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**Badminton Oceania Confederation  
Incorporated  
Constitution**



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**Article 1. Name & Language**

- 1.1 Badminton Oceania Confederation Incorporated is hereinafter referred to as “Badminton Oceania”. This Organisation, herein after referred to as “Badminton Oceania”, shall be known as “Badminton Oceania Confederation Incorporated” was established in 1987. Badminton Oceania is a Continental Confederation of the Badminton World Federation (BWF). Badminton Oceania is the governing body for badminton to all countries located in the Pacific Region which are defined by the Badminton World Federation (BWF) as forming the Oceania Region and subject to the rules of the BWF either directly or through another member of BWF.
- 1.2 Members of Badminton Oceania that are not direct members of the BWF shall not be full voting members of Badminton Oceania unless:
  - (a) They are granted separate membership status of BWF, by BWF, or;
  - (b) The Members of Badminton Oceania accord membership status of Badminton Oceania to a country, by a unanimous resolution at a general meeting of Badminton Oceania.
- 1.3 Members and Associate Members of Badminton Oceania shall be those Member Associations or Associate Members of the BWF whose National Olympic Committee is a member of the Oceania National Olympic Committee (ONOC).
- 1.4 Badminton Oceania is a non-profit organisation.
- 1.5 The Constitution of Badminton Oceania and any by-laws or regulations made pursuant to this Constitution shall be interpreted by the Executive Board subject only to an appeal to the BWF. The Executive Board may, at its discretion, review any of its interpretations of the by-laws and regulations of Badminton Oceania.
- 1.6 This Constitution shall be binding on all countries who are Members of Badminton Oceania and all players, officials, committees and executives acting in any matter under the jurisdiction or control of Badminton Oceania.
- 1.7 The official language of Badminton Oceania is English.
- 1.8 The financial year of Badminton Oceania closes on 31 December in each year.

**Article 2. Objectives**

- 2.1 To regulate, promote and develop badminton in the Oceania Region.

- 2.2 To promote the aims and ideals of the International Olympic Committee, the International Paralympic Committee and the BWF.
- 2.3 To make regulations for and to conduct Oceania Championships and other Oceania events and activities in co-operation with Member Associations.
- 2.4 To promote Badminton as a sport for people of all ages and all abilities.
- 2.5 To develop competition structures and pathways for players of all levels.
- 2.6 To provide training and education opportunities for people in Badminton: players, coaches, technical officials, tournament organisers, administrators.
- 2.7 To encourage the formation of new Members and encourage the cooperation between Members.
- 2.8 To seek corporate and other funding for Badminton Oceania and the sport of Badminton.
- 2.9 To ensure the integrity of Badminton and ensure fair competition free from doping and manipulation of the outcome of matches.
- 2.10 To control the use of the word Oceania in conjunction with any Badminton event held by or within the territories of any Member or Association Member.
- 2.11 In conjunction with the BWF to take responsibility for:
  - (a) Organisation, administration and promotion of a range of development programmes, courses and events within the Oceania region and between continents.
  - (b) Administration of events sanctioned by Badminton Oceania
  - (c) Training and administration of technical officials.
  - (d) To develop long and short term planning to develop Badminton in Oceania

**Article 3. Principles**

Autonomy

- 3.1 Badminton Oceania shall manage its internal affairs with total independence. It shall ensure that no third party interferes in its governance and operations.

Ethics

- 3.2 All those persons working and participating in Badminton Oceania activities including players, coaches, technical officials, volunteers and administrators have a right to compete, work and participate in a harassment free environment. Anyone in Badminton Oceania who shares in its activities shall perform their duties in an ethical manner.

Conflict of Interest

- 3.4 Members of any decision making body of Badminton Oceania shall be independent in their decisions. No one with a personal or business interest in the issue under discussion shall be involved in the decision. It is the individual's responsibility to declare a conflict of interest, and where appropriate remove himself / herself from the room while the decision is under consideration.

Non-discrimination

- 3.6 Badminton Oceania and its Members shall not allow any form of discrimination including (but not limited to) political, religious, racial or gender discrimination, to affect its decisions and its actions.
- 3.7 Anyone in Badminton Oceania who shares in its activities in any capacity shall perform their duties in a non-discriminatory manner.

Equal opportunity

- 3.8 Badminton Oceania supports equal opportunity for both men and women.

Integrity of Sport

- 3.9 Athletes have the right to compete in Badminton that is free from doping and free from manipulation, match-fixing and corruption.

**Article 4. Definitions / Interpretation**

In this constitution, the following words and phrases shall have the following respective meanings:

- 4.1 "AGM" means an annual general meeting of Badminton Oceania.
- 4.2 "Badminton Oceania" means Badminton Oceania Confederation Incorporated, an incorporated society registered in New Zealand.
- 4.3 "Appeals Committee" means the committee established by the AGM under Article 24.
- 4.4 "Badminton" means the sport of badminton as administered by the BWF.
- 4.5 "Badminton Federation" means a national body administering badminton in a country within the Oceania region.
- 4.6 "BWF" means the Badminton World Federation.
- 4.7 "BWF Constitution" means the Constitution of the BWF, as updated or amended from time to time.
- 4.8 "Constitution" means the Constitution of Badminton Oceania.
- 4.9 "Committee" means persons appointed by the Executive under this Constitution to carry out the roles and duties specified by the Executive.
- 4.10 "Disciplinary Committee" means the committee established by the Executive Board to hear disciplinary cases.
- 4.11 Deputy President means the person who is deputy to the President
- 4.12 "Electronic Means" means electronic transmission of data approved from time to time by the Executive.
- 4.13 "Executive Board" means the body elected by the Members at an AGM as described in Articles 15, 16 and responsible for the policies and governance of the Confederation as described in Article 17.
- 4.14 "General Meeting" means an Annual General Meeting (AGM) or a Special General Meeting (SGM) of Badminton Oceania as described in Article 17 and 18

