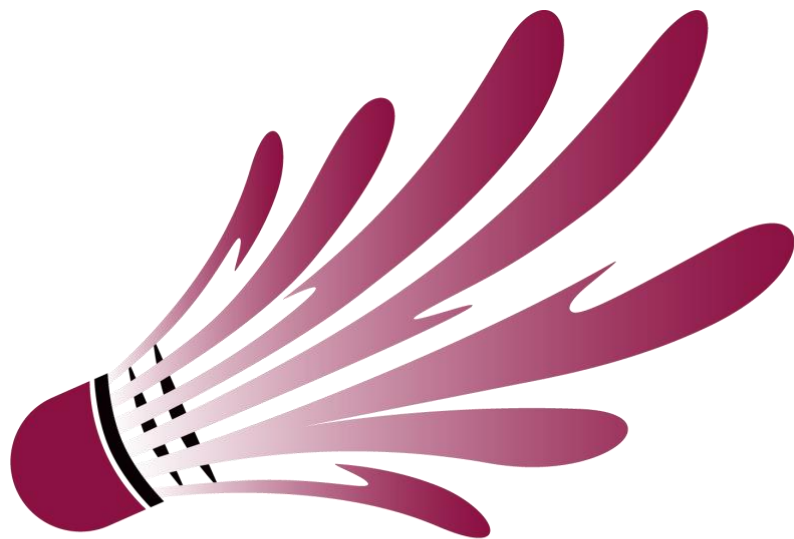


Badminton  
North Harbour

# Constitution



**BADMINTON**  
**NORTH HARBOUR**

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# Badminton North Harbour Incorporated Constitution

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## 1. INTRODUCTION

### 1.1 Name

The name of the society is Badminton North Harbour Incorporated (in this **Constitution** referred to as the '**Association**').

### 1.2 Charitable status

The **Association** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- '**Act**' means the Incorporated Societies **Act** 2022 or any **Act** which replaces it (including amendments to it from time to time), and any regulations made under the **Act** or under any **Act** which replaces it.
- '**Annual General Meeting**' means a meeting of the **Members** of the **Association** held once per year which, among other things, will receive and consider reports on the **Association**'s Activities and finances.
- '**Appointed Staff**' means the Chief Executive and all other staff employed by the **Association**
- **Badminton North Harbour** is associated to Badminton New Zealand Incorporated. If the term Federation appears in this constitution it shall refer to Badminton New Zealand or its successor.
- '**Board**' means the **Association**'s governing body.
- '**Boundaries**' means the area determined by the Board from time to time, which (as at the date of adoption of this Constitution, is confined within the boundaries set by the Auckland Harbour bridge to the South, the east coast of the North Island to the East, the northern border to of town of Warkworth to the North, and the upper Auckland Harbour to the West (see attached plan).
- '**Chairperson**' is the **Officer** responsible for chairing **Board** meetings, and who provides leadership for the **Association**. '**Chairperson**' is elected by the Board to chair the Board. Such election shall take place annually, at the first Board meeting held after the Annual General Meeting.
- '**Constitution**' means the rules set forth in this document.
- '**Chief Executive**' means the person appointed by the Board and employed by the **Association** to run the day-to-day operations of the **Association**.
- '**Financially Affiliated Club**' means a club which has met, and continues to meet, the criteria required to be an Affiliated Club in accordance with clause 2.2(a) hereof and which has paid all affiliation fees, subscriptions or other payments to the Association, by that Affiliated Club, at any particular time.



- **‘Financially Affiliated Member’** is a **Member** who has paid all affiliation fees, subscriptions or other payments payable to the **Association**, by that **Member**, at any particular time
- **‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the **Members** of the **Association**.
- **‘Honorary Solicitor’** means a lawyer nominated by the **Association** to act for it.
- **‘Interested Member’** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- **‘Interests Register’** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- **‘Matter’** means:
  - the **Association’s** performance of its activities or exercise of its powers; or
  - an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into by the **Association**.
- **‘Member’** means a person or group who has consented to becoming a **member** of any class of the **Association** as set forth in paragraph 2.2 and has been properly admitted to the **Association** who has not ceased to be a **Member** of the **Association**.
- **‘Notice’** to **Members** includes any notice given by email, post, or courier.
- **‘Officer’** means a natural person who is:
  - The President of the **Association**.
  - A member of the Board
- **‘Purpose’** means the purpose specified in clause 1.4(a) of this document.
- **‘Register of Members’** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- **‘Special General Meeting’** mean a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- **‘Working Days’** means as defined in the Legislation Act 2019. Examples of days that are Not Working **Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

#### 1.4 Purposes

- a. The primary purposes of the **Association** are to provide and develop affordable opportunities and quality facilities for players, supporters and community to participate and enjoy the sport of badminton.
- b. The **Association** must not operate for the purpose of, or with the effect of:
  - i. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
  - ii. having capital that is divided into shares or stock held by its **Members**; or
  - iii. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the **Association** or otherwise).



