

Badminton North Harbour

Constitution



RULES OF BADMINTON NORTH HARBOUR (INC)

1.0 DESCRIPTION

1.1 NAME

The name of the Society shall be BADMINTON NORTH HARBOUR (INCORPORATED) (hereinafter called 'the Association').

1.2 REGISTERED OFFICE

The Registered Office of the Association shall be at the Badminton North Harbour Centre, Becroft Park, Bond Crescent, Forrest Hill or at such other address as the Board may from time to time appoint. Due notice of every change of registered office shall be given to the Registrar.

1.3 COMMON SEAL

The Common Seal shall be kept in the custody of the Honorary Solicitor of the Association and shall be affixed to the documents and witnessed by any TWO (2) members of the Board after authorisation of the Board.

1.4 COLOURS

The colours of the Association shall be a combination of white, cardinal red (maroon) and black.

2.0 OBJECTIVES

2.1 The objective of the Association is:

To provide and develop affordable opportunities and quality facilities for players and supporters to participate and enjoy the sport of amateur badminton.

2.2 FUNCTIONS

In order to satisfy the objective the Association will:

- a) Be a member of the New Zealand Badminton Federation (Inc.)
- b) Foster, encourage and promote the sport of amateur badminton within the Association's boundaries as determined from time to time by the New Zealand Badminton Federation (Inc.)
- c) Acquire and dispose of, take on lease and give on lease or exchange or hire any real or personal property for any of the above purposes and to borrow and raise money upon mortgage or other security of any such property and to deal with such property as may be considered necessary or expedient.
- d) Organise, conduct, assist in organising and conducting badminton games, fixtures, competitions and tournaments.
- e) Provide courts, shuttles, nets and other facilities and equipment to further the interest of badminton.
- f) Control and improve the standard of play of badminton.
- g) Promote friendly relationships among the clubs, schools and other groups in the Associations area and foster goodwill among all badminton clubs, associations and other organisations associated with badminton.
- h) Consider, arbitrate, determine and settle any matter or dispute between clubs/groups registered to the Association.
- i) Do all such things as are incidental to or conclusive to the attainment of the above and as the Association is empowered by the Incorporated Societies Act 1902 and by amendment in substitution therefor.

3.0 MEMBERSHIP

3.1 NEW CLUBS/GROUPS

Any new club/group within the Association boundaries, the principal objective of which is the promotion of the game of badminton and which has at least twenty playing members, may apply in writing to become registered with the Association and if such application is accepted by resolution of a meeting of the Board such club/group shall become registered with the Association.

EXISTING CLUBS/GROUPS

On an annual basis the Office Holders of any club/groups shall when making application for re-registration submit the name and address of both the club/group and the Office Holders of such club/group at least seven (7) days before the Board meeting next following the application for re-registration and by 30th March or such date required by the Association and within twenty-one (21) days of request.

All clubs/ groups shall submit to the Association a list of members and addresses of such members by 30th March each year.

3.2 MEMBERS

The membership of the Association shall consist of the following:

- a) Life Members – refer 3.4
- b) Honorary Members – refer 3.3
- c) Every member of a registered club/group within the boundaries of the Association for whom an Affiliation fee has been paid to the Association.
- d) Officers of the Association and any member of the Board who are not members pursuant to clauses (a), (b), and (c) hereof.

3.3 HONORARY MEMBER

Any person, business, organisation, sports or cultural organisation or other association of persons acceptable to the Board may become Honorary members of the Association with the annual approval of and by resolution of the Board. Any Honorary member shall be entitled to attend General Meetings of the Association and take an active part in the Association's programme but do not have the power to vote. In all other respects Honorary Members shall be deemed to be affiliated members of the Association and shall have rights thereof.

3.4 LIFE MEMBERS

Any person, who through special service to the Association or through other special qualifications may be elected as a life member at any Meeting of the Board of the Association. Written nominations must be proposed and seconded for such election by two Officers of the Association

Such proposing parties must be members of different clubs affiliated to the Association. Such proposal shall be forwarded to the Board of the Association, and the appointment (or otherwise) shall be determined by a vote of the Board, whereby the appointment shall require a majority of no less than 75% of the Board.

Life members shall be entitled to free entry to any tournament conducted by the Association.

Life Members shall be deemed to be affiliated members of the Association and shall have all the rights thereof and will have the power to vote at all General Meetings.

