



**WORLD  
SQUASH**



**WSF**

# WORLD SQUASH FEDERATION ARTICLES OF ASSOCIATION

Incorporated 14<sup>th</sup> July 2022 in the United Kingdom

Company Number: 14234060  
The Companies Acts 2006

Private Company Limited by Guarantee

Approved : Annual General Meeting  
Virtual, 27 November 2021

# Contents

<b>PART 1</b> .....	<b>4</b>
<i>DEFINED TERMS</i> .....	4
<i>LIABILITY OF MEMBERS</i> .....	6
<b>PART 2</b> .....	<b>6</b>
<i>BOARD</i> .....	6
BOARD - POWERS AND RESPONSIBILITIES .....	6
4. Board - general authority .....	6
5. Board may delegate .....	6
6. Committees .....	7
BOARD - DECISION-MAKING.....	7
7. Board to take decisions collectively.....	7
8. Unanimous decisions .....	7
9. Calling a Board meeting .....	7
10. Participation in Board meetings .....	8
11. Quorum for Board meetings.....	8
12. Chairing of Board meetings.....	8
13. Casting vote.....	9
14. Conflicts of interest .....	9
15. Records of decisions to be kept.....	10
16. Board discretion to make further rules.....	10
ELECTION AND APPOINTMENT OF THE BOARD .....	10
17. Election of the Board .....	10
18. Methods of appointing Directors.....	12
19. Powers of the Board.....	12
20. Termination of Director's appointment.....	13
21. Board remuneration and expenses .....	14
22. Delegation of Powers and formation of Commissions.....	14
23. Executive Committee .....	14
<b>PART 3</b> .....	<b>15</b>
<i>MEMBERS</i> .....	15
BECOMING AND CEASING TO BE A MEMBER.....	15
24. Applications for membership.....	15
25. Membership Generally .....	15
26. Termination of membership .....	15
ORGANISATION OF GENERAL MEETINGS.....	16
27. Calling General Meetings .....	16
28. Notice of General Meetings .....	16
29. Attendance and speaking at General Meetings .....	17
30. Quorum for General Meetings .....	18
31. Chairing General Meetings .....	18
32. Attendance and speaking by the Board and non-members.....	18
33. Adjournment.....	18
VOTING AT GENERAL MEETINGS .....	19
34. Voting: General .....	19
35. Errors and disputes .....	20
36. Poll votes.....	20
37. Content of proxy notices.....	21
38. Delivery of proxy notices .....	21
39. Amendments to resolutions.....	22
40. Extraordinary General Meetings.....	22

<b>PART 4</b> .....	<b>22</b>
ADMINISTRATIVE ARRANGEMENTS.....	22
41. Means of communication to be used.....	22
42. Company seals.....	23
43. No right to inspect accounts and other records .....	23
44. Provision for employees on cessation of business .....	23
BOARD' INDEMNITY AND INSURANCE .....	23
45. Indemnity.....	23
46. Insurance .....	24
MEMBERSHIP STRUCTURE .....	24
47. Application by National Federations for Full Membership.....	24
48. Continental Federations .....	25
49. Associate Members.....	26
50. Honorary Members.....	26
51. Patron .....	26
52. Affiliated Organisations.....	26
53. Retirement from Status of Affiliated Organisation .....	27
54. Termination of Affiliated Organisation Status .....	27
55. Subscriptions .....	28
56. Rights of Members .....	28
57. WSF Commissions .....	29
58. Commissions.....	30
59. Athletes' Commission.....	30
60. Ethics Commission.....	31
61. Disputes .....	32
62. Winding Up.....	33
<b>PART 1</b> .....	<b>4</b>
<i>DEFINED TERMS</i> .....	4
<i>LIABILITY OF MEMBERS</i> .....	6
<b>PART 2</b> .....	<b>6</b>
<i>BOARD</i> .....	6
BOARD - POWERS AND RESPONSIBILITIES .....	6
BOARD - DECISION-MAKING.....	7
ELECTION AND APPOINTMENT OF THE BOARD .....	10
<b>PART 3</b> .....	<b>15</b>
<i>MEMBERS</i> .....	15
BECOMING AND CEASING TO BE A MEMBER .....	15
ORGANISATION OF GENERAL MEETINGS .....	16
VOTING AT GENERAL MEETINGS .....	19
<b>PART 4</b> .....	<b>22</b>
ADMINISTRATIVE ARRANGEMENTS.....	22
BOARD' INDEMNITY AND INSURANCE.....	23
MEMBERSHIP STRUCTURE.....	24

