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# **Badminton Oceania Confederation Incorporated Constitution**



## **SECTION 1 – GENERAL**

### **Article 1. Name, Legal Status, Foundation, Language**

- 1.1 The body, called Badminton Oceania Confederation Incorporated is hereinafter referred to as “BADMINTON OCEANIA” is organised as a not-for-profit organisation.
- 1.2 BADMINTON OCEANIA was established in 1987.
- 1.3 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.
- 1.4 BADMINTON OCEANIA shall possess legal personality and have the capacity to contract, acquire and dispose of immovable property, and to institute and defend in legal proceedings.
- 1.5 The Constitution of BADMINTON OCEANIA and any regulations, guidelines and policies made pursuant to this Constitution shall be interpreted by the Executive Board. The Executive Board may, at its discretion, review any of its interpretations of the regulations, guidelines and policies 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 office location of BADMINTON OCEANIA shall be recommended by the Executive Board to the AGM.
- 1.9 The financial year of BADMINTON OCEANIA closes on 31 December in each year.

### **Article 2. Purposes and Objectives**

**The key focus of BADMINTON OCEANIA is the governance and administration of Badminton in the Oceania region.**

**The Purposes and Objectives of BADMINTON OCEANIA shall be to:**

- 2.1 publish and promote the Statues and Principles;
- 2.2 promote, popularise and control badminton in all countries in the Oceania region;

- 2.3 support and encourage the development of Badminton in the region as a sport for all;
- 2.4 conduct Oceania Championships and other Oceania tournaments and activities in co-operation with Member Associations;
- 2.5 encourage the formation of new Members, to strengthen the bonds between Members and to support the BWF to resolve disputes between Members;
- 2.6 manage the funds of BADMINTON OCEANIA, engage in commercial and marketing activities that give benefit to badminton to ensure sustainable development of BADMINTON OCEANIA and badminton in the Oceania region;
- 2.7 ensure the integrity of Badminton through programmes promoting fair competition free from doping and manipulation of the outcome of matches;
- 2.8 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;
- 2.9 In conjunction with the BWF to take responsibility for:
  - a) organisation, administration and promotion of a range of development programmes, courses and activities within the Oceania region and between continents
  - b) administration and oversight of tournaments in Oceania in accordance with the regulations of BADMINTON OCEANIA and the BWF
  - c) training and administration of technical officials to meet the requirements of events in Oceania and as requested from the BWF
  - d) undertaking planning and budgeting to develop badminton in Oceania

**Article 3. Principles**

Autonomy

- 3.1 The autonomy of international sport is a fundamental principle. BADMINTON OCEANIA shall allow Members complete autonomy in their own territory. It will have no part in purely national issues unless such issues affect the international image, or the Olympic and Paralympic status of the sport in any way. When the autonomy of a member is being compromised, the BWF shall take any appropriate measures.
- 3.2 Member Associations must manage their internal affairs with total independence and ensure that no third party interferes in their operations. Member Associations must remain autonomous and resist political, religious and financial pressure which may infringe their commitment to conform to the BWF's Constitution. Any external form of interference or attempt shall be reported to the BWF.

Ethics

- 3.3 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.
- 3.1 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.
- 3.2 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

- 3.5 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.
- 3.6 Anyone in BADMINTON OCEANIA who shares in its activities in any capacity shall perform their duties in a non-discriminatory manner.

Equal opportunity

3.7 BADMINTON OCEANIA supports equal opportunity for both men and women.

Integrity of Sport

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

3.9 BADMINTON OCEANIA shall operate in a transparent way so that its decisions and actions are open to scrutiny by its membership and the general public. Comprehensive information on its decisions, regulations, policies and programmes shall be available on its website.

**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" means the sport of badminton as administered by the BWF.

4.3 "Badminton Federation" means a national body administering badminton in a country within the Oceania region.

4.4 "BADMINTON OCEANIA" means Badminton Oceania Confederation Incorporated, an incorporated society registered in New Zealand.

4.5 "Badminton Oceania Members" – means any Members or Associate Members of the BWF from the Continental Confederation of Oceania who automatically become Members of BADMINTON OCEANIA.

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 Board under this Constitution to carry out the roles and duties specified by the Executive Board.

4.10 "Covered Persons": includes Officials, Players and Related Persons and also includes Members of BADMINTON OCEANIA, as well as any natural person or organisation that has accepted BADMINTON OCEANIA's jurisdiction.

- a) Any person who ceases to be a Covered Person for any reason shall for all purposes under these rules be deemed to be and to remain a Covered Person in respect of any investigation or allegation into conduct while that person was a Covered Person and
  - b) Any person who became a Covered Person shall be deemed to be and to remain a Covered Person for a continuous period of 12 months after the date, on each occasion, upon which that person became a Covered Person
  - c) Any person who is not otherwise a Covered Person but who engages in conduct which would amount to conduct which is in breach of the Statutes shall be deemed for the purposes of these Procedures as a Covered Person but shall be liable only to the Sanction(s) of a Suspension and/or a Venue Exclusion Order
- 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 11 and 14. “In writing” or “mail” wherever occurring includes electronic means.
- 4.15 “Life Member” means a person awarded life membership of Badminton Oceania pursuant to Article 8.
- 4.16 “Mid Term” means the meeting of the Executive Board approximately 6 months after the AGM
- 4.17 “Members” – means any Members or Associate Members of the BWF from the Continental Confederation of Oceania who automatically become Members of BADMINTON OCEANIA.
- 4.18 “Member in Good Standing” means:
- a) does not have any BWF subscriptions due
  - b) is not under suspension by the BWF
  - c) has submitted Schedule A to the BWF for the current year

- 4.19 “Notice” means formal notification, whether by in writing, by mail, or by electronic means.
- 4.20 “Official” means any person (whether paid or unpaid) who is an employee, office holder (including a nominated candidate) or representative of BADMINTON OCEANIA or who officiates, is a technical official or who is part of the workforce in any Tournament.
- 4.21 “Permanently reside” means the person must hold legal status as a permanent resident of the country.
- 4.22 “Player” means any player who enters or participates in any badminton Tournament.
- 4.23 “Quorum” means the minimum number of delegate present to make the meeting valid.
- 4.24 “President” means the person elected into the position of President; this person is also the Chairperson.
- 4.25 “Related Person” means any coach, trainer, therapist, physician, management representative, agent, family member, tournament guest, business associate or other affiliate or associate of any Player, or any other person who receives accreditation at a badminton Tournament at the request of the Player or any other Related Person.
- 4.26 “Secretary General” means the Secretary General of BADMINTON OCEANIA.
- 4.27 “Statutes” means this constitution and the full body of regulations of the BWF or BADMINTON OCEANIA, accordingly, in force at any relevant date, and as published.
- 4.28 “Tournaments” refers to badminton tournaments recognised by the BWF and belonging to BADMINTON OCEANIA in accordance with the General Competition Regulations (BWF Statutes, Section 5.1) and the Para Badminton General Competition Regulations (BWF Statutes, Section 5.5)
- 4.29 “Valid Proposal” – a proposal for an AGM if it has been a) submitted in writing by a Member in Good Standing, 2) reaches the Secretary General by the deadlines for proposals as per Article 12.2, 3) is seconded by a different Member in Good Standing and 4) is of the competent business of the AGM.
- 4.30 “Vice President” means the person who is elected to the position of BWF Vice President - Oceania.
- 4.31 “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 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.

- 4.32 “Voting Delegate” means the one delegate nominated by a Member to vote on behalf of the Member at General Meetings.
- 4.33 Words signifying the masculine gender in this Constitution include the feminine and neuter genders and vice versa.
- 4.34 Any deadline referred to in this constitution shall mean midnight on the day of the deadline at the location of BADMINTON OCEANIA headquarters.
- 4.35 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.
- 5.2 A Badminton Federation shall automatically become a Member of BADMINTON OCEANIA when it is accepted as a BWF Member.
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  - 2.
  - 3.
  - 4.
  - 5.
  - 5.1.
  - 5.2.

### **Article 6. Rights of Members**

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Members of BADMINTON OCEANIA shall be entitled to privileges including:

Article 1.

Article 2.

Article 3.

Article 4.

Article 5.

Article 6.

- 6.1 To be represented at and participate in and vote at General Meetings.
- 6.2 To make proposals to a General Meeting as long as they are in Good Standing;
- 6.3 To nominate candidates for election onto the Executive Board or any other body requiring election at a General Meeting as long as they are in Good Standing;
- 6.4 To enter players into BWF and BADMINTON OCEANIA sanctioned tournaments;
- 6.5 To host BWF 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 where possible, from BADMINTON OCEANIA.

**Article 7. Obligations of Members**

7.1 The obligations of Members shall include:

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- 2.
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7.1.

- (a) To abide by the BADMINTON OCEANIA Statues.
- (b) To accept and enforce all decisions, resolutions and directions or orders of BADMINTON OCEANIA which are made in conformity with the Statues.
- (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.

**Article 8. Life Members**

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

- 8.1 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.
- 8.2 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.
- 8.3 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.

- 8.4 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.
- 8.5 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 9. Register of Members**

- 9.1 The Secretary General shall keep and maintain a register of Members.
- 9.2 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 10. Governance Structure**

- 10.1 BADMINTON OCEANIA shall be governed by:
- (a) An Executive Board
  - (b) General Meetings; and
  - (c) Meetings of the Executive Board

**Article 11. Annual General Meeting (AGM)**

- 11.1 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.
- 11.2 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 receive the budget as approved by the Executive Board;
- (f) To receive the strategic plan of Badminton Oceania from time to time;
- (g) To deal with agenda items for which due Notice has been received;
- (h) To elect members of the Executive Board as and when required;
- (i) To elect the BWF Vice-President -Oceania when required;
- (j) To appoint the members of the Judicial Panel. When establishing the initial Judicial Panel as per Article 25 the Executive Board shall establish an interim Judicial Panel for the first 12 months until the AGM can formally appoint the Judicial Panel at the next AGM.
- (k) To hear any other discussion points for which decisions are not required.

**Article 12. Notices of General Meetings**

- 12.1 A Notice in writing of the date, time and venue of a General Meeting shall be sent to all Members at 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.
- 12.2 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.
- 12.3 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.
- 12.4 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.

- 12.5 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 13. General Meeting Procedures**

- 13.1 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.
- 13.2 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).
- 13.3 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.
- 13.4 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.
- 13.5 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.
- 13.6 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.
- 13.7 A proposal for the agenda from the Executive Board shall follow the same process for submission and discussion as proposals from the membership.
- 13.8 Proposals at General Meetings shall be decided by Votes Cast.
- 13.9 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.

- 13.10 Voting for the election of the Executive Board and other elections shall be by secret ballot or as otherwise agreed by the meeting.
- 13.11 The Voting Delegate must be present in person in order to vote. No proxy-votes are permitted.
- 13.12 It shall be required that a two-thirds (2/3) majority of Votes Cast approve any proposal to amend the Constitution.
- 13.13 If voting results in an equal number of Votes Cast “for” and “against” the proposal, the proposal shall be lost.
- 13.14 If, after voting in an election, there is a tie, a second round of voting shall take place involving only the tied candidates.
- 13.15 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.
- 13.16 The Executive Board and Members’ delegates have the right to speak at General Meetings.
- 13.17 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 unless otherwise agreed by the meeting.
- 13.18 The Chair shall grant the Secretary General and other staff speaking rights.

**Article 14. Special General Meetings**

- 14.1 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.
- 14.2 The Notice calling for a SGM, as detailed in Clause 14.1, 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.
- 14.3 The notice calling a SGM shall give the date, time and venue for the SGM.
- 14.4 No other business, other than that on the agenda for which the SGM is called, shall be considered at a SGM.

- 14.5 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 15. Executive Board**

- 15.1 The Members at an AGM shall elect, from time to time, an Executive Board which shall have the powers to administer the affairs of BADMINTON OCEANIA between General Meetings.
- 15.2 The Executive Board shall consist of:
- (a) The President; and
  - (b) The Deputy President; and
  - (c) Five (5) members as determined by Members present and entitled to vote at an AGM
  - (d) Up to an additional two (2) appointed Members appointed by the Executive Board as per 17.12
- 15.3 Members of the Executive Board shall have economy class air fares (domestic and international), accommodation and meals provided while attending meetings of the Executive Board.
- 15.4 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 16. Election of the Executive Board**

- 16.1 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
- 16.2 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.

- 16.3 Nominations shall reach the Secretary General not less than forty-five (45) days before the date of the relevant AGM.
- 16.4 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.
- 16.5 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.
- 16.6 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.
- 16.7 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.
- 16.8 Elected members of the Executive Board must permanently reside in the country of the Member at the time of nomination for the Executive Board and must have regular engagement with the Member Association.



- 16.9 No Member shall have more than two elected representatives on the Executive Board.
- 16.10 A Member of the Executive Board shall be deemed to have vacated that office if such person dies or resigns in writing.
- 16.11 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 where an election shall be held to fill the vacancy.
- 16.12 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 three terms, each of four (4) years.
  - (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.
- 16.13 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).

16.14 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 16.13 (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 17. 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:

- 17.1 To take the necessary steps to achieve the objectives of BADMINTON OCEANIA as detailed in the Constitution.
- 17.2 To implement the decisions of a General Meeting.
- 17.3 To uphold and ensure observance of the Statutes by members of the Executive Board and by Members.
- 17.4 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.
- 17.5 To determine regulations, codes, policies and guidelines not determined in accordance with the business of a General Meeting.
- 17.6 To appoint the chairs of committees for a two-year term upon recommendation by the President.
- 17.7 To appoint a three (3) person Hearing Panel, to hear particular governance related cases as per the Judicial provisions.
- 17.8 To interpret the BADMINTON OCEANIA statutes where under dispute.
- 17.9 To appoint the Secretary General on agreed terms and conditions.

- 17.10 To determine the financial policy, approve the budget and the financial reports as prepared by the Secretary General.
- 17.11 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.
- 17.12 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.
- 17.13 To receive reports from Committees.
- 17.14 To ratify any appointments of individual Members to BWF committees, commissions, working groups.
- 17.15 To make emergency decisions if the need arises providing that such decisions are not in direct conflict with the Constitution.
- 17.16 To determine the venue and date of any General Meetings.
- 17.17 To establish and amend those elements of Statutes under its competence.
- 17.18 To make proposals to the AGM.

**Article 18. Executive Board Procedures**

- 18.1 The President and Deputy President shall assume the Chair and Deputy Chair of the Executive Board for meeting purposes.
- 18.2 Each member of the Executive Board shall be entitled to a deliberative vote only.
- 18.3 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.
- 18.4 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.

- 18.5 The Executive Board will meet annually at the AGM and also at mid-term either in person or in accordance with Article 18.3, 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 21 days of the relevant meeting and copies shall be made available, thereafter, to Members making written request for same.
- 18.6 The Secretary General 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 19. BWF Vice President – Oceania**

- 19.1 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 BWF Vice President – Oceania 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 BWF Vice President- Oceania unless their retention of that position is approved by no less than two-thirds of the members of the Executive Board.
- 19.2 The BWF Vice President – Oceania shall have no additional vote at meetings of the Executive Board.
- 19.3
- a) If the BWF Vice President- Oceania does not complete their full term of four (4) years as BWF Vice President – Oceania , an acting BWF Vice President - Oceania shall be appointed by the Executive Board from the membership of the Executive Board, who shall serve as BWF Vice President - Oceania for the remainder of the term of the BWF Vice President – Oceania 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.
- 19.4 The BWF Vice President – Oceania 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 20. The Secretary General**

20.1 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 21. Jurisdiction**

21.1 Covered Persons shall recognise and accept the following:

- 21.1.1 the BADMINTON OCEANIA Statutes and their mandatory nature;
- 21.1.2 BADMINTON OCEANIA'S authority within its sphere of activity concerning Badminton in the region of Oceania including its jurisdiction and its right to make decisions and impose sanctions based on the Badminton Oceania Statutes;
- 21.1.3 that the BWF judicial bodies and CAS are the only competent judicial authorities external to BADMINTON OCEANIA in respect of BADMINTON OCEANIA and its Statutes to the exclusion of any ordinary court of law, any civil judicial authority of any country and any other arbitration body;
- 21.1.4 the requirement to abide by the decisions of BADMINTON OCEANIA, the BWF and/or CAS without attempting to hinder their application.

**Article 22. Application of BWF Statutes**

In addition to the BADMINTON OCEANIA Statutes, Covered Persons are bound by:

- 22.1 The BWF Judicial Procedures
- 22.2 The Badminton Code of Ethics; and
- 22.3 The BWF Codes of Conduct (BWF Statutes, Section 2.2) except where BADMINTON OCEANIA has opted out.

- 22.4 If BADMINTON OCEANIA wishes to opt out of the BWF Codes of Conduct, the BADMINTON OCEANIA General Meeting shall be the competent body for the following:
- a) Section 2.2.1 – Candidates for Election Code of Conduct
  - b) Section 2.2.2 – Elected Officials Code of Conduct
- 22.5 The BADMINTON OCEANIA Executive Board shall be the competent body to opt out of all other BWF Codes of Conduct.

**Article 23. Judicial Authority**

- 23.1 The following bodies of BADMINTON OCEANIA have judicial powers in accordance with the BADMINTON OCEANIA Statutes:
- 23.1.1 The General Meeting;
  - 23.1.2 The Executive Board;
  - 23.1.3 The Judicial Panel
- 23.2 The judicial bodies have the power to make decisions and impose penalties in their areas of duty set out in the BADMINTON OCEANIA Statutes.
- 23.3 Potential breaches of the BWF and the BADMINTON OCEANIA Statutes shall be processed in accordance with the BWF Judicial Procedures.

**Article 24. Judicial Procedures**

- 24.1 Judicial bodies recognise and shall follow the procedures and principles as set out in the BWF Judicial Procedures.
- 24.2 BADMINTON OCEANIA judicial bodies shall provide fair procedures to all parties involved and shall respect their fundamental rights.
- 24.3 All processes undertaken shall respect the following principles:
- a) Presumption of innocence;
  - b) Right to a fair hearing, within reasonable time, by an impartial hearing panel;
  - c) Right to be represented by a lawyer;

- d) Right to be informed of nature and cause of charges, as well as the possible consequences;
- e) Right to call witnesses and give evidence in his/her defence;
- f) Right to have an interpreter; and
- g) Right to a timely, written, reasoned decision;
- h) Right to appeal a decision where such decision is appealable under the BWF Judicial Procedures.

**Article 25. Judicial Panel**

- 25.1 The Judicial Panel shall have general jurisdiction on any dispute that is not governed by the BWF Judicial Procedures. In particular, it shall be responsible for hearing and deciding on potential breaches of the BADMINTON OCEANIA Regulations related to governance matters.
- 25.2 The Judicial Panel shall be composed of five members appointed by the Executive Board. Two members shall be BADMINTON OCEANIA Executive Board members (elected or appointed) and the other three shall be external and independent of BADMINTON OCEANIA. The three external and independent members of the BADMINTON OCEANIA shall have knowledge of sports law and governance.
- 25.3 The members of the Judicial Panel shall serve a four-year term. Casual Vacancies shall be filled by Executive Board members as and when required.
- 25.4 The Executive Board shall appoint a Chair from the two Executive Board members on the Judicial Panel.
- 25.5 The Chair of the Judicial Panel shall appoint three members of the Judicial Panel to form a Hearing Panel to hear a particular case. One member shall be from the two Executive Board representatives and the other two shall be selected from the external members on the Judicial Panel.
- 25.6 Decisions of the Judicial Panel are final at the BADMINTON OCEANIA level and may only be appealed through the appeal routes set out in the BWF Judicial Procedures as “CC Governance cases”.

**Article 26. Sanctions**

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- 26.1 The Judicial Panel shall have the power on behalf of BADMINTON OCEANIA to impose any penalties, within BADMINTON OCEANIA's competence, on any Covered Person who acts against the interest of BADMINTON OCEANIA Statutes, or who fails to comply with a decision by BADMINTON OCEANIA or any of its bodies.
- 26.2 The following penalties may be imposed by a Judicial Panel on Covered Persons:
- a) Reprimand;
  - b) Suspension of Officials and Related Persons;
  - c) Dismissal;
  - d) Venue Exclusion Order;
  - e) Fine; and
  - f) Administrative Fines and Administrative Sanctions.

## **SECTION 5 – ALTERATIONS**

### **Article 27. Alteration of this Constitution**

- 27.1 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 12.
  - 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.



- 27.1 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 28. Dissolution**

- 28.1 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.
- 28.2 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.