



**CONSTITUTION OF THE  
OTAGO UNIVERSITY  
SQUASH CLUB  
INCORPORATED**

# *Otago University Squash Club Constitution*

## **Table of Contents**

THE SOCIETY.....	3
1. Name: Otago University Squash Club.....	3
2. Registered Office.....	3
3. Objects And Powers.....	3
MANAGEMENT OF THE SOCIETY.....	4
4. Management Committee.....	4
5. Election Of Committee Members.....	4
6. Cessation Of Committee Membership.....	4
7. Nomination Of Committee Membership.....	5
8. Role Of Management Committee.....	5
9. Management Committee Meetings.....	6
SOCIETY MEMBERSHIP.....	6
10. Types Of Members.....	6
11. Admission Of Members.....	6
12. The Register Of Members.....	7
13. Cessation Of Membership.....	7
14. Obligations Of Members.....	7
MONEY AND OTHER ASSETS OF THE SOCIETY.....	7
15. Use Of Money And Other Assets.....	7
16. Membership Fees.....	7
17. Financial Year.....	8
18. Assurance On The Financial Statements.....	8
CONDUCT OF MEETINGS.....	8
19. Society Meetings.....	8
20. Motions At Society's Meetings.....	10
21. Common Seal.....	10
22. Altering The Rules.....	10
BYLAWS.....	11
23. Bylaws To Govern The Society.....	11
WINDING UP.....	11
24. Winding Up.....	11
DEFINITIONS.....	12
25. Definitions And Miscellaneous Matters.....	12

## **THE SOCIETY**

### **1. Name: Otago University Squash Club**

The name of the society shall be 'Otago University Squash Club Incorporated' ("Otago University Squash Club").

### **2. Registered Office**

The registered office of the Otago University Squash Club shall be at such a place as determined by the Management Committee from time to time.

### **3. Objects And Powers**

The objects of the Otago University Squash Club are to:

- Administer and promote the game of squash in the Otago community;
- Provide safe and positive recreational and sporting opportunities for players and persons to participate in squash;
- Develop strategic partnerships with individuals and organisations which support people participating in squash in New Zealand;
- Organise the provision of training and development opportunities for coaches, officials and volunteers;
- Acquire and maintain such property and premises as may be required to carry out the purposes of the Otago University Squash Club;
- Affiliate with any organisation having similar objects, or in parts similar to those of the Otago University Squash Club; and
- Do all such charitable acts, matters and things as in the opinion of the Otago University Squash Club may be incidental or conducive to the furtherance of the foregoing objectives.

The powers of the Otago University Squash Club are to:

- Manage prudently the financial and administrative affairs of the Otago University Squash Club;
- Organise the raising of monies to finance squash in the Otago University Squash Club and support members to participate;
- Purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may seem expedient to sustain and further the charitable purpose of the Otago

## *Otago University Squash Club Constitution*

University Squash Club; and

- Make, alter, rescind or enforce this constitution, and any regulations, rules, policies or procedures for the governance, management and operation of the Otago University Squash Club.

No private pecuniary profit:

- All of the assets, income, benefit and advantage must be used to advance the charitable purpose of the Otago University Squash Club;
- None of the assets, income, benefit or advantage of the Otago University Squash Club will be paid or transferred directly or indirectly by way of distribution or otherwise for the private pecuniary profit of any member or anyone associated with a member of the Otago University Squash Club; and
- The provisions and effects of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

### ***MANAGEMENT OF THE SOCIETY***

#### **4. Management Committee**

The Otago University Squash Club shall have a Management Committee comprising the following positions:

1. President;
2. Vice-President;
3. Secretary;
4. Treasurer; and
5. Up to 25 additional Management Committee members.

Only current financial members of the Otago University Squash Club may be committee members. Those elected shall hold office until the next Annual General Meeting.

#### **5. Election Of Committee Members**

At an Otago University Squash Club Annual General Meeting, the members will elect, by majority vote:

- The President, Vice-President, Secretary and Treasurer; and
- Up to 25 additional committee members.

## **6. Cessation Of Committee Membership**

Persons cease to be committee members when they resign by giving written notice to the Management Committee or cease to be a member as per clause 16.

