

CONSTITUTION
OF
NAMIBIAN SQUASH ASSOCIATION

1.

NAME

The name of the association is Namibian Squash Association.

2.

CONSTITUTION

This document is the constitution of the Namibian Squash Association which association is the successor in the title to Namibian Squash Rackets Association.

3.

DEFINITIONS

The following words and expressions shall have the following meaning unless the subject or context indicates otherwise:

- | | |
|----------------------------|---|
| 3.1 "CLUB" | means any squash club, including any sub-club or sub-section of a club which, either itself or through the main club of which it is a section, caters for the playing of squash and is affiliated to the Association. |
| 3.2 "COMMITTEE" | means the body of the persons duly elected or appointed as such in terms of this Constitution; |
| 3.3 "CONSTITUTION" | means this Constitution; |
| 3.4 "HONORARY LIFE MEMBER" | means any person nominated as such by the committee and ratified by the AGM in terms of paragraph 10.3 hereof; |
| 3.5 "MEMBER" | means a club as defined in paragraph 3.1 hereof; |
| 3.6 "ORDINARY MEMBER" | means any person who is a member of a club; |

- 3.7 "NAMIBIA" means the geographical area contained within the country of Namibia.
- 3.8 "NAMIBIA SPORTS COMISSION" means Namibian Sports Commission of which body of this Association is an ordinary member;
- 3.9 "ASSOCIATION" means the Namibian Squash Association.

4.

INTERPRETATIONS

- 4.1 The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation thereof.
- 4.2.1 the singular shall include the plural and vice versa;
- 4.2.2 the masculine includes the feminine and vice versa.

5.

CORPORATE PERSONALITY

The Namibian Squash Association

- 5.1 is a voluntary association;
- 5.2 has its own corporate legal persona separate from that of its members;
- 5.3 has perpetual succession, notwithstanding any change in the composition of its membership from time to time.

6.

MEMBERS LIMITED LIABILITY

The liability of any member or ordinary shall be limited to the sum of the monies owing by it/him to the Association by way of subscription or otherwise.

7.

JURISDICTION

The area of jurisdiction of the Association is Namibia.

8.

HEADQUARTERS

The headquarters of the Association shall be at Windhoek.

9.

OBJECTIVES

The objectives of the association are to;

- 9.1 promote, encourage ,develop, regulate and administer the game of squash within Namibia in accordance with sound business and financial principles and in accordance with the principles of non-racialism, by which is meant that race, ethnicity and nationality shall not be a basis for discriminating against or of affording privileged to any person or group of persons;
- 9.2 be committed to and accelerate the promotion, expansion and development of squash amongst the socially and economically underprivileged;
- 9.3 act as the central authority in all matters connected with the Association and playing of squash in Namibia.
- 9.4 organize, promote and supervise league, championship and tournament squash play in Namibian or delegate these functions whenever appropriate;
- 9.5 affiliate to Namibian Sports Commission and be bound by its constitution, rules and directives;
- 9.6 uphold and enforce the rules of Squash as prescribed by the World Squash Federation (or its successor);
- 9.7 encourage and promote the highest standards of sportsmanship and good fellowship by all players of the game of squash under its jurisdiction;
- 9.8 uphold and enforce any code of conduct of conduct approved by the World Squash Federation (or its successor);
- 9.9 associate itself with all other lawfully constituted associations and organizations whether within or without the area of jurisdiction of Namibia.
- 9.10 raise income by subscriptions or otherwise;
- 9.11 acquire and by lawful means, movable and /or immovable property;

- 9.12 borrow money;
- 9.13 carry on a public benefit activity, not for profit, which qualifies for the purposes of section 18A of the Income Tax Act 1962 as defined in section 30 (1) THE SAID Act;
- 9.14 carry out at least 85% of the Association activities in Namibia

10.

MEMBERSHIP

Membership of the Association shall be held by:

- 10.1 club as defined in paragraph 3.1 hereof;
- 10.2 ordinary members as defined in paragraph 3.6 hereof;
- 10.3 honorary life members, being persons who have rendered exceptional services to the game of squash in Namibia and whose nomination and appointment is affected in the manner prescribed in paragraph 3.4 hereof.

11.

TERMINATION OF MEMBERSHIP

Membership of the Union of any ordinary member may be terminated by:

- 11.1 resignation from his club;
- 11.2 his lawful expulsion from the club
- 11.3 disciplinary action under paragraph 18 of this Constitution.

