

Summary of Proposed Amendments to Badminton Oceania Confederation (BOC) Constitution

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
Table of Contents and Document		Article	Clause		To modernise language consistent with the Act, formatting updated and linked
Table of Contents		Section 3 – Government	Section 3 - Governance		To update heading
Table of Contents		Section 6 – Dissolution	Section 6 – Dissolution or liquidation		To update heading
Article 1.1		The body	The society		To modernise language
Article 1.1				It is registered as an incorporated society in New Zealand	To clarify status
Article 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.	This Constitution shall be binding on all countries who are Members of Badminton Oceania and all players, officials, volunteers, employees and contractors, committees and executives acting in any matter under the jurisdiction or control of Badminton Oceania.		To clarify that the Constitution covers volunteers and staff (employees and contractors).
Article 1.8		The office location of	The office location of		To clarify the Board

¹ This refers to the current Constitution article reference.

² This refers to the amended Constitution clause reference.

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		BADMINTON OCEANIA shall be recommended by the Executive Board to the AGM.	BADMINTON OCEANIA shall be determined by the Executive Board.		determines the office location.
Article 1.10		“Contact person” for BADMINTON OCEANIA is the Secretary General.		This is moved from 1.10 to 4.10	Mandatory requirement under the Act to have a named Contact Person and to state how they are appointed
Article 2.1		Statues	Statutes		To correct an administrative error
Article 2.4		Member Associations	Members		To ensure consistency of language and terms
Article 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	control the use of the word Oceania in conjunction with any badminton event or activity held by or within the territories of any Member		To ensure consistency of language and terms
Article 3.2		Member Associations	Members		
Article 4				“Act” “Act” means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.	To reference the new Act which the society must be registered under

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
Article 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	Delete		Member is already defined
	Clause 4.10	“Contact person” for BADMINTON OCEANIA is the Secretary General.		This is moved from 1.10 to 4.10	Mandatory requirement under the Act to have a named Contact Person and to state how they are appointed
	Clause 4.11	“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.	“Covered Persons”: includes Officials, volunteers, employees and contractors, 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.		To ensure consistency of language and terms
	Clause 4.14	The Confederation	Badminton Oceania		To ensure consistency of language and terms
	Clause 4.16			“Interested” has the meaning set out in section 62 of the Act and additional circumstances,	Mandatory requirement for Officers to disclose Interests and notify the Interests Register

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				including non-financial interest.	
	Clause 4.17			“Interests Register” means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.	Mandatory requirement for Officers to disclose Interests and for an Interests Register to be kept
	Clause 4.20			“Matter” means: (a) BADMINTON OCEANIA’S performance of its activities or exercise of its powers; or (b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by BADMINTON OCEANIA.	Mandatory for requirement of Officers to disclose Interests for certain Matters
	Clause 4.21	“Members” – means any Members or Associate Members of the BWF from the Continental Confederation of Oceania who automatically become Members of BADMINTON OCEANIA.	“Member” – means any Badminton Federation which is a Member or Associate Member of the BWF from the Continental Confederation of Oceania who automatically become a Member of BADMINTON OCEANIA.		To ensure consistency of language and terms

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
	Clause 4.22	<p>“Member in Good Standing” means:</p> <ul style="list-style-type: none"> (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 	<p>“Member in Good Standing” means:</p> <ul style="list-style-type: none"> (a) does not have any BWF subscriptions due (b) is not under suspension by the BWF or BADMINTON OCEANIA (c) has submitted Schedule A to the BWF for the current year (d) does not have any outstanding monies owing to BADMINTON OCEANIA more than 6 months overdue, unless a repayment plan has been agreed with the Executive Board. 		To ensure Good Standing for both BWF and BOC
	Clause 4.24			<p>“Officer” means an Executive Board Member and any natural person occupying a position in BADMINTON OCEANIA that allows the person to exercise significant influence over the management or administration of</p>	Mandatory for Officers to abide by Officer’s duties under the Act

