

# PROPOSED AMENDMENTS TO THE SQUASH AUSTRALIA CONSITUTION (2020)

Clause	Proposed Wording	Change	Commentary
1.4	<u>1.4 “ELIGIBLE CANDIDATE” means a nominee for election as a Director who, at the time of their election, meets all of the requirements of the Law and this Constitution.</u>	Amendment to insert a new definition.	The term eligible candidate is contained in clause 12.12.5 and is designed to clarify who is eligible to be nominated and elected to the Board given the gender requirements that the Board must meet under clause 12.3.
1.5 -1.15	<p>1.<del>5</del>4. “LAW” means the Corporations Act 2001 (Cth) and any statutory modification or enactment of it;</p> <p>1.<del>6</del>5. “MEETINGS” shall mean Annual General Meetings (AGMs), General Meetings or Board Meetings and may be face to face or by means of telephone or any other audio and/or visual communication device or other means of communication agreed to by the persons at such meeting from time to time <u>or as determined by the Board in advance of that meeting, except for the Annual General Meeting which shall require delegates to be physically present at the same location;</u></p> <p>1.<del>7</del>6. “MEMBER” shall mean a person or body duly elected, appointed or otherwise being or becoming a Member of the Company under this Constitution and for the time being remaining a Member;</p>	<p>Amendment to clause numbers to reflect the insertion of a new clause 1.4.</p> <p>Amendment to clause 1.6 to enable Annual General Meetings to be held online.</p>	<p>The amendments to clauses 1.5 -.1.15 (excluding 1.6) are administrative only. The amendments do not change the content or meaning of these clauses.</p> <p>The proposed amendment is to remove the requirement for the AGM to be held face to face.</p> <p>The proposed change to this clause has been necessitated due to COVID 19 travel restrictions placed on members and access to affordable, reliable and interactive video conference technology.</p>

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	<p>1.87. "SEAL" means the common seal of the Company;</p> <p>1.98. "SECRETARY" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;</p> <p>1.109. "SPECIAL RESOLUTION" shall mean a resolution which has been passed by not less than three-fourths of the votes cast by such Members as being entitled to do so at a General Meeting of which not less than twenty-one (1) days' notice specifying the intention to propose the resolution as a Special Resolution, shall have been given <sup>1</sup>;</p> <p>1.110. "SQUASH" shall mean the international game of Squash as defined by the World Squash Federation (WSF) rules and regulations;</p> <p>1.124. "WORLD SQUASH FEDERATION" or "WSF" shall mean the organisation for the time being the international governing body of the game of Squash.</p> <p>1.123. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography,</p>		
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<sup>1</sup> See clause 9.3

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	<p>photography and other modes of representing or reproducing words in a visible form.</p> <p>1.1<del>43</del><sup>54</sup>. Words importing the singular include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender as the case may require.</p> <p>1.1<del>54</del><sup>54</sup>. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Law.</p>		
1.9	<p>1.9 "SPECIAL RESOLUTION" shall mean a resolution which has been passed by <del>a majority which includes</del> not less than three-fourths of the votes cast by such Members as being entitled to do so, <del>and the affirmative votes of a majority of Ordinary Members present</del> at a General Meeting of which not less than twenty- one (1) days' notice specifying the intention to propose the resolution as a Special Resolution, shall have been given;<sup>1</sup></p>	<p>Amendment to the definition of special resolution.</p> <p>Proposes that a special resolution be passed by three fourths of the votes cast rather than three fourths of the votes cast AND the number of affirmative votes cast by the majority of Ordinary Members present.</p>	<p>The current definition of a special resolution is not as intended.</p> <p>This proposal removes the requirement for a special resolution to be passed if there are affirmative votes cast by the majority of Ordinary Members present at a General Meeting in relation to the resolution.</p> <p>This amendment was circulated to the Presents Council for comment and no objection was received.</p>
9.3	<p>9.3 At all General Meetings of the Company where Members are voting on Special Resolutions, including <del>motions covered</del> under <del>clause 9.4</del> <b>9.5</b>, Members shall be entitled to one vote.</p>	<p>Amendment to insert the wording "motions covered under".</p>	<p>This proposed change is designed to tie the wording in clause 9.3, 9.4 and 9.5 together.</p> <p>This amendment does not change the meaning of the clause but is designed to ensure clarity relating to the nature of special resolution motions that may be raised at a</p>

