



**WORLD  
SQUASH**

**WSF**

# WORLD SQUASH FEDERATION MEMORANDUM & ARTICLES OF ASSOCIATION

Incorporated 1 July 1996 in the Isle of Man

Company Number: 79771C  
The Companies Acts 1931 to 2004

Private Company Limited by Guarantee  
and Having a Share Capital

Amended: Annual General Meeting  
Cape Town, South Africa, 6 November 2019

**THE COMPANIES ACTS 1931 to 2004**

**PRIVATE COMPANY LIMITED BY GUARANTEE  
AND HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF  
WORLD SQUASH FEDERATION LIMITED**

- I. The name of the Company is "World Squash Federation Limited".
- II. The Company is a private company.
- III. The liability of the members is limited.
- IV. Every guarantee member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company in the event of its being wound up while he/she is a guarantee member or within one year after he/she ceases to be a guarantee member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a guarantee member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- V. The share capital of the Company is £100 divided into 2 ordinary shares of £1 each and 98 redeemable shares of £1 each.

We the subscribers to this Memorandum of Association:

- A. wish to be formed into a company pursuant to this Memorandum;
- B. agree to take the number of shares shown opposite our respective names;
- C. declare that all the requirements of the Companies Acts 1931 to 1993 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with.

We, the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**Name and Address of Subscribers**

**Number of shares taken by  
each Subscriber**

Fort Street Nominees Limited  
3<sup>rd</sup> Floor, Celtic House  
Victoria Street  
Douglas, Isle of Man IM1 2SJ

One ordinary share

*A. Murphy*  
.....

For Fort Street Nominees Limited

Jordan Nominees (I.O.M.) Limited  
3<sup>rd</sup> Floor, Celtic House  
Victoria Street  
Douglas, Isle of Man IM1 2SJ

One ordinary share

*M. Farrell*  
.....

For Jordan Nominees (I.O.M.) Limited

**Dated the 26<sup>th</sup> day of June 1996**

**WITNESS** to the above Signatures:

*Tanya Butler*  
.....

Tanya Butler  
3<sup>rd</sup> Floor, Celtic House,  
Victoria Street  
Douglas, Isle of Man IM1 2SJ

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# THE COMPANIES ACTS 1931 to 2004

## PRIVATE COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

OF

### WORLD SQUASH FEDERATION LIMITED

#### **PREAMBLE**

The World Squash Federation (WSF) is as an active member of the Olympic Family representing and governing the sport of Squash on a global level.

WSF is committed to always putting the athletes in the focus of its administration and governance practices.

WSF adheres to and implements in particular:

- The principles of the International Olympic Committee (IOC) Charter being applicable to WSF as an International Federation.
- The IOC Basic Universal Principles of Good Governance.
- The Principles of the IOC Code of Ethics and the Olympic Movement Code on the Prevention of the Manipulation of Competitions. [These Principles have been incorporated into the WSF Code of Ethics and its Appendices, which were endorsed by the IOC on 12 August 2016 and shall be updated from time to time.]
- The World Anti-Doping Code in its current form, and is strictly committed to supporting the international fight against doping.
- Rules and regulations against any form of match-fixing and illegal betting.
- Rules for the conduct of Athletes' Entourage.
- Internationally acknowledged sustainability tools, working towards the protection of the environment and a sustainable approach of its event management.

The WSF is committed to 'safe sport' and will develop, implement and monitor policies to promote an environment where squash volunteers, employees, participants, spectators and elite athletes are respected, and are safe from abuse, exploitation, harassment, harm, intimidation, neglect and violence – regardless of age, ability or disability, race, religion or belief, sex or sexual orientation or socio-economic background.

#### **1. PRELIMINARY:**

1.1. The regulations contained in Table A in the Schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 shall apply to the Company save insofar as they are excluded or varied hereby; that is to say, regulations 36 to 118 of Table A shall not apply to the Company and the following shall constitute the regulations of the Company.

1.2. In these Articles:

"Act" means the Companies Acts 1931 to 2004 including any statutory modification or re-enactment thereof for the time being in force;

"Affiliated Organisation" shall have the meaning ascribed to it in Article 135;

"Associate Member" shall mean those National Federations that have been admitted to Membership in accordance with Article 131;

"Commission" includes any WSF Commission, Committee and/or Panel;

"Constitution" shall mean the Memorandum and Articles of Association of the WSF;

"Despatched" shall mean sent to the intended recipient at its notified address by first class post, airmail, courier or email;

"Executive Board" shall mean the Board of Directors and "a member of the Executive Board" shall mean a Director and shall have the meaning ascribed to it in Article 53;

"Executive Committee" shall have the meaning ascribed to it in Article 86;

"Full Member" shall mean a Guarantee Member;

"Guarantee Member" shall mean a body who is admitted by the WSF to be a Full Member; and who thereby undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company in the event of it being wound up as set out in the Memorandum of Association.

"Holder" in relation to shares shall mean the Member whose name is entered in the Register of Members as the holder of the shares;

"In writing" shall mean in written or electronic form, printed or lithographed, emailed or partly one and partly another and other modes of representing or reproducing words in visible form;

"Member" shall mean a Member of the WSF and will apply to the categories of "Full Member", "Regional Member", "Associate Member", "Honorary Member" and "Affiliate Member";

"National Federation" includes National Squash Federations and National Squash Associations;

"Not less than... days" shall mean the specified number of full days with any operative date occurring the following day or as otherwise provided;

"Office of the WSF" shall mean the published administrative address for the time being of the WSF;

"Olympic Charter" shall mean the Charter for the time being published by the IOC;

"Ordinary Resolution" shall mean a resolution (notice of the meeting at which it is to be considered having been given to Members entitled under these Articles to receive it) which requires a majority of the votes of the Members present at the General Meeting and entitled to vote there at, to be passed;

"Ordinary Shareholders" shall mean those persons who hold ordinary shares of £1 each in the capital of the Company, with the rights attaching to the shares as further described at Articles 6 and 7;

"Poll" shall mean a showing of voting cards i.e. not a secret ballot or a show of hands;

"President" and "Vice-President(s)" of the WSF shall have the meaning ascribed to it in Article 53 and who shall also be Directors of the WSF;

"Principles, Objectives and Determined Policies of the WSF" shall mean the principles, objectives and determined policies of the WSF as decided upon and published by the WSF from time to time;

"Qualified Delegate" shall mean an individual duly authorised by a Full Member to be its in-person representative at the respective AGM who also meets the qualification requirements. In order to be a Qualified Delegate, the Full Member, by its appropriate officer (Chairman, Chief Executive Officer, or President), shall directly notify the office in writing at least fourteen (14) days before an AGM commences of the appointment of its delegate, including a specific confirmation that the prospective delegate was born in the Full Member country, or is a citizen of, or became a naturalised citizen of, or is an employee of, or has been a legal "full time" resident of the respective Full Member country for at least three (3) years preceding the AGM. Notwithstanding the above, a prospective delegate is ineligible to represent a Full Member if they have represented another Member at the AGM within the one (1) year preceding the upcoming AGM. (Unless they are an employee of the National or Appropriate Federation).

"Redeemable Shareholders" shall mean those persons who hold redeemable shares of £1 each in the capital of the Company, with the rights attaching to the shares as further described in these Articles;

"Regional Federation" shall mean a geographical grouping of Members as further defined in Article 124;

"Rules of Squash" shall mean the Rules for the Singles, Doubles Hardball Doubles and Squash 57 games from time to time published by the WSF, including specifications for Squash Courts and playing equipment;

"Seal" shall mean the common Seal of the WSF;

"Secretary" shall mean the Secretary General of the WSF or any other person appointed to perform the duties of the Secretary of the WSF, including a joint, assistant or deputy Secretary;

"Special Resolution" shall mean a resolution approved by a majority of 75% or more of the votes cast by the Members attending the General Meeting;

"Squash" shall mean the sport of Squash (formerly known as "Squash Rackets") as played under the rules from time to time published by the WSF;

"Squash Courts" shall mean a court complying with the specification for Squash courts published in the Rules of Squash, whether or not that court is utilised solely for the playing of Squash, and such other similar courts as may be agreed at a General Meeting to be suitable for the playing of Squash;

"WSF" shall mean the Company;

- 1.3. Words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender; and words importing persons except the words "individual" shall include associations, National Federations, corporations and other organisations whether incorporated or unincorporated. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the WSF.
- 1.4. No invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the WSF.