- 4.15 “Governing Board/Committee” means board, executive committee, management committee or any other established and recognised committee of the highest ranked governing entity of the highest ranked governing entity of the Member.
- 4.16 “In writing” or “mail” wherever occurring includes electronic means.
- 4.17 “Life Member” means a person awarded life membership of Badminton Oceania pursuant to Article 11.
- 4.18 “Mid Term Conference” means the meeting of the Executive plus other members and advisers approximately midway through the financial year.
- 4.19 “Member” means the national body of Badminton in a country within the region defined by the BWF as Oceania and either a full voting member of the BWF, or an associate member of the BWF (being the national body of a country that is indirectly a member of the BWF and which has agreed to be bound by this constitution). Not all Members have full voting rights unless so determined by all Members at an AGM, as detailed in Section 2. Refer to Section 2.
- 4.20 “Notice” means formal notification, whether by in writing, by mail, or by electronic means.
- 4.21 “Quorum” means the minimum number of delegate present to make the meeting valid.
- 4.22 “President” means the person elected into the position of President, this person is also the Chairman/person
- 4.23 “Secretary General” means the Secretary General of Badminton Oceania.
- 4.24 “Statutes” means all Badminton Oceania rules, regulations and by-laws and including the Constitution.
- 4.25 “Subscription” means the fees payable by a member to Badminton Oceania as determined in Article 9.
- 4.26 “Vice President” means the person who is elected to the position of BWF Vice President Oceania
- 4.27 “Votes Cast” means votes by a show of hands or valid votes that are submitted in a secret ballot of Members present and entitled to vote at a meeting or Congress of Badminton Oceania. Blank voting slips, blank pieces of paper and void voting slips shall not be counted as “Votes Cast”. Similarly an abstention in a show of hands

does not count as a Vote Cast. Voting majorities shall be counted on the basis of Votes Cast.

- 4.28 “Voting Delegate” means the one delegate nominated by a Member to vote on behalf of the Member at General Meetings.
- 4.29 Words signifying persons in this constitution include corporations and all legal persons including any other entities or bodies whether incorporated or not.
- 4.30 Words signifying the masculine gender in this Constitution include the feminine and neuter genders and vice versa.
- 4.31 Any deadline referred to in this constitution shall mean midnight on the day of the deadline at the location of Badminton Oceania headquarters.
- 4.32 All official communication between Badminton Oceania and Member Associations shall be in writing. Badminton Oceania shall notify all Members of any change of address (including email addresses) of Badminton Oceania and shall keep and maintain a regularly updated list of the official addresses (including email addresses) of Members, such list to be published on the website of Badminton Oceania.

## **SECTION 2 – MEMBERSHIP**

### **Article 5. Members**

- 5.1 The Members of Badminton Oceania shall consist of: the Badminton Federations recognised from time to time by the BWF as the bodies controlling Badminton in the respective countries and territories within the Oceania Region. One Federation only shall be admitted to Badminton Oceania from each country or territory within the Oceania Region.
- 5.2 A Badminton Federation will become a Member if:
  - (a) it is resident or incorporated in a country or territory within the region defined as Oceania by the BWF from time to time; and
  - (b) it has met the requirements for, and been accepted into, membership of the BWF in accordance with the BWF Constitution.
- 5.3 The acceptance of membership in Badminton Oceania by a Badminton Federation shall bind that Badminton Federation to abide by the Statutes of Badminton Oceania and to accept and enforce all decisions of Badminton Oceania made in conformity therewith.



- 5.4 Full voting Members of the BWF are also full voting Members of Badminton Oceania. Affiliates of the BWF and countries whose BWF membership is through another Member do not have voting status of Badminton Oceania unless unanimously approved by all Members at an AGM.
- 5.5 The status of players for BWF events shall be as defined by the BWF. The status of players for non-BWF sanctioned Oceania Tournaments and other non-BWF International competitions will be as determined from time to time by Badminton Oceania.

**Article 6. Rights of Members**

Members of Badminton Oceania shall be entitled to privileges including:

- 6.1 To be represented at and participate in and vote at General Meetings; except as excluded in Article 5.4.
- 6.2 To make proposals to a General Meeting;
- 6.3 To nominate candidates for election onto the Executive Board or any other body requiring election at a General Meeting;
- 6.4 To enter players into BWF and Badminton Oceania sanctioned tournaments;
- 6.5 To host Badminton Oceania sanctioned tournaments;
- 6.6 To have their players considered for selection to represent the Member at international tournaments, competitions, multi-sport games and regional championships;
- 6.7 To participate in relevant activities organised by Badminton Oceania;
- 6.8 To, receive assistance and support wherever possible from Badminton Oceania.

**Article 7. Obligations of Members**

- 7.1 The obligations of Members shall include:
- (a) To abide by the Statues.

