



**WORLD SQUASH
FEDERATION
LIMITED**

**INCORPORATED THE 1ST JULY 1996
IN THE ISLE OF MAN**

**COMPANY NUMBER: 79771
THE COMPANIES ACTS 1931 TO 1993**

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

**AMENDED 36TH AGM – CAPE TOWN, SOUTH AFRICA
7TH OCTOBER 2006**

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**

COMPANIES ACTS 1931 to 1993

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.

Names and Addresses of Subscribers

**Number of shares taken by
each Subscriber**

One ordinary share

One ordinary share

Dated the day of 1996

WITNESS to the above Signatures:

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

ARTICLES OF ASSOCIATION

OF

WORLD SQUASH FEDERATION LIMITED

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 1993 including any statutory modification or re-enactment thereof for the time being in force;

"Associate Member" shall mean those associations who have been admitted to membership in accordance with Article 123;

"Affiliated Organisation" shall have the meaning ascribed to it in Article 126;

"WSF" shall mean the Company;

"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, fax or electronic mail;

"Executive Committee" shall have the meaning ascribed to it in Article 85;

"Full Member" shall mean a guarantee member;

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

"Holder" in relation to shares shall mean the member whose name is entered in the register of members as the holder of the shares;

"Management Committee" shall mean the Board of Directors and "a member of the Management Committee" shall mean a Director and shall have the meaning ascribed to it in Article 51;

"Not less than... days" shall mean the period ending immediately before that date;

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

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

"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 thereat, to be passed;

"Ordinary Shareholders" shall mean those persons whom 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.

"President" and "Vice-President/s" of the WSF shall mean the managing director and director/s of the WSF respectively and shall have the meaning ascribed to it in Article 51;

"Principles and Objects of the WSF" shall mean the principles and objects of the WSF as decided upon and published by the WSF from time to time;

"Regional Federation" shall mean a geographical grouping of Members as further defined in Article 117;

"Redeemable Shareholders" shall mean those persons whom 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.

"Rules of Squash" shall mean the Rules for the Singles and Doubles game from time to time published by the WSF, including specifications for Squash courts and playing equipment;

"Special Resolution" shall mean a resolution (notice of the meeting at which it is to be considered having been given to the members entitled under these Articles to receive it) which requires at least 75% of the vote of the members present at the General Meeting to vote thereat, to be passed;

"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;

"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;

and 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, 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 Management Committee may, should they decide that it would be in the best interests of the WSF, arrange for translations/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

- 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 113 to 116. 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 117 to 136 each of whom shall hold at least one 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 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 he/she is approved in accordance with these Articles.

- 6.5 A guarantee member may withdraw from the WSF in accordance with these Articles.
- 6.6 Guarantee membership shall not be transferable.
- 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 145 to 150 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 Management Committee 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 Management Committee, 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 months after the holding of the last preceding meeting, and that so long as the WSF holds its first annual general meeting within eighteen 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 150 days' notice but a general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.

- 14 (a) The notice shall specify the time and place of the 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) The notice shall be given to all the members, Regional Federations, the Executive Committee, Affiliated Organisations and the Auditors.
- (c) Not less than 45 days before the date of the general meeting the Agenda of that meeting shall be dispatched to all Regional Federations, Full, Associate and Honorary Members and Affiliated Organisations and shall comprise:-
- (i) the minutes of the previous General Meeting and notice of a motion to approve the said minutes and consider any matters arising therefrom at the General Meeting;
 - (ii) the report of the Executive Committee;
 - (iii) the audited income and expenditure account and balance sheet;
 - (iv) the details of any applications for membership to be considered at the General Meeting;
 - (v) notice of a motion to authorise the Management Committee to appoint, and fix the remuneration of, the Auditors;
 - (vi) notice of such elections as are required under Articles 29 to 35 and 62 to 66 of these Articles;
 - (vii) notice and details of any motion pursuant to Article 66 of these Articles to be considered at the General Meeting;
 - (viii) the Executive Committee budget and forward plan for the next period;
 - (ix) notice and details of any other proposals to be considered;
 - (x) details of the proposed date and place of the next general meeting;
 - (xi) details of any other competent business to be considered.
- 15 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.
- 16 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

- 17 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, 15 Full Members personally present shall constitute a quorum.