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				BADMINTON OCEANIA, or any meaning subsequently amended by the Act.	
	Clause 4.25	“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 badminton BADMINTON OCEANIA Tournament.	“Official” means any person (whether paid or unpaid) who is part of the workforce in any badminton activity or tournament under the auspices of BADMINTON OCEANIA.		To ensure consistency of language and terms and terms
	Clause 4.29	“President” means the person elected into the position of President, this person is also the Chairperson	“President” means the person elected into the position of President.		Other clauses specify who the Chair
	Clause 4.30	“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	“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 is involved in any badminton activity or tournament under the auspices of BADMINTON		To ensure consistency of language and terms

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		other Related Person.	OCEANIA.		
	Clause 4.32	“Statutes” means this constitution and the full body of regulations	“Statutes” means this constitution and the full body of regulations and policies		Clarification of terms
	Clause 4.40	Member Associations	Members		To ensure consistency of language and terms
	Clause 5.2			A Badminton Federation consents to become a new Member of BADMINTON OCEANIA by applying to BWF to become a BWF member.	Mandatory requirement for members to provide written consent to be members
Article 6.1		To be represented at and participate in and vote at General Meetings.	To be represented at and participate in and vote at General Meetings as long as they are in Good Standing.		To ensure consistency with Good Standing requirements
Article 7.1		Statues	Statutes		Administrative
	Clause 9.1	The Secretary General shall keep and maintain a register of Members	BADMINTON OCEANIA must keep and maintain a register of Members as per the information provided from the BWF annually and up to date details, the register must include: a) each Member’s contact person’s name. Where a member is an entity, an		Mandatory requirements for the Member Register

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			<ul style="list-style-type: none"> up-to-date list of all Officers including contact details; b) each Member's Contact Details; c) the date each individual or organisation became a Member; d) the name of each person or organisation who has ceased to be a Member of Badminton Oceania within the previous 7 years and the date on which they ceased to be a Member. 		
	Clause 9.2			A Member must provide notice to the Secretary General of any change to their Contact Details. The Member Register will be updated as soon as practicable after Badminton Oceania becomes aware of changes of the information recorded in the Member Register. All collection, storage, correction, use and disclosure of personal information will comply	Mandatory requirements for the Member Register

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				with the Privacy Act 2020.	
	Clause 9.3	Inspection of Register	Inspection of Member Register		For clarification
	Clause 9.3	Privacy Act 1993 (NZ)	Privacy Act 2020 (NZ)		Updating legislation reference.
SECTION 3		Government	Governance		Updating term
Article 11.2		The business of the AGM shall be	The business of the AGM shall be (in order)		Clarity of agenda of AGM structure
Article 11.2				Notice of disclosures of Interests of Officers (if any) including a brief summary of the matters, or types of matters, to which those disclosures relate;	Mandatory requirement, this must be a standing agenda item at the AGM.
Article 11.2				To appoint scrutineers of the meeting (if required);	In the event, if required
Article 11.2		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.		To delete	In accordance with other Articles, a Judicial Panel will be appointed only if required.
Article 12.1		A Notice in writing of the date,	A Notice in writing of the date,		To allow time for

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		time and venue of a General Meeting shall be sent to all Members at least sixty (60) days before the date of the meeting	time and venue of a General Meeting shall be sent to all Members at least ninety (90) days before the date of the meeting		administrative planning of General Meetings
Article 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 the Constitution shall be circulated to all members within seven (7) days of the forty five (45) day deadline	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 sixty (60) days before the date of the AGM. All proposals, nominations and proposed changes to the Constitution shall be circulated to all members within seven (7) days of the Sixty (60) day deadline		To allow time for administrative planning of General Meetings
Article 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.	The agenda for a General Meeting including any proposals duly received under the Constitution shall be sent to Members not less than thirty (30) days before the date of the relevant General Meeting.		To allow sufficient time.
	Clause 12.5			The General Meeting and	Consistency with the Act.

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				its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.	
	Clause 12.6			<p>The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:</p> <ul style="list-style-type: none"> a) the Chair in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and b) a motion to proceed is put to the General Meeting and a 	Consistency with the Act.