3.5 TERMINATION OF MEMBERSHIP

Any person shall cease to be a member of the Association:

- a) By resignation in writing to the Association.
- b) If their affiliation dues have not been paid by the date required by the Board.
- c) If by resolution of the Board and/or the Judicial Committee, he or she is expelled from the Association.
- d) By those persons who are members pursuant to Clause 3.2(d) hereof ceasing to be an Officer of the Association or member of the Board.

4.0 ORGANISATION

4.1 STRUCTURE

The Association shall consist of:

- all members as pursuant to Clause 3.2
- Appointed Staff

4.2 OFFICERS

The Officers of the Association shall consist of:

- a) The President
- b) The Vice President
- c) The members of the Board

4.3 BOARD OF BADMINTON NORTH HARBOUR

The Board shall consist of seven (7) persons as follows:

- a) The President
- b) Six (6) members elected in accordance with Clause 6.1 (c) (2) (bb). If at any time a vacancy occurs, the Board shall have the power to appoint a person to fill such vacancy until the next Annual General Meeting.

The Board Chairman will be elected, by the Board Members, at the first Board Meeting, after the Annual General Meeting in each year.

In the case of any retirement amongst Board Members elected in the previous year that vacancy shall also be filled for the remainder of the current term. Retiring members, or members whose term has expired, may stand for re-election.

4.4 THE JUDICIAL COMMITTEE

From time to time a Judicial Committee may be appointed. The Judicial Committee shall consider matters referred to it by the Board pursuant to the By-laws of the Association.

The Judicial Committee shall consist of:

- a) One of - The President, Board Chairman or Vice-President.
- b) Two persons appointed by the Board.

4.5 APPOINTED STAFF

- a) Executive Director – will be appointed by the Board
- b) All other staff shall be appointed by the Executive Director, these appointments must be ratified by the Board.

5.0 POWERS AND DUTIES

5.1 THE PRESIDENT AND VICE PRESIDENT

- a) The President and Vice President shall ensure that the activities of the Association are conducted in accordance with these Rules.
- b) The President shall, if present, preside at all Annual General and Special General meetings of the Association.
- c) In the absence of the President, the Vice-President shall, if present, preside, at all Annual General and Special General Meetings of the Association. In the absence of the President and Vice President_at an Annual General and Special General Meeting of the Association those present at such meeting shall elect by a simple majority a chairperson from those present_.
- d) The President and Vice President shall have the right to attend and speak at any meeting of the Association including all committees and sub-committees. He/She shall have the power to vote at all Annual General and Special General Meetings of the Association.
- e) At the absence of the President at a Board Meeting the Vice President shall assume the role of the President and is accorded the Presidents voting right.

5.2 BOARD OF BADMINTON NORTH HARBOUR

- a) The Board shall meet at any such time and place as the Chairperson thereof may appoint or at the request of TWO (2) members of the Board
- b) The Board shall:
 - i. Establish and determine policy for the development and control of badminton at all levels within the Association.
 - ii. Administer the policies of the Association and oversee the management of the affairs of the Association.
 - iii. Have the power to appoint sub-committees and receive and deal with their reports.
 - iv. Commence or terminate and determine the terms and conditions of employment of the Executive Director.

- v. Oversee the financial management of the Association which includes expenditure and income involved in promoting the objectives of the Association
- vi. Accept or decline the application of any badminton club/group applying to be registered with the Association.
- vii. Reprimand, suspend, impose a penalty upon, expel, cancel, accept the resignation of any affiliated member who or registered club which has refused to obey or been guilty of offending against the Rules or By-Laws of the Association or whose conduct in the opinion of the Board has not been in the best interests of the Association. Any member, club/group affected by such decision may appeal against such decision to the New Zealand Badminton Federation (Inc) in accordance with the rules of that body. Such appeal shall be made through the Association. Pending decision of any such appeal all penalties shall remain in effect.
- viii. Each year present a consolidated report of activities and financial situation of the Association for presentation to the Annual General Meeting. Present a business plan and budget for discussion at the Annual General Meeting.
- ix. Appoint Honorary Members of the Association as provided by these Rules.
- x. Make, alter or rescind By-Laws of the Association
- xi. Settle any question which may arise and which is not specifically provided for in the Rules or By-Laws.
- xii. Have the power to call a Special Meeting of the Association.
- xiii. Do all things necessary to fulfil the objective of the Association within the scope of the preceding subclauses of this paragraph.
- xiv. Ensure all money due to the Association is accounted for and banked to the credit of the Association in such account(s) as shall be determined by the Board.
- xv. Ensure proper accounts of all income and expenditure are kept and to prepare the consolidated Income and Expenditure Account and Balance Sheet.
- xvi. Have the Income and Expenditure Account and Balance Sheet of the Association audited or audit reviewed, annually, prior to the Annual General Meeting