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			General Meeting and passed pursuant to the requirements contained in the newly inserted clause 9.4.
9.4	<u>9.4 For a special resolution to be carried under <b>clause 9.3</b> not less than three fourths of the votes cast at that meeting is required.</u>	<p>Additional clause that specifies the number of votes that is required to pass a special resolution held at a General Meeting.</p> <p>Proposes that the number of votes to pass a special resolution held at a General Meeting is the same as a special resolution passed in other circumstances.</p>	<p>The proposed addition is to create clarity regarding the number of votes that is required.</p> <p>The proposed amendment aligns with the proposed changes to the definition of a special resolution in clause 1.9.</p> <p>Prior to the changes passed in 2019 the constitution did have a clause that referred to these requirements but this clause was accidentally deleted.</p> <p>The inclusion of this clause rectifies this deletion.</p> <p>This proposal was circulated to the Presents Council for comment and no objection was received.</p>
9.5 -9.5.4	<p>9.<u>54</u> Motions requiring Special Resolution shall be as required by this Constitution and include motions to:</p> <p>9.<u>54</u>.1 adopt or alter the Company's Constitution;</p> <p>9.<u>54</u>.2 change the Company's name or status;</p>	Amendment to clause numbers to reflect the insertion of a new clause 9.4.	This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.

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	<p>9.54.3 approve entering into related party transactions;<sup>2</sup></p> <p>9.54.4 wind up the Company voluntarily; or</p> <p>9.54.5 transfer the registration of the Company.</p>		
9.6 -9.6.2	<p>At all General Meetings of the Company where Members are voting on ordinary resolutions, each Ordinary Member shall be entitled to:</p> <p>9.65.1 one (1) vote; AND</p> <p>9.65.2 one (1) additional vote <del>for every complete ten (10) per-centum of the total annual subscription paid by the Ordinary Member. if the annual subscription paid by the Ordinary Member exceeds (10) per-centum of the total annual subscription.</del></p>	<p>Amendment to the criteria that specifies the number of votes that an ordinary member is eligible exercise in relation to an ordinary resolution at a General Meeting.</p> <p>Proposes that each member has one (1) vote plus one (1) additional vote if the annual affiliation fee paid by that member exceeds 10% of the total affiliation fee.</p>	<p>Under the current constitution ordinary members are entitled to exercise one vote and receive an additional vote for every <u>complete</u> ten (10) per-centum of the total annual subscription paid by the Ordinary Member. This system currently results in a total of 16 votes being exercised in the following manner:</p> <ul style="list-style-type: none"> <li>• 3 members receiving 3 votes</li> <li>• 2 members receiving 2 votes, and</li> <li>• 3 members receiving 1 vote</li> </ul> <p>This system results in the same three members being able to pass an ordinary resolution put to a General Meeting; irrespective if the remaining five ordinary members oppose the resolution.</p> <p>The proposed change results in an ordinary member being eligible to exercise a maximum of two votes in circumstances where they pay more than</p>

<sup>2</sup> See <https://www.acnc.gov.au/for-charities/manage/related-party-transactions>

