
Badminton Wellington Incorporated



Constitution

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BADMINTON WELLINGTON INCORPORATED CONSTITUTION

Adopted at Special General Meeting on 29 July 2014.

1. DESCRIPTION

- 1.1 The name of the incorporated society is "BADMINTON WELLINGTON INCORPORATED".
- 1.2 The Registered Office of Badminton Wellington Incorporated shall be at 1 Ruahine Street, Hataitai, Wellington or at such other address as may be determined by the Board.
- 1.3 Badminton Wellington Incorporated shall have a common seal. The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody.

2. INTERPRETATION

- 2.1 Definitions: In these rules unless there is something in the subject matter of the context inconsistent therewith:

"**Act**" means the Incorporated Societies Act 1908;

"**Board**" means the Board as defined in Rule 7;

"**Board Member**" means a member of the Board as defined in Rule 7.2;

"**BWI**" means Badminton Wellington Incorporated;

"**BWI Club**" means a club that is registered with BWI and that meets the criteria for registration as determined by BWI from time to time.

"**Chairperson**" means the Chairperson appointed in accordance with Rule 7.2.1;

"**Club Member**" means a fully paid Member of a BWI Club;

"**Constitution**" means the rules of BWI which are registered in accordance with the Act;

"**Direct Member**" means a fully paid Member who has paid BWI directly;

"**District**" and "**Wellington District**" means the geographic area known as Wellington;

"**Life Member**" means any person elected at a General Meeting in recognition of services rendered to BWI in accordance with Rule 4.4;

"Manager" means the General Manager of BWI appointed pursuant to Rule 7.6.6;

"Member" means a member admitted to BWI in accordance with Rule 4;

"Registrar" means the Registrar of Incorporated Societies;

"Rule" means a rule of this constitution;

"Seal" means the Common Seal of BWI; and

"Year" means the financial year commencing 1 January and ending on 31 December following or such other dates as the Board may from time to time determine;

3. OBJECTIVE

3.1 The objective of BWI is:

"to provide and develop opportunities and facilities for any person to participate in and enjoy the sport of badminton."

3.2 In order to satisfy the objective BWI will:

- 3.2.1 be responsible and accountable for creating a successful environment to promote, foster & develop badminton for any person within the Wellington District;
- 3.2.2 promote, hold, regulate, and manage all interclub and inter-association matches, and District tournaments, within the rules of Badminton New Zealand, under the control of BWI;
- 3.2.3 belong to Badminton New Zealand;
- 3.2.4 settle questions or disputes on any matter relating to badminton which may be submitted to BWI for its adjudication;
- 3.2.5 undertake any construction, maintenance or alteration to the BWI premises and building at Ruahine Street, Hataitai (or any other premises that BWI may own) as required by BWI, and to furnish and equip the BWI premises as deemed necessary by BWI to meet the objective;
- 3.2.6 invest any of the BWI funds in such investments or assets as the Board may from time to time decide;
- 3.2.7 do all such other lawful things conducive to the objective of BWI.

3.3 Any income, benefit or advantage shall be applied to the objective in Rule 3.1. No Member or any person associated with a Member shall participate in or materially influence any decision made by BWI in respect of the payment to or on behalf of that Member or associated person of any income, benefit or

advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

4. MEMBERSHIP

- 4.1 The membership of BWI (collectively called "Members") shall comprise:
 - 4.1.1 the Patron;
 - 4.1.2 Life Members;
 - 4.1.3 Club Members;
 - 4.1.4 Direct Members.

- 4.2 Membership of BWI shall not confer on any Member any privilege or any estate or proprietary right, interest, or share in any funds or property of BWI, nor shall any Member be personally liable for any of the liabilities of BWI.

- 4.3 Membership of BWI shall be for a 12 month period ending on 28 February (29 February in a leap year) or such other period as BWI may determine from time to time.

- 4.4 Life Members
 - 4.4.1 Any person who has given meritorious service to badminton in the Wellington District for a period of not less than 10 years shall be eligible to be elected as a Life Member.
 - 4.4.2 A Life Member must be elected at a General Meeting.
 - 4.4.3 Any Member can nominate a person for consideration as a Life Member by sending a request in writing to the Board. The Board shall consider the nomination. If the nomination is approved by the Board it will be included for consideration at the next General Meeting.
 - 4.4.4 A Life Member is entitled to be a Member of BWI for their lifetime at no financial cost.

5. FEES

- 5.1 The Patron and Life Members are entitled to membership without the payment of any fee. The Board shall determine the fee payable by any other Member joining BWI. These fees may differ between different classes of membership.