12.

COMMITTEE

12.1 The committee shall comprise the following persons:

- 12.1.1 Chairperson who shall not be permitted to serve in this capacity for more than three (3) years, whether consecutive or otherwise);
- 12.1.2 Vice Chairperson;
- 12.1.3 Treasurer.
- 12.1.4 Secretary.
- 12.1.5 One delegate representing each of the following specialized portfolios:
 - 12.1.5.1 public relations/sponsorship;
 - 12.1.5.2 development and coaching
- 12.1.6 additional members comprised of chairperson of affiliated clubs
- 12.3 All committee members (save for the squash manager/secretary and the Development council chairman referred to in – see 12.1.5.2), shall:
 - 12.3.1 be appointed by election at the AGM;
 - 12.3.2 be ordinary members of the union through membership of a club;
 - 12.3.3 hold office until the following AGM;
- 12.4 no remuneration shall be paid to any committee member, employee, member or other person which is excessive having regard to what is generally considered reasonable in the squash sector;

13.

COMMITTEE MEETINGS

Committee meetings shall be regulated by the following procedures:

- 13.1 a meeting shall be held not less than once every month to attend the ordinary business of the Association.
- 13.2 written notice of each ordinary meeting, shall be delivered to each member by the secretary, not less than 14(7) prior to that meeting;
- 13.3 the written notice shall include the following:
 - 13.3.1 the Agenda;
 - 13.3.2 the time, date and venue of the intended meeting;
- 13.4 a quorum shall comprise four (4) voting committee members in attendance;
- 13.5 if, within half an hour of the appointed commencement time, quorum is not present, the meeting shall stand adjourned to the same day in the following week, at the same time

and venue, and if then a quorum is not present within half an hour of the appointed commencement time, those persons present shall constitute a quorum;

13.6 the chairperson or the vice-chairperson, in the formers' absence, may convene an extraordinary meeting on not less than forty eight (48) hours notice if, in his judgment, business of such an urgent nature has arisen to warrant same;

13.7 a quorum for urgent meetings shall comprise three (3) voting committee members in attendance;

13.8 the secretary shall record and within seven (7) days deliver to all committee members comprehensive and accurate minutes of the proceeding of all meetings;

13.9 the inadvertent omission to give any committee member notice a meeting shall not invalidate any resolution passed at any such meeting;

13.10 voting shall be by a show of hands unless otherwise determined by the chairperson;

13.11 in the case of any equality of votes, the chairperson shall exercise a casting vote.

14.

COMMITTEE'S POWER AND DUTIES

The committee shall:

14.1 do all in its discretion necessary to promote the objects of the Association described in paragraph 9 hereof;

14.2 establish any necessary sub-committee and:

14.2.1 appoint the members to serve thereon;

14.2.2 define its terms of reference;

14.2.3 regulate matters of financial expenditure and other aspects of its mandate;

14.3 employ, spend or otherwise apply monies so as to serve the best interests of the game of squash and the advancement and/or development of individual squash players;

14.4 act as final arbitrator in all dispute and other matters arising out of the game of squash under its jurisdiction;

14.5 levy subscription and fees as may be required to meet the expenses and carry out the business of Association;

14.6 appoint selectors with powers to select teams to represent the Association.

14.7 decide upon the colours and emblems of the Association and who shall be entitled to wear them;

14.8 operate a banking account in the name Association and deal with all cheques and other negotiable instruments in respect provided that no cheques may be issued unless signed by not less than two(2) members of the committee duly authorized thereto;

14.9 appoint competent delegates to represent the Association at all meetings convened Namibian Sports Commission.

14.10 enter into any contract necessary to give effect to the objective of the Association.

14.11 acquire by purchase, exchange, hire, donation, lease or otherwise movable and immovable property of all kinds;

14.12 use the funds of the association solely for the objects for which it was established and pending such usage to invest such funds with a financial institution.

14.13 institute, conduct, defend compound or abandon any legal proceedings by or against the Association;

14.14 employ, suspend, dismiss and remunerate employees, consultants and experts;

14.15 make and pass rule or regulations, with or without penalties, for the attainment of the objectives of the Association;

14.16 in its discretion establish and contribute to pension, gratuity and medical funds for the benefit of its employees and/or their dependents;

14.17 invite the patronage of any person or persons as its may consider advisable;

14.18 insure against loss, damage, risk and liability of all kinds.

