

**CONSTITUTION OF
BAY OF PLENTY BADMINTON ASSOCIATION
INCORPORATED**



MARCH 2021

Constitution of Bay of Plenty Badminton Association Incorporated

1 NAME

- a) The name of the incorporated society to which this constitution relates to is Bay of Plenty Badminton Association Incorporated (BOPBA).
- b) The registered office of BOPBA shall be at the place as determined by the Board.

2 DEFINITIONS AND INTERPRETATION

2.1 AGM means Annual General Meeting

Area means within the Bay of Plenty Region

Board means the Board of Directors of BOPBA.

Board Member means Members of the Board including Elected Board Members and Appointed Board Members.

BOPBA means Bay of Plenty Badminton Association Incorporated

BNZ means Badminton New Zealand Incorporated.

Chairperson means member of the board that has been elected Chairperson of the board (as per rule 20.1)

Club means a club described in Rule 6

Officers has the meaning given to that term in Rule 14.1

Constitution means this Constitution

General Manager means the General Manager of BOPBA.

General Meeting means AGM or SGM.

Member means a member described in Rule 8

Objectives mean the objectives of BOPBA described under Rule 3

Ordinary Resolution means a resolution passed by a majority of votes cast.

Patron means the person appointed as the Patron of BOPBA.

President means the President of BOPBA.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

3 OBJECTIVES

3.1 The objectives of BOPBA are:

- (a) To promote, develop and foster the sport of Badminton as an amateur sport for the advancement of health and wellbeing of the general public in the Area.
- (b) To promote opportunities and facilities to enable, assist and enhance participation, enjoyment and performance of Members in BOPBA's activities.
- (c) To promote, develop, stage and co-ordinate international, national, regional competitions, events and tournaments for all sport-related activities of BOPBA.
- (d) To develop and train players and officials (including umpires, coaches and administrators) and other personnel involved with Badminton in our Area.
- (e) To promote friendly relationships and also foster goodwill among all Members.
- (f) To promote health and safety of all participants in Badminton.
- (g) To encourage and promote Badminton as a sport to be played in a manner that upholds the principals of fair play and is free from performance enhancing drugs., control, administer and regulate Badminton tournaments, ties, and competitions within and outside of the Area.
- (h) Provide information, assistance and resources to its Members
- (i) To affiliate and co-operate with kindred and other organisations including the national body, Badminton New Zealand.

4 POWERS

4.1 BOPBA has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property or other rights, privileges and licenses;
- (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of BOPBA and grant such rights and privileges over such property as it considers appropriate;

- (d) Determine, raise and receive money by subscriptions, gifts or donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of BOPBA;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies, and procedures for the governance, management, and operation of BOPBA;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations, and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate the membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events, and programmes;
- (m) Select representative teams and squads to represent BOPBA;
- (n) Affiliate to the federation and/or any other association or organisation having within its objects the fostering, promoting or control of Badminton or sport;
- (o) Provide courts, shuttles, nets and other facilities and equipment to further interest in the sport of Badminton;
- (p) Delegate powers of BOPBA to any person(s), board, committee or sub-committee;
- (q) Purchase or otherwise acquire all or any part of the property, assets, and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the BOPBA, or with which the BOPBA is authorised to amalgamate or generally for any purpose designed to benefit the BOPBA;
- (r) Invest in the funds of BOPBA upon such investments as are authorised by law for the investment of trust funds or as are authorised by a General Meeting; and
- (s) Do any other acts or things that are incidental or conducive purposes of the

Objectives of BOPBA.

5 MEMBERS

- 5.1 The members of BOPBA shall be:
- (a) Clubs as detailed under Rule 6;
 - (b) Individual Members of BOPBA for whom membership fees have been paid to BOPBA;
 - (c) Life Members as detailed under Rule 9;
 - (d) The President;
 - (e) The Board Members' other than the President.
- 5.2 Employees of or contractors to BOPBA are not, under their status as such, Members (although they may be Members in any other capacity referred to in Rule 5.1).