- (b) To accept and enforce all decisions, resolutions and directions or orders of Badminton Oceania which are made in conformity with the Statutes.
- (c) To provide Badminton Oceania with an English language copy of its Constitution and all subsequent amendments thereto.
- (d) To notify Badminton Oceania in writing of any amendments to the Members' constitution no later than one (1) month after the adoption of such amendments.
- (e) To notify Badminton Oceania in writing of any changes to the names of elected officials or contact details of the Member within one (1) month of the change.
- (f) To provide to the Secretary General a signed copy of the audited financial accounts of the Member for the previous financial year of that Member, such audited financial accounts to be provided no later than five (5) months after the end of the financial year of the relevant Member.
- (g) To provide to the Secretary General no later than 20 January each year, a report on the activities of the Member from the previous year.

**Article 8. Admission to Membership**

8.1 Applications for membership of Badminton Oceania shall be made in writing and signed by the president or secretary of the applicant Badminton Federation. The application shall be sent to the Secretary General.

8.2 The application shall include the following:

- Badminton Federation name;
- Physical and postal addresses of the Badminton Federation;
- Main contact person and contact details;
- The names of the elected officers including president, treasurer and secretary;
- The number of affiliated or registered badminton players in the applicant Badminton Federation;
- A declaration that the applicant Badminton Federation agrees to be bound by the Statutes;

- Payment of the Subscription for the current year;
- 8.3 The application for membership shall be reviewed by the Executive Board to ensure that the application complies with the requirements of membership of Badminton Oceania
- 8.4 Any application that does not comply with the requirements shall be sent back to the applicant Badminton Federation, and shall be advised of how the application does not comply with the requirements.
- 8.5 All applications that comply with the requirements under the constitution shall be approved by the Executive Board and reported to the membership.

**Article 9. Fees and Levies**

- 9.1 Each Member shall pay annually to Badminton Oceania such fees as determined by the Executive Board and ratified by a majority at the AGM. Such fees shall herein be referred to as "Subscription".
- 9.2 Failure by a Member to pay all or part of its Subscription to Badminton Oceania by the commencement of the AGM following the date on which it becomes due and payable, shall result in the suspension of the rights of the Member to participate as a voting member of Badminton Oceania and remove any rights to nominate persons to positions at an AGM or to raise matters of business at a General Meeting.
- 9.3 The liability of a Member to contribute towards the payment of the debts and liabilities of Badminton Oceania or the costs, charges and expenses of the winding up of Badminton Oceania is limited to the Subscription in any year.

**Article 10. Cessation of Membership**

A Member shall cease to be a Member:

- 10.1 If it ceases to be a Member of the BWF in accordance with the BWF Constitution;
- 10.2 If it is in breach of the Statues and the Members present and entitled to vote at a General Meeting resolve, by simple majority of votes cast, that the membership of such Member shall be terminated.
- 10.3 If a Member gives thirty days (30 days) notice in writing, of its surrender of its membership of Badminton Oceania and the Executive Board accepts such surrender.

**Article 11. Life Members**

Life Membership is awarded to those whose service to Badminton and Badminton Oceania is worthy of this high recognition.

- 11.1 Members and/or the Executive Board may nominate persons for life membership. The nomination shall be in writing, submitted to the Secretary General, outlining the history of the services and achievements of the nominee. Nominations must be received at least sixty (60) days prior to the AGM at which it is proposed that the nominee will be recognised as a Life Member.
- 11.2 The Executive Board, after considering a nomination, may propose life membership to the Members at an AGM if the Executive Board unanimously agrees that the nominee is worthy of this high recognition.
- 11.3 A nominee for life membership shall be so appointed if such a nomination is approved by three-fourths of Members present and entitled to vote at the relevant AGM so approve.
- 11.4 Privileges of a Life Member shall include free admission to all functions held by Badminton Oceania and attendance at all meetings of Badminton Oceania without power of a vote.
- 11.5 The life membership of a Life Member may be terminated if so approved by three-fourths of Members present and entitled to vote at a General Meeting.

**Article 12. Register of Members**

- 12.1 The Secretary General shall keep and maintain a register of Members.
- 12.2 Inspection of Register
  - (a) Having regard to confidentiality considerations and subject to the requirements of the Privacy Act 1993 (NZ), an extract of the register of Members, excluding the address of any delegate, Life Member or director shall be available for inspection, but not copying, by Members, upon reasonable request.

### **SECTION 3 – GOVERNMENT**

#### **Article 13. Headquarters**

- 13.1 The headquarters of Badminton Oceania shall be established by agreement by the Members to achieve the best administrative outcome for Badminton Oceania. Any change in the country in which the headquarters is located must be approved at an AGM by a simple majority.