# WORLD SQUASH FEDERATION

## PART 1

### DEFINED TERMS

1. In the Articles, unless the context requires otherwise—

"**Affiliated Organisation**" shall have the meaning ascribed to it in Article 52;

"**Articles**" means the company's Articles of Association;

"**Associate Member**" shall mean those National Federations that have been admitted to Membership in accordance with Article 49;

"**Bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"**Board**" shall mean the Board of Directors and "a member of the Board" shall mean a Director and shall have the meaning ascribed to it in Article 17(1);

"**Chair**" has the meaning given in Article 12;

"**Chair of the meeting**" has the meaning given in Article 12;

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

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"**Continental Federation**" shall mean a geographical grouping of Members as further defined in Article 48;

"**Director**" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"**Document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**Electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**Executive Committee**" shall have the meaning ascribed to it in Article 23;

"**Full Member**" shall mean a guarantee member who 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;

"**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**" has the meaning given in section 112 of the Companies Act 2006;

"**Member**" shall mean a Member of the WSF and will apply to the categories of "Full Member", "Continental 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;

**"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;

**"Participate"**, in relation to a Board' meeting, has the meaning given in Article 10;

**"Person"** shall mean a natural person, corporate or unincorporated body (whether or not having a separate legal personality);

**"Poll"** shall mean a showing of voting cards i.e. not a secret ballot or a show of hands (at a physical meeting, not a virtual/electronic meeting);

**"President"** and **"Vice-President(s)"** of the WSF shall have the meaning ascribed to it in Article 17 and shall 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;

**"Proxy notice"** has the meaning given in Article 37;

**"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 of Squash 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;

**"Subsidiary"** has the meaning given in section 1159 of the Companies Act 2006;

**"Writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

**"WSF"** shall mean the Company;

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the company.

## **LIABILITY OF MEMBERS**

2. The liability of each Member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—
  - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves.
3. No part of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Company.

## **PART 2**

### **BOARD**

#### **BOARD - POWERS AND RESPONSIBILITIES**

##### **4. Board - general authority**

- 4.1 Subject to the Articles, the Board is responsible for the management of the company's business, for which purpose it may exercise all the powers of the company.

##### **5. Board may delegate**

- 5.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on them under the Articles—
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;as they think fit.
- 5.2 If the Board so specify, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 5.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

## **6. Committees**

- 6.1 Committees to which the Board delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.
- 6.2 The Board may make rules and/or procedures for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **BOARD - DECISION-MAKING**

### **7. Board to take decisions collectively**

- 7.1 The general rule about decision-making by the Board is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 8.
- 7.2 If—
  - (a) the company only has one Director, and
  - (b) no provision of the Articles requires it to have more than one Director,the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to the Board' decision-making.

### **8. Unanimous decisions**

- 8.1 A decision of the Board is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 8.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.
- 8.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

### **9. Calling a Board meeting**

- 9.1 Any Director may call a Board meeting, and the President at the request of a Director shall call a meeting, by giving notice of the meeting to the Board or by authorising the company secretary (if any) to give such notice.
- 9.2 Notice of any Board meeting must indicate—
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 9.3 Notice of a Board meeting must be given to each Director but need not be in writing.
- 9.4 Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **10. Participation in Board meetings**

- 10.1 Subject to the Articles, the Directors participate in a Board meeting, or part of a Board meeting, when—
- (a) the meeting has been called and takes place in accordance with the Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether the Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.
- 10.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **11. Quorum for Board meetings**

- 11.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for Board meetings may be fixed from time to time by a decision of the Board, but it must never be less than three, and unless otherwise fixed it is three.
- 11.3 If the total number of Directors for the time being is less than the quorum required, the Board must not take any decision other than a decision—
- (a) to appoint further Directors, or
  - (b) to call a general meeting so as to enable the members to appoint further Directors.

## **12. Chairing of Board meetings**

- 12.1 The Chair will be the President of the WSF unless the President declines to be Chair in which case the Chair shall be elected by the Board.
- 12.2 The Board may appoint a Director to chair their meetings.
- 12.3 The person so appointed for the time being is known as the Chair.
- 12.4 The Board may terminate the Chair's appointment at any time.
- 12.5 If the Chair is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.