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				majority, or two-thirds of Votes Cast, is obtained in favour of the motion to proceed.	
Article 12.9				Written resolutions are not accepted in lieu of a general meeting	Mandatory requirement to specify whether written resolutions are accepted or not
	Clause 13	chair	Chair		Administrative
	Clause 13.2			If a quorum is not reached within 30 minutes the General Meeting will be adjourned or cancelled.	Best practice
	Clause 13.10	Voting for general items on the agenda shall be by a show of hands, proclamation of voice or votes made by other technological means unless the chair or a Member proposes a secret ballot, which is agreed by a simple majority of the Voting Delegates	Voting for general items on the agenda shall be by a show of hands, proclamation of voice or votes made by other technological means unless the chair or a Member proposes a secret ballot, which must be agreed by a simple majority of the Votes Cast, except as specified in the Act or in this Constitution.		Clarification
	Clause 13.21			Minutes of all General Meetings must be kept	Mandatory requirements to ensure minutes are kept

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				and retained digitally for a minimum of ten years	
	Clause 14.7			Voting procedures for a Special General Meeting shall be the same as those for a General Meeting.	Mandatory requirement to specify voting procedures
	Clause 15.2(c)			and	Administrative
	Clause 15.2(d)				Updated clause numbers
	Clause 15.2(e)			Provided that there must be at least 30% of each gender on the Executive Board. If there are insufficient nominations to meet this requirement, then the positions should remain vacant until such time that they can be filled to meet this requirement.	To align with BWF recommendations
Article 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	BADMINTON OCEANIA indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act. With prior approval of the board, BADMINTON OCEANIA		Updated references to indemnification under the Act.

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		or employee of BADMINTON OCEANIA	<p>may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.</p> <p>BADMINTON OCEANIA is authorised to indemnify an Officer under section 96 of the Act for the following matters:</p> <ul style="list-style-type: none"> a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and b) costs incurred by the Officer for any claim or proceeding relating to that liability. 		
	Clause 16.1			Clause 16 is subject to Clause 15.2.	To ensure election procedures comply with criteria in clause 15.2 and align with BWF recommendations
Article 16.1		Member Association	Member		Te ensure consistency of language and terms

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Article 16.7		Member Association	Member		Te ensure consistency of language and terms
	Clause 16.4	Nominations shall reach the Secretary General not less than forty-five (45) days before the date of the relevant AGM	Nominations shall reach the Secretary General not less than sixty (60) days before the date of the relevant AGM		Aligned with 12.2
	Clause 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.	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 provided that the criteria in clause 15.2(e) is met.		To ensure election procedures comply with criteria in clause 15.2 and align with BWF recommendations
Article 16.9				The Executive Board may, by Ordinary Resolution at a General Meeting or by Special Resolution by the Executive Board itself, remove a Board Member from the Executive Board before the expiry of their term of office if the Executive Board considers the Board Member concerned: (a) has seriously breached duties under this	Mandatory requirement to include grounds for removal of Board member

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				<p>Constitution or the Act; or (b) is no longer a suitable person to be a Board Member; or (c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring BADMINTON OCEANIA or badminton into disrepute or which may be prejudicial to the Purposes or the interests of BADMINTON OCEANIA and/or badminton if they remain as an Executive Board Member.</p> <p>The Executive Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.</p> <p>Before considering a motion for removal, the Executive Board Member affected by the motion</p>	

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				<p>must be given:</p> <p>(a) notice that an Executive Board Meeting is to be held to discuss the motion to remove the Executive Board Member; and</p> <p>(b) adequate time to prepare a response; and</p> <p>(c) the opportunity prior to the Executive Board Meeting to make written submissions; and</p> <p>(d) the opportunity to be heard at the Executive Board Meeting.</p>	
	Clause 16.12	A Member of the Executive Board shall be deemed to have vacated that office if such person dies or resigns in writing.	A Member of the Executive Board shall cease to be an Executive Board member if (a) their term expires; (b) the person resigns by delivering a signed notice of resignation to the Executive Board; (c) the person is removed from office under this Constitution; (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or		Mandatory requirement to include grounds for removal of Board member