- 5.2 Fees for Direct Members shall be due and payable upon completion of a membership application form.

- 5.3 Fees for Club Members will be invoiced to the relevant BWI Club.

- 5.4 Any Member or BWI Club failing to pay the fee will be sent a notice of default. If payment in full is not made within fourteen (14) days of the notice of

default being made, the Board may at its discretion, remove the Member from membership. Removal from membership does not release the Member or BWI Club from any liability incurred up to the date of expulsion.

- 5.5 The Board at any time or BWI in General Meeting may levy any further fees or charges necessary to meet the objective.

6. REGISTER OF MEMBERS

- 6.1 All Members must fill in a membership application form and provide that form to BWI.

- 6.2 The Manager shall keep and maintain a Membership Register containing the full name, address, phone number, email address, class of membership and date of entry of each Member.

- 6.3 Within fourteen (14) days of a request being made by the Manager to a BWI Club, the BWI Club representative shall supply to the Manager a list of that club's members, together with those members' addresses, phone numbers and email addresses.

- 6.4 The Manager, in collecting personal information for the Membership Register, shall at all times comply with the Privacy Act 1993.

- 6.5 The Member's details on the Membership Register shall be made available to the Member upon reasonable request and in compliance with the Privacy Act 1993.

7. THE BOARD

- 7.1 The Board is responsible for the management of the affairs of BWI.

- 7.2 The Board (collectively called "Board Members") shall consist of:

7.2.1 the Chairperson; who shall be elected by the Board at the first meeting following the Annual General Meeting;

7.2.2 at least three (3) and no more than five (5) persons elected at the Annual General Meeting

7.2.3 up to two (2) further independent persons, selected by the Board at any time during the Year. An independent person's tenure shall be for a term as determined by the Board but no later than the day before the next Annual General Meeting.

- 7.3 A person shall be eligible for election to the Board if:

7.3.1 they are a BWI Member;

7.3.2 they are not a paid employee or contractor of BWI.

- 7.4 Election of Board Members

- 7.4.1 The nominations for Board Members shall be provided to the Manager (in the manner as prescribed by the Manager) no later than (14) fourteen days prior to the Annual General Meeting.
 - 7.4.2 The Manager shall promptly circulate the names of the nominees to all Members.
 - 7.4.3 In the event of insufficient nominees, those persons whose nominations were correctly submitted to the Manager shall be automatically elected.
 - 7.4.4 Nominations from the floor at an Annual General Meeting shall be accepted for election to fill any remaining Board positions.
 - 7.4.5 The term of office for all elected Board members shall be until the next Annual General Meeting (unless the Board Member resigns earlier, or is removed in accordance with 7.5).
- 7.5 Removal of Board Member
- 7.5.1 If the Board determines that a Board Member has brought the game and/or BWI into disrepute, a Special General Meeting will be called to determine whether that Board Member should be removed.
 - 7.5.2 The Board Member affected shall be given not less than fourteen (14) days notice of the Special General Meeting.
 - 7.5.3 The Board Member affected shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Members about the proposed resolution.
- 7.6 Powers of the Board: The Board shall have the power to:
- 7.6.1 Fill any vacancy in the Board, which occurs during any Board Member's term of office. The replacement will complete the vacating Board Member's term of office.
 - 7.6.2 Fill vacancies on any other committees and groups which are established by it;
 - 7.6.3 Develop and implement strategies, policies and procedures for the administration, promotion and development of the game of Badminton at all levels within the District;
 - 7.6.4 Deal with all or any part of the real and personal estate of BWI, or in which BWI has or may hereafter have any beneficial interest, subject to the provisions of Rule 9.3;
 - 7.6.5 Invest the monies of BWI not immediately required in such manner as from time to time may be determined by the Board.
 - 7.6.6 Establish and delegate such powers as it considers appropriate and establish such other committees and groups as it considers appropriate to assist it to carry out its responsibilities;