## **LANGUAGE**

2. The official language of the WSF shall be English.
3. The Executive Board may, should they decide that it would be in the best interests of the WSF, arrange for translation/interpretation of these Articles into other languages.
4. If there is any difference of interpretation between the English version and any translation of these Articles or the Rules of Squash, the English version shall prevail.

## **MEMBERSHIP - GENERALLY**

5. The Membership of the WSF shall consist of:
  - 5.1. Guarantee Members (Full Member), as further described in Article 6.
  - 5.2. Such persons as may be registered as shareholders of the WSF from time to time, as further described in Article 6.
  - 5.3. The subscribers to the Memorandum of Association.
6. Membership of the WSF shall consist of three classes of persons:

- 6.1. Guarantee Members (Full Member) as further described in Articles 119 to 123. Such Members shall have the right to receive notice of, attend and vote at all General Meetings of the WSF.
  - 6.2. Redeemable Shareholders (Associate Members, Affiliated Organisations, Honorary Members and Regional Federations) as further described in Articles 124 to 146 each of whom shall hold at least one (1) Redeemable Share in the capital of the WSF. The Redeemable Shares shall be non-transferable.
  - 6.3. Ordinary shareholders each of whom shall hold at least one (1) ordinary share in the capital of the WSF and shall have the right to receive notice of and attend but no right to vote at any General Meeting of the WSF.
  - 6.4. No organisation shall be admitted as a Guarantee Member of the WSF unless it is approved in accordance with these Articles.
  - 6.5. A Guarantee Member may withdraw from the WSF in accordance with these Articles.
- 7.** The Redeemable Shareholders shall:
- 7.1. Not be entitled to receive any dividend or other distribution of the Company.
  - 7.2. Have the right to receive notice of and attend but no right to vote at any General Meeting of the WSF.
  - 7.3. Be entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon upon the winding-up of the Company.
  - 7.4. Cease to be shareholders and/or have the rights attaching to their shares pursuant to the events described at Articles 155 to 160 or on death, or, in the case of a corporation, upon the appointment of a liquidator or receiver (or the equivalent in the jurisdiction of incorporation of the corporation).

## **SHARE CAPITAL**

8. The WSF may not exercise the powers of paying Commissions conferred by the Act.
9. The Executive Board shall have power to issue Redeemable Shares and to make a payment in respect of the redemption of the Company's shares.
10. Redeemable Shares shall be redeemed by the WSF in accordance with these Articles. On redemption the WSF shall repay the capital paid on each such share.

## **GENERAL MEETINGS**

11. The WSF shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Executive Board, and shall specify the meeting as such in the notices calling it. Provided that every General Meeting except the first shall be held not more than fifteen (15) months after the holding of the last preceding meeting, and that - so long as the WSF holds its first Annual General Meeting within eighteen (18) months after its incorporation - it need not hold it in the year of its incorporation or in the following year.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

## **NOTICE OF GENERAL MEETINGS**

13. All General Meetings of the WSF shall be called by at least one hundred and twenty (120) days' notice but a General Meeting may be called by shorter notice of no less than ninety (90) days' notice if so agreed by all the Members who are entitled to attend that General Meeting and to vote.
14. The notice shall:
  - 14.1. Specify the time and place of the General Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

- 14.2. Be given to all the Members, Regional Federations, the Executive Committee, Affiliated Organisations and the Auditors.
15. Not less than forty-five (45) days before the date of the Annual General Meeting the agenda of that meeting shall be dispatched to all Regional Federations, Full, Associate and Honorary Members, Affiliated Organisations and the Auditors and shall comprise:
  - 15.1. The minutes of the previous General Meeting and notice of a motion to approve the said minutes and consider any matters arising there from at the General Meeting.
  - 15.2. The report of the Executive Committee.
  - 15.3. The audited income and expenditure account and balance sheet.
  - 15.4. The details of any applications for Membership to be considered at the General Meeting.
  - 15.5. Notice of a motion to authorise the Executive Board to appoint, and fix the remuneration of the Auditors;
  - 15.6. Notice of such elections as are required under Articles 30 to 37 and 64 to 68.
  - 15.7. Notice and details of any motion pursuant to Article 68 of these Articles to be considered at the General Meeting.
  - 15.8. The Executive Committee budget and forward plan for the next period;
  - 15.9. Notice and details of any other proposals to be considered.
  - 15.10. Details of the proposed date and place of the next General Meeting, if available at the time.
  - 15.11. Details of any other competent business to be considered.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
17. If elections are to be held at the General Meeting, then the notice shall state which positions are to be subject to election, together with a summary of the requirements for nomination.

#### **PROCEEDINGS AT GENERAL MEETINGS**

18. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, fifteen (15) Full Members personally present shall constitute a quorum.
19. If such a quorum is not present within one (1) hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present then, if convened at the request of Members, the meeting shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Executive Board within ninety (90) days of the original date; notice of the meeting to be given in accordance with the provisions of Article 14.2 above.
20. The President of the WSF shall preside as Chair at every General Meeting. If he/she is not present within fifteen (15) minutes after the time appointed for the holding of a General Meeting, or is unable to complete chairing the meeting for any reason, one (1) of the Directors chosen by the Executive Board shall chair the meeting, or if no such member thereof be present, or if all members of the Executive Board present decline to take the Chair, the Full Members present shall choose one (1) of their number present to take the Chair.
21. A member of the Executive Board shall, notwithstanding that he/she is not a Member, be entitled to attend and speak at any General Meeting and at any separate meeting of any class of Members of the WSF.
22. The Chair of the meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by in excess of 50% of all the votes properly cast) adjourn the meeting from time to time, and



from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever such a meeting is adjourned for forty-five (45) days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 23.** A resolution put to the vote of a meeting may, at the discretion of the Chair, be decided on a show of hands, a poll or secret ballot, provided that a resolution will not be decided by a poll unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - 23.1. By the Chair; or
  - 23.2. By at least two (2) Full Members;
- 24.** Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 25.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 26.** A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be Members). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27.** The Chair shall not have a vote or a casting vote at a General Meeting.
- 28.** A poll demanded at the instigation of a Chair or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 29.** A resolution in writing - executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he/she was present - shall be as effectual as if it had been passed at a General Meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one (1) or more Members.

## **ELECTIONS**

### **WSF Executive Board**

- 30.** Election for the President and Vice-Presidents of the WSF shall be for a term ending at the conclusion of the next General Meeting following completion of a period of forty-two (42) months. The term takes effect at the close of the General Meeting on the day of his/her election by the Membership.
- 31.** Nominations for election must be received at the Office of the WSF not less than ninety (90) days before the date of the General Meeting at which the election is to be held.
- 32.** No nomination shall be accepted as valid unless:
  - 32.1. It is made by a Full Member;
  - 32.2. The WSF has received, before the closing date for nominations, a statement signed by the nominee confirming his/her willingness to stand; and
  - 32.3. The WSF has received, before the closing date for nominations, a statement from the nominee confirming either that he/she has no financial interest in the game of Squash, or if he/she does have such interests then setting out in full the nature and extent of those interests. In the event of the latter, then such statement shall accompany the papers distributed for the General Meeting.

