CONSTITUTION

OF

VICTORIAN SQUASH FEDERATION INCORPORATED T/AS SQUASH AND RACQUETBALL VICTORIA

ABN 20 506 722 064

1. NAME

The name of the proposed incorporated association is THE VICTORIAN SQUASH FEDERATION INCORPORATED trading as SQUASH AND RACQUETBALL VICTORIA ("S&RV").

2. INTERPRETATION AND DEFINITIONS

2.1 For the purposes of these rules the following definitions shall apply, unless the contrary intention appears:-

"Act" – means the *Associations Incorporation Reform Act 2012* (Vic).

"Appointed Director" - means a Director appointed under rule 9.8.

"Associate Member" – means a Member for the time being of S&RV under rule 5.2.

"Board" – means the Board of Directors under rule 9.

"Club Member" – means a member for the time being of S&RV under rule 5.1.

"Director" – means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution, including the Elected Directors and Appointed Directors.

"Elected Director" - means a Director elected under rule 9.7.

"Individual Member" means a registered, financial member of a Club Member, Venue Member or Associate Member or a natural person who is otherwise recognised by S&RV as an Individual Member.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to S&RV or any activity of or conducted, promoted or administered by S&RV.

"Life Member" means an individual appointed as a Life Member of S&RV under rule 5.3.

“Member” – means a Member for the time being of S&RV under rule 5.

“Public Officer” – means the person appointed by the Board of S&RV in accordance with the provisions of the Act.

"Purposes" – means the purposes of S&RV in rule 3.

"Squash" means the sports of squash and racquetball as governed by S&RV.

"Venue Member" – means a member for the time being of S&RV under rule 5.1.

3. PURPOSES

The purposes for which S&RV is established are to:-

3.1.1 participate as a member of Squash Australia so Squash can be conducted, encouraged, promoted, advanced and administered in Victoria;

3.1.2 conduct, encourage, promote, advance and administer Squash throughout Victoria;

3.1.3 ensure the maintenance and enhancement of S&RV, Squash Australia, the Members and Squash, its standards, quality and reputation, for the benefit of the Members and Squash;

3.1.4 at all times promote mutual trust and confidence between S&RV, Squash Australia and the Members in pursuit of these Purposes;

3.1.5 at all times act on behalf of, and in the interest of, the Members and Squash in Victoria;

3.1.6 promote the economic and community service success, strength and stability of S&RV, the Members and Squash in Victoria;

3.1.7 affiliate and otherwise liaise with Squash Australia and adopt its rule and policy framework to further these Purposes and Squash;

3.1.8 use and protect the Intellectual Property;

3.1.9 apply the property and capacity of S&RV towards the fulfilment and achievement of these Purposes;

3.1.10 strive for Government, commercial and public recognition of S&RV as the controlling body for Squash in Victoria;

3.1.11 abide by, promulgate, enforce and secure uniformity in the application of the rules of Squash as may be determined from time to time by Squash Australia or the World Squash Federation and as may be necessary for the management and control of Squash and related activities in Victoria;

3.1.12 advance the operations and activities of S&RV throughout Victoria;

3.1.13 further develop Squash into an organised institution and with these Purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;

3.1.14 review and/or determine any matters relating to Squash which may arise, or be referred to it, by any Member;

3.1.15 recognise any penalty imposed by any Member;

3.1.16 act as arbiter (as required) on all matters pertaining to the conduct of Squash in Victoria, including disciplinary matters;

3.1.17 pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Squash in Victoria;

3.1.18 adopt and implement such policies as may be developed by Squash Australia, including (as relevant and applicable) member protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Squash;

3.1.19 represent the interests of its Members and of Squash generally in any appropriate forum in Victoria;

3.1.20 have regard to the public interest in its operations;

3.1.21 do all that is reasonably necessary to enable these Purposes to be achieved and enable Members to receive the benefits which these Purposes are intended to achieve;

3.1.22 promote the health and safety of Members and all other participants in Squash in Victoria;

3.1.23 seek and obtain improved facilities for the enjoyment of Squash in Victoria; and

3.1.24 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes.