6 CLUBS

- 6.1 Any Club within the Area whose principal objective is the promotion of the sport of Badminton that wishes to be a Member of BOPBA shall apply to the Board to be a Member. Such an application shall be determined by the Board.
- 6.2 Each Club shall, on request, provide to BOPBA a copy of its constitution and/or rules and/or guidelines and any proposed amendments to it. The Board may also require a Club to amend its constitution if it, or any proposed rule within it, is deemed to be inconsistent with/or in conflict with the Constitution or regulations, by-laws or policies of BOPBA.
- 6.3 Each Club shall maintain a register of its members in the format that has been determined by the Board itself. Each Club shall also provide its register of members, and all details contained within the register to BOPBA from time to time.
- 6.4 Each Club shall provide a copy of its annual finalised accounts to BOPBA annually.

7 APPLYING FOR CLUB MEMBERSHIP

- a) To be considered eligible for and to also retain Club Membership of BOPBA, a club must be able to:
- a) Have as its principal objective the promotion of the game of Badminton;

- b) Be located within the BOPBA Boundaries as determined from time to time by BOPBA; and
 - c) Be incorporated under the incorporated Societies Act 1908, and have a minimum of eight (8) members.
 - d) The Board reserves the right to review and assess all applications on a case by case basis regarding the variation to the minimum number of members, all members need to be registered to the BOPBA database providing their name, DOB and contact details.
 - e) Agree to the policies that have been determined by the BOPBA Board whereby additional information will be required to ensure that any Club that becomes affiliated with BOPBA will support positive outcomes and direction of Badminton in the Bay of Plenty.
- b) All applications for Club Membership shall also be made in writing and presented to the General Manager and must contain:
 - a) The name and address of the Club;
 - b) The name, address, e-mail address, and telephone number of the Club Secretary;
 - c) The name, address or e-mail address, and telephone number for each individual Club Member; and
 - d) A copy of the constitution of the Club itself if held.
 - c) Any application for Club Membership shall be considered at the next General Meeting of BOPBA which is at least one calendar month after the application was received by the General Manager and notified to the Board.
 - d) The BOPBA in General Meetings shall also have the sole discretion to decide to either grant or refuse Club Membership without needing to give reasons for that decision.
 - e) All Member Clubs must submit to the General Manager:
 - a) The details in Rule 7.2(a), (b) and also (c) as of the 1st May and by the 31st of May each year;
 - b) The contact details of their Secretary each time it is altered within ten (10) Business Working Days.

8 INDIVIDUAL MEMBERS

8.1 An Individual Member is:

- a) A person who is a member of a Club, or

- b) A person who is a member of a School Representative Team, or
- c) An Officer or other Appointed Personnel of BOPBA, or
- d) A person who is an officer of a Club, a School Team, or
- e) An individual who:
 - i. Plays or
 - ii. Umpires, referees or officiates, or
 - iii. Is a National Representative, or
 - iv. Coaches or manages a Player or Team competing in any Badminton game or Event held by or under the auspices of BNZ, an Association or a Club.

8.2 An individual in Rule 8.1 will become an Individual Member upon any of the following:

- a) Becoming a member of a Member Association and paying any membership or other fees due to that Member Association; or
- b) The individual's election or appointment as an Officer of a Member Association; or
- c) Paying any membership fee to BOPBA.

8.3 Honorary Member

- a) These are persons who are not members or have possibly been past members who have made a contribution to BOPBA; and
- b) Any other class the Board determines as necessary from time to time.

9 LIFE MEMBERS

9.1 Life Membership may be granted in recognition and appreciation of special service to BOPBA or through other special qualifications. Any person may be nominated for life membership of BOPBA but must be nominated in writing by two (2) Members of BOPBA. Such nomination must be made to the Board in writing, setting out the grounds for the nomination at least twenty-one (21) days before the Board Meeting. The Board must then determine, in its discretion whether the nomination should be granted at an AGM, but the granting of life membership must be approved by no less than seventy-five percent (75%) of the Board.