- c. But the **Association** will not operate for the financial gain of **Members** simply if the **Association**:
- i. engages in trade,
  - ii. pays a member for matters that are incidental to the purposes of the **Association**, and the Member is a not-for-profit entity,
  - iii. distributes funds to a member to further the purposes of the **Association**, and the Member:
    - is a not-for-profit entity, and
    - is affiliated or closely related to the **Association**, and
    - has the same, or substantially the same, purposes as those of the **Association**.
- i. reimburses a member for reasonable expenses as agreed legitimately incurred on behalf of the **Association** or while pursuing the **Association's** purposes.

The Board shall have the authority to consider applications for financial support from Affiliated Members who are participating in an event or tournament, either a domestic or foreign, and the Board may or may not, at its discretion, provide some level of support.

- ii. Distributes its surplus asset pursuant to clause 5.23 hereof or on removal of the Association from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act**
- iii. Receives grants or donations provided that those grants/donations are used for the Purpose

## 1.5 Functions

In order to satisfy the **Purposes** of this **Association** it will:

- a. Be a member of Badminton New Zealand Incorporated or its successor
- b. Foster, encourage and promote the sport of badminton within the **Association's** Boundaries as determined from time to time by the Board as above
- c. In order to satisfy the objectives of the **Association** it will:
  - i. be a member of the Badminton New Zealand Incorporated or its successor.
  - ii. foster, encourage and promote the sport of badminton within the **Boundaries** as determined from time to time by Badminton New Zealand Incorporated.
  - iii. 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.
  - iv. organise, conduct, assist in organising and conducting badminton games, fixtures, competitions and tournaments.
  - v. provide courts, shuttles, nets and other facilities and equipment to further the interest of badminton.
  - vi. control and improve the standard of play of badminton.



- i. promote friendly relationships among the clubs, schools and other groups in the **Association's** area and foster goodwill among all badminton clubs, **Association's** and other organisations associated with badminton.
- ii. consider, arbitrate, determine and settle any matter or dispute between clubs/groups registered to the **Association**.
- iii. do all such things as are incidental to or conclusive to the attainment of the above and as the **Association** is empowered by the **Act** and by amendment in substitution, therefore.

## 1.6 Act and Regulations

Nothing in this **Constitution** authorizes the **Association** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

## 1.7 Registered office

The registered office of the **Association** shall be at such place in New Zealand as the **Board** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- a. at least 5 working days before the change of address for the registered office is due to take effect, and
- b. in a form and as required by the **Act**.

## 1.8 Contact person

- a. The **Association** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- b. The Association's contact person(s) must be:
  - i. At least 18 years of age, and
  - ii. Ordinarily resident in New Zealand.
- c. A contact person shall be appointed by the **Board**
- d. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
  - i. a physical address or an electronic address, and
  - ii. a telephone number.
- e. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the **Association** becoming aware of the change.

## 1.9 Colours

The colours of the **Association** shall be as determined by the **Board** from time to time.



## 2. MEMBERS

### 2.1 Minimum number of members

The **Association** shall maintain the minimum number of **Members** required by the **Act**.

### 2.2 Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

#### a. Affiliated Club

An Affiliated Club is a group or club that has applied to the **Association** to be registered as an **Affiliated Club** of the **Association** and such application has been accepted by an ordinary resolution of the Board, and the group or club;

- i. has the principal objective of promotion of the game of Badminton;
- ii. has a minimum of twenty (20) affiliated playing members;
- iii. is within the Boundaries;
- iv. a Financially Affiliated Club shall have speaking and voting rights at an AGM, as set forth in this constitution; and
- v. which has not ceased to be a **Member**.

Any club operating within the Boundaries, the principal objective of which is the participation in the game of badminton and which has at least 20 members, may apply in writing to become an Affiliated Club of the **Association** and if such application is approved by resolution of a meeting of the **Board** such club or group shall become an Affiliated Club of the **Association**.

#### b. Affiliated Member

An Affiliated Member is a Member of an Affiliated Club, and the Affiliated Member has paid their club due and their affiliation fee. An Affiliated Member shall not have any speaking rights or voting rights at an AGM, Special General Meeting or **Board** Meeting of this **Association**. By joining an Affiliated Club an Affiliated Member consents to becoming a Member. A Member will only be considered to be an affiliated member of the club which pays to the **Association** an affiliation fee for that Member. In the event that a player plays for more than one club that Member will only be considered to be a member of the first club which pays such affiliation fee to the **Association**.

