting the Board shall have power to make, alter or repeal such regulations, by-laws, policies, codes and procedures as it may think fit for the well-being of the Association, and the decision of the Board on all questions shall be final and binding unless and until set aside or varied by the Association in General Meeting.

11. BORROWING POWERS

- 11.1 The Association may at the discretion of the Board raise or borrow money upon any mortgage or debentures or other security charging any of the real or personal property of the Association or any part or parts thereof and the Association may borrow any money whether by way of overdraft or otherwise without security at the discretion of and upon such terms as the Board may from time to time decide.

12. USE OF FUNDS

- 12.1 No profit or other funds of the Association shall be used or made available to be used for private pecuniary profit of any person either during the life of the Association or on dissolution.

13. COMMON SEAL

- 13.1 The Board shall provide a Common Seal for the Association and the Board shall have the power from time to time to destroy the same and substitute one in lieu thereof.

The Common Seal shall be kept by the Chief Executive and shall be used only when directed by the Board and for the purpose of executing documents and shall be affixed in the presence of two members of the Board.

14. BOARD & BOARD MEETINGS

14.1 Board Authority

14.1.1 Subject to the decisions of the Association in General Meeting, the management and control of the Association affairs and property, both real and personal, shall be vested in the Board.

14.1.2 The Board shall manage, control and otherwise carry out the objects of the Association

14.1.3 In the exercise of their vote members of the Board shall have regard to the interests of the game of squash throughout the country as a whole, and where appropriate throughout the world.

14.1.4 The Board shall appoint a Chief Executive and such appointment may be on such terms and conditions as the Board may determine.

14.1.5 The Board shall have the power to delegate all or part of its powers to any sub-committee, person or persons as the Board in its sole discretion may deem fit.

14.2 Board Composition

The Board shall consist of a minimum of 4 and up to 6 persons elected by the Annual General Meeting under rule 14.3 and up to 2 additional members co-opted by the Board under rule 14.4

14.3 Board Election and Term

14.3.1 Elected Board members shall be elected at the Annual General Meeting or a Special General Meeting.

14.3.2 Nominations for election to the Board shall be forwarded in writing to the Chief Executive no later than 40 days before the date of a General Meeting and 30 days' notice of such nominations shall be given to all members. In the event of there being insufficient or no nominations for the positions received by the closing date, late nominations in writing or nominations from the floor shall be accepted by the meeting, but provided any person whose nomination has been submitted in writing for any of the elected Board positions and received by the closing date, shall automatically be elected to that position. Nominations for election to the Board shall only come from Member Districts and any District can nominate candidates from anywhere in New Zealand. Nominees must be a financial or life member of a member club.

14.3.3 Elected Board Members shall not be a member of a District Committee or District Board.

14.3.4 Elected Board members shall be elected to office for a term of 3 years before taking compulsory retirement. Retired elected Board members are eligible for nomination and re-election to the Board at a General Meeting.

14.3.5 Elections will be cycled so that 2 elected board positions will become vacant at each Annual General Meeting, with the intention that in any year the composition of the Board will be 6 members comprising 2 members elected in each of the last three Annual General Meetings.

14.3.6 For whatever reason if at a General Meeting it is required to elect Board members for less than 3 years to establish the composition outlined in 14.3.5, then the elections for the 3-year terms will be held first, followed by separate elections for the shorter terms.

14.3.7 In the event of any first or second vacancy occurring on the Board between Annual General Meetings the Board may appoint a substitute member(s) to temporarily fill such vacancies until elections at the following Annual General Meeting, unless the number of elected members falls to 3 in which case a Special General Meeting shall be called to elect Board members.

14.4 **Co-opted Board Members**

Separate to and in addition to substitute Board members as described in 14.3.7, co-opted Board members may be appointed at any time by the Board. The Board may advertise publicly or invite applications for the position of co-opted Board member. A co-opted Board member need not be a member of the Association.

14.4.1 The term of office for co-opted Board members shall be for a period as determined by the Board up to a maximum of 3 years. A co-opted Board member may be reappointed to the Board for further terms of office. The position of a co-opted Board member on the Board may be terminated with one month's notice by a decision of the majority of elected members of the Board.

14.5 **Board Chair**

14.5.1 The elected members of the Board shall, at their first meeting following each Annual General Meeting, elect a chairperson of the Board from their number. The Chief Executive shall chair this part of the meeting but shall not have a vote. (14.6.2 Shall not apply)

14.5.2 The chairperson of the Board shall chair all meetings of the Board but in the absence of the chairperson of the Board at a meeting the elected members of the Board shall elect a substitute chair from their number to chair that meeting.

14.5.2 Should the chairperson of the Board resign a new chairperson will be elected from the elected Board members by the elected Board members.

14.6 **Board Voting and Quorum**

14.6.1 Each Board member shall only have one vote at Board meetings.

14.6.2 In the event of a tie in any voting issue the person chairing the meeting shall have a casting vote.

14.6.3 The quorum at a Board meeting shall be 4 Board members including at least 3 elected members.

14.7 **Board Meetings**

The Board must meet a minimum of six (6) times a year.

14.7.1 Such meetings shall be called by the chair of the Board. Where the chair of the Board is not available the Chief Executive has the power to call a meeting or alternatively, three members of the Board can call a meeting.

15. PATRON

- 15.1 A Patron may be appointed at any Annual General Meeting.

16. SELECTORS

- 16.1 Selectors shall be appointed annually by the Board, normally at the Board Meeting held immediately prior to the Annual General Meeting.
- 16.2 The Board shall call for nominations from Districts and Clubs to be in no later than 40 days prior to the advertised appointment time.
- 16.3 Selection panels in both number and compilation with regard to Senior, Junior and Masters Teams shall be as determined by Board policy. Such policy shall be advised at the time of calling for nominations.
- 16.4 Duties of Selectors shall be selection and submission to the Board for ratification of all players to represent New Zealand and any other selection requirements called on by the Board from time to time including selection of the most improved players.