- xvii. Supply annually to the Registrar of Incorporated Societies a current Annual Report and Financial Statements as required by the Incorporated Societies Act.
- a) Any member of the Board absent from two consecutive meetings of the Board without leave first having been obtained or an apology accepted by the Board unless the Board determines otherwise (in its sole discretion) shall cease to be a member thereof. Leave of absence must be obtained in cases of absence for two or more consecutive meetings.
- b) A resolution of the Board, either:
 - in writing, signed by the majority of the Board members for the time being entitled to receive notice of a meeting of the Board, or:
 - transmitted to all Board members for the time being entitled to receive notice of a meeting of the Board, and approved, in writing or electronically, by a majority of such Board members
- c) shall be valid and effectual as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several documents/electronic transmissions in like form, each signed/approved by one or more Board members.

6.0 MEETINGS

DEFINITIONS

Annual General Meetings:	Annual Meeting of the Association pursuant to Clause 6.1
Special General Meetings:	Meetings of the Association pursuant to Clause 6.2
Board Meetings:	Meeting of the Board of the Association
General Meetings:	All Meetings of the Association

6.1 ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall be held at such time and place as the Board shall decide. The Meeting shall be held not more than 90 days after the end of the financial year of the Association.
- b) Written notice of the Annual General Meeting shall be given to Officers of the Association, Honorary and Life Members of the Association and secretaries/administrators of registered clubs/groups at least fourteen (14) days prior to such meeting, such notice specifying the place, date, time and business of such meeting.
- c) The business of the Annual General Meeting shall be:-
 - i. To receive the Annual Report and Income and Expenditure Account and Balance Sheet.
 - ii. To elect:
 - a) The President and Vice President.
 - b) Six (6) members of the Board.

At the first Annual General Meeting of the Association after the adoption of this constitution, three (3) persons shall be elected to be members of the Board for one (1) year, and three (3) persons shall be elected to be members of the Board for two (2) years.

Thereafter an election shall take place to appoint three (3) persons as members of the Board for a term of two (2) years, to occupy the positions vacated by three members whose terms expire at such Annual General Meeting.
 - c) An Honorary Solicitor
 - iii. To consider the plans of the Board.
 - iv. To set the subscription payable by members in respect of affiliation to the Association for the ensuing year.
 - v. To transact any other business that may be lawfully brought forward.

6.2 SPECIAL GENERAL MEETING

A Special General Meeting may be called at any time by the Board or by any two registered clubs/groups submitting in writing to the Association, specifying the purpose of the proposed meeting. Seven days notice of the

Special General Meeting shall be given by advertisement in a newspaper circulating within the boundaries of the Association and by written notice to the Officers of the Association, Honorary and Life Members of the Association, and to the Secretaries/Administrators of all registered clubs/groups. Such notice shall specify the business to be transacted thereat.

6.3 BOARD MEETINGS

Any person is entitled to attend a Board Meeting. Only members of the Board shall have speaking and voting rights at Board Meetings. If the Board conducts business 'In-committee' then all persons, other than Board Members, must leave the Meeting.

6.4 NOMINATIONS

- a) Nominations in all cases for elected positions shall be notified in writing to the Association no less than TWENTY-ONE (21) days prior to the meeting at which such elections shall take place. Nominations may be made by the Board or by any registered club/group.
- b) The Association shall send notice of such nominations in writing to Honorary Members, Life Members, the Officers of the Association and (the secretaries/administrators of all registered clubs/groups no less than FOURTEEN (14) days prior to the date of such meeting.
- c) If less than the required number of nominations are received pursuant to Clause 6.4 (a) hereof for any such position(s) than those so nominated shall be deemed to be duly elected at the Annual General Meeting. Further nominations may be called from the floor at the Annual General Meeting for the remaining position(s). Any nomination from the floor must be confirmed by the nominee prior to voting. If necessary a vote shall be put for those remaining positions.

6.5 DELEGATES

- a) At every General Meeting of the Association every registered club/group of the Association shall be entitled to be represented by one delegate for every TWENTY (20) affiliated Senior members or part thereof PROVIDED THAT no club/group shall in any event be entitled to have more than FIVE (5) delegates. Written notice of each delegate appointed must be lodged with the Association before the

commencement of each General Meeting. No delegate may represent more than one club/group.