4. POWERS

Solely for furthering the purposes set out above S&RV has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

5. MEMBERSHIP

Subject to this Constitution, S&RV may grant membership in the prescribed manner to:

(i) Club Members, which subject to this Constitution, shall be represented by a duly elected representative who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club Member at General Meetings;

(ii) Venue Members, which subject to this Constitution, shall be represented by a duly elected representative who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Venue Member at General Meetings;

(iii) Associate Members, which subject to this Constitution, shall be represented by a duly elected representative who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Associate Member at General Meetings;

(iv) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present but not debate or vote at General Meetings;

(v) Individual Members, who subject to this Constitution, shall have the right to be present at General Meetings but shall have no rights to debate or vote at General Meetings; and

(vi) such new or other category or categories as determined by the Board from time to time.

5.1 CLUB MEMBERS AND VENUE MEMBERS

5.1.1 A Club Member is an incorporated Squash club or a Squash club operated by an incorporated entity, which is recognised by S&RV and controls Squash related activities by members of the club.

5.1.2 A Venue Member is an incorporated Squash venue recognised by S&RV which is suitable for Squash related activities.

Affiliation

5.1.3 To be, or remain, eligible for membership, a Venue Member must be incorporated.

5.1.4 To be, or remain, eligible for membership, a Club Member must be incorporated or in the process of incorporation. This process must be complete within 24 months of applying for membership under this Constitution.

5.1.5 For such time as the Club Member is not incorporated, the secretary of any such unincorporated Club Member shall be deemed to be the Member (on behalf of the unincorporated entity), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Club Member as incorporated Members, to the extent that this is possible.

5.1.6 Any dispute or uncertainty as to the application of this Constitution to an unincorporated Club Member or Venue Member shall be resolved by the Board in its sole discretion.

5.1.7 Failure of the Club Member to incorporate within the period stated in rule 5.1.4 shall result in the expulsion of the secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

Application for affiliation

5.1.8 An application for affiliation must be:

(i) in writing (on the form prescribed from time to time by S&RV) from the applicant or its nominated representative and lodged with S&RV; and

(ii) accompanied by the appropriate fee (as prescribed from time to time), a copy of the applicant's constitution or other such documents as are

required by S&RV from time to time and the applicant's register of members.

Discretion to accept or reject

5.1.9 S&RV may accept or reject an application whether the applicant has complied with the requirements in rule 5.1.8 or not. S&RV shall not be required or compelled to provide any reason for such acceptance or rejection.

5.1.10 Where S&RV accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by S&RV. The Public Officer shall amend the register accordingly as soon as practicable.

5.1.11 Where S&RV rejects an application S&RV shall refund any fees forwarded with the application and the application shall be deemed rejected by S&RV.

Re-Affiliation

5.1.12 Clubs Members and Venue Members must re-affiliate annually with S&RV in accordance with the procedures set down by S&RV in Regulations from time to time.

5.1.13 Upon re-affiliation:

(i) a Club Member must lodge with S&RV an updated copy of its constitution (including all amendments) and must provide details of any change in its representative and any other information reasonably required by S&RV. Each Club Member must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to Squash Australia's constitution; and

(ii) a Venue Member must lodge with S&RV such documents as are required by S&RV from time to time.

5.2 ASSOCIATE MEMBERS

5.2.1 S&RV shall have the power to accept or reject an application to be an Associate Member and to determine the criteria for membership as an Associate Member. S&RV shall not be required or compelled to provide any reason for such acceptance or rejection.

Re-Affiliation

5.2.2 Associate Members must re-affiliate annually with S&RV in accordance with the procedures set down by S&RV in Regulations from time to time.

5.3 LIFE MEMBERS:

S&RV shall have the power to elect to Life Membership any individual who in its opinion has rendered outstanding and valuable service to the Victorian Squash community. Life Members may only be elected at a General Meeting of S&RV following recommendation of the Board.

6. REGISTER OF MEMBERS:

The Public Officer shall keep and maintain or cause to be kept and maintained a register of Members in which shall be entered the full name, address, category of membership and date of entry to membership of each Member. Having regard to the Act, confidentiality considerations and privacy laws, the register shall be available for inspection by Members at the offices of the administration.

7. CESSATION OF MEMBERSHIP:

7.1 WITHDRAWAL FROM MEMBERSHIP

Any Member may withdraw from Membership of S&RV at any time by notice in writing to that effect sent to the President provided that this withdrawal shall not relieve such Member of its financial obligations to S&RV at the date of such withdrawal.

7.2 EXPULSION, SUSPENSION OR FINING OF MEMBERS

7.2.1 Subject to these rules, the Board may by resolution –

(i) expel a Member from S&RV;

(ii) suspend a Member from Membership of S&RV for a specified period; or

(iii) fine a Member in accordance with the regulations –

if the Board is of the opinion that the Member:-

(iv) has refused or neglected to comply with these rules; or

(v) has been guilty of conduct unbecoming a Member or prejudicial to the interests of S&RV.