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			<p>10% of the annual affiliation fee rather than receiving an additional vote for each complete 10 per centum of the total annual subscription paid.</p> <p>This proposed change would result in four or five ordinary members being required to pass an ordinary notion at a General meeting rather than the same three ordinary members.</p> <p>The proposed change results in a total of 13 votes being exercised in the following manner:</p> <ul style="list-style-type: none"> <li>• 5 members receiving 2 votes, and</li> <li>• 3 members receiving 1 vote</li> </ul> <p>This amendment was circulated to the Presents Council for comment and the majority of feedback submitted to the President was in favour of this proposal.</p>
9.7	9. <del>7</del> 6 Ordinary resolutions shall be carried if a majority of the votes cast at the meeting in person or by proxy is in favour of the motion. If the votes for and against are equal, the resolution shall be lost.	Amendment to clause numbers to reflect the insertion of a new clause 9.4.	This is an administrative amendment only. The amendments do not change the content of meaning of these clauses.
9.8-9.8.3	9. <del>8</del> 7 Motions requiring ordinary resolution shall be all motions that are not Special resolutions and shall include motions to:	Amendment to clause numbers to reflect the insertion of a new clause 9.4.	This is an administrative amendment only. The amendments do not change the content of meaning of these clauses.

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	<p>9.<del>87</del>.1 elect or re-elect Directors;</p> <p>9.<del>87</del>.2 remove a Director; or</p> <p>9.<del>87</del>.3 other business transacted at General Meetings in accordance with <b>clause 10.1</b> and such business is not moved as a Special Resolution.</p>		
9.9-9.9.2	<p>9.<del>98</del> Voting eligibility for Ordinary Members under <b>clause 9.3 and clause 9.5-9.6</b> shall be subject to payment of the annual subscription within one month of the due date after which all entitlements will lapse. Voting entitlements will be reinstated:</p> <p>9.<del>98</del>.1 upon payment of the subscription arrears or;</p> <p>9.<del>98</del>.2 if a resolution for such reinstatement is approved by the Board under this Constitution.</p>	Amendment to clause numbers to reflect the insertion of a new clause 9.4.	This is an administrative amendment only. The amendments do not change the content of meaning of these clauses.
10.1-10.1.5	<p>10.1. An Annual General Meeting (<del>AGM</del>) of the Company shall be held in accordance with the provisions of the Law. At least <del>fifty-six (56)</del> days prior to the proposed date of the AGM, the Secretary will request from Voting Members notices of motion, which must be received <del>no less than 35</del> <b>at least twenty-eight (28)</b> days prior to the AGM. At least twenty-one (21) days'</p>	<p>Administrative amendments to:</p> <ul style="list-style-type: none"> <li>• Insert the words AGM in lieu of "Annual General Meeting"</li> <li>• Insert the words fifty six to accompany reference to the numerals 56.</li> </ul> <p>Amendment to clause 10.1 to ensure that the number of days that a motion must be lodged with the Secretary prior to an</p>	<p>These are an administrative amendments only and have been made to ensure consistency in referencing throughout the document.</p> <p>The proposed amendment is designed to reflect an error. Clause 101.1 refers to the Secretary receiving notices of motion no less than 35 days prior to an AGM whilst clause 10.1.5, which refers to the same</p>

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	<p>notice in writing of the date and place of this meeting, accompanied by an Annual Report, Statement of Accounts, Balance Sheet and Auditors Report, shall be given to Members and to delegates. The following business shall be transacted at such meetings:</p> <p>10.1.1 consideration of any matters arising from the minutes of the previous <u>Annual General Meeting AGM</u>;</p> <p>10.1.2 consideration of the Annual Report, Statements of Accounts, Balance Sheet and Auditor's Report;</p> <p>10.1.3 election of Directors as prescribed in <b>clause 12</b>;</p> <p>10.1.4 appointment of the Auditor/Auditors (if necessary); and</p> <p>10.1.5 consideration of any Notices of Motion lodged with the Secretary at least twenty-eight (28) days prior to the <u>Annual General Meeting AGM</u> by any Member of the Company.</p>	<p>Annual General Meeting reflects clause 10.1.5</p>	<p>requirement, refers to notices of motion being received at least 28 days prior.</p> <p>This proposal makes it clear that the Secretary must receive notices of motion at least than 28 days prior to an AGM</p>
12. 1	<p>12.1. There must be no less than <u>five (5) seven (7)</u> Directors and not more than <u>seven (7) nine (9)</u> -Directors who will comprise the Board.-</p>	<p>Amendment to the existing clause relating to the maximum and minimum number of Directors.</p> <p>Proposes to change the minimum number of Directors from 5 to 7.</p>	<p>The proposed amendments reflect the recommended ratio specified in the AICD Board Size Guidelines.</p>