9.2 Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Committee. **Life Members have voting rights at AGM.**

10 MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 Members acknowledge and agree that:
- a) An application for membership must be in writing and in such format as may be required by the Board from time to time. All applications of membership will be determined by the Board or by such person(s), board, committee or sub- committee to which the Board has delegated that authority.
 - b) Members are bound by this Constitution and by the regulations, by-laws, policies, and procedures of BOPBA.
 - c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set out by the Board, including payment of any membership or other fees within a required time period.
 - d) The failure by a Member to comply with Rule 9.1(c) may result in the withdrawal of membership entitlements but shall not excuse such Member from being bound to this Constitution.
 - e) They are entitled to all rights, entitlements and privileges of membership conferred to in this Constitution.
 - f) With the exception of life membership, membership of BOPBA is annual. The membership requirements as set out in this Constitution and any regulations must be completed by each Member by the date as communicated by BOPBA each year in order to have their membership of BOPBA renewed.

11 RESIGNATION AND TERMINATION OF MEMBERSHIP

- 11.1 A Member may resign by notice in writing to the Board.
- 11.2 Membership may also be withdrawn, suspended or terminated by the Board if:
- a) A Member fails to pay their membership fees by the date it was required by the Board; or
 - b) By resolution of the Board; or
 - c) A Member fails to comply with this Constitution including codes of conduct or requirements set out in regulations, by-laws, policies or procedures of BOPBA, or if a Member acts in a manner which is considered by the Board to be harmful to BOPBA or inconsistent with the standards of behaviours expected of a Member.
- 11.3 A Member whose membership is withdrawn, suspended or terminated by the

Board may apply for the matter to be reviewed by such processes as may be specified in any regulations, by-laws, policies or procedures of BOPBA or in the absence of any relevant provisions then by a General Meeting. If the issue goes to the General Meeting, then the decision of the Board shall stand except to the extent it is varied or overturned by a Special Resolution passed at such a General Meeting.

12 MEMBERSHIP FEES

- 12.1 The Board shall annually determine:
 - 12.1.1 Any membership or other fees payable by each Member;
 - 12.1.2 The due date for such fees; and
 - 12.1.3 The manner for payment of such fees.

- 12.2 The Board may determine different levels of membership fees and other fees for different types of Members.

13 REGISTER OF MEMBERS

- 13.1 BOPBA shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member and any other details about each Member as agreed by that Member.

- 13.2 All Clubs shall provide written notice of any change to its details in Rule 13.1 and changes to the details of its individual members to BOPBA within thirty (30) days of the change taking place. All other Members shall provide written notice directly to BOPBA of any change to the details in Rule 13.1.

- 13.3 BOPBA and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

14 OFFICERS OF THE ORGANISATION

- 14.1 The Officers of BOPBA shall be:
 - 14.1.1 Patron;
 - 14.1.2 The President;

15 PATRON

- 15.1 The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

16 PRESIDENT

- 16.1 The President shall be elected annually at the AGM. He / She shall hold office for one (1) year until the conclusion of the following AGM. He / She may be re-elected for further terms of office, consecutive or otherwise.
- 16.2 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members.
- 16.3 The President shall have the right to attend and speak at all General Meetings and all committee and sub-committee meetings, and they shall have the power to vote at all General Meetings.