7.2.2 A resolution of the Board under sub-rule (1) –

(i) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-rule (3) confirms the resolution in accordance with this rule; and

(ii) where the Member exercises a right of appeal to S&RV under this rule does not take effect unless S&RV confirms the resolution in accordance with this rule.

7.2.3 Where the Board passes a resolution under sub-rule (1), the Board shall, as soon as practicable, cause to be served on the Member a notice in writing

(i) setting out the resolution of the Board and the grounds on which it is based;

(ii) stating that the Member may address the Board at a meeting to be held not earlier that 14 and not later that 28 days after service of the notice;

(iii) stating the date, time and place of that meeting;

(iv) informing the Member that he may do one or more of the following:

(A) Attend that meeting;

(B) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

(C) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to S&RV in general meeting against the resolution.

7.2.4 At a meeting of the Board held in accordance with sub-rule (2), the Board

(i) shall give to the Member an opportunity to be heard;

(ii) shall give due consideration to any written statement submitted by the Member; and

(iii) Where the President receives a notice under sub-rule (3), he shall notify the Board and the Board shall convene a general meeting of S&RV to be held within 35 days after the date on which the President received the notice.

(iv) At a general meeting of S&RV convened under sub-rule (4)(iii) –

(A) no business other than the question of the appeal shall be transacted;

(B) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(C) the Member shall be given an opportunity to be heard; and

(D) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.2.5 If at the general meeting –

(i) two-thirds of the Members vote, in accordance with this Constitution, in favour of the confirmation of the resolution, the resolution is confirmed; and

(ii) in any other case the resolution is revoked.

8. <u>PATRONS:</u>

S&RV may from time to time, appoint such persons as it shall deem fit as patrons of S&RV.

9. <u>BOARD:</u>

9.1 COMPOSITION OF THE BOARD

The Board shall consist of:

9.1.1 six (6) Elected Directors who shall be elected in accordance with rule 9.7; and

9.1.2 up to three (3) Appointed Directors who may be appointed in accordance with rule 9.8.

9.2 The affairs of S&RV shall be managed by the Board constituted under rule 9.1.

9.3 The Board:-

9.3.1 shall control and manage the business and affairs of S&RV;

9.3.2 may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by S&RV other than those powers and functions that are required by these rules to be exercised by general meetings of the Members of S&RV; and

9.3.3 subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of S&RV.

9.4 At its first meeting after the annual general meeting, the Board shall elect from its number:-

9.4.1 a president; and

9.4.2 a vice president.

9.5 MEETINGS OF THE BOARD:

9.5.1 The Board shall meet at least eight (8) times in each calendar year and at such other times as deemed necessary.

9.5.2 Special meetings of the Board may be called by the president or by any four (4) Directors.

9.5.3 Meetings summoned at shorter notice than seven (7) days shall nevertheless be properly constituted under these rules if written notice of the meetings shall have been served on all Directors and at least half Directors present shall vote to ratify the meeting.

9.5.4 A total of at least half of the Directors shall constitute a quorum, and at least seven (7) days' notice of meetings shall be given by the president.

9.5.5 At any meeting of the Board each Director present shall have one (1) vote only. In the case of an equality of votes on a question, the motion shall fail. Neither the president nor the chairperson of the meeting is entitled to a second or casting vote.

9.5.6 A resolution passed by the Board shall not be rescinded or altered unless seven (7) days' notice in writing to all Directors of the intention to move for such rescission or alteration has been given.

9.5.7 The Board shall have power to make from time to time such by-laws and regulations as are consistent with these rules and the statement of purposes of S&RV for the conduct of the affairs of S&RV.

9.5.8 The Board shall have power to appoint the chief executive officer on such terms and conditions as it deems fit and may at its discretion remove or suspend the chief executive officer in accordance with any terms and conditions of employment.

9.5.9 The chief executive officer shall have power to appoint and at his/her discretion remove or suspend such administrators, managers, officers, clerks and such other staff as he/she may from time to time deem fit and to determine their powers and duties and fix their terms and conditions as the chief executive officer deems fit.

9.5.10 In the event of a casual vacancy in the office of any Director, the Board may appoint an appropriate person to the vacant office and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

9.6 TERM OF OFFICE

9.6.1 Directors shall be elected for a term of three (3) years. Subject to the provisions in this constitution relating to earlier retirement or removal of Directors, Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the third annual general meeting following.