- 18 If such a quorum is not present within one hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Management Committee, notice of the meeting to be given in accordance with the provisions of Article 14(b) above.
- 19 The President of the WSF shall preside as Chairman at every General Meeting. If he/she is not present within fifteen minutes after the time appointed for the holding of a General Meeting one of the members of the Executive Committee chosen by the Executive Committee shall chair the meeting, or if no such member thereof be present, or if all members of the Management Committee present decline to take the Chair, the Full Members present shall choose one of their number present to take the Chair.
- 20 A member of the Management Committee 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.
- 21 The Chairman 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 one half 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 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.
- 22 A resolution put to the vote of a meeting may, at the discretion of the chairman, 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:
- (i) by the chairman; or
 - (ii) by at least two Full Members;
- 23 Unless a poll is duly demanded a declaration by the chairman 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.
- 24 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.
- 25 A poll shall be taken as the chairman 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.

- 26 The Chairman shall not have a vote or a casting vote at a General Meeting.
- 27 A poll demanded at the instigation of a chairman 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.
- 28 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 or more members.

ELECTIONS

- 29 All elections for President and Vice-Presidents of the WSF shall be for a term ending at the General Meeting following completion of a period of service of 18 months.
- 30 Nominations for election must be received at the offices of the WSF not less than ninety days before the date of the General Meeting at which the election is to be held.
- 31 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.
- 32 No nomination for the post of President shall be accepted as valid unless the candidate has previously served on the Executive Committee of the WSF or has been an officer of a Regional Federation.
- 33 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 31(c) above;
 - (c) a statement of reasonable length in support of the candidate's nomination (if written and submitted by the candidate).
- 34 (a) The election of the President and Vice-Presidents shall be held at the end of the General Meeting.

- (b) All elections shall be conducted by secret ballot.
- (c) The election for the post of President shall be conducted first. If there is only one candidate then he/she shall be declared elected. If there are two candidates, then the one for whom the most number of properly recorded votes are cast shall be declared elected. If there are three or more candidates, then the voting procedure set out at Article 34(g) below shall be adopted.
- (d) The elections for the posts of Vice-President shall follow the election of the President. 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.
- (e) If there are only three candidates for the post of Vice-President, and at least one is from each gender, then all three shall be declared elected. If there is only one candidate of one gender then he/she shall be declared elected and shall not participate in any of the ballots held under paragraph (f) and (g). If all candidates are of the same gender, and there are three or more of them, then the voting procedure set out at paragraph (g) below shall be adopted. In this event, only two candidates shall be declared elected, allowing the Management Committee (if they see fit) to co-opt a member of the opposite gender pursuant to the powers granted by Article 56 whether or not the member proposed to be co-opted by the Management Committee has been required to vacate office according to the provisions of Article 63, 64 and 65.
- (f) On a contested election for Vice-President the election process detailed under (g) below shall be used to decide the election of each Vice-President. The Vice-President elected first shall automatically be excluded from the remaining ballots and the Vice-President elected second shall be excluded from the subsequent ballots. If after the election of the second Vice-President the elected Vice-Presidents are of the same sex, all remaining candidates of that sex shall be excluded from any remaining ballots, which shall then include only members of the other sex. If after the election of the second Vice-President the Vice-Presidents are of opposite sex, then all remaining candidates shall participate in ballots for the third Vice-President in accordance with paragraph (g) below.
- (g) If a contested ballot is held, the elected candidate must receive more than one half of the votes properly recorded. If there are more than two candidates participating in a ballot and no one candidate receives in excess of one half of all the votes properly recorded, then a further ballot or ballots shall be held. On each subsequent ballot the candidate who has received the least number of votes on the previous ballot shall be automatically removed from further ballots for that position (save that 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 ballots and the removal from the next ballot of the candidate securing the least number of votes at the previous ballot(s) shall continue until one candidate secures in excess of one half of all the votes properly recorded. That person shall then be declared elected. If in any ballot two or more candidates have an equal number of votes and one of them has to be excluded from further ballots, that candidate amongst them who had the least number of votes at

the previous ballot at which they had not an equal number of votes shall be excluded.