17 GENERAL MEETINGS

- 17.1 BOPBA must hold an AGM once every year at such time, date and place as the Board determines but not more than six (6) months after the end of the financial year.
- 17.2 Any other General Meetings shall be SGMs.
- 17.3 The Board must give Members at least thirty (30) days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 17.4 Not less than twenty-one (21) days before the date set for the AGM, proposed motions (including alterations to the Constitution), and other items of business must be received in writing by the General Manager from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members and President must be received not less than thirty (30) days before the date set for the AGM.
- 17.5 The following business shall be discussed at the AGM:
- a) The receipt from the Board of Annual Financial Statements of financial position and financial performance for the preceding financial year. If the financials have not been audited, the delegates of two (2) or more Clubs (as per Rule 16.17) may require that the statements of financial position and financial performance be audited, and in this event, the audited statements of financial position and financial performance shall be submitted to a Special General Meeting

convened for that purpose, such Special General Meeting to be convened as soon as practicable after the audit has been completed but in any event prior to the following AGM;

- b) The election of any vacancies arising in the positions of Elected Board Members;
 - c) The election of the President;
 - d) Presentation of the budget for the forthcoming year;
 - e) Approve an Auditor for the ensuing year if applicable
 - f) Any motion(s) proposing to alter the Constitution; and
 - g) Any other items of business that have been properly submitted for consideration at the AGM.
- h) An agenda containing the business to be discussed at an AGM (as set out in Rule 17.5) shall be sent by the General Manager to the Board and the Members no later than fourteen (14) days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by a unanimous agreement at the AGM.

Special General Meetings

- 17.6 The Board must call an SGM for any reason upon a written request from:
- a) The Board itself; and/or
 - b) Two (2) clubs.
- 17.7 The written request for an SGM must state the purpose for which the SGM is requested;
- 17.8 The SGM Must only deal with the business for which the SGM is requested.
- 17.9 The notice requirements for the SGM are twenty-one (21) days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes

- 17.10 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 17.11 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a) The President in his or her discretion determines that it is still appropriate

- for the meeting to proceed despite the irregularity, error or omission; and
- b) A motion to proceed is put to the meeting and a majority, of not less than two-thirds of votes cast, is obtained in favour of the motion to proceed.

Quorum

- 17.12 A quorum for a General Meeting is obtained by the presence of those member clubs who are entitled to exercise half of the voting rights in BOPBA.
- 17.13 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Committee and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 17.14 The President of BOPBA shall preside at the General Meeting. If the President is unavailable, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 17.15 All Members are eligible to be present and speak at a General Meeting.
 - a) Unless otherwise required by these rules:
 - a) An Ordinary Resolution shall be sufficient to pass a resolution;
 - b) Member Clubs shall have two (2) votes and shall be entitled to an additional vote per complete 5% of the total Bay of Plenty Census Population that resides in the respective census area at BOPBA's General Meetings;
 - c) Each individual board member present shall have one (1) vote;
 - d) Each individual life member present shall have one (1) vote;
 - e) Voting shall generally be conducted by voices or by show of hands as determined by the chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution;
 - f) Elections of officers at an AGM must be undertaken by secret ballot except where:
 - i. There are the same number of nominations as positions available; or
 - ii. There are insufficient nominations for officers and after calling for further nominations at the AGM there are still insufficient or the same number of nominations for positions available. Then those persons who have been nominated shall be declared elected.
 - g) Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
 - h) Proxy votes and postal votes are not permitted;

- i) In the event of equality of votes, the President (or nominated chairperson) shall have an additional or casting vote;
- j) In the event that a secret ballot is called, two scrutinisers must be appointed at the General Meeting to count the votes.

18 BOARD

Role of the Board

18.1 The Board is responsible for determining governance, strategies, policies and financial arrangements of and for BOPBA.

Membership of the Board

18.2 The Board shall comprise of:

- a) The President;
- b) Up to four (4) persons elected by the AGM under Rule 18.5 (Elected Board Members); and
- c) Up to three (3) persons appointed in accordance with Rule 18.6 (Appointed Board Members).