#### c. Community Member

A Community Member is an individual who plays badminton within the boundaries of this **Association**, or holds a Badminton North Harbour community account, is a student who plays at an **Association's** Badminton facility or is a coach who teaches at an **Association's** Badminton facility or is a casual play at an



**Association's** Badminton facility. A Community Member shall not have any speaking rights or voting rights at an AGM of this **Association**

**d. Life Member**

Any person honoured for special services to the **Association** or through special qualifications may be elected as a **Life Member** by a special resolution of the **Board**.

To be nominated for election as a Life Member, written nominations must be proposed and seconded by two **Officers** and sent to the **Board**. The proposing parties must be members of different Affiliation Members. A **Life Member** shall have all the rights and privileges of a **Member**, including voting rights at all **General Meetings**, and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.

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

By accepting Life Membership of the Association a Life Member consents to becoming a Member.

**e. Honorary Member**

An **Honorary Member** is any person, business, organisation, or other association of persons acceptable to the **Board**, that may be approved and elected as an **Honorary Member** by resolution of the **Board** passed by a simple majority of those present and voting. An **Honorary Member** is entitled to attend **General Meetings** but has no voting rights. In all other respects an **Honorary Member** shall be deemed to be an **Affiliated Member** of the **Association** and shall possess the same rights thereof.

By accepting Honorary Membership of the Association an Honorary Member consents to becoming a Member.

**f. Officers of the Association**

**Officers** of the Association and any member of the **Board** who are not members pursuant to clauses 2.4(a) to (d).

By accepting nomination as an Officer of the Association, an Officer consents to becoming a Member.

## **2.3 Becoming a member: consent**

Every applicant for membership, as an Affiliated Club pursuant to clause 2.2(f), must apply in writing to becoming an Affiliated Club and such an application shall be deemed to be the applicant's consent to become a member of the Association. However, the **Board** must approve such application at its sole discretion, as set forth in paragraph 2.4 (b).



## 2.4 Becoming a member: process

An applicant for membership pursuant to clauses 2.2 (a) – (e) must complete and sign an application form, supply any information, or attend an interview as may be reasonably required by the **Board** regarding an application for membership and will become an Affiliated Club on acceptance of that application by the **Board**.

- b. The **Board** may accept or decline an application for membership at its sole discretion. The **Board** must advise the applicant of its decision.
- c. The signed written application of every **Club** to become an **Affiliated Club** shall be retained in the **Association's** membership records.

## 2.5 Affiliated Club's obligations and rights

- a. Every **Affiliated Club** pursuant to clauses 2.2 (a) – (e) shall provide the **Association** in writing with its **Affiliated Member's** names and contact details (namely, physical or email address, ethnicity, year of birth and a contact phone number) and promptly advise the **Association** in writing of any changes to those details.
- b. All **Members** shall promote the interests and purposes of the **Association** and shall do nothing to bring the **Association** into disrepute.
- c. An Affiliated Club pursuant to clauses 2.2 (a) – (e) is entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Association's** premises, facilities, equipment and other property, and participating in **Association** activities) but only if all subscriptions and any other fees payable by that Member have been paid to the **Association** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Association** by reason only of being a **Member**.
- d. The **Board** may decide, at its sole discretion, what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Association**, and to participate in **Association** activities, including any conditions of and fees for such access, use or involvement.

## 2.6 Subscriptions and fees

- a. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of the **Annual General Meeting**.
- b. The Association shall establish its invoice terms, which can be modified as the Association deems appropriate. An Affiliated Club will be invoiced periodically to pay the annual subscription fees (including any periodic payment), or any levy, charges for court hiring, etc. Affiliated clubs or Member must pay any invoice in accordance with the invoice terms. If an Affiliated Club fails to pay any invoice within the time specified by the invoice terms it shall be considered an unfinancial Affiliated Club and it shall (without being released from the obligation of payment) have no membership rights and it shall not be entitled to participate in any **Association** activity or to access or use the **Association's** premises, facilities,



equipment and other property until all the arrears are paid. If such arrears are not paid within 3 calendar months of the due date for payment of the subscription, any other fees, or levy the **Board** may terminate the **Affiliated Club's** membership (without being required to give prior notice to that **Affiliated Club**).