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			(e) the person fails to attend two (2) consecutive meetings of the Executive Board without written leave of absence; or (f) the person dies		
	Clause 16.14	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. Where such vacancy arises, the Executive Board may disregard clause 16.7 and may make a skills-based appointment where the Executive Board has identified the need for such an appointment.	In the event of a vacancy on the Executive Board, provided that the criteria in clause 15.2(e) is met, the remaining members of the Executive Board may appoint or second a member to replace such vacancy, which appointment/secondment shall continue for the remainder of the original term of the position filled. Where such vacancy arises, the Executive Board may disregard clause 16.7 and may make a skills-based appointment where the Executive Board has identified the need for such an appointment.		To ensure the criteria in clause 15.2 is met. To simplify the procedure so that the appointed Executive Board member completed the original term.
	Clause 16.15(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	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 for the remainder of the		To clarify term of acting appointment

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		Constitution.	original term, with due notice under the Constitution.		
				If the Deputy President is unable to complete the term, the Executive Board shall appoint an Acting Deputy President until the next AGM at which elections can be called for the remainder of the original term, with due notice under the Constitution.	To clarify term of acting appointment
Article 16.12		<p>a) A person who is an employee of, or contractor to BADMINTON OCEANIA.</p> <p>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.</p> <p>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</p>	<p>a) A person who is an employee of, or contractor to BADMINTON OCEANIA.</p> <p>b) A person who is disqualified from being elected, appointed or holding office as an Executive Board member under section 47 of Act.</p> <p>c) A person who is the subject of any criminal or other investigation or proceeding that may result in damage to the reputation of BADMINTON OCEANIA.</p> <p>d) A person who has been removed as an Executive Board</p>		Mandatory statutory disqualification for Officers under the Act. The Act requires a Board member must consent to be a Board member and must certify that they are not disqualified under the Act and the Constitution from being a Board member.

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		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).	Member following a process under this Constitution or any Statutes.		
	Clause 16.18			The Executive Board must keep an Interests Register.	Mandatory requirements for Officers to disclose Interests and for an Interests Register to be maintained
	Clause 16.19			An Officer who is Interested in a Matter relating to BADMINTON OCEANIA must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive Board, as soon as practicable after the officer becomes aware that they are interested in the Matter, and in the Interests Register.	Mandatory requirements for Officers to disclose Interests and for an Interests Register to be maintained

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	Clause 16.20			<p>A Executive Board Member who is Interested in a Matter:</p> <p>a) must not vote or take part in a decision of the Executive Board relating to the Matter, unless all non-interested Executive Board Members consent;</p> <p>b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Executive Board Members consent;</p> <p>c) must not take part in any Executive Board discussion relating to the Matter or be present at the time of the Executive Board decision, unless all non-interested Executive Board Members consent;</p> <p>d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.</p>	Mandatory requirements for Officers to disclose Interests and for an Interests Register to be maintained

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	Clause 16.21			Despite clause 16.19, if 50% or more Executive Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.	Mandatory requirements under the Act
	Clause 16.22			The Executive Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.	Mandatory requirements under the Act
	Clause 17	Executive Board Responsibilities	Executive Board Functions, Powers, and Responsibilities		To update according to the Act which requires the Constitution to include Functions and Powers
	Clause 17.1			Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution: a) the Executive Board must manage, direct or	Mandatory requirement of the Act to include functions and powers of the Board

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				supervise the operation and affairs of BADMINTON OCEANIA; and b) the Executive Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of BADMINTON OCEANIA.	
	Clause 17.7	To appoint the chairs of committees for a two year term upon recommendation by the President.	To appoint the chairs of committees.		
Article 17.14		To ratify any appointments of individual Members to BWF committees, commissions, working groups.		To delete	
	Clause 17.20			To manage the funds and property of BADMINTON OCEANIA which are: (a) controlled, invested and disposed of by the Executive Board, subject to this Constitution; and (b) devoted solely to the promotion of the Purposes.	Requirement under the Act.