### **13. Casting vote**

- 13.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.
- 13.2 But this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **14. Conflicts of interest**

- 14.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 14.2 But if paragraph 14.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 14.3 This paragraph applies when—
- (a) the company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the Director's conflict of interest arises from a permitted cause.
- 14.4 For the purposes of this Article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 14.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board' meeting.
- 14.6 Subject to paragraph 14.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director or committee member other than the Chair is to be final and conclusive.
- 14.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Board or committee at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **15. Records of decisions to be kept**

15.1 The Board must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board.

## **16. Board discretion to make further rules**

16.1 Subject to the Articles, the Board may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Board.

## **ELECTION AND APPOINTMENT OF THE BOARD**

### **17. Election of the Board**

17.1 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.

17.2 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.

17.3 No nomination shall be accepted as valid unless:

- (a) It is made by a Full Member;
- (b) The WSF has received, before the closing date for nominations, a statement signed by the nominee confirming his/her willingness to stand; and
- (c) 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.

17.4 Details of nominations received shall accompany the papers distributed for the General Meeting at which the elections are to be held. This shall comprise:

- (a) A list of all valid nominations;
- (b) Any statement arising out of Article 17.3(c) above;
- (c) A statement of reasonable length in support of the candidate's nomination (if written and submitted by the candidate).

17.5 The election of the President and/or Vice-Presidents shall be held at the end of the General Meeting.

17.6 All elections shall be conducted by secret ballot.

17.7 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 17.11 below shall be adopted.

- 17.8 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.
- 17.9 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 Article 17.12 (no more than two (2) members of the Board come from the same Continent) 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 17.10 and 17.11. If all candidates are of the same gender, and there are more of them than vacancies, then the voting procedure set out at Article 17.11 below shall be adopted. In this event, only three (3) candidates will be declared elected, allowing the Board (if they see fit) to co-opt a member of the opposite gender pursuant to the powers granted by Article 18.5 whether or not the member proposed to be co-opted by the Board has been required to vacate office according to the provisions of Articles 20.2 – 20.5.
- 17.10 On a contested election for Vice-President the election process detailed under 17.11 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 17.11 below.
- 17.11 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.
- 17.12 Amongst the President and Vice-Presidents, there may not be more than two (2) from the same Continent. Following the election of the second candidate from any Continent, all remaining candidates from that Continent shall be excluded from any remaining ballot(s), which shall then include only candidates from the remaining Continents.
- 17.13 If during the election for President and/or Vice-President of the WSF under paragraph 17.11 above, two (2) or more candidates for these offices come from the same Continent, then the rules set out in Articles 17.9 and 17.12 shall apply equally to the same extent and shall be interpreted so as to provide that no more than two (2) members of the Board come from the same Continent.

17.14 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 Continental Federation.

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

## **18. Methods of appointing Directors**

18.1 The 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 17.1 to 17.15 of these Articles and who hold the office of Director of the WSF and any member co-opted pursuant to Article 18.5 of these Articles.

18.2 Members of the Board shall not be entitled to vote at General Meetings but may vote in their capacity as members of the Board and/or members of the Executive Committee.

18.3 The WSF may from time to time by special resolution increase or reduce the number of members of the Board.

18.4 Any casual vacancy howsoever occurring in the Board may be filled by the 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 17.9

18.5 The Board may co-opt a Director as follows:

- (a) Pursuant to the requirements of Article 17.9 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
- (b) One (1) additional person ("the additional Director") may be appointed by the Board for a term of one (1) year but which term may be extended for two (2) further periods of one (1) year each.
- (c) The additional Director may be removed at any time prior to the end of his/her appointed term by decision of the Board.
- (d) Subject to the provisions of this Article the additional Director shall have the same rights and obligations as those of a Vice-President.

18.6 The WSF may by special resolution remove any member of the 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 17.6 to 17.15 and Article 40.

## **19. Powers of the Board**

19.1 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 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.

19.2 The 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.

19.3 The 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.

## **20. Termination of Director's appointment**

20.1 A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (f) that person shall for more than six (6) consecutive months have been absent without permission of the members of the Board from meetings of the Board held during that period and the Board resolve that their office be vacated.

20.2 The President at the time of incorporation will be Zena Wooldridge who will hold the office until the 2024 AGM and thereafter and subject to Article 17.9 the President shall vacate his/her office after serving a maximum of two (2) terms or eight years (8) in total, (such total to include any term served as President of the WSF previously incorporated in the Isle of Man), whichever is longer.