9.6.2 In every three year period, three (3) Elected Directors shall be elected in the first year, three (3) Elected Directors shall be elected in the second year and no Elected Directors shall be elected in the third year.

9.6.3 Subject to this constitution, the sequence of retirements under rule 9.6.2 to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.

9.6.4 Following the conclusion of the 2018 annual general meeting, no person who has served as a Director for a period of three (3) consecutive terms shall be eligible for re-election or re-appointment as a Director until the third annual general

meeting following the date of conclusion of their last term as a Director. For the purposes of this rule 9.6.4:

(i) service for any period under rule 9.5.10; and

(ii) service as an Appointed Director, irrespective of the length of the term,

constitutes a term.

9.6.5 Notwithstanding any other rule of this constitution, the transitional arrangements set out at rule 27 shall apply from the conclusion of the 2018 annual general meeting.

9.7 ELECTED DIRECTORS

9.7.1 Any Member may submit nominations for the position of Elected Director.

9.7.2 The Board shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations in a manner determined by the Board.

9.7.3 Candidates must:

(i) be aged 18 years or over; and

(ii) reside in Australia.

9.7.4 Nominations of candidates for election as Elected Directors shall be:

(i) made in writing on the form provided by the Board from time to time (if any), signed by one (1) Member entitled to vote at an annual general meeting as nominee and accompanied by the written consent of the candidate. The candidate does not need to be a Member; and

(ii) delivered to a person nominated by the Board by the date specified on the call for nominations.

9.7.5 Elected Directors will be elected by all Members entitled to vote at an annual general meeting. Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time. The Elected Directors do not have to be Members.

9.7.6 If the number of nominations received for the position of Elected Director is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all available positions for Elected Director, then those nominated shall be declared elected.

9.7.7 If there are insufficient nominations received to fill all Elected Director vacancies, the remaining positions will be deemed casual vacancies under rule 9.5.10.

9.8 APPOINTED DIRECTORS

9.8.1 The Elected Directors may appoint up to three (3) Appointed Directors. An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to squash and/or racquetball. An Appointed Director does not need to be a Member.

9.8.2 An Appointed Director may be appointed by the Elected Directors in accordance with this constitution for a term of up to three (3) years.

9.9 COMPOSITION OF BOARD – GENDER EQUALITY

S&RV aims to have equal numbers of male and female Directors on its Board.

9.10 GROUNDS FOR TERMINATION OF DIRECTOR

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

9.10.1 dies;

9.10.2 becomes bankrupt or makes any arrangement or composition with her creditors generally;

9.10.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

9.10.4 resigns her office in writing to S&RV;

9.10.5 is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;

9.10.6 holds any office of employment with S&RV;

9.10.7 is directly or indirectly interested in any contract or proposed contract with S&RV and fails to declare the nature of her interest;

9.10.8 in the opinion of the Board (but subject always to this constitution):

(i) has acted in a manner unbecoming or prejudicial to the Purposes and interests of S&RV; or

(ii) has brought S&RV into disrepute;

9.10.9 is removed by Special Resolution (under the Act); or

9.10.10 would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

10. DELEGATIONS

10.1 The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time.

10.2 The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

10.2.1 this power of delegation; and

10.2.2 a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of S&RV in General Meeting.

10.3 A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

10.4 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board. The entity exercising delegated powers shall make decisions in accordance with the Purposes, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

10.5 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

10.6 The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this rule, and may amend or repeal any decision made by such body or person under this rule.

11. GENERAL MEETINGS

11.1 An Annual General Meeting of S&RV shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

11.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

11.3 At least twenty eight (28) days notice of the place, date and time of all General Meetings and the proposed business to be transacted at the Meeting shall be given by the President to those Members entitled to notice at their address appearing in the register of members. General Meetings shall be held at such time and place as the Board shall determine.

11.4 In addition to the requirements under the Act, the following business shall be transacted during the Annual General Meeting:-

11.4.1 Approval of the minutes of the previous Meeting and consideration of any matters arising there from.

11.4.2 Consideration of annual reports, balance sheets and accounts of the preceding year in accordance with the Act.

11.4.3 The election of Directors and the appointment of qualified auditor(s) for the ensuing year.

11.4.4 Any other business of which twenty one (21) days written notice has been given to the President. Such business shall be stated on the circulated agenda paper fourteen (14) days prior to the Meeting.