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		Proposes to change the maximum number of Directors from 7 to 9.	<p>The proposed increase to the number of Board Directors is designed to distribute the workload of the Board amongst more people.</p> <p>This amendment was circulated to the Presents Council for comment and the majority of feedback submitted to the President was in favour of this proposal.</p>
12.2	<p>12.2. Subject <b>to clause 10.1</b> no more than <del>five (5)</del><u>six (6)</u> Directors are to be elected by the Members (elected Directors), and not more than <del>two (2)</del><u>three (3)</u> Directors are to be appointed (appointed Directors) provided at all times <del>the composition of the Board shall be a minimum of two (2) males and two (2) females and provided that no more than two (2)</del><u>four (4) Directors whether elected or appointed Directors at any time</u> shall be residents of any one State or Territory of the Commonwealth of Australia except by resolution of the Company <del>in at a</del> General Meeting.</p>	<p>Amendment to the existing clause relating to the number of elected and appointed Directors.</p> <p>Proposes to change the number of elected Directors from five to six.</p> <p>Proposes to change the number of appointed Directors from 2 to 3.</p> <p>Proposes to delete the existing requirement that the Board consist of at least 2 male and 2 females Directors.</p> <p>Proposes to change the number of Directors that can sit on the Board from any one State or Territory.</p>	<p>The proposed changes are aligned to the proposed increase in the number of Board Directors contained in clause 12.1.</p> <p>The proposed increase in the number of elected Directors from 5 to 6 supports the proposed increase in the minimum number of Directors from 5 to 7 contained in clause 12.1.</p> <p>The proposed increase in the number of appointed Directors provides the Board greater flexibility to bring onto the Board persons with specialised skillsets.</p> <p>The current terminology relating to appointed Directors has not changed. It is up to the Board to determine the number of appointed Directors.</p> <p>The proposed deletion of male and female Director numbers is to accommodate the introduction of clause 12.3.</p> <p>Based on feedback from the Presents Council the proposed number of Directors</p>

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			that may sit on the Board from any one State or Territory has been made from two to four. The rationale is that no State or Territory should have a majority on the Board.
12. 3 - 12.3.2	<p><u>12.3 -Subject to this Constitution and in particular, but not limited to the rules regarding Board vacancies, the Board will compromise of no more than sixty percent (60%) and no less than forty percent (40%) of elected and appointed Directors who identify as a particular gender. Based on the number of Directors that may comprise the Board under <b>clause 12.1</b> this equates to the following number of Directors on the Board:</u></p> <p><u>12.3.1 for Board of nine (9) Directors no more than five (5) Directors and no less than four (4) Directors that identify as a particular gender.</u></p> <p><u>12.3.2 for a Board eight (8) Directors no more than five (5) Directors and no less than three (3) Directors that identify as a particular gender.</u></p> <p><u>12.3.3 for a Board seven (7) Directors no more than four (4) Directors and no less than three (3) Directors that identify as a particular gender.</u></p>	Insertion of a new diversity clause that requires the Board at all times to compromise of no more than sixty percent (60%) and no less than forty percent (40%) of Directors who identify as a particular gender.	<p>This proposal reflects the mandatory diversity statement required by Sport Australia.</p> <p>The inclusion of this clause is essential for SQA to obtain funding.</p> <p>Clauses 12.3.1 -12.3.3 aim to provide clarity relating to the application of clause 12.3 given the number of Directors that may constitute the Board under clause 12.1.</p> <p>Applying the diversity split for a Board that consists of:</p> <ul style="list-style-type: none"> <li>• Nine Directors results in there being 5.4 and 3.6 Directors identifying as a particular gender which is not physically possible.</li> <li>• Eight Directors results in there being 4.8 and 3.2 Directors identifying as a particular gender which is not physically possible.</li> <li>• Seven Directors results in there being 4.2 and 2.8 Directors identifying as a particular gender which is not physically possible.</li> <li>•</li> </ul>