## 2.7 Ceasing to be a member

**Member** ceases to be a Member:

- a. In the case of an Affiliated Club, by resignation from that **Affiliated Club's** class of membership by written notice signed by that **Affiliated Club** to the **Association**, or
- b. In the case of an Affiliated Club, on termination of an Affiliated Club's membership following a dispute resolution process under this Constitution, or
- c. In the case of an Affiliated Member, a Community Member, a Life Member or an Honorary Member, on death or
- d. if a person who is a member pursuant to clause 2.4(e), ceases to be an Officer or **Board** Member, or
- e. by resolution of the **Board** where:
  - i. The **Member (including an Affiliated Club)** has failed to pay a subscription, levy or other amount due to the **Association** by the end of succeeding month after the month they were invoiced.
  - ii. In the opinion of the **Board** the **Member** has brought the **Association** into disrepute.

with effect from (as applicable):

- f. the date of receipt of the **Member's** notice of resignation by the **Board** (or any subsequent date stated in the notice of resignation), or
- g. the date of termination of the **Member's** membership under this **Constitution**, or in the case of an Affiliated Club, upon of the date of the **Affiliated Club's** liquidation, dissolution or deregistration, or if a partnership from the date of its dissolution, or
- h. the date the resignation as an Office or **Board** Member is effective from, or
- i. the date specified in a resolution of the **Board** and when a **Affiliated Club's** membership has been terminated the **Board** shall promptly notify the former **Affiliated Club** in writing of such termination.

## 2.8 Obligations once membership has ceased

A Member (including an **Affiliated Club**) who has ceased to be a Member under this **Constitution**—

- a. In the case of an Affiliated Club, remains liable to pay all subscriptions and other fees to the **Association's** next balance date, Refer to 2.7 e 1
- b. shall cease to hold themselves out as a **Member** of the **Association**,



- c. shall return to the **Association** all material provided to **the Member** by the **Association** (including any membership certificate, badges, handbooks and manuals), and
- d. shall cease to be entitled to any of the rights of **a Member**.

## **2.9 Becoming a member again**

- a. Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.
- b. But, if a former membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Board**.

## **General meetings**

### **2.10 Procedures for all general meetings**

- a. The **Board** shall give all **Affiliated Clubs** 4 weeks written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- b. That **Notice** will be addressed to the **Affiliated Club** at the contact address notified to the **Association** and recorded in the **Association's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Affiliated Club** do not receive the **Notice** of the **General Meeting**.
- c. Only delegates of **Financially Affiliated Clubs** and **Life Members** may speak and vote at **General Meetings**—
  - i. in person, or
  - ii. by a signed written proxy (including a proxy received by the Association by email in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Board** before the commencement of the General Meeting, or
  - iii. through the authorised representative of a body corporate, as notified to the **Board**,
  - iv. a Financially Affiliated Club may speak and vote at a General Meeting through a delegate for that Affiliated Club. Each Affiliated Club shall be entitled to have one delegate for every twenty members of the Affiliated Club. However, no Affiliated Club shall have more than five delegates representing that Affiliated Club, and
  - v. a delegate must be an Affiliated Member of the **Financially Affiliated Club**.
- d. No General **Meeting** may be held unless at least one-third (1/3) of the eligible **Financially Affiliated Clubs** are in attendance, and this will constitute a quorum.
- e. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Financially Affiliate Clubs** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Association**, and if at such adjourned



meeting a quorum is not present those **Financially Affiliated Clubs** present in person or by proxy shall be deemed to constitute a sufficient quorum.

- f. A Financially Affiliated Club is entitled to exercise one vote per delegate, as set forth in paragraph 2.10 (c) (iv) herein, on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson of the General Meeting or of 2 or more **Financially Affiliated Clubs** present, by secret ballot.
- g. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those Financial Members in attendance in person or by proxy, entitled to vote and voting at a **General Meeting** or voting by remote ballot.
- h. Any decisions made when a quorum is not present are not valid.
- i. The **Association** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than two-thirds (2/3) percent of the **Financially Affiliated Clubs** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Financially Affiliated Clubs**. **Financially Affiliated Clubs** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).
- j. At the **Board's** discretion, **General Meetings** may be held at one or more venues by **Financially Affiliated Clubs** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Financially Affiliated Clubs** a reasonable opportunity to participate. Under this circumstance, the **Board**, at its discretion, can permit electronic voting and proxy voting.
- k. All **General Meetings** shall be chaired by the **President**. If the **President** is absent, a person nominated by the President shall chair that meeting.
- l. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- m. Any person chairing a **General Meeting** may:
  - i. With the consent of a simple majority of **Financially Affiliated Clubs** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
  - ii. The person chairing a **General Meeting** may direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the person chairing the meeting be removed from the **General Meeting**.



- iii. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- n. The **Board** may propose motions for the **Association** to vote on (**Board Motions**), which shall be notified to **Financially Affiliated Clubs** with the notice of the **General Meeting**.
- o. Any **Financially Affiliated Clubs** may request that a motion be voted on (**Financially Affiliated Clubs Motion**) at a **General Meeting**, by giving notice to the **Board** at least 10 **Working Days** before that meeting. Such Member may also provide information in support of the motion (**Member's Information**). If notice of the motion is given to the **Board** before written **Notice** of the **General Meeting** is given to **Financially Affiliated Clubs**, notice of the motion shall be provided to **Financially Affiliated Clubs** with the written **Notice** of the **General Meeting**.
- p. Under special circumstances, as determined by the **Board**, a **Special General Meeting** or **General Meeting** may be held by using any real-time audio, audio and visual, electronic communication such as Zoom or Teams. Under this circumstance, the **Board**, at its discretion, can permit electronic voting and proxy voting.