- (h) If there are more than two candidates for the post of President and Vice-President from the same Region, then not more than two of those candidates may be elected (either unopposed or by contested ballot). Following the election of the second candidate from that Region, all remaining candidates from that Region shall be excluded from any remaining ballots, which shall then include only candidates from another Region.
- (i) If during the election for President and/or Vice-President of the WSF under paragraph 34(g) above, two or more candidates for these offices come from the same region, then the rules set out in Article 34(e) shall apply equally to the same extent and shall be interpreted so as to provide that no more than 2 members of the Management Committee come from the same Region.

35 Full Members may not vote for more than one candidate at each ballot.

VOTING

36 Only Full Members represented in accordance with these Articles at a General Meeting shall be entitled to vote. Voting by proxy or post shall not be permitted.

37 It shall not be permitted for a vote at a General Meeting to be jointly held.

38 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 at least three-quarters of all the votes properly recorded at a General Meeting.

39 Save where expressly stated otherwise a resolution shall be deemed to be carried if it receives in excess of one half of all the votes properly recorded at a General Meeting.

40 Full Members shall be entitled to the following number of votes:

<u>Number of Squash Courts</u> <u>(within the nation in which</u> <u>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

41 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.

42 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

- 43 If, in the opinion of the WSF, 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 at least three-quarters 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.
- 44 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 position shall not be recorded and taken into account in determining whether or not the motion or resolution has been carried.
- 45 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 chairman whose decision shall be final and conclusive.
- 46 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

- 47 The Management Committee or Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened within ninety days of the receipt of a written request to that effect given by Full Members representing at least one fifth of the votes which could be properly recorded at the Meeting which is being requested.
- 48 Such requisition shall state the object of the meeting and any resolution or motion to be proposed thereat.
- 49 The only business which shall be transacted at an Extraordinary General Meeting is:
- (a) Approval of the Minutes of the previous General Meeting, and
 - (b) Consideration of the business for which the Meeting has been convened pursuant to Article 48 above.
- 50 Save where expressly stated otherwise, Extraordinary General Meetings shall be conducted in accordance with the provisions for General Meetings.

MANAGEMENT COMMITTEE

- 51 The Management Committee shall comprise the President and three Vice-Presidents (comprising at least one Vice-President of each gender) who have been elected in accordance with the provisions of Articles 29 to 35 of these Articles and who hold the office of director of the WSF and any member co-opted pursuant to Article 56 of these Articles.
- 52 Members of the Management Committee shall not be entitled to vote at General Meetings but may vote in their capacity as members of the Management Committee and/or members of the Executive Committee.
- 53 Not more than two Members of the Management Committee shall come from the same Region.
- 54 The WSF may from time to time by special resolution increase or reduce the number of members of the Management Committee.
- 55 Any casual vacancy howsoever occurring in the Management Committee may, pending election at an AGM held in accordance with the provisions of these Articles, be filled by the Management Committee.
- 56 The Management Committee may co-opt a member as follows:
- (a) Pursuant to the requirements of Article 34 of these Articles; and
 - (b) One additional person (“the additional member”) as may be appointed by the President and Vice Presidents for a term of one year but which term may be extended for two further periods of one year each.
 - (c) The additional member may be removed prior to the end of his/her appointed term by the President and Vice Presidents.
 - (d) Subject to the provisions of this Article the additional member shall have the same rights and obligations as those of a Vice President.
- 57 The WSF may by special resolution remove any member of the Management Committee whereupon an election of his/her replacement shall be held in accordance with the provision of these Articles.

POWERS OF THE MANAGEMENT COMMITTEE

- 58 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 Management Committee who may exercise all the powers of the WSF and may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of the WSF as they think fit.
- 59 The Management Committee 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.