20.3 The Vice Presidents at the time of incorporation will be Sarah Fitz-Gerald and Debendranath Sarangi who will hold office until the 2022 AGM and Karim Darwish and Pablo Serna who will hold office until the 2024 AGM and thereafter and subject to Article 17.9 a Vice-President shall vacate his/her office after serving a maximum of two (2) terms or eight (8) years in total, (in all cases such total is to include any term served as Vice President of the WSF previously incorporated in the Isle of Man), whichever is longer.

20.4 Subject to Article 17.9 upon termination or resignation, a President or Vice-President shall resign the office of member of the Board and may not be re-elected or appointed to a Board position in the WSF for a period of three (3) years, save that a Vice-President may be elected President.

20.5 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 Board, immediately after the completion of all elections as set out in Article 17, 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 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.

## **21. Board remuneration and expenses**

21.1 The Board will not receive any 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 Board.

## **22. Delegation of Powers and formation of Commissions**

22.1 The 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 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 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 Board so far as they are capable of applying.

## **23. Executive Committee**

23.1 There shall be an Executive Committee that shall be responsible for reviewing the progress and development of the WSF and which shall assist the Board in decision making between General Meetings.

23.2 The Executive Committee shall comprise the members of the Board together with the President of each of the five Continental Federations, a nominee from the Professional Squash Association (PSA) and the Chair of the Athletes' Commission.

23.3 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 Board and at least two (2) shall be Continental Presidents.

23.4 The Executive Committee shall prepare and deliver a report to each General Meeting in accordance with Article 28.3(b).

23.5 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 Board.

23.6 The Executive Committee shall meet at least twice a year.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

##### **24. Applications for membership**

24.1 No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the Board, and
- (b) the Board have approved the application.

##### **25. Membership Generally**

The membership of the WSF shall consist of:

25.1 Full Members who will have the right to receive notice of, attend and vote at all General Meetings of the WSF.

25.2 Associate Members, Affiliated Organisations, Honorary Members and Continental Federations all of whom will have the right to receive notice of and attend but no right to vote at General Meetings of the WSF.

##### **26. Termination of membership**

26.1 A member may withdraw from membership of the company by giving notice to the company in writing to be received not later than three (3) months before the end of the current financial year and in default shall be held liable for the subscription for the current calendar year.

26.2 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 Board upon full payment of 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.

26.3 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 in the case of a Full Member, that member's rights under these Articles shall be deemed revoked.

26.4 A former Member whose rights have been revoked or terminated in accordance with the Articles above shall 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 Board.

- 26.5 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.
- 26.6 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.
- 26.7 Membership is not transferable.
- 26.8 A person's membership terminates when that person ceases to exist.

## **ORGANISATION OF GENERAL MEETINGS**

### **27. Calling General Meetings**

- 27.1 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 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 the following year.
- 27.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

### **28. Notice of General Meetings**

- 28.1 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.
- 28.2 The notice shall:
- (a) 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.
  - (b) Be given to all the Members, Continental Federations, the Executive Committee, Affiliated Organisations and the Auditors.



- 28.3 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 Continental Federations, Full, Associate and Honorary Members, Affiliated Organisations and the Auditors and shall comprise:
- (a) 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.
  - (b) The report of the Executive Committee.
  - (c) The audited income and expenditure account and balance sheet.
  - (d) The details of any applications for Membership to be considered at the General Meeting.
  - (e) Notice of a motion to authorise the Board to appoint, and fix the remuneration of the Auditors;
  - (f) Notice of such elections as are required under Article 17 and 57 and 20.1 to 20.5
  - (g) Notice and details of any motion pursuant to Article 20.5 of these Articles to be considered at the General Meeting.
  - (h) The budget and forward plan for the next period;
  - (i) Notice and details of any other proposals to be considered.
  - (j) Details of the proposed date and place of the next General Meeting, if available at the time.
  - (k) Details of any other competent business to be considered.
- 28.4 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.
- 28.5 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.

## **29. Attendance and speaking at General Meetings**

- 29.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 29.2 A person is able to exercise the right to vote at a General Meeting when —
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 29.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 29.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

29.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **30. Quorum for General Meetings**

30.1 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Save as otherwise provided in this document fifteen (15) Full Members present by whatever means shall constitute a quorum.

### **31. Chairing General Meetings**

31.1 The President of the WSF shall preside as Chair at every General Meeting if present and willing to do so.

31.2 If the President is unwilling to chair the meeting or is not present within fifteen (15) minutes of the time at which a meeting was due to start—

(a) the Directors present, or

(b) (if no Directors are present), the meeting,

must appoint a Director or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

31.3 The person chairing a meeting in accordance with this Article is referred to as "the Chair of the meeting".

### **32. Attendance and speaking by the Board and non-members**

32.1 The Board may attend and speak at general meetings, whether or not they are members.

32.2 The Chair of the meeting may permit other persons who are not members of the company to attend and speak at a General Meeting.

### **33. Adjournment**

33.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

33.2 The Chair of the meeting may adjourn a General Meeting at which a quorum is present if—

(a) the meeting consents to an adjournment by way of a majority of more than 50% of all votes properly cast, or

(c) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

33.3 The Chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.

- 33.4 When adjourning a General Meeting, the Chair of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board within ninety (90) days of the original date, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 33.5 The company must give notice of the adjourned meeting in accordance with Article 28 (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- 33.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **34. Voting: General**

- 34.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 34.2 Only Full Members, fully paid up as at forty-five (45) days prior to the meeting date, represented in accordance with these Articles at a General Meeting shall be entitled to vote.
- 34.3 It shall not be permitted for a vote at a General Meeting to be jointly held.
- 34.4 Changes to the Rules of Squash, or the Articles of Association of the WSF may only be affected 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.
- 34.5 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.
- 34.6 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

- 34.7 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.

- 34.8 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.
- 34.9 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.
- 34.10 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.
- 34.11 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.

### **35. Errors and disputes**

- 35.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 35.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

### **36. Poll votes**

- 36.1 A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 36.2 A poll may be demanded by—
- (a) the Chair of the meeting;
  - (b) the Board;
  - (c) two or more Full Members having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 36.3 A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
  - (b) the Chair of the meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

### **37. Content of proxy notices**

37.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
- (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

37.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4 Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **38. Delivery of proxy notices**

38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

38.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

38.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **39. Amendments to resolutions**

- 39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

### **40. Extraordinary General Meetings**

- 40.1 The 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 a 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.
- 40.2 Any such request shall state the object of the meeting and any resolution or motion to be proposed at it.
- 40.3 the only business which shall be transacted at an Extraordinary General Meeting is consideration of the business for which the business has been convened pursuant to Article 40.2 above.
- 40.4 Save where expressly stated otherwise, Extraordinary General Meetings shall be conducted in accordance with the provisions and schedules of General Meetings as detailed above

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **41. Means of communication to be used**

- 41.1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

41.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

41.3 A Director may agree with the company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## **42. Company seals**

42.1 Any common seal may only be used by the authority of the e Board.

42.2 The Board may decide by what means and in what form any common seal is to be used.

42.3 Unless otherwise decided by the Board, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

42.4 For the purposes of this Article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the Board for the purpose of signing documents to which the common seal is applied.

## **43. No right to inspect accounts and other records**

43.1 Except as provided by law or authorised by the Board or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

## **44. Provision for employees on cessation of business**

44.1 The Board may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a Director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## **BOARD' INDEMNITY AND INSURANCE**

### **45. Indemnity**

45.1 Subject to paragraph (2), a relevant Director of the company or an associated company will be indemnified out of the company's assets against—

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

- (b) any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Director as an officer of the company or an associated company.

45.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

45.3 In this Article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any Director or former director of the company or an associated company.

## **46. Insurance**

46.1 The Board may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

46.2 In this Article—

- (a) a “relevant director” means any Director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **MEMBERSHIP STRUCTURE**

### **47. Application by National Federations for Full Membership**

47.1 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 Board shall from time to time prescribe and shall be accompanied by:

- (a) The written constitution of the applicant;
- (b) 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;
- (c) A list of the names, postal and email addresses and telephone numbers of the principal office bearers of the applicant;
- (d) The most recent annual accounts and Annual General Meeting Minutes of the applicant;



- (e) A sum of money equivalent to the following year's subscription for the class of Membership being applied for as provided for under Article 48 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;
- (f) An undertaking that the National Federation will apply fully with the WSF Code of Ethics and the WSF Anti-Doping Code in its territory.
- (g) Written confirmation from the relevant Continental Federation that the National Federation applying for WSF Full membership is a fully paid-up member in good standing with said Continental Federation.

47.2 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 Board shall review all applications on behalf of the WSF and make recommendations regarding acceptance to the General Meeting.