## 2.11 Minutes

The Association must keep minutes of all General Meetings.

## 2.12 Annual General Meetings: when they will be held

- a. An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Board** and consistent with any requirements in the **Act**, and the Constitution relating to the procedure to be followed at **General Meetings** shall apply.
- b. The **Annual General Meeting** must be held no later than the earlier of the following:
  - i. 6 months after the balance date of the **Association**
  - ii. 15 months after the previous annual meeting.

## 2.13 Annual General Meetings: business

- a. The business of an **Annual General Meeting** shall be to:
  - i. confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
  - ii. adopt the annual report on the operations and affairs of the **Association**,
  - iii. adopt the **Board's** report on the finances of the **Association**, and the annual financial statements,
  - iv. appoint the **Officers** (see section 6),
  - v. set any subscriptions for the current financial year,
  - vi. consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
  - vii. consider any general business.



- b. The **Board** must, at each **Annual General Meeting**, present the following information:
  - i. an annual report on the operation and affairs of the **Association** during the most recently completed accounting period,
  - ii. the annual financial statements for that period, and
  - iii. the budget for the following year
  - iv. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## 2.14 Special General Meetings

- a. **Special General Meetings** may be called at any time by the **Board** by resolution.
- b. The **Board** must call a **Special General Meeting** if it receives a written request signed by or on behalf of at least 50 percent of the Financially Affiliated Clubs as at the date of the request.
- c. Any resolution or written request given under clause 3.14(b) must state the business that the **Special General Meeting** is to deal with.
- d. The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the **Meeting**.

## 3. BOARD

### 3.1 Board Composition

- a. The **Board** will consist of 7 **Officers**, being made up of:
  - i. The President, and
  - ii. Six (6) Members elected in accordance with clause 5.4.
- b. All of the **Officers** on the **Board** must be an Affiliated Member of an Affiliated Club as defined in paragraph 2.2(b) hereof.
- c. The **Board**, at its discretion, can create an Advisor **Board** or ask a person to be an advisor to the **Board**. They shall not be required to be Affiliated Members to an Affiliated Club.
- d. The **Board** may, at its discretion, appoint a maximum of two (2) Interns to participate in **Board** meetings. The purpose of the Interns is to create a pool of potential future **Board** members.
  - i. Interns shall have speaking rights at **Board** meetings, but they shall not have voting rights.
  - ii. Interns shall be appointed and serve for a financial year or a part thereof. At the end of the financial year their term shall expire but they can be reappointed at the first **Board** meeting of the new financial year.



- iii. Interns shall serve at the discretion of the **Board** and may be removed with or without cause as the **Board** shall decide.
- iv. Interns must be Affiliated Members.

### 3.2 Functions of the Board

From the end of each **Annual General Meeting** until the end of the next, the **Association** shall be managed by, or under the direction or supervision of, the **Board**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

### 3.3 Powers of the Board

- a. The **Board** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Association**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.
- b. The **Board** shall:
  - i. Establish and determine policies 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 **Chief Executive**.
  - v. Oversee the financial management of the **Association** which includes expenditure and income involved in the **Purpose** of the **Association**;
  - vi. Accept or decline any application of Membership;
  - vii. Reprimand, suspend, impose a penalty upon, expel, cancel, accept the resignation of any Member which has refused to obey or been guilty of offending against the **Constitution** 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 a decision may appeal against such a decision to the **Federation** in accordance with the rules of that body. Such an appeal shall be made through the **Association**. Pending decision of any such appeal all penalties shall remain in effect;
  - viii. Appoint Life Members and Honorary Members of the **Association** as provided by this **Constitution**;
  - ix. Make, alter or rescind By-Laws of the **Association**;
  - x. Settle any question which may arise, and which is not specifically provided for in the **Constitution** or By-Laws;
  - xi. Have the power to call a **Special Meeting** of the **Association**;
  - xii. Do all things necessary to fulfil the **Purpose** of the **Association** within the scope of the preceding subclauses of this paragraph;
  - xiii. 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**;



- i. Ensure proper accounts of all income and expenditure are kept and to prepare the consolidated Income and Expenditure Account and Balance Sheet;
  - ii. Have the Income and Expenditure Account and Balance Sheet of the **Association** audited, or audit reviewed, annually, prior to the **Annual General Meeting**;
  - iii. Supply annually to the Registrar of Incorporated Societies a current Annual Report and Financial Statements as required by the **Act**.
- c. Any member of the **Board** absent from three (3) 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.
- d. A resolution of the **Board**, either:
- i. 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.
  - ii. 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

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.