## **7. Nomination Of Committee Membership**

Nominations for positions on the Management Committee shall be called for at least 15 days prior the Annual General Meeting. Each nomination must be in writing and signed by the proposer, seconder and nominee.

All nominees must be current financial members of the Otago University Squash Club at the date of closure for nominations. Nominations will close 5 days prior to the Annual General Meeting.

If a position on the Management Committee is or becomes vacant the Management Committee may appoint another Otago University Squash Club member to fill at another Committee meeting.

If any committee member is absent from 3 consecutive Management Committee meetings without notice or reasonable cause, that person's position will become vacant.

## **8. Role Of Management Committee**

The role of the Management Committee is to:

- Administer, manage and control the Otago University Squash Club;
- Carry out the objects and powers (see clause 3) of the Otago University Squash Club, and use money or other assets to do that;
- Manage the Otago University Squash Club's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meeting;
- Employ or contract people to assist in achieving the objects of the Otago University Squash Club;
- Maintain a website to inform and educate members and the public on squash in the Otago University Squash Club;
- Set accounting policies in line with generally accepted accounting practice;
- Delegate responsibility and appoint members where necessary;
- Decide the times and dates for meetings, and set the agenda for meetings;
- Decide the procedures for dealing with complaints; and

## *Otago University Squash Club Constitution*

- To make judgement on situations that arise which are not covered in this Constitution.

Payments from the Otago University Squash Club's bank accounts will be authorised by any two authorised persons from the Management Committee.

The Management Committee may, from time to time, appoint or disband sub-committees or individuals as it may consider expedient for the effective management of Otago University Squash Club. The Management Committee will delegate and define the powers, duties and reporting of sub-committees or individuals.

### **9. Management Committee Meetings**

A quorum for a Management Committee meeting is a majority of the Management Committee.

Management Committee meetings may be held via tele-conferencing, or other formats as the Management Committee may decide. Only committee members present, or participating remotely by tele-conferencing, may vote at that Management Committee meeting.

The President shall chair Management Committee meetings, or if the President is absent, the Management Committee shall elect a committee member to chair that meeting.

Decisions of the Management Committee shall be decided by majority vote.

## ***SOCIETY MEMBERSHIP***

### **10. Types Of Members**

Membership is open to any individual that desires to be a member of Otago University Squash Club and shall comprise of different classes of membership as decided by the Otago University Squash Club, being:

- Active Member: any individual that is a playing member of the Otago University Squash Club;
- Honorary Member: any individual elected as a Honorary Member at a General Meeting or by the Management Committee; and
- Life Member: this may be bestowed on a person in recognition of their service to the Otago University Squash Club. The Management Committee must approve the nomination which will then be tabled at the next Annual General Meeting for ratification by majority vote of the members. Life members shall be exempt from further membership fees.

## **11. Admission Of Members**

To be considered for membership, a person must:

- Complete the appropriate membership application form;
- If required, supply a clearance in writing from their former Squash Club;
- Pay the appropriate membership fee; and
- Supply pertinent information the Management Committee requests.

The Management Committee shall have complete discretion to decide whether or not to approve the applicant for membership.

## **12. The Register Of Members**

The Management Committee shall keep a register of members, which shall contain the pertinent information requested and the date at which they became a member.

If a member's pertinent information changes, that member shall give the new information to the Otago University Squash Club.

## **13. Cessation Of Membership**

Any member of the Otago University Squash Club may resign by giving written notice to the Secretary. The membership of any member may also be terminated by the Management Committee for non-payment of the relevant subscription, subject to clause 16.

## **14. Obligations Of Members**

All members will act in accordance with this Constitution to promote the purposes of the Otago University Squash Club and do nothing to bring the Otago University Squash Club into disrepute.

## ***MONEY AND OTHER ASSETS OF THE SOCIETY***

## **15. Use Of Money And Other Assets**

The Otago University Squash Club may only use money and other assets if:

- It is for a purpose of the Otago University Squash Club;
- It is not for the sole personal or individual benefit of any member; and
- That use has been approved by either the Management Committee or by majority vote of the Otago University Squash Club.

## **16. Membership Fees**

The membership year shall be the same as the financial year. The annual membership fee(s) shall be an amount as determined by an Annual General Meeting of the Otago University Squash Club.