- 60 The Management Committee 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 AND FORMATION OF SUB-COMMITTEES

- 61 The Management Committee may delegate any of their powers, duties and responsibilities to any sub-committees consisting of one or more of their number and/or individuals who in their sole opinion are considered fit to perform such functions. They may also delegate to any member of the Management Committee such of their powers as they consider desirable to be exercised by him/her. Any such delegation of power or formation of sub-committees may be made subject to any conditions the members of the Management Committee 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 sub-committees, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of the Management Committee so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 62 The office of a member of the Management Committee shall be vacated if-
- (a) he/she ceases to be a member of the Management Committee by virtue of any provision of the Act or he/she becomes prohibited by law from being such a member; or
 - (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (c) he/she is, or may be, suffering from mental disorder and either-
 - (i) 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
 - (ii) 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
 - (d) he/she resigns his/her office by notice to the WSF; or
 - (e) he/she shall for more than six consecutive months have been absent without permission of the members of the Management Committee from meetings of the Management Committee held during that period and the members of the Management Committee resolve that his/her office be vacated.

- 63 Subject to Article 34(e) the President shall vacate his/her office after serving three terms of office as set out in Article 29 above.
- 64 Subject to Article 34(e) a Vice-President shall vacate his/her office after serving three terms of office as set out in Article 27 above.
- 65 Subject to Article 34(e) upon termination or resignation, a President or Vice-President shall resign the office of member of the Management committee and may not be re-elected or appointed to any elected position in the WSF for a period of three years, save that a Vice-President may upon termination be elected President.
- 66 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 Management Committee, immediately after the completion of all elections as set out in Article 34, and he/she shall be appointed if the resolution receives at least three-quarters of all the votes properly recorded. Upon appointment the Emeritus President shall serve for a period of two years and may be reappointed on any number of occasions subject to the nomination and appointment process set out above. There shall only be one Emeritus President at any time. The Management Committee 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 Chairman of a sub-committee.

REMUNERATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 67 Members of the Management 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 Management Committee.

MEMBERS OF THE MANAGEMENT COMMITTEE'S APPOINTMENTS AND INTERESTS

- 68 Subject to the provisions of the Act, and provided that he/she has disclosed to the Management Committee the nature and extent of any material interest of his/hers, a member of the Management Committee notwithstanding his/her office-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the WSF or in which the WSF is otherwise interested;
 - (b) 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
 - (c) 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.
- 69 for the purposes of Article 68

- (a) A general notice given to the Management Committee that a member of the Management Committee 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 Management Committee has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Management Committee 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 MANAGEMENT COMMITTEE

- 70 Subject to the provisions of the Articles, the Management Committee may regulate its proceedings as it thinks fit. A member of the Management Committee may, and the secretary at the request of a member of the Management Committee shall, call a meeting of the Management Committee. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 71 The quorum for the transaction of the business of the Management Committee shall be three.
- 72 The continuing members or member of the Management Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Management Committee is less than the number fixed as the quorum, the continuing member or members of the Management Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 73 In the absence of the President of the WSF, the Management Committee may appoint one of its number to be the chairman of the Management Committee and may at any time remove him/her from that office. But if there is no member of the Management Committee holding that office, or if the member of the Management Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Committee present may appoint another of their number to be chairman of the meeting.
- 74 All acts done by the Management Committee, or of a sub-committee of the Management Committee, or by a person acting as a member of the Management Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management Committee 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 Management Committee and had been entitled to vote.
- 75 A resolution in writing signed by all the members of the Management Committee entitled to receive notice of a meeting of the Management Committee or of a committee of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or (as the case may be) a committee of the Management Committee duly convened and held and may

consist of several documents in the like form each signed by one or more members of the Management Committee.

76 Save as otherwise provided by the Articles, a member of the Management Committee shall not vote at a meeting of the Management Committee or of a sub-committee of the Management Committee 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 or more of the following paragraph:

- (a) 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;
- (b) 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 Management Committee 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 Management Committee shall be treated as an interest of the member of the Management Committee.