- e. In the event a member of the **Board** dies, becomes incapacitated to the extent that they are unable to fulfill their duties as a Board member, resigns or no longer want to be on the **Board**, then the **Board** shall have the authority to temporarily fill the vacancy. The person so appointed shall have full speaking and voting rights at all **Board** meeting. Their term of office shall expire at the next General Meeting when the vacancy will be filled by vote of the **Financially Affiliated Clubs**.

### 3.4 Sub-Committees

- a. The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Association**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**—
- i. quorum of every sub-committee is half the members of the sub-committee but not less than 2,
  - ii. no sub-committee shall have power to co-opt additional members,
  - iii. a sub-committee must not commit the **Association** to any financial expenditure without express authority from the **Board**,
  - iv. a sub-committee shall have no power to bind the Association or the **Board** to any decision or recommendation of the sub-committee, and
  - v. a sub-committee must not further delegate any of its powers.

### 3.5 Judicial Committee



The **Board** may appoint a Judicial Committee consisting of:

- i. One of either the **President**, or the **Chairperson**, and
- ii. Two persons appointed by the **Board** (whether or not such appointees are **Members** of the **Association**).

### 3.6 General matters: Board

- a. The **Board** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** or sub-committee meeting.
- b. Other than as prescribed by the **Act** or this **Constitution**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.

## 4. BOARD MEETINGS

### 4.1 Procedure

- a. The quorum for **Board** meetings is four (4) members of the **Board**.
- b. A meeting of the **Board** may be held either:
  - i. by a number of the members of the **Board** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
  - ii. by means of audio, or audio and visual communication by which all members of the **Board** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- c. Any designated delegate of an **Affiliate Club** is entitled to attend a **Board** meeting provided however that only the **Board** shall have speaking and voting rights, and any non-**Board** member shall leave the meeting for matters to only be heard by the **Board**.
- d. A resolution of the **Board** is passed at any meeting of the **Board** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Board** shall have one vote.
- e. The members of the **Board** shall elect one of their number as chairperson of the **Board** ("**Chairperson**"). If at a meeting of the **Board**, the Chairperson is not present, the members of the **Board** present may choose one of their number to be chairperson of the meeting. The chairperson of any **Board** meeting does have a casting vote in the event of a tied vote on any resolution of the **Board**.
- f. Except as otherwise provided in this **Constitution**, the **Board** may regulate its own procedure.

### 4.2 Frequency



- a. The **Board** shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson**.
- b. The Chairperson or other **Board** member nominated by the **Board** shall give to all **Board** members not less than 5 **Working Days'** notice of **Board** meetings, but in cases of urgency a shorter period of notice shall suffice.

## 5. OFFICERS

### 5.1 Qualifications of Officers

- a. Every **Officer** must be a natural person who:
  - i. has consented in writing to be an officer of the **Association**, and
  - ii. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Association**.
- b. **Officers** must **not** be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Association**, namely **Officers** must not be—
  - i. a person who is under 16 years of age
  - ii. a person who is an undischarged bankrupt
  - iii. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
  - iv. a person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
  - v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
    - vi. an offence under subpart 6 of Part 4 of the **Act**
    - vii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
    - viii. an offence under section 143B of the Tax Administration Act 1994
    - ix. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
    - x. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
  - xi. a person subject to:
    - a banning order under subpart 7 of Part 4 of the **Act**, or
    - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
    - a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or



- a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- i. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

## 5.2 Officers' duties

At all times each **Officer**:

- a. shall act in good faith and in what he or she believes to be the best interests of the **Association**,
- b. must exercise all powers for a proper purpose,
- c. must not act, or agree to the **Association** acting, in a manner that contravenes the **Act** or this **Constitution**,
- d. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - i. the nature of the **Association**,
  - ii. the nature of the decision, and
  - iii. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
- e. must not agree to the activities of the **Association** being carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, or cause or allow the activities of the **Association** to be carried on in a manner likely to create a substantial risk of serious loss to the **Association** or to the **Association's** creditors, and
- f. must not agree to the **Association** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Association** will be able to perform the obligation when it is required to do so.

## 5.3 Election or appointment of Officers

The election of **Officers** shall be conducted as follows.