- 33.** No nomination for the post of President or Vice-President shall be accepted as valid if the candidate has reached the age of seventy-five (75) at 31 December in the year of election.
- 34.** Details of nominations received shall accompany the papers distributed for the General Meeting at which the elections are to be held. This shall comprise:
- 34.1. A list of all valid nominations;
  - 34.2. Any statement arising out of Article 32.3 above;
  - 34.3. A statement of reasonable length in support of the candidate's nomination (if written and submitted by the candidate).
- 35.**
- 35.1. The election of the President and/or Vice-Presidents shall be held at the end of the General Meeting.
  - 35.2. All elections shall be conducted by secret ballot.
  - 35.3. The election for the post of President shall be conducted first. If there is only one (1) candidate then he/she shall be declared elected. If there are two (2) candidates, then the one (1) for whom the most number of properly recorded votes are cast shall be declared elected. If there are three (3) or more candidates, then the voting procedure set out at Article 35.7 below shall be adopted.
  - 35.4. The elections for the posts of Vice-President shall follow the election of the President where applicable. If the elected President was also a candidate as a Vice-President, then he/she shall automatically be removed from the ballot for Vice-Presidents.
  - 35.5. If there are only the number of candidates for the post of Vice-President that there are vacancies, and at least one (1) of each gender is achieved, and the rule in in Article 35.9 (no more than two (2) members of the Executive Board come from the same Region) is met then all the candidates will be declared elected. If there is only one (1) candidate of one (1) gender who would then be elected, then he/she shall be declared elected and shall not participate in any of the ballot(s) held under paragraph 35.6 and 35.7. If all candidates are of the same gender, and there are more of them than vacancies, then the voting procedure set out at paragraph 35.7 below shall be adopted. In this event, only three (3) candidates will be declared elected, allowing the Executive Board (if they see fit) to co-opt a member of the opposite gender pursuant to the powers granted by Article 58 whether or not the member proposed to be co-opted by the Executive Board has been required to vacate office according to the provisions of Articles 65 to 68.
  - 35.6. On a contested election for Vice-President the election process detailed under 35.7 below shall be used to decide the election of each Vice-President. The overall membership requirements will be adhered to irrespective of the number of positions being balloted at a General Meeting. The Vice-President elected first shall automatically be excluded from the remaining ballot(s) and the Vice-President elected second shall be excluded from the subsequent ballot(s). If after the election of a Vice-President, three (3) of the Vice-Presidents are of the same gender, all remaining candidates of that gender will be excluded from any remaining ballot(s), which shall then include only members of the other gender. If after the election of the third Vice-President both genders are represented, then all remaining candidates shall participate in ballot(s) for the fourth Vice-President in accordance with paragraph 35.7 below.
  - 35.7. If a contested ballot is held, the elected candidate must receive in excess of 50% of the votes properly recorded. If there are more than two (2) candidates participating in a ballot and no one (1) candidate receives in excess of 50% of all the votes properly recorded, then a further ballot(s) 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 ballot(s) for that position (save that if the ballot is for the post of Vice-President he/she shall be re-entered into the subsequent ballot for any remaining vacancy or vacancies). If more than one candidate receives the least number of votes in a ballot, all candidates with the least number of votes shall be automatically removed from further ballot(s) for that position (save that if the ballot is for the post of Vice-President he/she shall be re-entered into the subsequent ballot for any remaining vacancy or vacancies). The process of subsequent ballot(s) 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 (1) candidate secures in excess of 50% of all the votes

properly recorded. That person shall then be declared elected. If in any ballot two (2) or more candidates have an equal number of votes and one (1) of them has to be excluded from further ballot(s), 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. In the final ballot, if both candidates have an equal number of votes, a re-ballot(s) shall be held until one (1) candidate receives in excess of 50% of all the votes properly recorded.

- 35.8. Amongst the President and Vice-Presidents, there may not be more than two (2) from the same Region. Following the election of the second candidate from any Region, all remaining candidates from that Region shall be excluded from any remaining ballot(s), which shall then include only candidates from the remaining Regions.
- 35.9. If during the election for President and/or Vice-President of the WSF under paragraph 35.7 above, two (2) or more candidates for these offices come from the same Region, then the rules set out in Articles 35.5 and 35.8 shall apply equally to the same extent and shall be interpreted so as to provide that no more than two (2) members of the Executive Board come from the same Region.
- 35.10. Once elected, the President of the WSF must resign with immediate effect from the Board of any squash organisation. Vice-Presidents, once elected must resign from the Presidency, if held, of a Regional Federation.

**36.** Full Members may not vote for more than one (1) candidate at each ballot.

### **WSF Commissions**

**37.** Where a Commission is required to be elected the following procedure shall apply:

- 37.1. The election of all such Commission(s) shall be held immediately after any election(s) of the Executive Board and shall be done so in alphabetical order.
- 37.2. All Commission elections shall be conducted by secret ballot.
- 37.3. The election for the post of Chair of the Commission shall be conducted first. If there are two (2) candidates, then the one (1) for whom the most number of votes properly recorded are cast shall be declared elected. If in any ballot for Chair both candidates have an equal number of votes, a re-ballot(s) shall be held until one (1) candidate receives in excess of 50% of all the votes properly recorded. If there are three (3) or more candidates, then the voting procedure set out in Articles 37.6, 37.7 and 37.8 below will be adopted.
- 37.4. The election of Commission members shall follow the election of the Chair. If the elected Chair is also nominated as a member of the Commission, then he/she shall automatically be removed from the ballot for members.
- 37.5. Where there is only one (1) candidate for Chair he/she shall be declared elected.
- 37.6. If there are no more eligible candidates for Commission members than the maximum they shall be declared elected assuming that all membership requirements for the Commissions are met. If there are more than the maximum number of nominations for the position of Commission member - a contested election - each candidate must receive in excess of 50% of the votes properly recorded to be elected. If there are more than two (2) candidates participating in a ballot and no one (1) candidate receives in excess of 50% of all the votes properly recorded, then a further ballot(s) 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 ballot(s). The process of subsequent ballot(s) 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 (1) candidate secures in excess of 50% of all the votes properly recorded. That person shall then be declared elected, **provided** for the Ethics Commission that the criteria in Article 99 are met.
- 37.7. If in any ballot two (2) or more candidates have an equal number of votes and one (1) of them has to be excluded from further ballot(s), 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. If more than one candidate receives the least number of votes on the previous ballot, all candidates

with the least number of votes shall be automatically removed from further ballot(s) for that position. If there are no preceding ballot(s) the two (2) or more tied candidates are re-balloted until one (1) has a lesser number of votes and is excluded. In the final ballot, if both candidates have an equal number of votes, a single re-ballot would be held. If this results in a continued tie then the candidate who received the most votes in the ballot of three (3) candidates shall be declared elected.

- 37.8. The member elected first shall automatically be excluded from the ballot(s) for the second position; all other nominees will be re-entered into subsequent ballot(s) for any remaining vacancy or vacancies. This to continue until the available positions are filled.