#### **Article 14. Governance Structure**

- 14.1 Badminton Oceania shall be governed by:
- (a) An Executive Board
  - (b) General Meetings; and
  - (c) Meetings of the Executive Board

#### **Article 15. Annual General Meeting (AGM)**

- 15.1 The AGM of Badminton Oceania shall be held annually within 5 months after the end of the financial year but not later than 31 May of each calendar year. The date, time, venue shall be decided by the Executive Board.
- 15.2 The business of the AGM shall be:
- (a) To confirm the minutes of the last AGM / SGM;
  - (b) To receive the annual report from the Executive Board;
  - (c) To approve the audited financial statements for the previous financial year;
  - (d) To confirm the independent auditor for the current financial year;
  - (e) To confirm the Subscription for the next year;
  - (f) To ratify the budget as presented by the Executive Board;
  - (g) To receive the long-term plan of Badminton Oceania;
  - (h) To deal with agenda items for which due Notice has been received;

- (i) To elect members of the Executive Board as and when required;
- (j) To elect the BWF Vice-President (Oceania) when required;
- (k) To appoint the members of the independent Appeals Committee;
- (l) To hear any other discussion points for which decisions are not required.

**Article 16. Notices of General Meetings**

- 16.1 A Notice in writing of the date, time and venue of a General Meeting shall be sent to all Members least sixty (60) days before the date of the meeting, by the Secretary General. Notices shall be copied to all members of the Executive Board, Life Members, BWF Council Members from the Oceania Region and the chair of all committees of Badminton Oceania.
- 16.2 The Notice of a general Meeting shall provide the deadline to receive proposals for the agenda including proposals from the Executive Board, nominations for any elections and any changes to the constitution which shall not be less than forty-five (45) days before the date of the AGM. Proposals for amendments to the Constitution shall be circulated to all members within seven (7) days of the Forty-Five (45) day deadline.
- 16.3 Proposals for the agenda shall be sent by Members to the Secretary General to be received no later than the deadline for proposals to the General Meeting.
- 16.4 The agenda for a General Meeting including any proposals duly received under the Constitution shall be sent to Members not less than twenty-one (21) days before the date of the relevant General Meeting.
- 16.5 Members may give notice of an amendment to proposals on the agenda by writing to the Secretary General to be received no later than 10 days before the relevant General Meeting.
- 16.6 Members may nominate two (2) delegates to attend the General Meeting to represent that Member, one (1) of whom shall be the Voting Delegate at the General Meeting. Members shall provide the names of the delegates to the Secretary General not later than ten (10) days before the meeting using the delegate nomination form designed for such purpose. A delegate may represent only one Member at the General Meeting.

**Article 17. General Meeting Procedures**

- 17.1 A Quorum at a General Meeting shall be not less than 4 Voting Delegates representing Members entitled to attend and vote at a General Meeting. Each Voting Delegate shall have one (1) vote.
- 17.2 The President shall occupy the chair at a General Meeting. In the absence of the President, the Deputy President shall act as chair. In the absence of both the President and the Deputy President the meeting shall elect a chair (Acting Chair).
- 17.3 The members of the Executive Board shall have an ordinary vote but may not exercise a vote as a member of the Executive Board in addition to a vote as a delegate of a Member. The President shall not have a casting vote, nor shall any other person acting as chair of the General Meeting.
- 17.4 General Meetings shall be conducted in conformity with this Constitution. The chair shall have the final decisions on all points of order and matters of procedure of the meeting not covered by the Constitution.
- 17.5 The chair shall not have power to rule on matters relating to the substance or content of the proposals themselves without the consent of the meeting.
- 17.6 Before a proposal on the agenda is discussed, the chair shall give the delegate of the proposing Member the opportunity to talk on the proposal. The proposal shall then be discussed with the chair providing opportunities for points of view “for the proposal” and points of view “against the proposal” before the chair puts the proposal to the meeting for a vote.
- 17.7 A proposal for the agenda from the Executive Board shall follow the same process for submission and discussion as proposals from the membership.
- 17.8 Proposals at General Meetings shall be decided by Votes Cast.
- 17.9 Motions and by-Laws may be altered, amended, changed, deleted or rescinded by a two-thirds majority of Votes Cast.
- 17.10 Voting for general items on the agenda shall be by a show of hands or proclamation of voice unless the chair or a Member proposes a secret ballot which is agreed by a simple majority of the Voting Delegates present.
- 17.11 Voting for the election of the Executive Board and other elections shall be by secret ballot or as otherwise agreed by the meeting.

- 17.12 The Voting Delegate must be present in person in order to vote. No proxy-votes are permitted.
- 17.13 It shall be required that a two-thirds (2/3) majority of Votes Cast approve any proposal to amend the Constitution.
- 17.14 If voting results in an equal number of Votes Cast “for” and “against” the proposal, the proposal shall be lost.
- 17.15 If, after voting in an election, there is a tie, a second round of voting shall take place involving only the tied candidates.
- 17.16 Members of the Executive Board, Members’ delegates, or personnel specifically staffed for the efficient running of the meeting shall have the right to attend General Meetings.
- 17.17 The Executive Board and Members’ delegates have the right to speak at General Meetings.
- 17.18 The chair shall have the power to accept or reject observers such as media or sponsors to General Meetings. Observers shall not have speaking rights.

**Article 18. Special General Meetings**

- 18.1 A Special General Meeting (SGM) may be called by the Executive Board or a petition in writing signed by two thirds of the Members. The petition in writing shall state the one (1) purpose for the Special General Meeting being called and shall be signed by the Secretary General or by the president of the Member supporting the proposal.
- 18.2 The Notice calling for a SGM, as detailed in Clause 18.1, shall be sent to all Members not later than forty five (45) days before the date of the proposed SGM. The notice shall detail the agenda item to be discussed at the SGM.
- 18.3 The notice calling a SGM shall give the date, time and venue for the SGM.
- 18.4 No other business, other than that on the agenda for which the SGM is called, shall be considered at a SGM.
- 18.5 A Special General Meeting, and voting at such meeting, may be conducted by electronic means and such meetings shall have the same standing as meetings in person.