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			<p>Reference to a Director identifying as a particular gender has been included to LGBTIQ requirements.</p> <p>This amendment was circulated to the Presents Council for comment and no objection was received. Clauses 12.3.1, 12.3.2 and 12.3.3 have been drafted in response to feedback received from this process.</p>
	<p>12.4<del>3</del> The elected Directors will determine the appointed Directors at their discretion following the recommendation of the Squash Australia Nominations Committee which will be formed in accordance with <b>clause 15.2</b>, taking into account the need to cover any gaps in the skills identified between the elected Directors <u>and the requirements contained in clause 12.3.</u></p>	<p>Insertion of the words “and the requirements contained in clause 12.3.</p>	<p>This proposed change is designed to ensure that the constitutional requirements contained in clauses 12.3, 12.3.1, 12.3.2 and 12.3.3 are taken into account when the Board exercises its discretion to appoint a Director.</p> <p>It is recommended that the terms of reference relating to the Nominations Committee be amended to incorporate reference to the constitutional requirements contained in clauses 12.3, 12.3.1, 12.3.2 and 12.3.3.</p> <p>This minor amendment was not circulated to the Presents Council for comment.</p>
12.5	<p>12.<del>5</del><del>4</del>. Save for the exception in <b>clause 12.7<del>1</del>1</b>, the term of office for each elected Director shall be <del>two (2) three (3)</del> years, with <del>two (2) three (3)</del> Directors elected one year, <u>two (2) Directors elected the next year</u></p>	<p>Amendment to the existing clause relating to the election of Directors, their term of election and the term appointed Directors.</p> <p>Proposes to change the term of an elected Director from two to three years.</p>	<p>The proposed change aligns with best practice governance arrangements relating to the length of Director appointments.</p> <p>The proposed change relating to the length of a term from 2 to 3 years will provide</p>