77 A member of the Management Committee shall not be counted in the quorum present at a meeting of the Management Committee in relation to a resolution on which he/she is not entitled to vote.

78 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 Management Committee from voting at a meeting of the Management Committee or of a committee of the Management Committee.

79 If a question arises at a meeting of the Management Committee or of a committee of the Management Committee as to the right of a member of the Management Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his/her ruling in relation to any member of the Management Committee other than himself/herself shall be final and conclusive.

SECRETARY

80 Subject to the provisions of the Act, the secretary shall be appointed by the Management Committee for such term upon such conditions as it may think fit; and any secretary so appointed may be removed by it.

MINUTES

81 The Management Committee shall cause Minutes to be made in books kept for the purpose -

- (a) of all appointments of officers made by the Management Committee; and

- (b) of all proceedings at meetings of the WSF, of the members of any class of the WSF, and of the Management Committee and any committee of the Management Committee, including the names of the members of the Management Committee present at such meeting.

THE SEAL

- 82 The seal shall only be used by the authority of the Management Committee or of a committee of the Management Committee. The Management Committee 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 Management Committee and by the secretary or by a second member of the Management Committee.
- 83 The WSF may exercise the powers conferred by the Act
 - (a) with regard to having an Official Seal for use abroad and such powers shall be vested in the Management Committee; and
 - (b) 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

- 84 There shall be an Executive Committee which shall be responsible for reviewing the progress and development of the WSF and which shall assist the Management Committee in decision making between General Meetings.
- 85 The Executive Committee shall comprise the members of the Management Committee together with the five Regional Vice-Presidents.
- 86 The five Regional Vice-Presidents referred to above shall be appointed to the office of non-executive director and shall assist WSF in implementing the principles and objects of the WSF in their respective regions and as such may be appointed to the Chair of Sub-Committees
- 87 At any meeting of the Executive Committee five members shall form a quorum, of which at least two shall be members of the Management Committee and at least two shall be Regional Vice-Presidents.
- 88 The Executive Committee shall prepare and deliver a report to each General Meeting in accordance with Article 14(c)(ii) above and a budget and forward plan for the next period in accordance with Article 14(c)(viii) above.
- 89 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 Management Committee.
- 90 The Executive Committee shall meet at least once a year.

SUB-COMMITTEES

- 91 Sub-committees shall carry out such duties as the Management Committee shall from time to time determine, and they shall be responsible to the Management Committee and report to it at least once a year.
- 92 The Chairman of each sub-committee shall be appointed by the Management Committee from the members of the Executive Committee.
- 93 The members of each sub-committee shall be appointed by the Management Committee on the recommendation of the Chairman of the sub-committee.
- 94 Sub-committees and their members (including the Chairman) shall be re-appointed on a biennial basis by the Management Committee.

TELEPHONIC ETC. MEETINGS OF THE MANAGEMENT COMMITTEE

- 95 A member of the Management Committee or member of a committee of the Management Committee may participate in a meeting of the Management Committee or such committee 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 chairman of the meeting was located at the time of that meeting.
- 96 At the commencement of the meeting each member of the Management Committee must acknowledge his/her presence for the purposes of a meeting of the Management Committee (or of a sub-committee of the Management Committee, as the case may be) to all the other members of the Management Committee taking part.
- 97 A member of the Management Committee 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 chairman of the meeting and a member of the Management Committee 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 chairman of the meeting to leave the meeting as aforesaid.
- 98 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 chairman of the meeting.

DIVIDENDS, PROFITS AND RESERVES

- 99 The Management Committee may not pay dividends to any class of member.

WINDING UP

- 100 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 at least three-quarters 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

- 101 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 Management Committee need not be in writing.
- 102 The WSF may give any notice to a member either 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.
- 103 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.
- 104 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 7 days after the envelope containing it was posted.