- 7.6.7 Commence or terminate and determine the terms and conditions of employment of the Manager and other such paid employees. Where a General Manager is appointed that person shall be an ex officio member of the Board but shall possess no power of voting;
 - 7.6.8 Oversee the financial management of BWI including ensuring that all income and expenditure is accounted for, that proper accounts of all income and expenditure are kept, and that annual financial statements are prepared and audited.
 - 7.6.9 Enforce the Constitution for BWI and to discipline Members;
 - 7.6.10 Resolve and determine any disputes or matters not provided for in this Constitution;
 - 7.6.11 Do all other acts and things which are within the Powers above and the Objective of BWI and which the Board considers appropriate.
- 7.7 Meetings of the Board:
- 7.7.1 The Board shall meet a minimum of four (4) times per year, at such places and times, and in such manner, as it shall determine.
 - 7.7.2 The Chairperson shall chair Board meetings, or in his/her absence any other Board Member present as determined by the Board.
 - 7.7.3 A resolution in writing, dated and signed or assented to by facsimile, or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form, each signed by one or more Board Members, totalling all Board Members.
 - 7.7.4 A meeting of the Board may be held where one or more of the Board Members are not physically present at the meeting, provided that:
 - (a) Notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board;
 - (b) If a failure in communications prevents Rule 7.7.4(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again.
 - (c) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting.
 - (d) A Board Member who is absent from two consecutive Board Meetings without prior approval or without reasonable explanation, shall be deemed to have vacated their office as a Board Member.

- 7.7.5 Voting at Board Meetings; Each Board Member shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members present at a Board Meeting. Subject to Rules 7.7.3 and 7.7.4, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member). The Chairperson shall have the casting vote.
- 7.7.6 Quorum for Board Meetings; There shall be no less than three elected Board Members and no less than 60% of all Board Members present at a Board Meeting (including a meeting held under Rule 7.7.4) to constitute a quorum.
- 7.7.7 The Board shall keep the Members informed of its business by making reports available at least quarterly, and making the minutes of its meetings available to members within fourteen (14) days after each meeting.

8. GENERAL MEETINGS & VOTING

8.1 Annual and Special General Meetings

- 8.1.1 Once in each Year at a time before 30 April and at a place to be decided by the Board, there shall be held an Annual General Meeting of Members. The regular business of the Annual General Meeting, which shall take precedence over all other business, shall be:
- (a) to consider minutes of previous General Meetings not previously confirmed;
 - (b) to receive the Annual Report and the Financial Statements duly audited;
 - (c) to elect the Members of the Board;
 - (d) to elect an Honorary Solicitor;
 - (e) to elect a Patron;
 - (f) to elect Life Members;
 - (g) to receive and approve the Budget and Business Plan for the succeeding year;
 - (h) to consider general business of which due notice has been given.
- 8.1.2 The Chairperson of a General Meeting shall be the Chairperson or his/her nominee from the Board.
- 8.1.3 Not less than fourteen (14) days notice shall be given of every General Meeting to all Members and such notice shall clearly set an agenda for the business to be transacted at such meeting.
- 8.1.4 Business of which due notice has not been given, may be dealt with provided that the consent of not less than 75% of the votes cast at the meeting support the same.

8.1.5 A Special General Meeting shall be convened by the Manager upon receiving either a signed requisition by the Board, or a signed requisition from not less than 25% of Members. Any such requisition and notice shall state the business to be brought forward at such meeting. Such meeting shall be called within one month of the receipt of the requisition by notice sent to all those entitled to receive notice of an Annual General Meeting.

8.2 Attendance and Voting at General Meetings and Proxy Votes

8.2.1 All Members and any authorised representatives as provided in these rules shall be entitled to attend all General Meetings.

8.2.2 All present at a General Meeting shall, with the consent of the Chairperson, be entitled to speak, but only BWI Members may move and second motions or make and second nominations, speak and vote thereon.

8.2.3 For the purpose of voting at any General Meeting each BWI Member will be entitled to one (1) vote

8.2.4 The voting on any question shall be decided by hands, or by secret ballot if requested by any BWI Member.

8.2.5 In the event of any BWI Member being unable to attend any General Meeting, that Member may appoint in writing the Chairperson of the Board to act as their proxy. In such case, the Chairman as appointed proxy shall vote in accordance with his/her written instructions.

8.2.6 The quorum at a General Meeting shall be eight (8) Members personally present.

9. **FINANCE, ANNUAL REPORT AND AUDIT**

9.1 All moneys of BWI shall be paid into such bank as the Board may from time to time determine.

9.2 The Board may from time to time determine procedures for the payment of accounts.

9.3 BWI may borrow money and provide security for that borrowing if agreed to by a majority of Board Members.

9.4 No resolution relating to any single item of expenditure or commitment to borrow in excess of \$20,000 shall be passed by the Board unless such resolution has been approved first by a majority of not less than sixty (60) per cent of the Board and seconded by a majority of not less than sixty (60) per cent of those present and entitled to vote at a General Meeting.