**VOTING**

- 38. Only Full Members, fully paid up in the year of the meeting prior to the meeting date, represented in accordance with these Articles at a General Meeting shall be entitled to vote. Voting by proxy or post shall not be permitted.
- 39. It shall not be permitted for a vote at a General Meeting to be jointly held.
- 40. Changes to the Rules of Squash, or the Articles of Association of the WSF may only be effected by a Special Resolution of the WSF, which is to be carried if it receives in excess of 75% of all the votes properly recorded at a General Meeting.
- 41. Save where expressly stated otherwise, a resolution shall be deemed to be carried if it receives in excess of 50% of all the votes properly recorded at a General Meeting.
- 42. Full Members at the time of the meeting shall be entitled to the following number of votes, as determined by their Membership level:

<u>Number of Squash Courts</u> <u>(within the nation in which the Full Member is situated)</u>	<u>Number of Votes</u>
1-50	1
51 - 500	2
501-750	3
751-1000	4
1001-1500	5
1501 or more	6

- 43. In the event of a dispute as to the number of Squash courts located within a nation within which the Full Member is situated then, pending adjudication on the matter, the Full Member shall receive the same number of votes as it did at the last preceding General Meeting, and at the next General Meeting the WSF shall decide on the evidence presented to it what voting strength should properly be accorded to that Full Member.
- 44. If, in the opinion of the WSF, a Member was, prior to incorporation of the Company, sufficiently mature in Squash matters to warrant a higher number of votes, then that Member shall continue to be entitled to the same number of votes post incorporation as were enjoyed pre-incorporation.
- 45. If, in the opinion of the Members, a Full Member is sufficiently mature in Squash matters to warrant a higher number of votes, then upon a resolution to that effect having received in excess of 75% of the votes properly recorded at a General Meeting in respect of the matter, and upon payment of the appropriate subscription for that higher category of Membership, the Full Member shall be placed in that higher category. Such voting entitlement shall not take effect until the following General Meeting.
- 46. A Full Member may vote for, against or formally register its abstention from voting in respect of a motion or resolution. If a Full Member is absent at the time a vote is taken, or elects not to participate in the voting procedure, its potential votes shall not be recorded and taken into account in determining whether or not the motion or resolution has been carried.
- 47. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

- 48.** A vote given or poll demanded by the duly authorised representative of a Full Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll. Unless notice of the determination was received by the WSF before the commencement of the meeting or adjourned meeting at which the vote is given, or the poll demanded or, in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, the time appointed for taking the poll.

### **EXTRAORDINARY GENERAL MEETINGS**

- 49.** The Executive Board or Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened within ninety (90) days of the receipt of a written request to that effect given by Full Members representing in excess of 20% of the votes which could be available at the Meeting which is being requested.
- 50.** Any such request shall state the object of the meeting and any resolution or motion to be proposed there at.
- 51.** The only business which shall be transacted at an Extraordinary General Meeting is:
- 51.1. Consideration of the business for which the Meeting has been convened pursuant to Article 50 above.
- 52.** Save where expressly stated otherwise, Extraordinary General Meetings shall be conducted in accordance with the provisions and schedule of General Meetings, as detailed in Articles 13, 15, 30 and 31 hereof.

### **EXECUTIVE BOARD**

- 53.** The Executive Board shall comprise the President and four (4) Vice-Presidents (comprising at least one (1) Vice-President of each gender) who have been elected in accordance with the provisions of 30 to 37 of these Articles and who hold the office of Director of the WSF and any member co-opted pursuant to Article 58 of these Articles.
- 54.** Members of the Executive Board shall not be entitled to vote at General Meetings but may vote in their capacity as members of the Executive Board and/or members of the Executive Committee.
- 55.** Not more than two (2) Members of the Executive Board shall come from within the same Region.
- 56.** The WSF may from time to time by special resolution increase or reduce the number of members of the Executive Board.
- 57.** Any casual vacancy howsoever occurring in the Executive Board may be filled by the Executive Board with a term to the next AGM where elections for President or Vice-Presidents will occur. If the unfinished portion of the replaced person's term exceeds two (2) Annual General Meetings [approximately two (2) years], the newly elected Vice-President or President will have a term of only two years; otherwise it will be the normal four (4) years. This action must meet the requirements of Article 35.5.
- 58.** The Executive Board may co-opt a member as follows:
- 58.1. Pursuant to the requirements of Article 35.5 of these Articles with a term to the next Annual General Meeting where elections for Vice-Presidents will occur. If the unfinished portion of the not elected person's term exceeds two (2) Annual General Meetings [approximately two (2) years], the newly elected Vice-President will have a term of only (2) two years; otherwise it will be the normal four (4) years; and
- 58.2. One (1) additional person ("the additional member") may be appointed by the Executive Board for a term of one (1) year but which term may be extended for two (2) further periods of one (1) year each.
- 58.3. The additional member may be removed at any time prior to the end of his/her appointed term by decision of the Executive Board.
- 58.4. Subject to the provisions of this Article the additional member shall have the same rights and obligations as those of a Vice-President.

59. The WSF may by special resolution remove any member of the Executive Board for cause – in accordance with the Fundamental Principles and Integrity of Conduct sections of the current WSF Code of Ethics - whereupon an election of his/her replacement shall be held in accordance with the provision of these Articles, with a term of the unfinished portion of the person replaced. This action must meet the requirements of Articles 35 and 49.

#### **POWERS OF THE EXECUTIVE BOARD**

60. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the WSF shall be managed by the Executive Board who shall have and may exercise all powers necessary to carry out the functions of the WSF and may pay all such expenses of, and preliminary and incidental to the development, promotion and administration of squash and formation, establishment and registration of the WSF as they think fit.
61. The Executive Board may, by power of attorney or otherwise, appoint any person to be the agent of the WSF for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.
62. The Executive Board may exercise all the powers of the WSF to borrow money without limit as to amount and upon such terms and in such manner as it thinks fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the WSF or of any third party.

#### **DELEGATION OF POWERS & FORMATION OF COMMISSIONS**

63. The Executive Board may delegate any of their powers, duties and responsibilities to any Commission(s) consisting of one (1) or more of their number and/or individuals who in their sole opinion are considered fit to perform such functions or are elected in accordance with these Articles. They may also delegate to any member of the Executive Board such of their powers as they consider desirable to be exercised by him/her. Any such delegation of power or formation of Commission(s) may be made subject to any conditions the members of the Executive Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Insofar as these Articles do not regulate the proceedings of Commission(s) the proceedings of a Commission(s) with two (2) or more members shall be governed by the Articles regulating the proceedings of the Executive Board so far as they are capable of applying.

#### **MAXIMUM TERM, AUTOMATIC DISQUALIFICATION & REMOVAL OF MEMBERS OF THE EXECUTIVE BOARD**

64. The office of a member of the Executive Board shall be automatically vacated if:
- 64.1. He/she ceases to be a member of the Executive Board by virtue of any provision of the Act or he/she becomes prohibited by law from being such a member; or
- 64.2. He/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- 64.3. He/she is, or may be, suffering from mental disorder and either-
- 64.3.1. He/she is admitted to hospital in pursuance of an application, or the equivalent of this application in any other jurisdiction, for admission for treatment under the Mental Health Act 1974; or
- 64.3.2. An order is made by a court having jurisdiction (whether in the Isle of Man or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
- 64.4. He/she resigns his/her office by notice to the WSF; or

- 64.5. He/she shall for more than six (6) consecutive months have been absent without permission of the members of the Executive Board from meetings of the Executive Board held during that period and the Executive Board resolve that his/her office be vacated.
65. Subject to Article 35.5 the President shall vacate his/her office after serving a maximum of two (2) terms of four (4) year terms or eight years (8) in total, whichever is longer.
66. Subject to Article 35.5 a Vice-President shall vacate his/her office after serving a maximum of two (2) terms of four (4) year terms or eight (8) years in total, whichever is longer. In the first election after these Articles have been adopted (AGM 2016), the President and the Vice-Presidents elected first and second will be elected for a term of four (4) years. A new election will then take place every four (4) years thereafter. The Vice-Presidents elected third and fourth will be for a term of two (2) years; thereafter for a term of four (4) years.
67. Subject to Article 35.5 upon termination or resignation, a President or Vice-President shall resign the office of member of the Executive Board and may not be re-elected or appointed to an Executive Board position in the WSF for a period of three (3) years, save that a Vice-President may be elected President.
68. A retiring President may be appointed, by the General Meeting at which his/her term of office concludes, to the position of Emeritus President. The appointment shall be recommended to the General Meeting by the incoming President on behalf of the new Executive Board, immediately after the completion of all elections as set out in Article 35, and he/she shall be appointed if the resolution receives in excess of 75% of all the votes properly recorded. Upon appointment the Emeritus President shall serve for a term at the discretion of the incumbent President. There shall only be one Emeritus President at any time. The Executive Board shall delegate such powers and authority to the Emeritus President as it may decide appropriate to the role, including the positions of ex-officio member of the Executive Committee and Chair of a Commission.