A member must be a current financial member to claim any rights given by this constitution.

Members joining within 2 months of the end of the financial year will have their membership extended to the end of the following membership year.

If any existing member does not pay their subscription by or on the last day of the membership year, their membership will end, without being released from obligation of payment of any sums due to the Otago University Squash Club. Should that member wish to re-join the Otago University Squash Club, they must do so as per clause 11.

## **17. Financial Year**

The financial year of the Otago University Squash Club begins on 1 January of every year and ends on 31st December.

## **18. Assurance On The Financial Statements**

No audit or review of the financial statements of the Otago University Squash Club are required unless:

- An audit or review is requested as determined by a majority vote at an Annual General Meeting of the Otago University Squash Club; or
- An audit or review is required in writing by any third party as a condition of the provision of funding to the Otago University Squash Club.

If required, the Otago University Squash Club shall appoint a qualified person to audit or review the annual financial statements. The auditor or reviewer shall conduct an examination with the objective of providing a report that nothing has come to their attention to cause the belief that the financial information is not presented in accordance with good accounting practice. The auditor or reviewer must not be a member of the Management Committee, or an employee of the Otago University Squash Club. If the Otago University Squash Club appoints an auditor or reviewer who is unable to act, the Management Committee shall appoint a replacement.

The Management Committee is responsible to provide:

- Access to all information of which the Management Committee is aware that is relevant to the preparation of the financial statements, such as records, documentation and other matters;



## *Otago University Squash Club Constitution*

- Additional information that the reviewer may request from the Management Committee for the purpose of the review; and
- Reasonable access to persons within the Otago University Squash Club from whom the reviewer determines it necessary to obtain evidence.

### **CONDUCT OF MEETINGS**

#### **19. Society Meetings**

The Annual General Meeting shall be held once every year in October at a time and place as fixed by the Management Committee.

The business of an Annual General Meeting shall be:

- Receiving any minutes of the previous Otago University Squash Club's Annual General meeting(s);
- The President's report on the business of the Otago University Squash Club;
- The Treasurer's report on the finances of the Otago University Squash Club, and the Annual Financial Statements;
- Appointment of an auditor or reviewer, if required;
- Election of committee members;
- Motions to be considered;
- General business.

Special General Meetings maybe called by the Management Committee. The Management Committee must call a Special General Meeting if it receives a written request signed by at least 10 current financial members stating the purposes for which the meeting is required.

The Management Committee shall give all members at least 14 days written notice of the business to be conducted at any Otago University Squash Club meeting; Additionally, the Secretary will provide, as appropriate:

- A copy of the President's report on the Otago University Squash Club's operations and of the Annual Financial Statements as approved by the Management Committee;
- A list of nominees for the Management Committee, and information about those nominees if it has been provided.
- Notice of any motions and the Management Committee's recommendations about those motions; If the Secretary has sent a notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members

## *Otago University Squash Club Constitution*

did not receive the notice.

All current financial members may attend and vote at the Otago University Squash Club meetings.

The quorum for any Annual General Meeting will be a majority of the Management Committee.

All Otago University Squash Club meetings shall be chaired by the President. If the President is absent, the Otago University Squash Club shall elect another member to chair that meeting. Any person chairing an Otago University Squash Club meeting has a casting vote.

On any given motion at an Otago University Squash Club meeting, the Chair shall in good faith determine whether to vote by:

- Voices; or
- Show of hands; or
- Secret ballot.

All current financial members shall be entitled to one vote.

A member may appoint another member to be their proxy at a meeting and a member appointing a proxy will be deemed to be in attendance. Members who cannot attend, and who do not wish to appoint a proxy, may vote via a postal vote or an email vote. Proxy appointments and postal or email votes must be in writing and received at least 48 hours before the start time of the meeting.

Where there is an equality of votes, the Chair shall exercise a casting vote in addition to their deliberative vote.

### **Adjourned Meetings:**

If within half an hour after the time appointed for a meeting, a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair.

If at such an adjourned meeting a quorum is not present the meeting shall proceed and those that are in attendance will be deemed to be a quorum. No business shall be transacted at any adjourned meeting other than the business notified for the meeting from which the adjournment took place.