11.5 Notwithstanding the requirements of rule 11.3, a Special General Meeting shall be called by the Board within thirty five (35) days upon the requisition in writing to the President by three (3) Members of S&RV entitled to vote at General Meetings. Not less than twenty eight (28) days notice of such meetings shall be given by the Secretary to Members indicating the purpose of the Meeting.

11.6 Thirty per cent (30%) of Members entitled to vote shall constitute a quorum.

11.7 The President, or in his/her absence a Director elected by the Members and delegates present, shall be the Chairman of all meetings of S&RV. In the absence of the President and Directors the Members and delegates present shall elect a Chairman from amongst themselves.

11.8 AMENDMENTS TO AGENDA

11.8.1 A substantive amendment to a motion on the agenda of any General Meeting will only be permitted if notice of the proposed amendment is received in writing by the President at least fourteen (14) days prior to the date of the Meeting. Written notice of such amendment is to be circulated to Members by the President at least seven (7) days prior to the date of the Meeting.

("Substantive" amendments relate to those which alter the nature, character or substance of a motion).

11.8.2 A motion for a non-substantive amendment to a motion on the circulated agenda or to other notices may be permitted at the discretion of the Chairman.

11.8.3 The Chairman shall decide whether or not the amendment is substantive or non-substantive.

("Non-substantive" amendments shall not have the effect of altering the nature, character or substance of a motion but may relate to the improvement, correction or clarification of the form of motion).

12. <u>VOTING AT GENERAL MEETINGS:</u>

12.1 The following members are entitled to vote at General Meetings, with such vote being exercised by the Member's representative in accordance with this clause 12:

12.1.1 each Club Member and Venue Member is entitled to:

(i) one (1) vote if it has between 1 and 40 registered financial members affiliated with S&RV;

(ii) two (2) votes if it has between 41 and 80 registered financial members affiliated with S&RV; and

(iii) three (3) votes if it has more than 80 registered financial members affiliated with S&RV; and

12.1.2 each Associate Member is entitled to one (1) vote.

12.2 No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in clause 5.

12.3 The Directors and Chief Executive Officer shall have no right to vote at General Meetings.

12.4 In the event of the voting being equal for or against any motion the motion shall be declared lost.

12.5 A poll may be demanded by three (3) persons present at the meeting and entitled to vote and such poll shall be taken in such manner as the Chairman shall direct.

12.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded under rule 12.5

12.7 Each Member defined under rules 5.1 and 5.2 of these rules may appoint a representative to attend a meeting in its place. Such representative must not represent more than one Member and written authority must be held from such Member to vote on its behalf.

12.8 Postal votes (being lodged by mail, fax, electronically or other manner deemed acceptable by the Chief Executive Officer) will be accepted by the Chairman when they have been lodged at least 24 hours prior to the meeting.

13. SUBSCRIPTIONS:

13.1 Each Member shall pay or cause to be paid a subscription to S&RV as shall be determined by the Board.

13.2 Subscriptions shall be payable on admission or on a date set by the Board. Such subscription may be deferred at the discretion of the Board in special circumstances.

13.3 Any Member failing to pay its subscription within one month of the due date shall be liable to a fine as determined by the Board and any Member failing to pay its subscription within two months of the due date (and subject to the provisions of rule 13.2) shall cease to be a Member of S&RV. Any such Member may be re-admitted upon application at the discretion of the Board upon payment of such arrears of subscriptions as may be determined by the Board.

14. REMUNERATION:

The income and property of S&RV however derived shall be applied solely towards the promotion of the purposes of S&RV as set out in the statement of purposes of S&RV and no portion shall be paid or transferred directly or indirectly by way of profit to the Members of S&RV unless approved by the Board and provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by S&RV or to any Members of S&RV or to any Member of S&RV or individual for services rendered to S&RV.

15. BANK ACCOUNT:

All monies received shall be paid into such bank(s) in the name of S&RV as the Board shall direct from time to time. All cheques, promissory notes, bills of exchange and other negotiable instruments, and all receipts for money paid to S&RV, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

16. ALTERATION OF RULES:

Motions for the alteration, amendment to or addition to any of these rules of S&RV may be put at any General Meeting provided that notices of such motion shall be posted to Members at least twenty one (21) days prior to such meeting. No such alteration, amendment to or addition shall be valid unless the motion for such alteration, amendment to or addition is carried by three quarters majority of the votes cast and is approved by the Registrar of Incorporated Associations.