Ineligibility

18.3 A person seeking appointment, election or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of BOPBA, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- a) A person who is an employee of, or contractor of BOPBA.
- b) A person who is undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
- c) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served a sentence imposed on them.
- d) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
- e) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

18.4 If any of the circumstances listed in Rules 18.3(a) to 18.3(e) occur to a Board

Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 18.3(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

Terms of Office Elected Board Members

18.5 At the first AGM after the adoption of this Constitution two (2) persons shall be elected as Elected Board Members for a Term of Office of one (1) year, and up to two (2) persons shall be elected as Elected Board Members for a term of office of two (2) years. Thereafter, the term of office for all Elected Board Members shall be two (2) years, expiring on the conclusion of the relevant AGM. A Board Member may be re-elected to the Board for a further term of office, consecutive or otherwise. Prior to each AGM, the Board shall advise the General Manager of the schedule of rotation and the vacancies arising in Elected Board Member positions at the AGM.

Terms of Office Appointed Board Members

18.6 As soon as possible after the adoption of this Constitution, as per rule 18.7, two (2) persons shall be appointed as Appointed Board Members for a Term of Office, expiring on the date of the third AGM, after the adoption of this Constitution, and up to one (1) person shall be appointed as Appointed Board Member for a term of office, expiring on the date of the second AGM after the adoption of this Constitution. Thereafter, the term of office for all Appointed Board Members shall be two (2) years, expiring on the conclusion of the relevant AGM. An Appointed Board Member may be re-appointed to the Board for a further term of office, consecutive or otherwise. Prior to each AGM (other than the first AGM), the Board shall advise the General Manager of the schedule of rotation and the vacancies arising in Appointed Board Member positions at the AGM.

Board Appointments Panel

- 18.7 There shall be a Board Appointments Panel comprising of the following three (3) people:
- a) One person being the Chairperson of the Board (or his/her nominee)
 - b) One nominee who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and
 - c) One nominee who is independent of the Board and who has an interest and understanding of sport in New Zealand, as determined by the Board.

- 18.8 The Board Appointments Panel will be convened by the Chairperson of the Board (or his/her nominee), or if s/he is seeking re-appointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the board as determined by the board.
- 18.9 The Board Appointments Panel shall be independent of the Board and shall be responsible for inviting suitable candidates to apply for appointment, assessing applications and deciding the candidates to be appointed as Appointed Board Members.

Vacancies on the Board

- 18.10 In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. If the vacancy is for six (6) months or longer, the Board shall seek to fill the vacancy in accordance with Rule 20, with such modifications as to the timing as it considers appropriate to fill the vacancy as soon as reasonably possible.
- 18.11 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 17.10 shall expire at the conclusion of the AGM following their appointment. Thereafter, the vacancy shall be determined in accordance with this Constitution.

Removal of a Board Member

- 18.12 Any Board Member who is absent from two (2) or more consecutive Board meetings without obtaining leave of absence from the Board shall cease to be a Board Member.
- 18.13 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 18.
- 18.14 Where the removed Board Member in Rules 17.8 or 17.9 was an Appointed Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 17.6.
- 18.15 Upon the General Manager receiving a request for an SGM for the purpose of removing a Board Member, the General Manager shall send notice to the Board Member concerned in addition to the Members in accordance with Rule 17.9.

- 18.16 Following the notification under Rule 16.10 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 18.17 The Board may, by a motion passed by no less than two-thirds of the Board, remove any Board Member from the board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 18 such that immediate removal is considered appropriate. Before considering such a motion, the following procedures shall apply:
- a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
 - b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting/and or by submission in person at the Board meeting.

19 DUTIES AND POWERS OF THE BOARD

Duties of the Board

- 19.1 The duties of each Board Member are to:
- a) Regularly attend Board meetings and General Meetings of BOPBA and obtain leave of absence from the Board if the Board Member will be absent from two (2) or more consecutive Board meetings;
 - b) Provide good governance for BOPBA;
 - c) Exercise the powers of the Board for a proper purpose;
 - d) Regularly monitor and review the performance of BOPBA;
 - e) Act in good faith and the best interests of BOPBA;
 - f) Act, and ensure BOPBA acts, in accordance to this Constitution;
 - g) Formulate such by-laws, regulations, policies, and procedures as are appropriate for BOPBA;
 - h) Where appropriate, engage in activities to promote, market, represent and fundraise for BOPBA;
 - i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he/she has such interest;
 - j) Take such other steps as determined by the Board in respect of any interest specified in Rule 18.17, which may include, without limitation, abstaining from