15.

ANNUAL GENERAL MEETING

15.1 an annual meeting of the association shall be held not later than the 30th day of November in each year;

15.2 not less than fourteen (14) days prior written notice shall be delivered to each club specifying the time, date and venue of such meeting;

15.3 in addition to the written notice each member shall receive simultaneously therewith the following documents:

15.3.1 an Agenda;

15.3.2 minutes of the previous AGM;

15.3.3 minutes of any intervening general meeting;

15.3.4 financial statements for the financial year just ended;

15.3.5 a copy of any resolution framed for debate and decision;

15.4 eight (8) delegates present with voting authority shall constitute a quorum;

15.5 voting shall be;

⋮

15.5.1 by a show of hands; and

15.5.2 on the basis of simply majority, with the chairperson to exercise a casting vote in the event deadlock;

15.6 all members shall be entitled to appoint a delegate(s) to attend the AGM and speak thereat;

15.7 the following persons shall be entitled to vote at the

15.7.1 all incumbent committee members

15.7.2 the duly appointed delegates of each club who shall produce written proof of their authority if so required by the chairperson. Each club shall, be entitled to appoint one delegate at the association.

15.8 the business to be transacted at an AGM shall be to:

15.8.1 read and confirm the minutes of the previous AGM and any intervening general meeting consider any matters arising therefrom;

15.8.2 receive and consider the chairperson's annual report;

15.8.3 receive and consider the treasure's annual report;

15.8.4 consider, reject or adopt with or without modification the financial statement for the most recent financial year;

15.8.5 receive and consider a list of all nominated candidates for election to the positions of Honorary, President, Chairperson, Vice-Chairperson and all other committee positions;

15.8.6 elect the committee for ensuing year;

- 15.8.7 consider and vote upon any resolution referred to on the agenda;
- 15.8.8 discuss and consider any other matter, which the chairperson in his discretion may initiate or permit;
- 15.9 if within half an hour of the appointed commencement time a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and venue, and if then a quorum is not present within half an hour of the appointed commencement time, those persons present shall constitute quorum.

16.

OTHER GENERAL MEETINGS

- 16.1 a special general meeting shall be convened:
 - 16.1.1 upon receipt by the secretary of a written requisition calling for same signed on behalf of no less than 3 clubs; or
- 16.2 written notice of any general meeting shall (save for dissolution purposes-see paragraph 26 hereof) be delivered to each member and committee member not less than seven (7) days prior to the meeting;
- 16.3 the notice shall specify:
- 16.4 the relevant provisions of paragraph 16 hereof shall regulate all procedural matters at general meetings such as:
 - 16.4.1 the right to attend and speak;
 - 16.4.2 quorum;
 - 16.4.3 voting;
 - 16.4.4 postponement.

17

REPRESENTATIONAL COLOURS AND BADGES

- 17.1 the Association colours are red and white;
- 17.2 the Association pocket badge shall bear underneath it in white, the words "Namibian Sports Commission" supplement by representative designations determined by the committee from time to time;

17.4 the Association tie and cravat shall be with the Association badge worked in thereon, in a design that has been approved by the committee;

17.5 ONLY:

17.5.1 persons who represent the Association in the recognized squash tournament; and

17.5.2 administrators or official specifically authorized thereto by the committee shall be entitled to wear the appropriate Association badge.

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18.

DISCIPLINE

18.1 on receipt of a written complaint from any source regarding the conduct of any source regarding the conduct of any member, club or person under the Association

jurisdiction the committee shall, if it deems it to be justified, appoint an ad hoc disciplinary sub-committee to convene and conduct a hearing in terms of the Namibian Sports Commission Conduct;

18.2 the disciplinary sub committee shall comprise the following members:

18.2.1 (chairperson);

18.2.2 a current National Team player;

18.2.3 one (1) committee member;

18.3 written notice of any hearing shall be delivered to the complaint and the accused, which notice shall:

18.3.1 specify the time, date and venue of the hearing; and

18.3.2 provide full particulars as to the allegations of misconduct on the part of the accused;

18.4 in order to promote to fair and objective hearing:

18.4.1 the earliest practicable date for the hearing shall be set;

18.4.2 the accused shall be entitled to legal representation;

18.4.4 the accused shall be entitled to give evidence and call as many witnesses as he deems necessary;

18.4.5 cross examination of all witnesses shall be permitted;

18.4.6 both parties may present argument at the conclusion of the evidence;

18.4.7a proper written record of the proceedings shall be made and retained;

18.4.8 reasons shall be given by the chairperson for any conclusion, finding or judgment made.