17 DISCIPLINE AND JUDICIAL PROCEEDINGS

- 17.1 The Board shall, subject to these Rules, refer such matters as it so determines to the Judicial Panel for hearing and determination in accordance with the Association's Policy on Misconduct, Disciplinary Procedures and Judicial Proceedings, including but not limited to the following:
- 17.1.1 Allegations of misconduct by a competitor, player, official, Club Member, Member Club, Member District, Honorary Life Member or Associate Member.
- 17.1.2 Allegations that a player, official, Club Member, Member Club, Member District, Honorary Life Member or Associate Member, has acted in a manner that is prejudicial to the objects of the Association; or has refused or failed to comply with a provision of these rules or any regulations, by-laws, codes, policies or procedures of the Association; and generally any disputes that arise between Member Districts or between Member Districts and Associate Members;
- 17.1.3 An appeal by an individual member or Member Club from a decision of the Member Club or Member District (as the case may be) provided that the individual member or Member Club has first exhausted all avenues of appeal under the Constitution of the Member Club.
- 17.2 All matters relating to doping offences will be dealt with by Drug Free Sport New Zealand in accordance with their "Sports Anti-Doping Rules".
- 17.3 A decision of the Judicial Panel may be appealed to the Sports Disputes Tribunal of New Zealand as set out in the Association's Policy on Misconduct, Disciplinary Procedures and Judicial Proceedings.

18. CONTROL OF BANNED SUBSTANCES

- 18.1 The rules of Squash New Zealand for anti-doping shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and as amended from time to time.

- 18.2 To the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of Squash New Zealand, the Sports Anti-Doping Rules shall apply.

19. DISTRICT GOVERNMENT

- 19.1 The Member District shall be incorporated and shall act on behalf of the Association and shall be the local authority on behalf of the Association. The recognition by the Association of the Member District shall be deemed to be an agreement binding upon the District to enforce the rules of the Association and any breach of this agreement shall render the District liable for such penalty as the Association shall decide.
- 19.2 Affairs pertaining exclusively to Clubs within a District shall be under the control of the District subject to the right of the Association to intervene in matters effecting the Association where it sees fit. Each District shall draw up rules for the purpose of local government but such rules must not conflict with the Rules of the Association and shall be approved by the Association.
- 19.3 Member Club representation is to be provided for in District Rules subject to the right of each Club within the District to have at least one delegate present and voting at the District General Meetings.
- 19.4 Each District shall within 30 days after an Annual Meeting of the District, furnish to the Association a copy of its Annual report and duly audited Balance Sheet and the names and addresses of the Officers of the District.

20. SUB-DISTRICT GOVERNMENT

- 20.1 Any group of not less than four Member Clubs within a District with a total of not less than 750 members shall be entitled to apply for recognition by the District as a Sub-District and the District before accepting such Sub-District shall need to be satisfied that the proposed Sub-District forms an area of such a size and has such geographical features that it is more practical and convenient for the administration of Squash within the area that such a Sub-District be formed. In the event of recognition being accorded to a Sub-District Rules 20.3 to 20.7 apply to Sub-District government.
- 20.2 In the event of the refusal of the District to recognise an application for a Sub-District status such applicant shall have the right of appeal against such refusal to the Association.
- 20.3 Sub-Districts shall be incorporated and shall act on behalf of the District and the Association and shall be the local authority on behalf of the District and Association. The recognition by the District of a Sub-District shall be deemed to be an agreement binding upon the Sub-District to enforce the rules of the Association and any breach of this agreement shall render the Sub-District liable to such penalty as the District and Association shall decide. The District shall have the right to fix the amount of levies and fees due by each Member Club within the Sub-District payable for each financial year to the District provided however that the Sub-District shall have the right to appeal to the Association against the amount of such levies or fees.
- 20.4 Affairs pertaining exclusively to the Member Clubs within a Sub-District shall be under the control of the Sub-District subject to the right of the District and Association where they see fit. Each District shall draw up rules for the purpose of local government but such rules must not be in conflict with the

rules of the District and Association and must be approved by the District and Association.

- 20.5 Member Club representation is to be provided in Sub-District rules subject to the right of each Club within the Sub-District to have at least one delegate present and voting at any Sub-District General Meeting.
- 20.6 Each Sub-District shall within 30 days after the Annual Meeting of the Sub-District furnish to the District a copy of its Annual Report and duly audited Balance Sheet, and addresses of the Officers of the Sub-District.
- 20.7 Each District shall include amongst its delegates to a General Meeting of the Association in accordance with Rule 7.3 hereof one delegate from each Sub-District provided however that no District shall be required to include amongst its delegates more than a total of two representatives from the Sub-District within its District.

21. MATTERS NOT PROVIDED FOR

If any matter shall arise which, in the opinion of the Board, is not provided for in this constitution then the same may be determined by the Board in such a manner as it deems fit, and every such determination shall be binding upon members unless and until set aside by resolution of a general meeting.

22. INDEMNITY OF OFFICERS

The Members of the Board and all other officers or servants of the Association shall be indemnified by the Association from and against all losses and expenses incurred by them in the discharge of their respective duties, except as a result of their own wilful default.

23. DISSOLUTION OR WINDING UP

- 23.1 Upon the winding up of the Association in accordance with Section 24 of the Incorporated Societies Act 1908, its assets (if any) shall be realised in such a manner as the executive committee may decide and after satisfaction of all debts and liabilities any surplus proceeds shall be distributed to a society, association or trust selected by the members in a general meeting which has substantially similar objects to the association.

END