- a. **Officers** shall be elected during **the Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, or an inadequate number of nominations are received for the number **Officers** to be elected at an Annual general meeting, that vacancy(s) may be filled by resolution of the **Board** until the date upon which the term of the person(s) who vacated that office, or the term of the **Officer** which was not elected at the Annual General Meeting, would have expired (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer**



(as described in the 'Qualification of **Officers**' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

- b. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above) shall be received by the **Association** at least 21 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, no further nominations may be received from the floor at the **Annual General Meeting**.
- c. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Board** (excluding those in respect of whom the votes are tied).
- d. If required, two **Affiliated Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- e. The failure for any reason of any **Financially Affiliated Club** to receive such **Notice** of the general meeting shall not invalidate the election.
- f. In addition to **Officers** elected under the foregoing provisions of this rule, the **Board** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Board** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Association**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of **Officers**' rule above).

#### 5.4 Term

- a. The term of office for all **Officers** (including the President) elected to the **Board** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

#### 5.5 Removal of Officers

An **Officer** shall be removed as an **Officer** by resolution of the **Board** where in the opinion of a majority of the **Board**—

- a. The **Officer** elected to the **Board** has been absent from three (3) **Board** meetings without leave of absence from the **Board**
- b. The **Officer** has brought the **Association** into disrepute
- c. The **Board** passes a vote of no confidence in the **Officer**

with effect from (as applicable) the date specified in a resolution of the **Board** or **Association**.

#### 5.6 Ceasing to hold office



- a. An **Officer** ceases to hold office when they resign (by notice in writing to the **Board**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.
- b. Each **Officer** shall (if required by the **Board**) within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Board** all books, papers and other property of the **Association** held by such former **Officer**.

## 5.7 Conflicts of interest

- a. An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Association**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
  - i. to the **Board** and or sub-committee, and
  - ii. In an Interest Register kept by the **Board**.
- b. Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.
- c. An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**:
  - i. must not vote or take part in the decision of the **Board** and/or sub-committee relating to the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; and
  - ii. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Board** who are not interested in the **Matter** consent; but
  - iii. may take part in any discussion of the **Board** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Board** and/or sub-committee (unless the **Board** and/or sub-committee decides otherwise).
- d. However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
- e. Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- f. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Board** shall consider and determine the **Matter**.

## 6. RECORDS

### 6.1 Register of Members

- a. The **Association** shall keep an up-to-date Register of **Members**.



- b. For each current **Affiliated Member**, the information contained in the Register of Members shall include —
  - i. Their name, and
  - ii. The date on which they became an **Affiliated Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - iii. Their contact details, including a physical address and an email/electronic address
  - iv. Ethnicity
  - v. A contact telephone number.
  - vi. Year of Birth
  - vii. whether or not the **Member** is a **Financially Affiliated Member**.
- c. Every current **Member** shall promptly advise the **Association** of any change of the **Member's** contact details.
- d. The **Association** shall also exercise its best endeavours to keep a record of the former **Members** of the Association. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Association** will exercise its best endeavours to record:
  - i. The former **Member's** name, and
  - ii. The former **Member's** contact details
  - iii. The date the former **Member** ceased to be a **Member**.

## 6.2 Interests Register

The **Board** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

## 6.3 Access to information of Members

- a. A **Member** may at any time make a written request to the **Association** for information held by the **Association**.
- b. The request must specify the information sought in sufficient detail to enable the information to be identified.
- c. The **Association** must, within a reasonable time after receiving a request —
  - i. provide the information, or
  - ii. agree to provide the information within a specified period, or
  - iii. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Association** (which must be specified and explained) to meet the cost of providing the information, or
  - iv. refuse to provide the information, specifying the reasons for the refusal.
- d. Without limiting the reasons for which the **Association** may refuse to provide the information, the **Association** may refuse to provide the information if —
  - i. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or



- ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Association** or of any of its **Members**, or
  - iii. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Association**, or
  - iv. the information is not relevant to the operation or affairs of the Association, or
  - v. withholding the information is necessary to maintain legal professional privilege, or
  - vi. the disclosure of the information would, or would be likely to, breach an enactment, or
  - vii. the burden to the **Association** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
  - viii. the request for the information is frivolous or vexatious, or
  - ix. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- e. The Association will only disseminate information about a **Member** if that **Member** has provided their written consent to disclosure of such information or where required by law to do so.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 7. FINANCES

### 7.1 Control and management

- a. The funds and property of the **Association** shall be:
  - i. controlled, invested and disposed of by the **Board**, subject to this **Constitution**, and
  - ii. devoted solely to the promotion of the purposes of the **Association**.
- b. The **Board** shall maintain bank accounts in the name of the **Association**.
- c. All money received on account of the **Association** shall be banked no less frequently than weekly.
- d. The **Board** must ensure that there are kept at all times accounting records that—
  - i. correctly record the transactions of the **Association**, and
  - ii. allow the **Association** to produce financial statements that comply with the requirements of the **Act**, and
  - iii. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Association's Constitution**).
- e. The **Board** must establish and maintain a satisfactory system of control of the **Association's** accounting records.



- f. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Association**.