17. ADDRESSES FOR MEMBERS CORRESPONDENCE:

Members must communicate their current address for correspondence and that of their recognised body to S&RV. Any change of such address must be notified within 7 days.

18. END OF FINANCIAL YEAR:

The financial year of S&RV shall end on 31 December of each year.

19. INTERPRETATION:

The Board shall be S&RV's acknowledged authority in the interpretation of these rules.

20. PENALTIES:

S&RV may impose penalties of any nature (including fines) for what it considers to be infringements of these rules and the statement of purposes of S&RV and the rules or etiquette of the game of Squash. Such penalties may be imposed on any Member of S&RV as defined in rule 5.

21. UNFORSEEN MATTERS:

Should any matter arise for which provision has not been made in these rules, the Board shall take such action as is necessary to protect the interests of S&RV.

22. DISSOLUTION:

22.1 If at any General Meeting a resolution for the winding up of S&RV shall be duly passed and such resolution shall be confirmed by a special resolution at a meeting called especially for that purpose and held within two (2) months of the first meeting, the Board shall thereupon or at such future date as shall be specified in such resolution proceed to wind up S&RV in accordance with the provisions of the Act and to realise the property of S&RV.

22.2 The liability of the Members of S&RV is limited.

22.3 Every Member undertakes to contribute to the assets of S&RV if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of S&RV contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up S&RV, such an amount not exceeding one dollar ($1.00).

22.4 If upon winding up or dissolution of S&RV there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects or purposes similar to the purposes of S&RV and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on S&RV by this Constitution. Such organisation(s) to be determined by the Members in general meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter .

23. COMMON SEAL:

23.1 The Common Seal of S&RV shall be kept in the custody of the Public Officer.

23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two Directors or of one Director and of the Public Officer of S&RV.

24. CUSTODY OF BOOKS AND OTHER DOCUMENTS:

24.1 Except as otherwise provided in these rules, the Public Officer shall keep or cause to be kept under its control all books, documents and securities of S&RV.

24.2 The accounts and books of S&RV shall be available for inspection by the Members.

24.3 Members may request to have access to, and to be able to obtain copies of, minutes of general meetings, including financial statements submitted at a general meeting.

24.4 S&RV shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of S&RV and the Board and shall produce these as it determines to be appropriate at Board or General Meetings.

25. SOURCES OF FUNDS:

The funds of S&RV shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

26. GRIEVANCE PROCEDURES

26.1 The grievance procedure set out in this rule applies to disputes under this Constitution between:

(i) a Member and another Member; or

(ii) a Member and S&RV.

26.1.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.

26.1.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Dispute Settlement Centre of Victoria (Department of Justice) (or such other similar body in circumstances where the Dispute Settlement Centre of Victoria is no longer in existence) for resolution.

26.1.4 The Board may prescribe additional grievance procedures in By-Laws consistent with this clause 26.

27. TRANSITIONAL ARRANGEMENTS

27.1 Notwithstanding any other rule of this constitution, the transitional arrangements set out in this rule 27 shall apply from the conclusion of the 2018 annual general meeting.

27.2 The Directors in place at the conclusion of the 2018 annual general meeting shall continue in those positions for the duration of the term that applied at the date of their election or appointment to the position, and will retire in accordance with the expiry of that term.

27.3 At the:

27.3.1 2019 annual general meeting, four (4) Elected Directors shall retire and three (3) Elected Directors shall be elected in accordance with rule 9.6.2;

27.3.2 2020 annual general meeting, three (3) Elected Directors shall retire and three (3) Elected Directors shall be elected in accordance with rule 9.6.2; and

27.3.3 2021 annual general meeting, no Elected Directors shall retire or be elected in accordance with rule 9.6.2.

27.4 Notwithstanding rule 9.6.4, any Director in office at the conclusion of the 2018 annual general meeting shall be eligible to serve more than three (3) consecutive terms, subject to that Director:

27.4.1 having served for eight (8) or less consecutive years as a Director at the date of commencement of their final term as a Director; and

27.4.2 being prohibited from serving any further consecutive terms in office after the term referred to in clause 27.4.1.

27.5 For the avoidance of doubt, any Director in office at the conclusion of the 2018 annual general meeting is ineligible to serve any further consecutive terms as a Director if that individual has served nine (9) or more consecutive years as a Director at the date of commencement of their proposed further term.

27.6 There shall be no more than two (2) Appointed Directors until the conclusion of the 2019 annual general meeting. From the conclusion of that meeting, up to three (3) Appointed Directors may be appointed in accordance with this constitution.