- deliberations and/or vote regarding such interest;
- k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Board for the purposes of BOPBA;
 - ii. As required by Law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
 - l) Comply with all legal requirements that are applicable to an incorporated society;
 - m) Do such other things within the requirements of this Constitution as the Board agrees to promote the Objectives of BOPBA.

Powers of the Board

19.2 The Board shall have the power to:

- a) Appoint the General Manager and determine the terms and conditions of employment of the General Manager;
- b) Terminate the employment of the General Manager in accordance with the terms and conditions of his/her employment;
- c) Define delegations of authority from the Board to the General Manager;
- d) Require the Annual Financial Statements of financial position and performance to be submitted to the AGM in accordance with Rule 17.5.
- e) Adopt and review the strategic plan for BOPBA;
- f) Adopt and review the annual plan and budget for BOPBA;
- g) Determine applications from individuals and clubs wishing to be members of BOPBA;
- h) Hold meetings and forums for the Members, including General Meetings;
- i) Sanction competitions and events as Badminton events;
- j) Approve rules and regulations for any BOPBA competitions or events including conditions of entry;
- k) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- l) Delegate to the General Manager the power to employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for BOPBA representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- m) Delegate to the General Manager the power to appoint selectors to select players and teams to be representatives of BOPBA;
- n) Delegate the General Manager to determine the yearly calendar for BOPBA

competitions;

- o) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- p) Control the annual budget and delegate the General Manager to raise funds to fulfil the Annual Business Plan that is aligned with the Objectives of BOPBA;
- q) Open and operate in the name of BOPBA such bank accounts as deemed necessary;
- r) Make, repeal or amend any regulations, policies, by-laws, and procedures as it thinks appropriate, provided that such regulations, policies, by-laws, and procedures are not inconsistent with this Constitution;
- s) Engage, contract or otherwise agree to obtain assistance or advice of any person or organisation for the Board;
- t) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of BOPBA;
- u) Resolve and determine any disputes or matters not provided for in this Constitution;
- v) Ratify or decline to ratify the appointment of other staff of BOPBA by the General Manager (in accordance with Rule 22.3);
- w) Determine the colours of BOPBA from time to time; and
- x) Do all other acts and things that are within the powers and Objectives of BOPBA and which the Board Members considers being appropriate.

19.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of BOPBA, the matter will be determined by the Board, but a right of appeal shall lie to Badminton New Zealand.

20 BOARD MEETINGS AND PROCEDURES

- 20.1 At its first meeting following the AGM, the Board must elect a Chairperson.
- 20.2 Expect to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 20.2 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 20.3 The Board shall meet at least four (4) times per year.
- 20.4 The Board shall meet in such manner, place and times as it shall determine.

- 20.5 The quorum for a Board Meeting shall be five (5) Board Members.
- 20.6 Each Board Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 20.7 A resolution in writing, signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 20.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

21 GENERAL MANAGER

- 21.1 There shall be a General Manager of BOPBA who shall be employed for such term and such conditions as the Board may determine.
- 21.2 The General Manager shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of BOPBA in accordance with the Constitution, regulations, by-laws, policies, and procedures of BOPBA and within such delegated authority as may be imposed by the Board.
- 21.3 Subject to ratification by the Board, the General Manager shall appoint such other staff of BOPBA on such terms and conditions as the General Manager shall consider appropriate.
- 21.4 The General Manager shall have the power to appoint Sub-Committees consisting of one or more of its Officers or Members with or without others and to define the duties and responsibilities of such Sub-Committees within the terms of these rules.
- 21.5 The General Manager must attend Board meetings but will have no voting rights.