**Article 19. Executive Board**

- 19.1 The Members at an AGM shall elect an Executive Board which shall have the powers to administer the affairs of Badminton Oceania between General Meetings.
- 19.2 The Executive Board shall consist of:
- (a) The President; and
  - (b) The Deputy President; and
  - (c) A minimum of three (3) and a maximum of five (5) members as determined by Members present and entitled to vote at an AGM
  - (d) Up to an additional two (2) appointed Members
- 19.3 Members of the Executive Board shall be reimbursed the cost of economy class international air fares and hotel room accommodation while attending meetings of the Executive Board.
- 19.4 Every member of the Executive Board or any person employed by Badminton Oceania shall be indemnified, out of funds of Badminton Oceania, against any liability lawfully incurred by him or her in the performance of his or her duties as an officer or employee of Badminton Oceania.

**Article 20. Election of the Executive Board**

- 20.1 Nominations for the Executive Board shall be made by a Member Association using the nomination form designed for such purpose. The nomination form must be signed by the nominee
- 20.2 Members of the Executive Board shall serve for a term of four (4) years. The terms of Members of the Executive Board shall be staggered so that no more than one half of the Executive Board shall be re-elected every second year. To that effect, at the first AGM after the date of adoption of this Constitution, the term of office of all existing members of the Executive will terminate. One half of the persons elected as member of the Executive Board (being those Members who receive the most votes in favour of their election) shall be elected for a term of four (4) years, and the other half shall be elected for a term of two (2) years. In the event that insufficient nominations, or only sufficient but no excess nominations, are received in respect of membership of the Executive Board then a ballot shall be held, at the relevant AGM, whereby each delegate representing a Member, who is present and entitled to vote,

shall cast one (1) vote in favour of their preferred nominee. The half of the nominees who receive the most votes shall be deemed to have been elected for four (4) years and the remainder of the nominees shall be deemed to have been elected for two (2) years.

- 20.3 Nominations shall reach the Secretary General not less than forty-five (45) days before the date of the relevant AGM.
- 20.4 Except in respect of those Executive Board members who are appointed at the first AGM after the date of adoption of this Agreement who are elected to serve for a term of two (2) years, Members of the Executive Board shall serve for a term of four (4) years. Terms of Executive members shall be staggered so that no more than half of the Executive will be elected every second year.
- 20.5 In the event of there being insufficient nominations for any category of membership of the Executive Board, the nominees for whom nominations have been received shall be declared elected. Any vacancy(s) resulting shall be filled by the Executive Board appointing such member(s) as is considered, by the majority of the Executive Board, to be appropriate and such appointee(s) shall hold office for a term expiring at the commencement of the AGM immediately following their appointment (unless terminated earlier in accordance with this Constitution) PROVIDED that the Executive Board shall not be obliged to fill such vacancy(s) if the Executive Board so resolves. Any person elected, at a subsequent AGM, to fill such vacancy(s) shall hold office for a term equivalent to the remaining term of the position to which the original vacancy(s) relates.
- 20.6 In the event of an excessive number of nominations being received to fill the said vacancies, elections shall take place in accordance with the procedure provided in Article 17 to determine which nominees shall fill the vacancies.
- 20.7 Elections to fill any casual vacancies of the Executive Board shall take place at the AGM immediately following such vacancy occurring. Nominations shall be made in accordance with the provisions of this Constitution.
- 20.8 Elected members of the Executive Board must be a member of the Governing Board/Committee of a Member as at the date of their election, and remain a member of that Member during the term of their membership of the Executive Board. In the event that a member of the Executive Board ceases to be a member of the Governing Board/Committee of a Member during their term as a member of the Executive Board, they shall be required to resign unless no less than two thirds of the members of the Executive Board approve that person remaining as a member of the Executive Board.

- 20.9 No Member shall have more than two elected representatives on the Executive Board.
- 20.10 A Member of the Executive Board shall be deemed to have vacated that office if such person dies, resigns in writing, or does not (in the opinion of no less than two thirds of the remaining Members of the Executive Board) participate in the governance of Badminton Oceania due to non-availability
- 20.11 In the event of a vacancy on the Executive Board, the remaining members of the Executive Board may appoint or second a member to replace such vacancy, which appointment/secondment shall have effect until the commencement of the immediately following AGM.
- 20.12 President and Deputy President:
- (a) The President and Deputy President shall represent different Members.
  - (b) The President and Deputy President can only serve in that position for a maximum of two terms, each of four (4) years, consecutively unless by special resolution supported by a two thirds majority of Votes Cast at a General Meeting, in which case they may serve for additional terms.
  - (c) In the absence of the President, the Deputy President shall assume the responsibilities of the position.
  - (d) If the President is unable to complete the term, the Deputy President shall be Acting President until the next AGM at which elections can be called with due notice under the Constitution.
- 20.13 Eligibility for membership of Executive Board  
The following persons shall not be eligible for appointment, election, or to remain in office as a member of the Executive Board:
- (a) A person who is an employee of, or contractor to Badminton Oceania.
  - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967 (NZ), 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 the 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 (NZ) or the Charities Act 2005 (NZ).
- (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 (NZ).