19

FINANCE

19.1 the financial year of the Association shall from the 1 March-31 February

19.2 the treasure shall keep and maintain a proper set of books and accounts to record accurately all the Association financial transactions;

19.3 the Association financial statement shall each year be timeously prepared for submission to the AGM;

19.4 the chairperson and vice chairperson and treasurer of the Association shall serve as signatories the Association Bank Account.

19.5 the Association shall timeously submit the required annual income tax returns with relevant supporting documentation;

19.6 the Association shall not use its resources or permit its resources to be used directly or indirectly to support, advance or oppose any political party;

19.7 the Association shall not distribute its funds to any person other than in the ordinary course of the public benefit activity undertaken by it, and shall utilize its funds solely for the object for which it has been established;

19.8

TAX

19.9 the association shall; within such period as the commissioner for the Namibian Revenue Service may determine, register in terms of Section 13(5) of the Non-Profit Organization Act No. 71 of 1997 and comply with all requirements imposed under the said Act;

19.10 the Association shall not carry on any business undertaking or trading activity, otherwise than to extent that;

19.10.1 the gross income derived from all such business undertakings or trading activities do not in total exceed the greater of:

19.10.1.1 15% of the gross receipts of the Association or

19.10.1.1 R25 000,00;

19.10.2 the undertaking or activity is:

19.10.2.1 integral and directly related to the object of the Association.

19.10.2.2 carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities;

19.10.3 the undertaking or activity, if not integral and directly related to the object of the Association as contemplated in 19.10.2.2, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation;

19.10.4 the undertaking or activity is approved by the Minister by notice in the Gazette having regard to:

19.10.4.1 the scope and benevolent nature of the undertaking or activity;

19.10.4.2 the direct connection and inter relation of the undertaking or activity with the purpose of the Union;

19.10.4.3 the profitability of the undertaking or activity;

19.10.4.4. the level economic distortion that may be caused by the tax exempt status of the Union carrying out the undertaking or activity.

20.

SUBSCRIPTIONS

20.1 the committee shall levy an annual subscription payable by each member and/ or ordinary member of the Association

20.2 acting on the recommendation of the treasurer with due regard to the annual budget, the committee shall fix the annual budget, the committee shall fix the annual subscription;

20.3 the annual subscription shall be due and payable on the 31st March

20.4 any annual subscription, or portion thereof, that is unpaid as at the 31st March shall attract penalty interest calculated at the rate of 20 % per annum from due date of payment;

20.5 Any member check in depted to the association in respect of subscription or penalty interest thereon, beyond 30th June, shall be required to pay 20% penalty of entrance to any competition sanctioned by the Namibian Squash Association

21.

INDEMNITY

All office bears, committee members, servants, agents and persons acting on behalf of the Association in terms of this constitution are indemnified against any claim by any third party as a result of any act of omission in the performance of their duties from whatever cause arising provided that such person acted in good faith.

22.

HONORARY PRESIDENT

22.1 in recognition for administrative service and devotion to the cause of squash in Namibia, the committee shall each year nominate and the AGM approve the appointment of an Honorary President;

22.2 the Honorary President shall be entitled to attend and speak at any meeting but shall have not voting right.

23

MEDIA STATEMENTS

NO person other than the chairperson, vice-chairperson and the public relations committee member shall undertake media interview, make press releases or issue statements on behalf of the association without the prior consent of the chairperson.

24.

AMENDMENT OF CONSTITUTION

This constitution may be amended at any general meeting provided that;

24.1 all members receive not less than thirty (30) days prior to the meeting, a copy of the full text of the proposed amendment; and

24.2 not less than 75% (seventy five per centum?) of those present and authorized to vote at the meeting vote in favour of the proposed amendment; and

25 DISSOLUTION OR WINDING OF NSA

25.1 NSA may be dissolved or wound up, at any time, by the members of NSA in general meeting, upon a majority Vote of not less than 75% (seventy five percent) of the total votes of NSA members entitled to vote at that time.

25.2 Upon the dissolution or winding up of NSA, all the Property and assets of NSA after payment of all monies owing to any third parties, shall be transferred free Of compensation to any other Association or Organisation having objects similar to NSA, in the discretion of members of NSA referred to in 25.1