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	Clause 17.21			<p>To ensure the Officers and Members may not receive any distributions of surplus from BADMINTON OCEANIA. This does not prevent Officers of Members:</p> <p>a) Receiving reimbursement of actual and reasonable expenses incurred; or</p> <p>b) Entering into any transaction with BADMINTON OCEANIA for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties;</p> <p>Provided no Officer or Member is allowed to influence any such decision made by BADMINTON OCEANIA in respect of payments or transactions between it and them, their direct</p>	Mandatory requirement under the Act – need to consider No Personal Benefit clause that meets the requirement of the Act (sections 22, 23 and 24).

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				family or any associated entity.	
Article 18.1		The President and Deputy President shall assume the Chair and Deputy Chair of the Executive Board for meeting purposes.	The President shall assume the Chair of the Executive Board for meeting purposes. If the President declines to undertake this responsibility, this may be delegated to the Deputy President.		Clarification
Article 18.2		Each member of the Executive Board shall be entitled to a deliberative vote only.	Each member of the Executive Board shall be entitled to a deliberative vote only. In the result of a tied result to voting, the President shall have a casting vote.		Consistency within the rules.
Article 18.3		For the purposes of this clause, “electronic means” means communication by telephone, email, Skype or similar means.	For the purposes of this clause, “electronic means” means communication by telephone, email, audio, or audio-visual link, or other electronic communication means. No proxy-votes are permitted		For clarification and consistency
Article 18.5				An Executive Board meeting can be called at any time by the Chair or by a minimum of three Executive Board members	To clarify who can call a Board meeting
	Clause 18.8			Except to the extent	To allow for the Board to

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				specified in the Act or this Constitution, the Executive Board may regulate its own procedures.	regulate its procedures where necessary
	Clause 18.9			If any matter arises which, in the opinion of the Executive Board, is not provided for in this Constitution or any Statutes, of if any dispute arises out of the interpretation of this Constitution or the Statutes, the matter or dispute will be determined by the Executive Board until set aside by resolution of Members at a General Meeting.	To allow for the Board to regulate procedures where necessary
Article 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	At the AGM, delegates shall elect a current member of the Executive Board (including those members of the Executive Board elected at the AGM) to be the Oceania BWF Vice President, subject to meeting the criteria as defined in the BWF regulations		For clarification

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Article 19.3		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 failed to serve their full term.	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 until the next Annual General Meeting when a successor shall be elected for the remainder of the original term.		To ensure consistency with other Articles and clarification
	Clause 20.1	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	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 and other day to day management duties		Clarification the Secretary General is responsible for the day to day management

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	Clause 21.1	The common seal of BADMINTON OCEANIA must be kept in the custody of the Secretary General. The common seal may be affixed to any document: by resolution of the Executive Board, and must be countersigned by one Executive Board Member and the Secretary General.	A contract or other enforceable obligation may be entered into by Badminton Oceania: (i) by deed by: a) 2 or more Officers; or b) an Officer, or Secretary General, whose signature must be witnessed; or (ii) by agreement by a person acting under Badminton Oceania's express or implied authority.		The Act no longer requires a society to have a common seal.
	Clause 22.1.3	CAS	Court of Arbitration and Sport (CAS)		To clarify
Article 24.2		The judicial bodies have the power to make decisions and impose penalties in their areas of duty set out in the Badminton Oceania Statutes.	These judicial bodies (Badminton Oceania Judicial bodies) have the power to make decisions and impose penalties in their areas of duty set out in the Badminton Oceania Statutes.		To clarify
Article 25.1		Judicial bodies recognise and shall follow the procedures and principles as set out in the BWF Judicial Procedures.	Badminton Oceania Judicial bodies recognise and shall follow the procedures and principles as set out in the BWF Judicial Procedures.		To clarify