20.14 If any of the circumstances listed in Article 20.13 occurs to a member of the Executive Board, that member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against that member of any of those circumstances. If a member of the Executive Board becomes or holds any position described in Article 20.13 (a) then upon appointment to such a position, that member of the Executive Board shall be deemed to have vacated his/her office as a member of the Executive Board.

#### **Article 21. Executive Board Responsibilities**

The Executive Board has the responsibility to conduct and oversee the day to day affairs of Badminton Oceania between General Meetings.

The Executive Board shall have the responsibility:

- 21.1 To take the necessary steps to achieve the objectives of Badminton Oceania as detailed in the Constitution.
- 21.2 To implement the decisions of a General Meeting.
- 21.3 To uphold and ensure observance of the Statutes by members of the Executive Board and by Members.
- 21.4 To establish the duties of the individual members of the Executive Board and appointing Committees, their membership and determining their terms of reference as detailed in the Statutes.
- 21.5 To determine regulations, codes, guidelines not determined in accordance with the business of a General Meeting.
- 21.6 To appoint the chairs of committees for a two year term upon recommendation by the President.

- 21.7 To appoint a Disciplinary Committee which hears and determines disciplinary matters.
- 21.8 To decide on matters under dispute.
- 21.9 To appoint the Secretary General on agreed terms and conditions.
- 21.10 To determine the financial policy and approve the budget and the financial reports as prepared by the Secretary General. The overall budget shall be subject to ratification by the AGM.
- 21.11 To agree the financial protocols for Badminton Oceania and financial reports to be received by each Member of the Executive Board monthly or such other period as determined, but not less than quarterly.
- 21.12 To appoint up to two (2) persons to the Executive Board who may have the specific skills required by the Executive Board. Appointed persons may be appointed for a term of up to four (4) years and may be appointed to ensure rotational terms that coincide with the elected Executive Board rotational terms. Appointed persons will have all the same powers and duties as elected members of the Executive Board.
- 21.13 To receive reports from Committees.
- 21.14 To ratify any appointments of individual Members to BWF committees, commissions, working groups.
- 21.15 To make emergency decisions if the need arises providing that such decisions are not in direct conflict with the Constitution and By-Laws.
- 21.16 To determine the venue of any General Meetings.
- 21.17 To establish and amend the Statutes.
- 21.18 To make proposals to the AGM.

**Article 22. Executive Board Procedures**

- 22.1 The President and Deputy President shall assume the Chair and Deputy Chair of the Executive Board for meeting purposes.
- 22.2 Each member of the Executive Board shall be entitled to a deliberative vote only.

- 22.3 A quorum for any meeting of the Executive Board shall be at least 50% of the members of the Executive Board. The Executive Board may conduct meetings and vote by electronic means and such meetings shall have the same standing as meetings in person. For the purposes of this clause, “electronic means” means communication by telephone, email, Skype or similar means.
- 22.4 The Secretary General, with the approval of the President, may invite other persons to attend meetings of the Executive Board. Such a person shall have consultative powers only.
- 22.5 The Executive Board will meet annually at the AGM and also at mid-term either in person or in accordance with Article 22.3, and at other times as determined by the Executive Board. The minutes of each Executive Board meeting shall be posted on the website of Badminton Oceania within 14 days of the relevant meeting and copies shall be made available, thereafter, to Members making written request for same.
- 22.6 The Secretary General of Badminton Oceania shall ensure that the annual financial statements are prepared and audited as soon as possible thereafter but not later than 31 March after the close of each financial year unless specifically approved by the Executive Board.

**Article 23. BWF Vice President – Oceania**

- 23.1 At the AGM, delegates shall elect a current member of the Executive Board to be the Oceania BWF Vice President, subject to meeting the criteria as defined in the BWF regulations. This election shall take place in the year before an Olympic Games and shall be for a term of four (4) years. In the event that the Oceania BWF Vice President ceases to be a member of the Executive Board during the term of their Vice Presidency, then that person must immediately resign from the position of Oceania BWF Vice President unless their retention of that position is approved by no less than two-thirds of the members of the Executive Board.
- 23.2 The Oceania BWF Vice President shall have no additional vote at meetings of the Executive Board.
- 23.3
- (a) If the Oceania BWF Vice President does not complete their full term of four (4) years as Oceania BWF Vice President, an acting Oceania BWF Vice President shall be appointed by the Executive Board from the membership of the Executive Board, who shall serve as Oceania BWF’s Vice President for the

remainder of the term of the Oceania BWF Vice President who has failed to serve their full term.

(b) The Oceania BWF Vice-President may be re-elected for further terms of office if properly nominated for election.

23.4 The Oceania BWF Vice President shall provide to the Executive Board a written report as to the activities, requirements, and content of meetings of the BWF within one (1) month of every BWF meeting.

#### **Article 24. The Secretary General**

24.1 The Executive Board shall appoint a Secretary General/CEO on such terms as it deems appropriate. The Secretary General and staff have no vote at a General Meeting. The Secretary General/CEO has the power to perform all things as necessary and desirable for the proper management and administration of Badminton Oceania in accordance with the Statutes and decisions of the Members at General Meetings, and the Executive Board; including the appointment of Staff

### **SECTION 4 – JUDICIAL PROVISIONS**

#### **Article 25. Discipline of Members**

25.1 The Executive Board or any Disciplinary Committee it appoints shall have the power on behalf of Badminton Oceania to impose a penalty on any Member, player or official who acts against the interests or reputation of Badminton Oceania or who fails to comply with the Statutes, or any decision, previously made by Badminton Oceania, or the Executive Board, or who fails to comply with any Regulation of the BWF.