- b) Each member of the Board shall be entitled to exercise one vote at each General Meeting and may also be recognised as a delegate and vote accordingly.
- c) No proxy votes will be recognised by the Chair.

6.6 QUORUM

TEN (10) persons entitled to be present and vote, at a General Meeting shall constitute a quorum. FOUR (4) members of the Board shall form a quorum at meetings of the Board. At any meeting except a General Meeting where there is not a quorum, those present shall form an emergency committee to deal with urgent business PROVIDED THAT any business so dealt with will be subject to ratification at the next appropriate meeting.

6.7 VOTING

- a) All questions except as provided in paragraph 8.2 hereof before a General Meeting of the Association or the Board or any sub-committee shall be determined by a simple majority of the votes of the persons present and entitled to vote.
- b) Voting may be by voices or a show of hands or, if called for, by ballot.
- c) The Chairperson at any such meeting shall have a casting vote when there is an equality of votes in addition to their individual vote.
- d) All members of the Association are entitled to attend General Meetings and speak but only delegates present shall be entitled to vote at the meeting.

7.0 FINANCIAL

7.1 FINANCIAL YEAR

The financial year of the Association shall commence on the 1st day of October and close on the last day of September (both inclusive) in each and every year.

7.2 FEES

Each member affiliating with the Association shall pay an annual affiliation fee fixed at the Annual General Meeting of the Association. Such fees shall be paid to their registered club/group to be forwarded to the Association to confirm affiliation.

7.3 FUNDS

- a) All monies received shall be placed to the credit of the Association in such account(s) as shall be determined by the Board and may be drawn on by cheques signed by TWO (2) of the members of the Association as are nominated by the Board.
- b) The funds of the Association may be invested by the Board in any investments authorised by law for the Trust Funds.
- c) **Personal Benefit**
Notwithstanding anything expressed or implied in these rules, the activities of the Association shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.
- d) **Payments to Members**
No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value.)

7.4 BORROWING POWERS

The Association shall have the power to borrow or raise money by way of overdraft or otherwise and either with or without security and to secure payment of any money borrowed or owing by the Association by mortgage on the Associations property and to execute and issue mortgage, bonds or debentures, promissory notes or other instruments for securing the same (with or without charge) on all or part of the Associations property and upon such terms as to priority and otherwise as the Board may from time to time think fit and so that any security may either be given or to secure the payment of a sum certain on day or to secure payment of the balance of the account

current from time to time existing between the Association and the holder of such security. The borrowing powers may be exercised from time to time by the Board.

8.0 GENERAL

8.1 INTERPRETATION

Any question arising as to the interpretation of these Rules or By-Laws or any questions arising on any subject within the scope of the Associations object and not otherwise provided for may be decided by the Board provided that a right of appeal shall lie to the New Zealand Badminton Federation (Inc).

8.2 ALTERATION TO RULES

- a) Any of the Rules of the Association may be altered, added or rescinded at any Annual General Meeting or Special General Meeting. A proposal for such alteration, addition or rescission may be made by the Board or by any two clubs/groups registered to the Association by submitting such proposed alteration, addition, or rescission in writing to the Association not less than THIRTY (30) days before the date of such meeting. Notice of such meeting shall contain particulars of the alteration, addition or rescission to be proposed and shall be decided by a vote of 2/3 majority of those present and entitled to vote at such meeting. The meeting may alter or amend by such majority any proposal contained in such notice.
- b) No addition to, or alteration or deletion of the amateur sports objectives, Personal Benefit clause, Payments to Members clause or the Winding Up clause shall be made without the approval of the Inland Revenue Department (or its statutory successor in the approval of amateur sports promoters.) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

8.3 CALL OR LEVY

If the funds of the Association are not sufficient to cover any loss incurred by

the Association in carrying out its objective the Association may levy registered clubs/groups to make up such loss and such loss shall be borne by registered clubs/groups in proportion to the number of senior affiliated members of each club as compared with the total number of affiliated members of the Association.

8.4 WINDING UP

In the event of winding up of the Association which shall be in the accordance with the provisions of the Incorporated Societies Act 1908 or any amendment or re-enactment thereof the funds, property or other assets of the Association after satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Association but shall be transferred or handed over to some other Association, club or institution having objectives similar to those of the Association to be determined by the members of the Association at or before the time of winding up and in default thereof as may be directed upon application to the High Court of New Zealand in that behalf.

8.5 MATTERS NOT PROVIDED FOR

In the event of any question arising that is not provided for in these rules the question shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Board.