ACCOUNTS

- 105 The Management Committee shall cause accounting records of the WSF to be kept in accordance with the provisions of the Act.
- 106 The financial year of the WSF shall be 1 July to 30 June.
- 107 The reporting currency of the WSF shall be Pounds Sterling.
- 108 Account records shall be kept at the office of the WSF or, subject to the approval of the Management Committee, at such other place or places as the Management Committee shall think fit.
- 109 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 14(c)(v) above.
- 110 The Management Committee 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 months from the financial year end. In the event of a General Meeting of the WSF not being scheduled within three months of the completion of the audit, then

the Management Committee 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 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 14(c)(iii) above.

INDEMNITY

- 111 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled, every member of the Management Committee 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 avoided by Section 151 of the Companies Act 1931.
- 112 The Management Committee shall have power to purchase and maintain for any member of the Management Committee 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

APPLICATION BY NATIONAL SQUASH ASSOCIATIONS FOR FULL MEMBERSHIP

- 113 Any national Squash association which is eligible for Full Membership may apply to the WSF for admission as a guarantee member. Such applications shall be made in writing signed by the applicant and shall be in such form as the Management Committee 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 in such a capacity it operates without, discriminating on the grounds of colour, creed or sex. 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, addresses, telephone and fax numbers of the principal office bearers of the applicant;
 - (d) the most recent annual accounts of the applicant;
 - (e) a sum of money equivalent to the current subscription for the class of membership being applied for as provided for under Article 137 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.

- 114 Applications for Full Membership of the WSF must be received by the WSF not less than ninety days before the date of the General Meeting at which the application is to be considered. The Management Committee shall review all applications on behalf of the WSF and make recommendations regarding acceptance to the General Meeting.
- 115 All applications for Full Membership shall be considered by a General Meeting and shall be accepted if they receive at least three-quarters of the votes properly recorded at the General Meeting in respect of the application.
- 116 Subject only to the category of membership applied for having such rights, the delegate of a successful applicant shall be entitled to attend the General Meeting and to vote after election. In the event of the Management Committee 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. In the event of the application for membership either being refused or withdrawn, such attendance shall be terminated forthwith.

REGIONAL FEDERATIONS

- 117 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, Pan-America. In the event of a dispute as to which Regional Federation a Member should belong, the decision of the WSF shall be final.
- 118 Regional Federations are an integral part of the structure of the WSF 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 and Objects of the WSF in their regions.
- 119 Regional Federations must observe the general and fundamental Principles and Objects of the WSF. Such Regional Federations shall be supported by the WSF which will require Members to belong to and participate in the affairs of their respective Regional Federation.
- 120 In the event of a Member ceasing to be in 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 145 to 151.
- 121 Any member of a Regional Federation which is not a Full Member of the WSF shall have allotted to it one redeemable Share and shall thereupon become an 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 137.
- 122 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. Such regionally appointed members shall be known as Regional Vice-Presidents of the WSF.

ASSOCIATE MEMBERS

- 123 (a) The Management Committee may in its discretion recommend to the members that a national squash association 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.
- (b) The appointment of an Associate Member shall be until the appointment is withdrawn following an appropriate motion obtaining at least three-quarters of the votes properly recorded at the General Meeting.
- 124 Associate members may be represented and speak at General Meetings, but shall have no vote.

HONORARY MEMBERS

- 125 (a) The Management Committee may in its discretion recommend to the members in General Meeting that an individual or organisation be appointed as Honorary Member of the WSF. An Honorary Member shall hold one Redeemable Share. There shall be no limit on the number of Honorary Members who may from time to time be appointed.
- (b) The appointment of an Honorary Member shall be for life, or until the appointment is withdrawn following an appropriate motion obtaining at least three-quarters of the votes properly recorded at the General Meeting.

AFFILIATED ORGANISATIONS

- 126 Any organisation or body which is deemed by the WSF to be making a positive contribution to Squash world-wide may become an Affiliated Organisation. An Affiliated Organisation shall hold one Redeemable Share.
- 127 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 one exists) or failing this a statement of its principles and objects;
- (b) a list of the names, addresses, telephone and fax numbers of the principal office bearers of the applicant;
- (c) a sum of money equivalent to the current 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.
- 128 Applications to become an Affiliated Organisation of the WSF must be received by the WSF not less than ninety days before the date of the General Meeting at which

the application is to be considered. The Management Committee shall review all applications on behalf of the WSF and make recommendations on acceptance to the General Meeting.