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
Article 25.2		Badminton Oceania judicial bodies shall provide fair procedures to all parties involved and shall respect their fundamental rights.	Badminton Oceania judicial bodies shall provide fair procedures to all parties involved and shall respect their fundamental rights, complying with the rules of natural justice.		Mandatory requirement that dispute resolution procedures must be consistent with the rules of natural justice.
Article 25.3		Right to a fair hearing within reasonable time, by an impartial hearing panel;	Right to a fair hearing (either in person or in writing), within reasonable time, by an impartial hearing panel;		Consistency with Schedule 2 of the Act
Article 25.3		Right to be informed of nature and cause of charges, as well as the possible consequences;	Right to be informed of nature and cause of charges or allegations, as well as the possible consequences;		Consistency with Schedule 2 of the Act
Article 25.3		Right to call witnesses and give evidence in his/her defence;	Right to call witnesses and give evidence in his/her defence (either in person or in writing);		Consistency with Schedule 2 of the Act
Article 25.3		Right to a timely, written, reasoned, decision;	Right to a timely, written, reasoned, impartial decision;		Consistency with Schedule 2 of the Act
	Clause 25.4			The Badminton Oceania Judicial bodies shall be responsible for matters covered under the BADMINTON OCEANIA Complaints, Disputes and	Consistency and compliance with the rules of natural justice as required by the Act

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
				Disciplinary Policy and Procedure which complies with natural justice.	
	Clause 25.5			The Executive Board may amend the BADMINTON OCEANIA regulations, policies or procedures, provided that any changes are consistent with the rules of natural justice and the requirements of the Act and the requirements of the Constitution.	Consistency and compliance with the rules of natural justice as required by the Act
Article 26.1		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.	The Judicial Panel shall have general jurisdiction on any dispute that is not governed by the BWF Judicial Procedures, and shall have jurisdiction for matters where authorised by the BWF Judicial Procedures.		For clarification and better consistency with the BWF JP which are reflected in the BADMINTON OCEANIA Complaints, Disputes and Disciplinary Policy and Procedure which must comply with natural justice.
Article 26.2		The Judicial Panel, shall be composed of five members appointed by the Executive Board. Two members shall be a Badminton Oceania Executive Board members (elected or appointed) and the other three	The Judicial Panel, if required, shall be composed of three members appointed by the Executive Board. At least one member shall be a Badminton Oceania Executive Board member (elected or		Judicial Panel to be appointed only as required

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
		members 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.	appointed) and the other members shall be external and independent of BADMINTON OCEANIA. The external and independent members of Badminton Oceania shall have knowledge of sports law and governance.		
Article 26.3		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.		To Delete	Judicial Panel to be appointed only as required
Article 26.4		The Executive Board shall appoint a Chair from the two Executive Board members of the Judicial Panel.	The Executive Board shall appoint a Chair of the Judicial Panel.		Judicial Panel to be appointed only as required
Article 26.5		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.		To delete	Judicial Panel to be appointed only as required

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
Article 27.1		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.	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		For clarification
Article 27.2		The following penalties may be imposed by a Judicial Panel on Covered Persons: Reprimand; Suspension of Officials and Related Persons; Dismissal; Venue Exclusion Order; Fine; and Administrative Fines and Administrative Sanctions.	The following penalties may be imposed by a Judicial Panel on Covered Persons: Reprimand; Suspension of Covered Persons; Dismissal; Venue Exclusion Order; Fine; and Administrative Fines and Administrative Sanctions.		For clarification
Article 29		Dissolution	Dissolution or liquidation		To include the event of liquidation of any assets
Article 29.1		BADMINTON OCEANIA shall be dissolved after a special resolution to that effect is carried by a vote of three-quarters of the delegates	BADMINTON OCEANIA shall be dissolved or liquidated after a special resolution to that effect is carried by a vote of three-quarters of the delegates		To include the event of liquidation of any assets

Existing Constitution ¹	Amended Constitution ²	Existing Constitution wording	Amendment	Addition / Insertion	Rationale
		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.	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 or liquidate BADMINTON OCEANIA.		
Article 29.2		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 not-for-profit 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 of the dissolution or liquidation 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 not-for-profit entity or entities 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 or liquidation of BADMINTON OCEANIA is approved.		To include the event of liquidation of any assets. Not-for-profit entity is defined in section 5 of the Act.