25.2 Badminton Oceania shall be entitled to suspend the membership of any Member, for such period as is considered appropriate by the Executive Board, in the event that the Executive Board considers that the conduct of a Member or one of its representatives (whether being a player or an official) is contrary to the interests of Badminton Oceania.

25.3 The membership of a Member may be terminated if approved by a two-thirds majority of Members present and entitled to vote at a General Meeting.

- 25.4 The following penalties may be imposed by Badminton Oceania upon any of the persons detailed in paragraph 25.4:
- (a) Reprimand;
  - (b) Exclusion or suspension;
  - (c) Disqualification;
  - (d) Ban from competition or from performing a function;
  - (e) Removal of ranking points;
  - (f) Return of awarded prizes;
  - (g) Withdrawal of sanction;
  - (h) Fine;
  - (i) Any combination of these penalties.
- 25.5 For the purposes of discipline, Members or persons dealing with Badminton Oceania or sharing in its activities, shall include a person who:
- (a) participates as a player in an event under the authority of Badminton Oceania;
  - (b) acts as an official (trainer, coach, team manager, delegate, representative, doctor etc. of a team), a Member or its affiliates;
  - (c) officiates as an international technical official or in a similar role;
  - (d) organises or helps to organise (staff, volunteer), a competition which is placed under Badminton Oceania authority;
  - (e) assumes any role within Badminton Oceania;
- 25.6 A Member or person dealing with Badminton Oceania as set out in Article 25.5 shall recognise and accept the following subject to appeals to external appeals bodies and Court of Arbitration for Sport:
- (a) the Statutes;
  - (b) Badminton Oceania's authority on all matters concerning Badminton in the region of Oceania;



- (c) the mandatory nature of the Statutes;
  - (d) Badminton Oceania's jurisdiction and the right to make any decision or impose any sanction based on the Statutes of Badminton Oceania;
  - (e) that Badminton Oceania appeals, complaints and dispute resolution processes must be fully exhausted before taking any case to the BWF and/or the Court of Arbitration for Sport (CAS);
  - (f) That the Appeals Committee shall be the first and only point within Badminton Oceania for any appeal against decisions of Badminton Oceania and its Disciplinary Committee other than decisions of a General Meeting. The Appeals Committee shall operate in accordance with the procedural rules determined by the Executive Board;
  - (g) the BWF (at first instance) and CAS (at second instance) are the only competent judicial authority external to Badminton Oceania, to the exclusion of any ordinary court of law in respect of Badminton Oceania and its Statutes, any civil judicial authority of any country and any other arbitration body;
  - (h) any appeal to be made against a decision made by the Appeals Committee shall, at first instance, be required to be dealt with by the BWF, in accordance with the relevant provisions of the Constitution (from time to time) of the BWF.
  - (i) Any appeal to be made against a decision of the BWF, in accordance with the provisions of the Constitution of the BWF and after exhausting all such provisions, shall be to the CAS.
  - (j) the requirement to abide by the decisions of Badminton Oceania, BWF and/or CAS without attempting to hinder their application.
- 25.7 A Member shall have the authority over any person acting under its auspices and shall take the responsibility for any penalties that such a person may be given.
- 25.8 Where the Executive Board determines suspension or otherwise, the Secretary General shall, as soon as practicable, cause a notice in writing to be served on the Member and the person against whom such penalty is imposed.
- 25.9 A notice served pursuant to Article 25.8 shall set out the resolution of the Executive Board and the grounds upon which it is based, stating that the Member or the person against whom the penalty has been imposed may address the Executive Board at a

meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service of the notice, and also:

- (a) Stating the date, place and time of the meeting;
- (b) Informing the Member or person against whom the penalty has been imposed, that the Member may do either or both of the following:
  - (i) Attend and speak at the meeting; or
  - (ii) Submit to the Executive Board at or prior to the date of the meeting written representation relating to the resolution.

25.10 At a meeting convened for this purpose the Executive Board shall:

- (a) Give to the Member or person concerned an opportunity to make oral representation;
- (b) Give due consideration to any written representations submitted to the Executive Board by that Member or person concerned at or prior to the meeting; and
- (c) By resolution, determine whether to confirm or to revoke the resolution.

25.11 A Member or person concerned may appeal to the Badminton Oceania AGM against a resolution of the Executive Board within seven (7) days after notice of the resolution is served on the Member or confirmed under Article 25.10 by lodging with the Secretary General a notice to that effect. Any determination made under Article 25.10 will remain in effect until any appeal is heard by the Members present and entitled to vote at a General Meeting which may terminate the penalty or vary the terms from the date of the General Meeting.

25.12 Upon receipt of a notice under Article 235.11, the Secretary General shall place the item on the agenda for the next AGM to be held after the date on which the Secretary General received the notice.

25.13 At an AGM where the appeal is an agenda item:

- (a) The Member or person against whom the penalty has been imposed shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (b) The Members present shall vote by secret ballot on the questions of whether the resolution should be confirmed or revoked and may set

conditions in relation to the Member or person's future participation in Badminton Oceania.