22 FINANCES

- 22.1 Unless otherwise determined by the Board, the financial year of BOPBA shall end

on the 31st day of October each year.

- 22.2 The Board must ensure the correct accounting records are kept. The accounting records of BOPBA must be kept at the office of BOPBA or at such place as the Committee may determine and must be open to inspection by member clubs at such reasonable times as agreed by the Committee.
- 22.3 All monies received by BOPBA shall be placed to the credit of BOPBA in such account(s) as shall be determined by the Board and may be used as directed by the Board.
- 22.4 Annual Financial Statements of financial position and financial performance prepared by an independent chartered accountant registered with the New Zealand Institute of Chartered Accounts (or such other professional body as may replace the same) shall be submitted to the AGM.

23 AUDIT

- 23.1 In the event that an auditor is required to be appointed, the Board will review and the appointment of an auditor will be approved at the next AGM.

24 COMMON SEAL

- 24.1 The common seal of this Association shall be kept in the custody of the General Manager and shall be affixed to documents only by resolution of the Board and with the accompanying signatures of the Chairperson and another Board Member.

25 COLOURS

- 25.1 The colours of BOPBA shall be a combination of Blue and Gold/Yellow or such other colours as the Board shall determine.

26 ALTERATION OF RULES

- 26.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 26.2 No addition to or alteration of the aims, personal benefit clause or the winding-up clause shall be made which affects the tax-exempt status.
- 26.3 No alteration, addition or revision of this Constitution shall be approved if it affects the not-for-profit objectives, personal benefit prohibition or the winding-up rules of BOPBA.
- 26.4 The provisions and effects of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

27 APPLICATION OF INCOME

- 27.1 The income and property of BOPBA shall be applied solely towards the promotion of the Objectives of BOPBA. No Member of BOPBA, or anyone associated with a Member, is allowed to take part in, or influence any decision made by BOPBA in respect payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 27.2 Except as provided in this Constitution:
- a) No portion of income or property of BOPBA shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
 - b) No remuneration or other benefits in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member.
- 27.3 Any payments made to a Member of BOPBA, or person associated with a Member, must be for goods or services that advance the purpose of BOPBA and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

28 MATTERS NOT PROVIDED FOR

- 28.1 In the event of any question arising which is not provided for in this Constitution, the question shall be decided by the Board.

29 LIQUIDATION

- 29.1 BOPBA must be liquidated if BOPBA, at a General Meeting, passes a Special Resolution appointing a liquidator and requiring BOPBA to be liquidated, and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed is passed.
- 29.2 BOPBA may also be put into liquidation in accordance with the Incorporated Societies Act.
- 29.3 If upon the liquidation, winding-up or dissolution of BOPBA there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to the or distributed among the Members of BOPBA but shall be given or transferred to some other charitable organisation or body having similar charitable objectives to BOPBA.

30 INDEMNITY

30.1 BOPBA shall indemnify every member of the Board, the General Manager and other officers and employees of BOPBA in respect of all liability arising from the proper performance of their functions connected with BOPBA.

31 EFFECTIVE DATE OF RULES

31.1 These Rules shall come into operation on the date of the Register of Incorporated Societies approval of the same following the passing of the resolution adopting them, from which date all previous rules of the Association are hereby repealed and shall cease to have effect, provided however that all appointments and elections made, things done and powers exercised under the previous Rules and in force on the coming into operation of these Rules shall endure for the purposes of these Rules are fully and effectively as if made, done and exercised under correspondence to these rules.

The foregoing Rules were adopted by resolution passed by not less than two-thirds of the votes recorded at the General Meeting of the Association on 27 March 2021.

Signed as being true and correct:



President: Lee-Anne Fraser


CIM/SDD

Vance Shoebridge
Elected Board Member



JOHN PEAKE
Elected Board member



Noel Stevens.
Elected Board Member



GRAEME NELSON
ELECTED BOARD MEMBER