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	<p>and the <del>other two (2) remaining two (2)</del> Directors elected the following year. <del>The term of office for each appointed Director shall be the same as for each elected Director</del><u>Elected Directors shall be elected for a term of three (3) years and appointed Directors may be appointed up to a maximum term of three (3) years.</u></p>	<p>Proposes to change the term of an appointed Director from 2 years up to a maximum of three years.</p> <p>Proposes to change the number of elected Directors that can be elected each year to two Directors each year over a three year period to reach a total of 6 elected Directors.</p>	<p>elected Directors a greater period of time to consolidate their achievements in the role.</p> <p>Changing the length of appointment for an appointed Director is consistent with the current provisions that align their terms to that of elected Directors.</p> <p>The proposed change to the number of Directors that can be elected in the following year aligns to the proposed amendments to clause 12.2 that aims to increases the number of Directors from five to six.</p> <p>The proposed wording in this clause specifically states that appointed Directors may be appointed up to a maximum term of three years; it is not an automatic term of three years. This proposed change provides the Board flexibility relating to the period of appointment offered.</p> <p>The proposed change to the term of an appointed Director is also designed to place the Board in a position to attract skilled professionals that might not otherwise accept a Directorship if the length of the term is not suitable. It is also designed to provide the Board flexibility regarding the length of appointment offered and to enable the Board to bring a specific skillset onto the Board for the length that it is required.</p>
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			This amendment was circulated to the Presents Council for comment and the feedback received was positive.
12.6	<u>12.6 Save for the exception in clause 12.11 the full term of each elected Director shall commence from the conclusion of the Annual General Meeting at which they were elected and conclude at the cessation of the third Annual General Meeting after that election.</u>	<p>Insertion of a new clause outlining when the term of an elected Director is considered to start and end.</p> <p>Proposes that the term of an elected Director starts from the conclusion of the AGM at which they were elected and ends at the third of AGM after that election.</p>	<p>This proposed insertion is designed to provide clarity relating to when the term of an elected Director starts and finishes.</p> <p>This insertion aligns with the proposed amendments in clause 12.4 that alters the term of an elected Director from 2 to 3 years.</p> <p>This insertion was circulated to the Presents Council for comment and no objection was received by the President.</p>
12.7	<u>12.7 Subject to clause 12.11, clause 12.11.1 and clause 12.5 the term of each appointed Director shall commence and conclude on dates determined by the elected Directors.</u>	<p>Insertion of a new clause outlining when the term of an appointed Director is considered to start and end.</p> <p>Proposes that the term of an appointed Director starts and commences on dates determined by the elected Directors.</p>	<p>This proposed insertion is designed to provide clarity relating to when an appointed Director is considered to have started and finished their appointment.</p> <p>Depending on when the skillset of an appointed Director is required and the needs of the Board, it is not necessarily feasible to appoint a Director following the AGM and for their terms or length of appointment to be in alignment with elected Directors.</p> <p>The proposed amendment aligns with the proposed wording in clause 12.4 that specifies that an appointed Director may be appointed up to a maximum of three years which provides flexibility regarding the length and timing of such an appointment.</p>

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			This insertion was circulated to the Presents Council for comment and no objection was received by the President.
12.8	12. <del>87</del> On election or appointment to the Board of the Company a Director must stand down immediately from any position held on an Ordinary Member Board and formally resign from that board within 7 days of their election or appointment to the Board.	Amendment to clause number to reflect the insertion of new clauses 12.3, 12.6 and 12.7.	This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.
12.9	12. <del>98</del> Following the Annual General Meeting of the Company in each year, the Directors shall, <u>subject to the President standing down, not being re-elected as a Director or having served a two (2) year term as President, by resolution elect a President to serve a term of two (2) years and</u> by resolution <del>elect the President and any other assigned portfolios they so wish</del> from within the elected Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Company from time to time.	<p>Amendment to clause number to reflect the insertion of new clauses 12.3, 12.6 and 12.7.</p> <p>Amendment setting out the circumstances in which the Directors shall elect the President.</p> <p>Amendment to increase the term of President from between AGM's to a term of two (2) years.</p>	<p>This proposed amendment is designed to provide the President with a suitable period of time to carry out the role.</p> <p>This amendment does not cap the amount of time that a Director may serve as President. A President may seek to be re-elected by the Directors at the end of their two year term provided they remain a Director.</p>
12.10	12. <del>107</del> . At the Annual General Meeting of the Company in each year all <u>electd</u> Directors who have completed <u>at their</u> term of <u>three (3) years office for the time being</u> shall retire from office <u>and subject to clause 12.11</u> <del>but</del> shall	<p>Amendment to the existing clause relating to the retirement of Directors.</p> <p>Proposes that elected Directors be eligible for re-election after they have served a full term provided they meet the requirements specified in clause 12.10.</p>	This proposed amendment is designed to provide clarity relating to when an elected Director is required to resign in light of clause 12.4 proposing a change to the term of an elected Director.