#### **REMUNERATION OF MEMBERS OF THE EXECUTIVE BOARD**

69. Members of the Executive Board shall not be entitled to payment for their services but may be reimbursed for expenses incurred in legitimate work for the WSF that have been authorised in advance of expenditure and which conform to the criteria for expenses set by the Executive Board.

#### **MEMBERS OF THE EXECUTIVE BOARD'S APPOINTMENTS & INTERESTS**

70. Subject to the provisions of the Act, and provided that he/she has disclosed to the Executive Board the nature and extent of any material interest of his/hers, a member of the Executive Board notwithstanding his/her office:
- 70.1. May be a party to, or otherwise interested in, any transaction or arrangement with the WSF or in which the WSF is otherwise interested;
- 70.2. May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the WSF or in which the WSF is otherwise interested; and
- 70.3. Shall not, by reason of his/her office, be accountable to the WSF for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
71. For the purposes of Article 70:
- 71.1. A general notice given to the Executive Board that a member of the Executive Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Executive Board has an interest in any such transaction of the nature and extent so specified; and
- 71.2. An interest of which a member of the Executive Board has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers.

## **PROCEEDINGS OF MEMBERS OF THE EXECUTIVE BOARD**

- 72.** Subject to the provisions of the Articles, the Executive Board may regulate its proceedings as it thinks fit. A member of the Executive Board may, and the President at the request of a member of the Executive Board shall, call a meeting of the Executive Board. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 73.** The quorum for the transaction of the business of the Executive Board shall be three (3).
- 74.** The continuing members or member of the Executive Board may act notwithstanding any vacancies in their number, but, if the number of members of the Executive Board is less than the number fixed as the quorum, the continuing member or members of the Executive Board may act only for the purpose of filling vacancies or of calling a General Meeting.
- 75.** In the absence of the President of the WSF, the Executive Board may appoint one of its number to be the Chair of the Executive Board meeting and may at any time remove him/her from that office. But if there is no member of the Executive Board holding that office, or if the member of the Executive Board holding it is unwilling to preside or is not present within five (5) minutes after the time appointed for the meeting, the members of the Executive Board present may appoint another of their number to be Chair of the meeting.
- 76.** All acts done by the Executive Board, or of a Commission of the Executive Board, or by a person acting as a member of the Executive Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Board or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Board and had been entitled to vote.
- 77.** A resolution in writing signed by all the members of the Executive Board entitled to receive notice of a meeting of the Executive Board or of a Commission of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or (as the case may be) a Commission of the Executive Board duly convened and held and may consist of several documents in the like form each signed by one (1) or more members of the Executive Board.
- 78.** Save as otherwise provided by the Articles, a member of the Executive Board shall not vote at a meeting of the Executive Board or of a Commission of the Executive Board on any resolution concerning a matter in which he/she has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the WSF unless his/her interest or duty arises only because the case falls within one (1) or more of the following paragraphs:
- 78.1. The resolution relates to the giving to him/her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him/her for the benefit of, the WSF or any of its subsidiaries;
- 78.2. The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the WSF or any of its subsidiaries for which the member of the Executive Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the WSF), connected with a member of the Executive Board shall be treated as an interest of the member of the Executive Board.
- 79.** A member of the Executive Board shall not be counted in the quorum present at a meeting of the Executive Board in relation to a resolution on which he/she is not entitled to vote.
- 80.** The WSF may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a member of the Executive Board from voting at a meeting of the Executive Board or of a Commission of the Executive Board.
- 81.** If a question arises at a meeting of the Executive Board or of a Commission of the Executive Board as to the right of a member of the Executive Board to vote, the question may, before the conclusion of the meeting,



be referred to the Chair of the meeting and his/her ruling in relation to any member of the Executive Board other than himself/herself shall be final and conclusive.

### **SECRETARY GENERAL**

- 82.** Subject to the provisions of the Act, the Secretary General may be appointed by the Executive Board for such term and upon such conditions as it may think fit; and any Secretary General so appointed may be removed by it.

### **MINUTES**

- 83.** The Executive Board shall cause Minutes to be made in books kept for the purpose:
- 83.1. Of all appointments of officers made by the Executive Board; and
- 83.2. Of all proceedings at meetings of the WSF, of the Members of any class of the WSF, and of the Executive Board and any Commission(s) of the Executive Board, including the names of the members of the Executive Board present at such meeting.

### **THE SEAL**

- 84.** The Seal shall only be used by the authority of the Executive Board with the authorisation of a minimum of two (2) members of the Executive Board. The Executive Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Executive Board and by the Company Secretary or by a second member of the Executive Board.
- 85.** The WSF may exercise the powers conferred by the Act:
- 85.1. With regard to having an Official Seal for use abroad and such powers shall be vested in the Executive Board; and
- 85.2. To dispense with the need for a Seal pursuant to Section 29A Companies Act 1931.

The obligation under the Act relating to the sealing of share certificates shall apply only if the WSF has a Seal.

### **EXECUTIVE COMMITTEE**

- 86.** There shall be an Executive Committee that shall be responsible for reviewing the progress and development of the WSF and which shall assist the Executive Board in decision making between General Meetings.
- 87.** The Executive Committee shall comprise the members of the Executive Board together with the President of each of the five Regional Federations, a nominee from the Professional Squash Association (PSA) and the Chair of the Athletes' Commission.
- 88.** The President of each of the five Regional Federations, referred to above shall be appointed to the office of non-executive director and shall assist the WSF in implementing the principles, objectives and determined policies of the WSF in their respective regions and as such may be Chairs of Commission(s).
- 89.** At any meeting of the Executive Committee five (5) members shall form a quorum, of which at least two (2) shall be members of the Executive Board and at least two (2) shall be Regional Presidents.
- 90.** The Executive Committee shall prepare and deliver a report to each General Meeting in accordance with Article 15.2 above and a budget and forward plan for the next period in accordance with Article 15.8 above.
- 91.** Members of the Executive Committee shall not be entitled to payment for their services but may be reimbursed for expenses incurred in legitimate work for the WSF which has been authorised in advance of expenditure and which conforms to the criteria for expenses set by the Executive Board.
- 92.** The Executive Committee shall meet at least twice a year.

## **COMMISSIONS**

93. Commission(s) shall carry out such duties as the Executive Board shall from time to time determine, and they will be responsible to the Executive Board and report to it at least twice a year.
94. The Chair of each Commission shall be appointed by the Executive Board unless elected in accordance with these Articles.
95. The Chair of each Commission reports to the Executive Board through the Board Liaison of the Commission and/or the Chief Executive. The position of Board Liaison is subject to the IOC and WADA allowing a Board Liaison on the WSF Ethics and WSF Anti-Doping Commissions respectively.
96. The members of each Commission, except where they are required to be elected, will be appointed by the Executive Board on the recommendation of the Chair of the Commission.
97. Commission members (including the Chair) will be reviewed by the Executive Board every two years.

### **Athletes' Commission**

98. There shall be an Athletes' Commission for the sport of Squash.
  - 98.1. The mission of the Athletes' Commission shall be to:
    - 98.1.1. Provide a forum for athletes to express their views and for their opinions to be heard in the WSF;
    - 98.1.2. Inform athletes about WSF activities;
    - 98.1.3. Support the WSF with the administration, promotion and development of Squash.
  - 98.2. The objectives of the Athletes' Commission shall be to:
    - 98.2.1. Consider issues related to athletes and provide advice to the WSF;
    - 98.2.2. Engage with projects that protect and support clean athletes on and off the field of play;
    - 98.2.3. Represent the rights and interests of athletes;
    - 98.2.4. Consult with athletes in the evaluation of the Rules and Regulations of Squash and provide feedback to the WSF.
  - 98.3. The Athletes' Commission shall be constituted and managed in partnership with the Professional Squash Association, as agreed by both parties.
  - 98.4. The members of the Athletes' Commission shall elect a Chair from among those members who have been elected to the Commission by their peers.
  - 98.5. The Chair shall be the WSF's primary contact with the IOC Athletes' Commission and shall become a member of the WSF Executive Committee.
  - 98.6. The Commission shall meet at least once a year; electronic conference meetings are permissible.