## 7.2 Balance date

The **Association**'s financial year shall commence on 1<sup>st</sup> January of each year and end on 31<sup>st</sup> December (the latter date being the **Association**'s balance date). The financial year immediately prior to the adoption of this constitution shall be deemed to have ended on the date immediately prior to the date of adoption of this constitution, and the financial year immediately following the date of adoption of this constitution shall end on the 31<sup>st</sup> of December of the year of adoption of this constitution.

## 8. DISPUTE RESOLUTION

### 8.1 Meanings of dispute and complaint

- a. A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.
- b. The disagreement or conflict may be between any of the following persons—
  - i. 2 or more **Members**
  - ii. 1 or more Members and the Association
  - iii. 1 or more **Members** and 1 or more **Officers**
  - iv. 2 or more **Officers**
  - v. 1 or more **Officers** and the Association
  - vi. 1 or more **Members** or **Officers** and the Association.
- c. The disagreement or conflict relates to any of the following allegations—
  - i. a **Member** or an Officer has engaged in misconduct
  - ii. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the **Act**
  - iii. the Association has breached, or is likely to breach, a duty under the Association's Constitution or bylaws or the **Act**
  - iv. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.
- d. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub Board) a notice in writing that—
  - i. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - ii. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - iii. sets out any other information or allegations reasonably required by the **Association**.
- e. The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—



- i. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - ii. sets out the allegation to which the dispute relates.
- f. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- g. A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.
- h. All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.
- i. The complainant raising a dispute, and the **Board**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## 8.2 How a complaint is made

- a. A **Member** or an **Officer** may make a complaint by giving to the **Board** (or a complaints sub Board) a notice in writing that—
  - i. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - ii. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - iii. sets out any other information reasonably required by the **Association**.
- b. The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that:
  - i. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
  - ii. sets out the allegation to which the dispute relates.
- c. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- d. A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

## 8.3 Person who makes complaint has right to be heard

- a. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b. If the **Association** makes a complaint—



- i. the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii. an **Officer** may exercise that right on behalf of the **Association**.
- c. Without limiting the manner in which the **Member, Officer, or Association** may be given the right to be heard, they must be taken to have been given the right if—
  - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iii. an oral hearing (if any) is held before the decision maker; and
  - iv. the **Member's, Officer's, or Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

#### 8.4 Person who is subject of complaint has right to be heard

- a. This clause applies if a complaint involves an allegation that a **Member, an Officer, or the Association** (the 'respondent')
  - i. has engaged in misconduct; or
  - ii. has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or this **Act**; or
  - iii. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- b. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c. If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.
- d. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iv. an oral hearing (if any) is held before the decision maker; and
  - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

#### 8.5 Investigating and determining dispute

- a. The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.



- b. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

### **8.6 Association may decide not to proceed further with complaint**

Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if:

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a **Member** or an **Officer** has engaged in material misconduct;
  - ii. that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or bylaws or the **Act**;
  - iii. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
- f. there has been an undue delay in making the complaint.

### **8.7 Association may refer complaint**

- a. The **Association** may refer a complaint to—
  - i. a subcommittee or an external person to investigate and report; or
  - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- b. The **Association** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

### **8.8 Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Board** or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

- a. impartial; or
- b. able to consider the matter without a predetermined view.

## **9. LIQUIDATION AND REMOVAL FROM THE REGISTER**



## 9.1 Resolving to put Association into liquidation

- a. The **Association** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- b. The **Board** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Association** into liquidation.
- c. The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- d. Any resolution to put the **Association** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

## 9.2 Resolving to apply for removal from the register

- a. The **Association** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- b. The **Board** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Association** from the Register of Incorporated Societies.
- c. The **Board** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- d. Any resolution to remove the **Association** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

## 9.3 Surplus Assets

- a. If the **Association** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- b. On the liquidation or removal from the Register of Incorporated Societies of the **Association**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in a badminton organization affiliated with the Federation whose primary purpose is the participation and promotion of the sport of badminton.
- c. However, in any resolution under this rule, the **Association** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Association** complies with this **Constitution** and the **Act** in all other respects.

## 10. ALTERATIONS TO THE CONSTITUTION

### 10.1 Amending this constitution

- a. All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.



- b. The **Association** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by no less than 66% of those **Members** present and voting.
- c. That amendment may be approved by a written resolution passed in lieu of a meeting but only if authorised by this **Constitution**.
- d. Any proposed written resolution to amend or replace this **Constitution** shall be signed by at least 66 per cent of eligible **Members** and given in writing to the **Board** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- e. At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered, the **Board** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Board** has.
- f. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

## **11. OTHER**

### **11.1 Bylaws**

The **Board** from time to time may make and amend bylaws, and policies for the conduct and control of **Association** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