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	be eligible for re-election <u>at the Annual General Meeting</u> upon nomination. <del>Save that no Director, elected or appointed, may serve for more than ten years.</del>	Proposes to delete reference to the maximum number years that a Director may serve on the Board.	<p>The reference to the maximum number years that a Director may serve on the Board has been deleted to accommodate the insertion of a new clause 12.10.</p> <p>This proposed amendment was circulated to the Presents Council for comment and no objection was received by the President.</p>
12.11 - 12.11.2	<p><u>12.11 No person shall serve on the Board as a Director (whether elected, appointed or as a combination of both) for a total period of more than ten (10) years. For the avoidance of doubt:</u></p> <p><u>12.11.1 no person who has served as a Director (whether elected, appointed or a combination of both) shall be eligible for re appointment as a Director if the term of that appointment results in them serving a total period (whether consecutive or otherwise) of more than ten (10) years on the Board as a Director; and</u></p> <p><u>12.11.2 a person who has served as a Director (whether elected, appointed or a combination of both) for eight (8) or more years on the Board will be eligible for election as a Director but may</u></p>	<p>Insertion of standalone clauses relating to the maximum number of years that a Director whether appointed or elected may serve on the Board.</p> <p>Proposes that the maximum number of years that a person may serve on the Board is ten years irrespective if the service includes a combination of being an elected and/ or appointed Director.</p>	<p>The proposed changes align to the mandatory sport governance principles which state that the maximum number of years that can be served on a Board is ten years.</p> <p>The proposed changes have been drafted to ensure clarity relating to what it means for a Director that has served eight or more years on the Board.</p> <p>The previous clauses that went out for consultation to the President's Council were based on Directors serving a maximum of three consecutive three year terms. Whilst this proposal fit within the Mandatory Sports Governance principles it opened the door for Directors to return after a break which could potentially result in them serving more than 10 years on the Board. As result of this and to ensure clarity regarding the application of the mandatory sport governance principles clauses 12.11, 12.11.1 and 12.11.2 have been drafted to highlight that the total period of service as a</p>



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	<u>only serve part of a term so that their total period of service (whether consecutive or otherwise) on the Board does not exceed ten (10) years.</u>		<p>Director on the Board, whether consecutive or otherwise is capped at ten (10) years.</p> <p>The proposed changes contained in clause 12.11.2 enable a Director that has eight years' service on the Board to nominate for re-election provided they serve part of a term (if elected).</p> <p>Clause 12.13 supports the ongoing work of the Board being delivered should this scenario occur by providing the Board the ability to fill a casual vacancy.</p>
12.12 - 12.12.6	<p>12.<del>128</del> The election of Directors shall take place in the following manner:</p> <p>12.<del>128</del>.1 Ordinary Members of the Company may nominate any person to serve as a Director.</p> <p>12.<del>128</del>.2 The nomination, which shall be in writing and signed by the nominee and his/her proposer, shall be lodged with the Secretary at least twenty- eight (28) days before the Annual General Meeting at which the election is to take place.</p> <p>12.<del>128</del>.3 A list of the candidates' names in alphabetical order, with the proposer's name shall be notified to all Members by the Secretary at least</p>	<p>Amendment to clause numbers to reflect the insertion of a new clauses 12.3, 12.6 and 12.7.</p> <p>Amendment to clause 12.12.5 to insert the word "eligible" in front of the word "candidate".</p>	<p>The amendments to clauses 12.12 - 12.12. 6 (excluding 12.12.5) are administrative only. The amendments do not change the content or meaning of these clauses.</p> <p>The proposed insertion of the word eligible is to ensure that the terminology in this paragraph takes into account the proposed changes to clause 12.3 relating to gender composition on the Board.</p> <p>The definition of what constitutes an eligible candidate for the purposes of this clause is proposed in clause 1.4 and means "a nominee for election as a Director who, at the time of their election, meets all of the requirements of the Law and this Constitution".</p>