47.3 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.

47.4 In the event of the 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.

47.5 The WSF may request evidence confirming the status of the Member Nation's representatives or organisations within that Member Nation as it may require.

## **48. Continental Federations**

48.1 Members shall be grouped into five Continental Federations for the purpose of promoting and regulating Squash within a given geographical area. There shall be Continental Federations for the following areas: Africa, Asia, Europe, Oceania, and Pan-America. In the event of a dispute as to which Continental Federation a Member should belong, the decision of the WSF Board shall be final.

48.2 Continental Federations are an integral part of the structure of the WSF and shall participate in the running of the WSF through representatives on the Executive Committee. Continental Federations shall assist the WSF in implementing the principles, objectives and determined policies of the WSF in their continents.

48.3 Continental Federations must observe the general and fundamental principles, objectives and determined policies of the WSF. Such Continental 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 Continental Federation.

48.4 In the event of a Member ceasing to maintain Membership of its designated Continental 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 Article 26.

48.5 Any National Federation within a Continental Federation which is not a Full Member of the WSF shall be entitled to apply and shall, if successful, become an Associate Member of the WSF. Continental Federations shall pay the relevant subscription to the WSF on behalf of Associate Members, pursuant to the provisions of Article 54.4.

- 48.6 Each Continental Federation shall have the right to appoint or re-appoint one member of the WSF Executive Committee. It shall be the responsibility of the Continental Federation to make proper arrangements for the appointment or re-appointment of a member from that continent.
- 48.7 A Continental 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 Continental 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 Continental Federation.

#### **49. Associate Members**

- 49.1 The Board may in its discretion recommend to the Members that a National Federation be appointed as Associate Member of the WSF. There shall be no limit on the number of Associate Members who may from time to time be appointed.
- 49.2 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.
- 49.3 Associate Members may be represented and speak at General Meetings but shall have no vote.

#### **50. Honorary Members**

- 50.1 The 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. There shall be no limit on the number of Honorary Members who may from time to time be appointed.
- 50.2 The appointment of an Honorary Member shall be for life, or until the appointment is withdrawn following a decision of the Board.

#### **51. Patron**

- 51.1 The 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.
- 51.2 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.

#### **52. Affiliated Organisations**

- 52.1 Any organisation or body which is deemed by the WSF to be making a positive contribution to Squash worldwide may become an Affiliated Organisation.
- 52.2 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:
- (a) The written constitution of the applicant (if in existence) or failing this a statement of its principles, objectives and determined policies;
  - (b) A list of the names, postal and email addresses and telephone numbers of the principal office bearers of the applicant;

- (c) 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.

- 52.3 Groups of National Federations, known as sub-continentals, may apply for Affiliated Membership status, subject to approval of the Continental Federation(s) from which the National Federations hail.
- 52.4 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 Board shall review all applications on behalf of the WSF and make recommendations on acceptance to the General Meeting.
- 52.5 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.
- 52.6 An Affiliated Organisation shall be entitled to appoint an observer to attend General Meetings of the WSF and to speak, but not vote.
- 52.7 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.

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

- 53.1 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.

### **54. Termination of Affiliated Organisation Status**

- 54.1 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 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.
- 54.2 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.
- 54.3 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.

54.4 Should an Affiliated Organisation no longer be recognised by the Continental Federation, from which its National Federation's hail, it shall be suspended until such recognition is regained. If this is not forthcoming within (3) three months, then the Affiliated Organisation shall no longer be considered Affiliated.

54.5 The rights or liabilities of Affiliated Organisations shall not be transferable.

## **55. Subscriptions**

55.1 The application by a prospective Member shall be accompanied by the appropriate joining and subscription fees from time to time determined by the WSF.

55.2 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.

55.3 Subscriptions will be due and payable by 1 January of the relevant calendar year.

## **56. Rights of Members**

56.1 Any Full Member, Continental Federation, a majority of the - 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 Continental 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.

56.2 Subject to Articles 26.5 and 26.6, each Full Member shall be entitled to appoint one (1) delegate who will be a Qualified Delegate as defined below 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.

56.3 "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 (Chair, Chief Executive Officer, or President), shall directly notify the office of the WSF 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).

56.4 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 Board disqualified pursuant to the provisions of Article 20.

- 56.5 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 Organisation. Members of the 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 Board evidence sufficient to satisfy that Board that he/she is the properly appointed delegate of the Member Association he/she claims to represent.
- 56.6 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.