### **Ethics Commission**

99. There shall be an independent Ethics Commission.
  - 99.1. The Ethics Commission shall comprise a minimum of four (4) and maximum of five (5) members, including the Chair, among whom there must be:
    - 99.1.1. No more than two (2) active members of the WSF Executive Board, Regional or National Federation Boards;

99.1.2. At least three (3) people who are not members of the WSF Executive Board, Regional or National Federation Boards; one (1) of whom has no direct link to Squash;

99.1.3. A minimum one (1) of each gender.

In the event of the number or breakdown of Ethics Commission member nominations failing to ensure that the requirements in Article 99 are met, the WSF Executive Board shall fill such vacancies by invitation, with the provision that the breakdown in Articles 99.1 and 99.2 are fully adhered to.

99.2. The Chair and members of the Ethics Commission shall be elected at a General Meeting by the Membership. The term of an Ethics Commission member takes effect on the day of his/her election and shall conclude at the next General Meeting following completion of a period of forty-two (42) months.

99.3. The Ethics Commission meets when convened by its Chair, as required.

99.4. The quorum for any decision making shall be three (3) members of the Ethics Commission. Each member shall make every effort to be present at and participate in meetings.

99.5. The Terms of Reference of the WSF Ethics Commission shall be:

99.5.1. To define and update a framework of ethical principles, including the WSF Code of Ethics, based upon the values and principles of the IOC Code of Ethics;

99.5.2. To investigate complaints raised in relation to the non-respect of such ethical principles, including breaches of the WSF Code of Ethics and, if necessary, propose sanctions to the WSF Executive Board.

99.6. The Ethics Commission shall present an annual report of its activities to the General Meeting; this report will be published.

99.7. Members of the Ethics Commission shall not take any measure nor exercise any influence in relation to a matter where any conflict of interest or any other conflict exists or is perceived to exist, nor will they be counted towards a quorum for such matters.

99.8. In the event of the Chair being impeded from performing his/her duties as Chair, the Members of the Ethics Commission shall select from amongst themselves a member to perform these functions. In the event of death, resignation or inability of a member to perform his/her functions, the member shall be replaced. In such a case, or cases of urgency, the WSF Executive Board may designate a replacement member for the remaining period until the next General Meeting.

99.9. In the event of a breach of the Statutes of the WSF Ethics Commission at the time (Appendix 6 of the WSF Code of Ethics) a person may be removed from office only by a specific vote at the General Meeting, and with the approval of two-thirds of the members of the Ethics Commission, the member concerned having the right to appeal to the WSF Executive Board.

99.10. The administrative organisation of the Ethics Commission, and support to it, shall be overseen by a WSF Ethics & Compliance Officer.

**100.** The Ethics & Compliance Officer shall be appointed by the membership of the Ethics Commission.

100.1. The Ethics & Compliance Officer shall not have held a position within the WSF (elected or Commission) for any period during the thirty-six (36) months prior to his/her appointment.

100.2. The Ethics & Compliance Officer shall report directly to the Ethics Commission.

100.3. The role of the Ethics & Compliance Officer shall be detailed in the Procedural Rules of the Ethics Commission (Appendix 7 of the WSF Code of Ethics).

## **TELEPHONIC ETC. MEETINGS OF THE EXECUTIVE BOARD & COMMISSIONS**

- 101.** A member of the Executive Board or member of a Commission may participate in a meeting of the Executive Board or such Commission by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. The location of such meeting shall be deemed to be the place at which the Chair of the meeting was located at the time of that meeting.
- 102.** At the commencement of the meeting each member of the Executive Board must acknowledge his/her presence for the purposes of a meeting of the Executive Board (or of a Commission of the Executive Board, as the case may be) to all the other members of the Executive Board taking part.
- 103.** A member of the Executive Board may not leave the meeting by disconnecting his/her telephone or other means of communication unless he/she has previously obtained the express consent of the Chair of the meeting; and a member of the Executive Board shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he/she has previously obtained the express consent of the Chair of the meeting to leave the meeting as aforesaid.
- 104.** A minute of the proceedings of such a meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.

## **DIVIDENDS, PROFITS AND RESERVES**

- 105.** The Executive Board may not pay dividends to any class of Member.

## **WINDING UP**

- 106.** If upon the winding-up or dissolution of the WSF, whether by virtue of a resolution of the Full Members or otherwise, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall either be divided between the Full Members in proportion to the subscription paid by each Full Member in the immediately preceding financial year or transferred to another body with objectives similar to the WSF. A resolution to divide or transfer such property shall be included in the motion for dissolution. A resolution to transfer property to another body shall only be carried if it receives in excess of 75% of the votes properly recorded at the General Meeting in respect of the resolution. In the event of such majority not being secured, such property shall automatically be divided between the Full Members in proportion to the subscription paid by each Full Member in the immediately preceding financial year.

## **NOTICES**

- 107.** Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Executive Board need not be in writing.
- 108.** The WSF may give any notice (which includes any meeting agenda and associated papers) to a Member either electronically to the Member's last known email address, personally, or by sending it by post in a prepaid envelope addressed to the Member at his/her registered address or by leaving it at that address.
- 109.** A Member present at any meeting of the WSF shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 110.** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The notice shall be deemed to be given at the expiration of seven (7) days after the envelope containing it was posted. The absence of any automated reply indicating that an email from the WSF was not delivered within twelve (12) hours of the sending of that email shall be conclusive evidence that the notice was given. A notice by email shall be deemed to be given twelve (12) hours after the email was sent.

## **ACCOUNTS**

- 111.** The Executive Board shall cause accounting records of the WSF to be kept in accordance with the provisions of the Act.

- 112.** The financial year of the WSF shall be 1 July to 30 June.
- 113.** The reporting currency of the WSF shall be Pounds Sterling.
- 114.** Account records shall be kept at the Office of the WSF or, subject to the approval of the Executive Board, at such other place or places as the Executive Board shall think fit.
- 115.** Once at least in every year the accounts of the WSF shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors. Auditors shall be appointed, remunerated and regulated in accordance with Article 15.5 above.
- 116.** The Executive Board shall ensure that the annual statement of accounts and balance sheet be prepared and audited as soon as practicably possible after the financial year-end to which the accounts relate, and in any event not later than three (3) months from the financial year-end. In the event of a General Meeting of the WSF not being scheduled within three (3) months of the completion of the audit, then the Executive Board shall arrange for a full copy of the income and expenditure account, balance sheet and Auditor's report to be dispatched to all Members and Associate Members not later than thirty (30) days after the receipt of the Auditor's report. Notwithstanding this procedure, such accounts shall be included on the agenda for the next General Meeting in accordance with the provisions of Article 15.3 above.

### **INDEMNITY**

- 117.** Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every member of the Executive Board or other officer of the WSF shall be indemnified out of the assets of the WSF against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the WSF, but this Article shall only have effect in so far as its provisions are not voided by Section 151 of the Companies Act 1931.
- 118.** The Executive Board shall have power to purchase and maintain for any member of the Executive Board or other officer of the WSF, insurance against any such liability as is referred to in Section 151(a) of the Companies Act 1931.

### **MEMBERSHIP - STRUCTURE**

#### **APPLICATION BY NATIONAL FEDERATIONS FOR FULL MEMBERSHIP**

- 119.** Any National Federation may apply to the WSF for admission as a Full Member. Such applications shall be made in writing signed by the applicant and shall be in such format as the Executive Board shall from time to time prescribe and shall be accompanied by:
- 119.1. The written constitution of the applicant;
- 119.2. Evidence that it is the official governing body for Squash in a nation recognised by the WSF and that in such a capacity it operates without discriminating on the grounds of colour, creed or gender. Such evidence will normally be a letter from the appropriate National Olympic Committee but, in exceptional cases, may be from the national government sports ministry;
- 119.3. A list of the names, postal and email addresses and telephone numbers of the principal office bearers of the applicant;
- 119.4. The most recent annual accounts and Annual General Meeting Minutes of the applicant;
- 119.5. A sum of money equivalent to the following year's subscription for the class of Membership being applied for as provided for under Article 147 below. If the application is granted, the payment will be put towards the subscription due; if the application is not granted, the payment will be returned to the applicant;
- 119.6. An undertaking that the National Federation will apply fully with the WSF Code of Ethics and the WSF Anti-Doping Code in its territory.

- 120.** Applications for Full Membership of the WSF must be received by the WSF not less than ninety (90) days before the date of the General Meeting at which the application is to be considered. The Executive Board shall review all applications on behalf of the WSF and make recommendations regarding acceptance to the General Meeting.
- 121.** All applications for Full Membership shall be considered by a General Meeting and shall be accepted if they receive in excess of 75% of the votes properly recorded at the General Meeting in respect of the application.
- 122.** In the event of the Executive Board recommending an applicant for Full Membership, they shall invite the proposed delegate of the applicant to attend the General Meeting as an observer without speaking rights until elected. Subject only to the category of Membership applied for having such rights, the delegate of a successful applicant shall be entitled to continue to attend the General Meeting and to vote after election. In the event of the application for Membership either being refused or withdrawn, such attendance shall be terminated forthwith.
- 123.** The WSF may request evidence confirming the status of the Member Nation's representatives or organisations within that Member Nation as it may require.

### **REGIONAL FEDERATIONS**

- 124.** Members shall be grouped into five Regional Federations for the purpose of promoting and regulating Squash within a given geographical area. There shall be Regional Federations for the following areas: Africa, Asia, Europe, Oceania, and Panamerica. The intention is for Regional Federations to be named World Squash Africa, World Squash Asia, World Squash Europe, World Squash Oceania and World Squash Panamerica. In the event of a dispute as to which Regional Federation a Member should belong, the decision of the WSF Executive Board shall be final.
- 125.** Regional Federations are an integral part of the structure of the WSF and shall hold one redeemable share and shall participate in the running of the WSF through representatives on the Executive Committee. Regional Federations shall assist the WSF in implementing the principles, objectives and determined policies of the WSF in their regions.
- 126.** Regional Federations must observe the general and fundamental principles, objectives and determined policies of the WSF. Such Regional Federations will be supported by the WSF which will require all Members in each class of Membership to belong to and participate in the affairs of their respective Regional Federation.
- 127.** In the event of a Member ceasing to maintain Membership of its designated Regional Federation (whether by virtue of expulsion, resignation or non-payment of subscription) then its Membership of the WSF shall only be terminated pursuant to the provisions of Articles 155 to 160.
- 128.** Any National Federation within a Regional Federation which is not a Full Member of the WSF shall be entitled to apply pursuant to Article 130 to have allotted to it one Redeemable Share and shall, if successful, thereupon become an Associate Member of the WSF. Regional Federations shall pay the relevant subscription to the WSF on behalf of Associate Members, pursuant to the provisions of Article 146.
- 129.** Each Regional Federation shall have the right to appoint or re-appoint one member of the WSF Executive Committee. It shall be the responsibility of the Regional Federation to make proper arrangements for the appointment or re-appointment of a member from that region.
- 130.** A Regional Federation must send to the WSF notice of its Annual General Meeting, together with accompanying documents and after the Annual General meeting a copy of the Minutes. Such notice shall be dispatched to the WSF in accordance with the provisions of the Regional Federation for distribution of papers to its own Members. The WSF shall have the right to appoint a representative to attend and speak at any General Meeting of a Regional Federation.

### **ASSOCIATE MEMBERS**

- 131.** 131.1. The Executive Board may in its discretion recommend to the Members that a National Federation be appointed as Associate Member of the WSF. An Associate Member shall hold one Redeemable Share. There shall be no limit on the number of Associate Members who may from time to time be appointed.

131.2. The appointment of an Associate Member shall be until the appointment is withdrawn following an appropriate motion obtaining in excess of 75% of the votes properly recorded at the General Meeting.

**132.** Associate Members may be represented and speak at General Meetings, but shall have no vote.

### **HONORARY MEMBERS**

**133.** 133.1. The Executive Board may in its discretion recommend to the Members in General Meeting that an individual or organisation be appointed as an Honorary Member of the WSF. An Honorary Member shall hold one (1) Redeemable Share. There shall be no limit on the number of Honorary Members who may from time to time be appointed.

133.2 The appointment of an Honorary Member shall be for life, or until the appointment is withdrawn following

### **PATRON**

**134.** 134.1 The Executive Board may in its discretion recommend to the Members in General Meeting that an individual shall be appointed as Patron of the WSF. There shall be only one (1) Patron at any time.

134.2 The appointment of a Patron shall be for life, or until the appointment is withdrawn following an appropriate motion obtaining in excess of 75% of the votes properly recorded at the General Meeting.

### **AFFILIATED ORGANISATIONS**

**135.** Any organisation or body which is deemed by the WSF to be making a positive contribution to Squash worldwide may become an Affiliated Organisation. An Affiliated Organisation shall hold one (1) Redeemable Share.

**136.** An application to become an Affiliated Organisation shall be made on such form as is from time to time prescribed by the WSF. Such form shall be accompanied by:

136.1. The written constitution of the applicant (if in existence) or failing this a statement of its principles, objectives and determined policies;

136.2. A list of the names, postal and email addresses and telephone numbers of the principal office bearers of the applicant;

136.3. A sum of money equivalent to the following year's subscription charged by the WSF to Affiliated Organisations. If the application is granted, the payment will be put towards the subscription due; if the application is not granted, the payment will be returned to the applicant.

**137.** Groups of National Federations, known as sub-regions may apply for Affiliated Membership status, subject to approval of the Regional Federation(s) from which the National Federations hail.

**138.** Applications to become an Affiliated Organisation of the WSF must be received by the WSF not less than ninety (90) days before the date of the General Meeting at which the application is to be considered. The Executive Board shall review all applications on behalf of the WSF and make recommendations on acceptance to the General Meeting.

**139.** All applications to become an Affiliated Organisation shall be considered by a General Meeting and shall be accepted if they receive in excess of 75% of the votes properly recorded at the General Meeting in respect of the application.

**140.** An Affiliated Organisation shall be entitled to appoint an observer to attend General Meetings of the WSF and to speak, but not vote.

**141.** An Affiliated Organisation must send to the WSF notice of its Annual General Meeting, together with accompanying paperwork. Such notice shall be dispatched to the WSF in accordance with the provisions of the Affiliated Organisation for distribution of papers to its own Members. The WSF shall have the right to appoint a representative to attend and speak at any General Meeting of the Affiliated Organisation.

## **Retirement from Status of Affiliated Organisation**

- 142.** An Affiliated Organisation wishing to retire from the WSF must give notice in writing to be received by the WSF not less than three (3) months before the end of the financial year, and if in default shall be held liable for the subscription of the current calendar year.

## **Termination of Affiliated Organisation Status**

- 143.** An Affiliated Organisation which fails to pay its subscription by the end of the calendar year in which it is due shall automatically be suspended as an Affiliated Organisation. It shall remain liable for subscriptions during the period of suspension and may be readmitted as an Affiliated Organisation by the Executive Board upon full payment of the subscription due. During the period of such suspension, the Affiliated Organisation may not attend or speak at General Meetings of the WSF.
- 144.** Any Affiliated Organisation whose continued Membership, in the opinion of the WSF, damages the international standing of Squash as a world sport, may be suspended as an Affiliated Organisation of the WSF, if a resolution to that effect shall have been carried by in excess of 75% of the votes properly recorded at a General Meeting. Any such suspension shall be effective from the conclusion of the General Meeting where such resolution has been passed. During the period of such suspension the suspended Affiliated Organisation may not attend or speak at General Meetings of the WSF (save, with the permission of a General Meeting, to address that General Meeting on the issue of its suspension). The Affiliated Organisation shall remain liable for payment of its subscription to the WSF during the period of its suspension.
- 145.** An Affiliated Organisation, which in the opinion of the WSF is no longer deemed to be making a positive contribution to Squash worldwide, may be expelled as an Affiliated Organisation if a resolution to that effect shall have been carried by in excess of 75% of the votes properly recorded at a General Meeting. Any such expulsion shall take effect immediately upon the redemption by the WSF of the Redeemable Share held by the Affiliated Organisation in accordance with the Act.

- 146.** The rights or liabilities of Affiliated Organisations shall not be transferable.

## **SUBSCRIPTIONS**

- 147.** The application by a prospective Member shall be accompanied by the appropriate joining and subscription fees from time to time determined by the WSF.
- 148.** Each Member and Affiliated Organisation shall pay an annual subscription towards the expenses of the WSF. The scale, rate and amounts of all such subscriptions will be determined by the WSF at a General Meeting.
- 149.** Subscriptions will be due and payable by 1 January of the relevant calendar year.

## **RIGHTS OF MEMBERS**

- 150.** Any Full Member, Regional Federation, a majority of the Executive Board or a majority of the Executive Committee shall be entitled to have included on the agenda of a General Meeting any matter, motion or proposal. Such a matter, motion or proposal may be accompanied by an explanatory statement of reasonable length, which shall be distributed with the notice of the General Meeting. All proposals submitted by a Full Member or Regional Federation must be received at the Office of the WSF not less than ninety (90) days prior to the General Meeting at which it is to be discussed.
- 151.** Subject to Articles 159 to 160 below each Full Member shall be entitled to appoint one (1) delegate to represent it at a General Meeting who shall be regarded by the WSF as the official point of contact. In addition, each Full Member shall be entitled to appoint one (1) observer who may attend the General Meeting but may speak only with the permission of the Chair and shall not be entitled to vote on behalf of the Full Member.
- 152.** Members of WSF Commissions and other persons making a positive contribution to Squash worldwide may be invited as observers to attend and speak at General Meetings. Such invitations will normally be at the discretion of the Chair, but if an invitation is challenged by any Full Member, then attendance by that invitee shall only be permitted if their attendance has the support of in excess of 50% of all the votes properly recorded at the General Meeting in respect of the matter. Such powers shall not be utilised to permit additional representatives of Members to attend, or to facilitate an attendance by or on behalf of a suspended



or former Member of the WSF or a member of the Executive Board disqualified pursuant to the provisions of Article 64.

- 153.** A person may only represent (either as delegate or observer) one (1) Member or Affiliated Organisation, and may not vote or speak on behalf of another Member or Affiliated. Members of the Executive Board shall not be permitted to represent in any capacity whatsoever either a Member or Affiliated Organisation. A delegate shall, if so required, produce to the Executive Board evidence sufficient to satisfy that Board that he/she is the properly appointed delegate of the Member Association he/she claims to represent.
- 154.** At all General Meetings only the business notified in the agenda shall be transacted. Amendments must be kept within the terms of the motion and the Chair of the meeting shall have the power to refuse any amendment which substantially alters the intention of the motion.

### **CESSATION OF MEMBERSHIP**

- 155.** A Member wishing to retire from the WSF must give notice in writing to be received by the WSF not later than three (3) months before the end of the current financial year (at which time the WSF shall have the right to redeem the Redeemable Share if appropriate), and in default shall be held liable for the subscription for the current calendar year.
- 156.** A Member which fails to pay its subscription by the end of the calendar year in which it is due shall automatically be suspended from Membership. It shall remain liable for payment of subscriptions during the period of suspension and may be re-admitted to Membership by the Executive Board upon full payment of the subscription due. During the period of such suspension the suspended Member may not attend, speak or vote at General Meetings of the WSF or participate in WSF World Championships.
- 157.** If a suspended Member shall not have paid its arrears of subscription by the end of the calendar year in which its suspension commenced, then:
- 157.1. In the case of a Full Member, that Member's rights under these Articles (including the right to participate in any distribution of the WSF's assets on liquidation or otherwise) shall be deemed revoked; and
- 157.2. In the case of an Associate Member, Regional Federation, Honorary Member or Affiliated Organisation, the WSF shall redeem the Redeemable Share held by that Member in accordance with the Act and with these Articles.
- 158.** A former Member whose rights have been revoked or terminated in accordance with Article 157 shall notwithstanding be entitled to reapply for Membership of the WSF in accordance with these Articles and upon settlement of any outstanding fees as determined by the Executive Board.
- 159.** Any Member whose national recognition or standing has been revoked, suspended or superseded or whose continued Membership, in the opinion of the WSF, damages the international standing of Squash as a world sport, including failure to implement the WSF policy on doping at events under its jurisdiction, may be suspended or required to resign as a Member of the WSF, if a resolution to that effect shall have been carried by in excess of 75% of the votes properly recorded at a General Meeting. Any such suspension shall be effective from the conclusion of the General Meeting at which such resolution has been passed, and may be reviewed at subsequent General Meetings. During the period of such suspension the suspended Member may not attend, speak or vote at General Meetings of the WSF (save with the permission of a General Meeting, to address that General Meeting on the issue of its suspension) or participate in WSF World Championships. The suspended Member shall remain liable for payment of its subscription to the WSF, notwithstanding its suspension.
- 160.** A Member which seriously and persistently fails to maintain the principles, objectives and determined policies of the WSF, or to respect the regulations or decisions of the WSF, may be expelled from Membership if a resolution to that effect shall have been carried by in excess of 75% of the votes properly recorded at a General Meeting. Any such expulsion shall take effect immediately the resolution has been passed or upon the redemption by the Company of the Redeemable Share, in accordance with the procedure laid down in Article 156.

## **DISPUTES**

- 161.** Full, Associate and Honorary Members, Affiliated Organisations, Regional Federations and officers of the WSF shall not be permitted to bring before a court of justice disputes involving all or any of them, and Membership of the WSF shall involve Members renouncing the right to take a dispute before a court of justice. Any such dispute shall be referred to an arbitration tribunal appointed by common consent, or failing this, by the Court of Arbitration for Sport. An appeal against the decision of this arbitration tribunal (if not referred to the Court of Arbitration for Sport) may only be lodged with the Court of Arbitration for Sport, Lausanne, Switzerland; the decision being final and binding on all parties.
- 162.** All disputes between the WSF and other parties (who are not Members of WSF) may be referred to an arbitration tribunal appointed by common consent. An appeal against the decision of this arbitration tribunal may be lodged only with the Court of Arbitration for Sport, Lausanne, Switzerland.
- 163.** All disputes between WSF Members and other parties, which are submitted to the WSF for settlement, may be referred to an arbitration tribunal consisting of the Chairs of the WSF Disciplinary and WSF Ethics Commissions or their nominees and two other members of those Commissions to be nominated by the respective Chairs. An appeal against the decision of this arbitration tribunal may be lodged only with the Court of Arbitration for Sport, Lausanne, Switzerland.

## **NAMES AND ADDRESSES OF SUBSCRIBERS:**

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*M. Farrell*  
.....

For Jordan Nominees (I.O.M.) Limited

**Dated the 26<sup>th</sup> day of June 1996**

**WITNESS** to the above Signatures:

*Tanya Butler*  
.....

Tanya Butler  
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