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	<p>twenty-one (21) days immediately preceding the Annual General Meeting; provided that a nomination shall not be invalidated by any failure to give such notification.</p> <p>12.128.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote in accordance with the procedures set out below governing the election of Directors</p> <p>12.128.5 If there is an insufficient number of <u>eligible</u> candidates nominated for any position, nominations may be taken from the floor of the Annual General Meeting. If sufficient numbers of <u>eligible</u> candidates are not then nominated, the Board may appoint persons to fill the remaining vacancy or vacancies.</p> <p>12.128.6 On a contested election for Director the election process detailed under clause 12.8, the below shall be used to decide the election of each Director. The Director elected first shall automatically be excluded from the remaining ballots and the Director elected second shall be excluded from the subsequent ballots. If a contested ballot is held, the elected candidate</p>		<p>The purpose of this amendment is to make clear that the provisions in clause 12.3 do govern who can be nominated and subsequently elected to the Board depending on the gender composition of the Board and the gender of the nominee at the time of nomination /election.</p>
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	<p>must receive more than one half of the votes properly recorded. If there are more than two candidates participating in a ballot and no one candidate receives in excess of one half of all the votes properly recorded, then a further ballot or ballots shall be held. On each subsequent ballot the candidate who has received the least number of votes on the previous ballot shall be automatically removed from further ballots for that position (save that he/she shall be re-entered into the subsequent ballot for any remaining vacancy or vacancies). The process of subsequent ballots and the removal from the next ballot of the candidate securing the least number of votes at the previous ballot(s) shall continue until one candidate secures in excess of one half of all the votes properly recorded. That person shall then be declared elected. If in any ballot two or more candidates have an equal number of votes and one of them has to be excluded from further ballots, that candidate amongst them who had the least number of votes at the previous ballot at which they had not an equal number of votes shall be excluded.</p>		
12.13	<p>12.139 The Board shall have power at any time, and from time to time, to appoint a person to fill a casual</p>	<p>Amendment to clause number to reflect the insertion of new clauses 12.3, 12.6 and 12.7.</p>	<p>This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.</p>

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	vacancy for the period until the position comes up for election at an Annual General Meeting.		
12.14 - 12.14.8	12. <del>40</del> <u>14</u> . The Company may by Special Resolution of which notice has been given, remove any member of the Board before the expiration of his/her period of office, and may by Special Resolution appoint another person in his/her stead. The person so appointed shall hold office only until the next Annual General Meeting.	Amendment to clause numbers to reflect the insertion of a new clauses 12.3, 12.6 and 12.7.	This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.
12.15	<p>12.<del>44</del><u>15</u>. The office of a Board member shall become vacant if the member:</p> <p>12.<del>44</del><u>15</u>.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>12.<del>44</del><u>15</u>.2 is prohibited from being a director of a company by reason of any order made under the Law;</p> <p>12.<del>44</del><u>15</u>.3 ceases to be a member of the Board by operation of the Law;</p> <p>12.<del>44</del><u>15</u>.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;</p>	Amendment to clause numbers to reflect the insertion of a new clauses 12.3, 12.6 and 12.7.	This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.

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	<p>12.<del>44</del>15.5 resigns their office by notice in writing to the Company;</p> <p>12.<del>44</del>15.6 is absent from meetings of the Board for a period of more than six calendar months without permission of the Board;</p> <p>12.<del>44</del>15.7 holds an office of profit under the company; or</p> <p>12.<del>44</del>15.8 is directly or indirectly interested in any contract; or proposed contract with the company; provided that nothing in this Clause shall affect the operation of <b>clauses 14.10 or 24</b> of this Constitution.</p>		
12.16-12.16.2	<p>12.<del>16</del>12 <b>Remuneration of Directors</b></p> <p>12.<del>16</del>12.1 The Directors shall not be entitled to be paid any remuneration by way of directors' fees or emoluments, unless otherwise determined by the Company at a General Meeting by Special Resolution.</p> <p>12.<del>16</del>12.2 The Board may determine that Directors be paid travelling and other out-of-pocket expenses properly incurred by them in attending and returning from General Meetings and Board meetings of the Company or</p>	Amendment to clause numbers to reflect the insertion of a new clauses 12.3, 12.6 and 12.7.	This is an administrative amendment only. The amendments do not change the content or meaning of these clauses.

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	otherwise in connection with the business of the Company.		
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