## 57. WSF Commissions

- 57.1 Where a Commission is required to be elected the following procedure shall apply:
- (a) The election of all such Commission(s) shall be held immediately after any election(s) of the Board and shall be done so in alphabetical order.
  - (b) All Commission elections shall be conducted by secret ballot.
  - (c) 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 57.1(f) – (h) below will be adopted.
  - (d) 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.
  - (e) Where there is only one (1) candidate for Chair he/she shall be declared elected.
  - (f) 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 60 are met.

- (g) 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.
- (h) 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.

## **58. Commissions**

- 58.1 Commission(s) shall carry out such duties as the Board shall from time to time determine, and they will be responsible to the Board and report to it at least twice a year.
- 58.2 The Chair of each Commission shall be appointed by the Board unless elected in accordance with these Articles.
- 58.3 The Chair of each Commission reports to the 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.
- 58.4 The members of each Commission, except where they are required to be elected, will be appointed by the Board on the recommendation of the Chair of the Commission.
- 58.5 Commission members (including the Chair) will be reviewed by the Board every two years.

## **59. Athletes' Commission**

- 59.1 There shall be an Athletes' Commission for the sport of Squash.
- 59.2 The mission of the Athletes' Commission shall be to:
  - (a) Provide a forum for athletes to express their views and for their opinions to be heard in the WSF;
  - (b) Inform athletes about WSF activities;
  - (c) Support the WSF with the administration, promotion and development of Squash.
- 59.3 The objectives of the Athletes' Commission shall be to:
  - (a) Consider issues related to athletes and provide advice to the WSF;
  - (b) Engage with projects that protect and support clean athletes on and off the field of play;
  - (c) Represent the rights and interests of athletes;
  - (d) Consult with athletes in the evaluation of the Rules and Regulations of Squash and provide feedback to the WSF.

- 59.4 The Athletes' Commission shall be constituted and managed in partnership with the Professional Squash Association, as agreed by both parties.
- 59.5 The members of the Athletes' Commission shall elect a Chair from among those members who have been elected to the Commission by their peers.
- 59.6 The Chair shall be the WSF's primary contact with the IOC Athletes' Commission and shall become a member of the WSF Executive Committee.
- 59.7 The Commission shall meet at least once a year; electronic conference meetings are permissible.

## **60. Ethics Commission**

- 60.1 There shall be an independent Ethics Commission.
- 60.2 The Ethics Commission shall comprise a minimum of four (4) and maximum of five (5) members, including the Chair, among whom there must be:
- (a) No more than two (2) active members of the WSF Board, Continental or National Federation Boards;
  - (b) At least three (3) people who are not members of the WSF Board, Continental or National Federation Boards; one (1) of whom has no direct link to Squash;
  - (c) 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 60.2 are met, the WSF Board shall fill such vacancies by invitation, with the provision that the breakdown in Article 60.2 is fully adhered to.

- 60.3 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.
- 60.4 The Ethics Commission meets when convened by its Chair, as required.
- 60.5 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.
- 60.6 The Terms of Reference of the WSF Ethics Commission shall be:
- (a) 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;
  - (b) To analyse and/or 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 Board.
  - (c) To provide opinions on ethical matters when requested by the WSF President, Board or any WSF Commission.
- 60.7 The Ethics Commission shall present an annual report of its activities to the General Meeting; this report will be published.

- 60.8 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.
- 60.9 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 Board may designate a replacement member for the remaining period until the next General Meeting.
- 60.10 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 Board.
- 60.11 The administrative organisation of the Ethics Commission, and support to it, shall be overseen by a WSF Ethics & Compliance Officer.
- 60.12 The Ethics & Compliance Officer shall be appointed by the membership of the Ethics Commission.
- 60.13 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. The Ethics & Compliance Officer should not be a WSF staff member and must be independent from any conflict of interest activity.
- 60.14 The Ethics & Compliance Officer shall report directly to the Ethics Commission.
- 60.15 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).

## **61. Disputes**

- 61.1 Full, Associate and Honorary Members, Affiliated Organisations, Continental 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.
- 61.2 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.
- 61.3 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.



## **62. Winding Up**

- 62.1 The Board may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the winding up of the Company be applied or transferred at the sole discretion of the Board by transfer to any Company or Companies for purposes similar to, or falling within the particular purposes of those of the Company.