## **20. Motions At Society's Meetings**

Any member may request that a motion be voted on at a particular Otago University Squash

## *Otago University Squash Club Constitution*

Club meeting, by giving written notice to the Management Committee at least 21 days before that meeting. The member may also provide information in support of the motion. The Management Committee may in its absolute discretion decide whether or not the Otago University Squash Club will vote on the motion. However, if the member's motion is signed by at least 10 eligible members:

- It must be voted on at the Otago University Squash Club meeting chosen by the member; and
- The Secretary must give the member's supporting information to all members at least 14 days before the Otago University Squash Club meeting chosen by the member; or if the Secretary fails to do this, the member has the right to raise the motion at the Otago University Squash Club Meeting.

The Management Committee may also decide to put forward motions for the Otago University Squash Club to vote on which shall be suitably notified.

### **21. Common Seal**

The Otago University Squash Club shall have a common seal. The common seal shall be in the custody of the Management Committee and shall be affixed to any document under the authority of the Otago University Squash Club as approved by the Management Committee. Every document to which the common seal is affixed shall be signed by the two members of the Management Committee.

### **22. Altering The Rules**

The Otago University Squash Club may alter or replace these rules at an Otago University Squash Club meeting by a resolution passed by not less than 75% of the eligible votes present at that meeting (including postal or email votes and proxies).

No addition to or alteration of the objects, personal benefit clause, or the winding up clause shall be made which affect the tax-exempt status or not-for-profit status of the club. The provisions and effect of the preceding sentence and of this sentence shall not be removed from this constitution, and shall be included and implied into any replacement to this constitution.

At least 14 days before the Annual General Meeting at which any rule change is to be considered, the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Management Committee has.

When a rule change is approved at an Otago University Squash Club meeting the rule change shall take effect from the end of that meeting.

A copy of the rule change must be been signed by no fewer than two Management

Committee members.

## **BYLAWS**

### **23. Bylaws To Govern The Society**

The Management Committee may, from time-to-time make, alter or rescind bylaws for the general management of the Otago University Squash Club, so long as these are not in conflict with these rules or legal statutes.

All such bylaws shall be binding on members of the Otago University Squash Club.

A copy of the current bylaws shall be available for inspection by any member on request to the Secretary.

## **WINDING UP**

### **24. Winding Up**

The Otago University Squash Club may be wound up, if at a General meeting the membership passes a resolution to wind up and the resolution is confirmed by a voting majority of members.

If the Otago University Squash Club is wound up:

- The Otago University Squash Club's debts, costs and liabilities shall be paid; and
- Any surplus money and other assets of the Otago University Squash Club shall be distributed to such New Zealand organisation(s), as decided by a General Meeting, having similar objectives and being a charitable organisation for the purposes of the Inland Revenue Act of New Zealand.
- No part of the surplus money or other assets of the Otago University Squash Club shall be paid or transferred directly or indirectly by way of distribution or otherwise for the private pecuniary profit of any member or anyone associated with a member of the Otago University Squash Club.

## **DEFINITIONS**

### **25. Definitions And Miscellaneous Matters**

In these rules:

- “Majority vote” means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting;

### *Otago University Squash Club Constitution*

- “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Otago University Squash Club;
- The “Otago University Squash Club Meeting” means a general meeting of the membership and includes an Annual General Meeting or Special General Meeting, but not a Management Committee meeting;
- “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets;
- “Written Notice” means communication by post, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods;
- “Member” means a person whose membership has been approved and whose annual subscription payment is current (except in the case of Life Members where no payment is required);
- “Chair” means the person authorised to be the chairperson of a meeting.
- It is assumed that:
  - Where a masculine is used, the feminine is included;
  - Where the singular is used, plural forms of the noun are also inferred; and
  - Headings are a matter of reference and not a part of the rules.

## *Otago University Squash Club Constitution*

### *Explanatory Note:*

*This revised constitution was approved at a Special General Meeting of the Club on the 16<sup>th</sup> of March, 2022, taking effect from the end of that meeting in accordance with clause 22, and superceding all previous versions. This explanatory note does not form part of the constitution.*