- 129 All applications to become an Affiliated Organisation shall be considered by a General Meeting and shall be accepted if they receive at least three-quarters of the votes properly recorded at the General Meeting in respect of the application.
- 130 An Affiliated Organisation shall be entitled to appoint an observer to attend General Meetings of the WSF and to speak, but not vote.
- 131 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

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

Termination of Affiliated Organisation Status

- 133 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 Management Committee 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.
- 134 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 at least three-quarters 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.
- 135 An Affiliated Organisation which in the opinion of the WSF is no longer deemed to be making a positive contribution to squash world wide, may be expelled as an Affiliated Organisation if a resolution to that effect shall have been carried by at least three-quarters 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.

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

SUBSCRIPTIONS

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

138 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 shall be determined by the WSF in General Meeting.

139 Subscriptions shall be due and payable by 1 January of the relevant calendar year.

RIGHTS OF MEMBERS

140 Any Full Member, a majority of the Management Committee 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 or Associate Member must be received at the offices of the WSF not less than ninety days prior to the General Meeting at which it is to be discussed.

141 Subject to Articles 149 and 150 below each Full Member shall be entitled to appoint one delegate to represent it at a General Meeting and who shall be regarded by the WSF as the official point of contact. In addition, each Full Member shall be entitled to appoint one observer who may attend the General Meeting but may speak only with the permission of the Chairman and shall not be entitled to vote on behalf of the Full Member.

142 Members of WSF Committees and other persons making a positive contribution to Squash world-wide may be invited as observers to attend and speak at General Meetings. Such invitations will normally be at the discretion of the Chairman, 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 one half 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 Member Associations 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 Management Committee disqualified pursuant to the provisions of Article 62.

143 A person may only represent (either as delegate or observer) one Member Association or Affiliated Organisation, and may not vote or speak on behalf of another Member Association or Affiliated Organisation. Members of the Management Committee shall not be permitted to represent in any capacity whatsoever either a Member Association or Affiliated Organisation. A delegate shall, if so required, produce to the Management Committee evidence sufficient to satisfy that Committee that he/she is the properly appointed delegate of the Member Association he/she claims to represent.

- 144 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 Chairman of the Meeting shall have the power to refuse any amendment which substantially alters the intention of the motion.

CESSATION OF MEMBERSHIP

- 145 A Member wishing to retire from the WSF must give notice in writing to be received by the WSF not later than three calendar 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 will be held liable for the subscription for the current calendar year.
- 146 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 subscriptions during the period of suspension and may re-admitted to Membership by the Management Committee 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 team championships.
- 147 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:
- (a) 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
 - (b) in the case of an Associate Member, a Regional Federation, and Honorary Member or an Affiliated Organisation, the WSF shall redeem the Redeemable Share held by that member in accordance with the Act and with these Articles.
- 148 A former member whose rights have been revoked or terminated in accordance with Article 147 shall notwithstanding be entitled to apply for membership of the WSF in accordance with these Articles.
- 149 Any Member whose continued membership, in the opinion of the WSF, damages the international standing of Squash as a world sport, may be suspended or required to resign as a Member of the WSF, if a resolution to that effect shall have been carried by at least three-quarters 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 shall be reviewed at all 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 team championships. The suspended Member shall remain liable for payment of its subscription to the WSF, notwithstanding its suspension.
- 150 A Member which seriously and persistently fails to maintain the Principles and Objects 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 at least three-quarters 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 147.

DISPUTES

- 151 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 President of the International Olympic Committee.
- 152 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.
- 153 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 Director of WSF Disciplinary & Appeals Committee or his/her nominee and two other members of the Committee to be nominated by the Director. 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:

Dated the day of 1996

WITNESS to the above Signatures: