

BADMINTON OCEANIA
Section 26 ISA2022 Checklist

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| (a) the name of the society (see section 11); and | S11(1)(f) the name must include the name does not include the word “Incorporated”, “Inc”, or “Manatōpū” (or 2 or more of those words) as the last word or words of the name. | Clause 1.1 |
| (b) the purposes of the society (see section 12); and | S12 a purpose cannot be unlawful, or cannot be a purpose of carrying on the society for the financial gain of any of its members | Clause 2 |
| (c) how a person becomes a member of the society, including a requirement that a person must consent to be a member (see section 76); and | S76 A person must consent to become a member of a society | Clause 5.2 and 5.3 |
| (d) how a person ceases to be a member of the society; and | | Clause 5.4 |
| (e) arrangements for keeping the society’s register of members up to date (see section 79); and | <p>S79: (1) Every society must keep a register of its members.</p> <p>(2) The register must contain— (a) the name of each member; and (b) the last known contact details of each member; and (c) the date on which each person became a member; and (d) all other information prescribed by the regulations (if any).</p> <p>(3) Every society must update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.</p> <p>ISRegulations 2023: 13 For the purposes of section 79(2)(d) of the Act, the register of members kept by the society must contain the following information (in addition to the information</p> | Clause 9 |

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| | required by section 79(2)(a) to (c) of the Act): (a) the name of each person who has ceased to be a member of the society within the previous 7 years; and (b) the date on which each person ceased to be a member. | |
| (f) the composition, roles, functions, powers, and procedures of the committee of the society, including— | | |
| (i) the number of members that must or may be on the committee (see section 45); and | S45 The committee must comprise 3 or more officers who are qualified to be elected or appointed under section 47 . (Section 47 lists disqualifying criteria under the Act) (3) A majority of the officers on the committee must be made up of either or both of the following: (a) members of the society; (b) representatives of bodies corporate that are members of the society. | Clause 15.2 Clause 16.16 |
| (ii) the election or appointment of officers; and | | Clause 16 |
| (iii) the terms of office of the officers; and | | Clause 16.3 |
| (iv) the functions and powers of the committee (see section 46); and | S46: (1) The operation and affairs of a society must be managed by, or under the direction or supervision of, its committee. (2) The committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the society. (3) This section is subject to any modifications, exceptions, or limitations contained in this Act or in the society's constitution. | Clause 17 |
| (v) grounds for removal from office of officers (see section 50(1)(b)); and | Section 50(1)(b): (1) A person ceases to be an officer of a society if the person— | Clause 16.10 |

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| | (b) is removed from office in accordance with the society's constitution; | |
| (vi) how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes; and | | Clause 26.3 Clause 18.2 |
| (vii) the quorum and procedure for committee meetings, including voting procedures; and | | Clause 18 Clause 18.3 |
| (g) how the contact person or persons will be elected or appointed (see section 113); and | S113: Every society must at all times have at least 1 contact person (and may have up to 3 contact persons). | Clause 4.10 |
| (h) how the society will control and manage its finances; and | | Clause 17.11, 17.12, 18.7 |
| (i) the method by which the constitution may be amended (see sections 30 and 31); and | <p>S30: (1) Every amendment to a society's constitution must be—</p> <ul style="list-style-type: none"> in writing; and (b) approved at a general meeting of the society by a resolution passed by the relevant majority (or by a resolution passed in lieu of a meeting in accordance with section 89); and (c) otherwise made in accordance with its constitution. <p>(3) A relevant majority is—</p> <ul style="list-style-type: none"> (a) a simple majority of the votes of those members entitled to vote and voting on the question; or (b) if a higher majority is required by the constitution, that higher majority of the votes of those members entitled to vote and voting on the question. <p>S31: (1) A society may amend its constitution under this section if the amendment— (a) has no more than a minor effect; or (b)</p> | Clause 13.13 Clause 28 Clause 12.9 |

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| | <p>corrects errors or makes similar technical alterations.</p> <p>(2) The committee of the society must, in accordance with its constitution, ensure that written notice of the amendment is sent to every member of the society.</p> <p>(3) The notice must state—</p> <p>(a) the text of the amendment; and</p> <p>(b) the right of the member to object to the amendment.</p> <p>(4) If no objection from a member is received within 20 working days after the date on which the notice is sent (or any longer period specified in the society's constitution), the committee of the society may make the amendment.</p> <p>(5) However, if such an objection is received, the society may not make the amendment under this section.</p> <p>S89: (1) This section and sections 90 to 92 apply if the constitution of a society allows a resolution to be passed in lieu of a meeting under section 26(1)(k)(v).</p> <p>(2) A written resolution is as valid for the purposes of this Act and the constitution as if it had been passed at a general meeting if it is approved by no less than 75% (or a higher percentage required by the constitution) of the number of members who are entitled to vote.</p> <p>(3) A written resolution under this section may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of 1 or more of the persons specified in subsection (2).</p> <p>(4) For the purposes of this section, a member may give their approval by—</p> <p>(a) signing the resolution; or</p> <p>(b) giving their approval to the resolution in any other manner</p> | |

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| | permitted by the constitution (for example, by electronic means). (5) This section does not limit section 84 (which requires a society to call and hold an annual general meeting). | |
| (j) procedures for resolving disputes, including providing for how a complaint may be made (see sections 38 to 44); and | S38: (1) A disagreement or conflict is a dispute if— (a) it is between— (i) 2 or more members; or (ii) 1 or more members and the society; or (iii) 1 or more members and 1 or more officers; or (iv) 2 or more officers; or (v) 1 or more officers and the society; or (vi) 1 or more members or officers and the society; and (b) the disagreement or conflict relates to an allegation that— (i) a member or an officer has engaged in misconduct; or (ii) a member or an officer has breached, or is likely to breach, a duty under the society’s constitution or bylaws or this Act; or (iii) the society has breached, or is likely to breach, a duty under the society’s constitution or bylaws or this Act; or (iv) a member’s rights or interests as a member have been damaged or members’ rights or interests generally have been damaged. (2) A member, an officer, or a society makes a complaint if, in accordance with the society’s constitution,— the member or officer starts a procedure for resolving a dispute in accordance with the constitution; or (b) the society starts a procedure for resolving a dispute in accordance with the constitution (for example, the society starts a disciplinary action against a member or an officer in relation to an allegation referred to in subsection (1)(b)(i) or (ii)). (3) In this section, a reference to— a member is a reference to a member acting in their capacity as a member: (b) an officer is a reference to an officer acting in their capacity as an officer. | Clause 24, 25, 26, 27. |

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| | <p>S39: The procedures in a society's constitution for resolving disputes must be consistent with the rules of natural justice.</p> <p>S40: A society may choose to include all or any of the procedures in clauses 2 to 8 of Schedule 2 in its constitution (but is not required to do so).</p> <p>S41: (1) The procedures in a society's constitution for resolving disputes must be treated as being consistent with the rules of natural justice if those procedures consist of— (a) all of the procedures in clauses 2 to 8 of Schedule 2; and (b) any additional procedures that are consistent with those procedures. (2) Subsection (1) does not prevent a society from having other procedures in its constitution for resolving disputes (as long as those procedures are consistent with the rules of natural justice).</p> <p>See Schedule 2 for Dispute Resolution Procedures</p> | |
| (k) arrangements and requirements for general meetings (see sections 84 to 93), including— | <p>S84: (1) Every society must call an annual general meeting of members to be held— (a) not later than 6 months after the balance date of the society; and (b) not later than 15 months after the previous annual general meeting. (2) However, a society does not have to hold its first annual general meeting in the calendar year of its incorporation but must hold that meeting within 18 months after its incorporation. (3) The society must— (a) hold the meeting on the date on which it is called to be held and in accordance with its constitution; and (b) ensure that minutes of the meeting are kept.</p> <p>S86 (1) The committee must, at each annual general meeting, present the following information:</p> | |

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| | <p>(a) an annual report on the operations and affairs of the society during the most recently completed accounting period:</p> <p>(b) the financial statements of the society for that period: (c) notice of the disclosures, or types of disclosures, made under section 63 (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).</p> <p>(2) The annual report must contain the information prescribed by the regulations (if any).</p> <p>(3) In subsection (1)(c), matters has the same meaning as in section 62.</p> | |
| (i) the intervals between annual general meetings; and | | Clause 11.1 |
| (ii) the information that must be presented at general meetings; and | | Clause 11.2 |
| (iii) when minutes are required to be kept; and | | Clause 13.21 |
| (iv) the manner of calling general meetings; and | | Clause 12.1 – 12.4 |
| (v) whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of section 89 ; and | | Clause 12.9 |
| (vi) the time within which, and manner in which, notices of general meetings and notices of motion must be notified; and | | Clause 12.1 – 12.4 |
| (vii) the quorum and procedure for general meetings, including voting procedures (for example, whether votes may be cast | | Clause 12.7, 12.8, 12.9, Clause 13 |

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| by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means; and | | |
| (viii) the arrangements and requirements for special general meetings under section 64(3) (unless that provision has been negated under section 67); and | S64(3) If 50% or more of the members of the committee are prevented from voting on a matter due to being Interested in the matter, a special general meeting of the society must be called to consider and determine the matter. | Clause 14 |
| (l) the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register (see section 5(3) and subpart 5 of Part 5). | <p>Section 5(3): (3) In this Act, an entity (A) is a not-for-profit entity if— (a) A is one of the following: (i) a society incorporated under this Act: (ii) a charitable entity: (iii) any other society, institution, association, organisation, or trust that is not carried on for the private benefit of an individual, and whose funds are applied entirely or mainly for benevolent, philanthropic, cultural, charitable, sporting, or public purposes in New Zealand; and (b) in the case of paragraph (a)(iii), A's rules, A's constitution, or the instruments constituting, or defining the constitution of, A provide that, on A's winding up, any surplus assets that remain after the settlement of A's debts and liabilities must be given or transferred to 1 or more other entities that are not-for-profit entities within the meaning of this subsection.</p> <p>S24: A society (or proposed society) does not have a purpose of being carried on, and is not being carried on, for the financial gain of any of its members merely because it will or may:</p> | Clause 29.1, 29.2 |

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| | <p>(c) distribute funds to a member to further the purposes of the society (or proposed society), and the member—</p> <p>(i) is a not-for-profit entity; and</p> <p>(ii) is affiliated or closely related to the society (or proposed society); and (iii) has the same, or substantially the same, purposes as those of the society (or proposed society); or</p> <p>(j) have its surplus assets distributed under subpart 5 of Part 5 to a member that is a not-for-profit entity.</p> | |