**Article 26. Judicial Bodies of Badminton Oceania**

- 26.1 The following bodies of Badminton Oceania have judicial powers in accordance with Badminton Oceania Statutes:
- (a) The Members at a General Meeting;
  - (b) The Executive Board;
  - (c) The Disciplinary Committee;
  - (d) The Appeals Committee.
- 26.2 With the exception of the Appeals Committee, the bodies may delegate their power. In all cases the procedural provisions of the Constitution shall be followed.
- 26.3 The judicial bodies of Badminton Oceania have the power to make decisions and impose penalties in their areas of duty as set out in the Constitution.

**Article 27. Sanctions and Penalties**

- 27.1 Any suspension imposed upon a person shall be in respect of all competitive events for such time as considered appropriate by the relevant judicial body, including (but not limited to) suspension for life.
- 27.2 Any fine imposed on a player, competition official or other person shall be notified to the Member to which the person belongs. The relevant Member shall have the responsibility for submitting payment to Badminton Oceania within 60 days from the date of that notification.
- 27.3 Provisional suspension of a player or official may be imposed by the Executive Board, where there is strong evidence of serious misconduct, until the disciplinary process is concluded. The provisional suspension may be terminated by Executive Board or another judicial body of Badminton Oceania.

**Article 28. Appeals**

- 28.1 An Appeals Committee shall be formed to hear and adjudicate on disputes between the Members or on issues raised by players or officials in respect of events played under the rules of the BWF applicable at the time.
- 28.2 Appeals shall be considered by the Appeals Committee. The Appeals Committee shall be comprised of persons independent of the Executive Board and the Member which is, or whose personnel is, the subject of the appeal. Nominations for membership of the Appeals Committee shall be made by the Executive Board to the AGM in each year and the appointment of such membership shall be as approved by a simple majority of Members present and entitled to vote at an AGM.
- 28.3 No less than six (6) persons shall be appointed to form the Appeals Committee. Each member of an Appeals Committee shall have a knowledge of the sport of Badminton and some shall be legally trained.
- 28.4 Executive Board members, staff or office volunteers of Badminton Oceania may not serve on the Appeals Committee.
- 28.5 Each appeal shall be considered by an Appeals Panel of three (3) persons selected from the membership of the Appeals Committee. One Appeals Panel member shall be selected by the appellant, one Appeals Panel member selected by the Executive Board. These two Appeals Panel members shall then agree on the third Appeals Panel member to hear the appeal. One person in each Appeals Panel to hear an appeal shall be legally trained.
- 28.6 The processes of the Appeals Committee shall be governed by specific by laws of Badminton Oceania and include the requirement for the processes of natural justice to apply.

**Article 29. Judicial Bodies Procedural Rules**

- 29.1 The judicial bodies of Badminton Oceania shall provide fair procedures to all parties involved and shall respect their fundamental rights.
- 29.2 Judicial bodies shall recognise in particular:
- (a) That a person who may have a conflict of interest shall not be a member of the decision-making body;
  - (b) The right of the person charged to know the charge;

- (c) The right to know the penalties which might be imposed; and
- (d) At the expense of the person charged, the right for the person charged to be heard, to present a defence, to produce evidence and to be assisted by counsel.

## **SECTION 5 – ALTERATIONS**

### **Article 30. Alteration of this Constitution**

#### **30.1 Amendments to the Constitution:**

- (a) No amendment shall be made to this Constitution except at an AGM or SGM called, whether specifically or in conjunction with other matters, for that purpose. A proposal to amend this Constitution must be approved by a majority of two-thirds of Members present and entitled to vote at a General Meeting.
- (b) Notice of any proposed amendment to this Constitution must be submitted as set out in article 16.
- (c) Proposed amendments to the Constitution must be specific. They must refer to the article and paragraph concerned, specifying the words to be deleted and the words (if any) to be added, and the section must be quoted in full as it would appear if amended.
- (d) Within one (1) month of any amendment to this Constitution, an officer of Badminton Oceania shall file with the Registrar of Incorporated Societies in New Zealand the details of the amendments. The notice shall be in the form required by the Registrar of Incorporated Societies in New Zealand.

**30.2** Any repeal, alteration or replacement made to any Article shall take effect on the day following the General Meeting repeal, alteration or replacement was approved unless otherwise specified.

## **SECTION 6 – DISSOLUTION**

### **Article 31. Dissolution**

**31.1** Badminton Oceania shall be dissolved after a special resolution to that effect is carried by a vote of three-quarters of the delegates representing Members present

and entitled to vote at a General Meeting convened to consider the question. At least twenty one (21) days advanced written notice must be provided to all members of the intention to call a meeting to propose a motion to dissolve Badminton Oceania.

- 31.2 In the event of the dissolution of Badminton Oceania, the property and other assets of Badminton Oceania remaining after the payment of all its debts, expenses and other liabilities shall be transferred to some other organisation having similar objects or partially similar objects to Badminton Oceania, such organisation or organisations to be determined by Members at the meeting at which the dissolution of Badminton Oceania is approved. In the event that no such organisation exists, or is approved by the Members, then the remaining assets of Badminton Oceania shall be distributed as approved by a majority of members present and entitled to vote at the meeting at which the dissolution of Badminton Oceania was approved.