9.5 Every year the financial statements of BWI shall be audited and certified by an auditor or auditors duly appointed, and be submitted with a report of the preceding Year's proceedings to the Annual General Meeting.

- 9.6 After the Annual Report, Statement of Income and Expenditure, Statement of Financial Position, and Budget Forecast have been approved by the Board and the financial statements duly audited, they shall be printed, together with a notice convening the Annual General Meeting and setting forth the business to be transacted at such meeting and a copy made available to all Members.

10. DISCIPLINE

- 10.1 Any Member may make a formal complaint to the Board relating to:
- (a) the conduct and behaviour of any other Member;
 - (b) any breach of this Constitution, or of the Rules of Badminton, or the Rules and Regulations of Badminton New Zealand by any Member.
- 10.2 The complaint must be in writing.
- 10.3 The Board may of its own accord deal with any disciplinary matter even though a written complaint has not been made.
- 10.4 The proceedings shall be confidential to the Board, the Member and the complainant.
- 10.5 Unless the Board considers the complaint to be trivial, frivolous or malicious, then the following procedures shall be observed:
- (a) The Board shall advise the Member in writing of the details of the complaint;
 - (b) The Member shall have the opportunity to respond in writing within 10 working days of receipt of the complaint;
 - (c) The Board may investigate further and advise the Member and complainant in writing of the results of its inquiries.
- 10.6 If the Board considers the complaint warrants further action then:
- (a) the Board shall invite the Member and complainant (if applicable) to attend a disciplinary meeting;
 - (b) advise the Member and complainant they are entitled to bring to the disciplinary meeting any representative who may speak or make submissions on behalf of the Member;
 - (c) advise the Member and complainant they are entitled to bring to the meeting any witnesses who can give information to the Board. Any witnesses may be questioned by the Board.
- 10.7 At the conclusion of the meeting the Board will in writing, advise the Member and the complainant of the outcome. The Board's decision shall be final and binding on the parties and shall not be subject to any review or challenge.

10.8 The Board may:

- (a) Dismiss the complaint;
- (b) Suspend the Member for a specified period;
- (c) Expel the Member.

11. NOTICES

11.1 Every notice required to be given to any Members or other person entitled to any notice, shall be deemed to have been duly delivered, if posted to the last known place of residence or business, or where the intended recipient has advised an email address, notice may be provided by email.

12. ALTERATIONS TO CONSTITUTION

12.1 The Constitution shall be publicly available via the Internet (www.societies.govt.nz) and on the BWI website.

12.2 This Constitution may be amended or replaced by resolution of any General Meeting passed by at least 60% of those Members present and voting.

12.3 Any proposed motion to amend or replace this Constitution shall be signed by at least 5% of the total Members and given in writing to the Manager at least one (1) month before the General Meeting at which the motion is to be considered.

12.4 The proposed motion shall include a written explanation of the reasons for the proposal.

12.5 At least 14 clear days before the General Meeting at which any such proposal is to be considered, the Manager shall give Notice to all Members of the proposed motion, the reasons for the Proposal and of any recommendations from the Board in respect of the Proposal.

12.6 No addition or alteration to the object [Rule 3.1], personal benefit clause [Rule 3.3] or the winding up clause [Rule 14] shall be approved without Inland Revenue approval and the provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this one.

12.7 The Board shall ensure that the amended Constitution is duly filed with the Registrar.

13. BY-LAWS

13.1 Unless otherwise directed by a General Meeting, the Board shall have power to make, alter or repeal such by-laws as it may think fit for the well-being of BWI, and the decision of the Board on all questions shall be final and binding unless and until set aside or varied by BWI in General Meeting.

14. WINDING UP


- 14.1 A majority of Members present at a General Meeting convened for the purpose of winding-up BWI, may resolve that BWI be dissolved as from a date to be named in such resolution, which shall be confirmed at a subsequent General Meeting called for that purpose and held not later than 30 days after the passing of the said resolution.
- 14.2 If upon the winding up of BWI there remains, after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed or paid amongst the Members of BWI, but shall be transferred or given to such other Charitable Association, Club or Institution having objects similar to those of BWI as shall be determined by the Members of BWI at or before the time of winding up, and in default thereof as may be directed upon application to the High Court of New Zealand.
- 14.3 Upon passing of such resolution notice shall be sent to the Registrar.

The above Rules were adopted by resolution passed by not less than two thirds of the votes recorded at a general meeting of the Council held on the 29th day of July 2014.

Stephen Nelson
President



Megan Jamieson
Vice President



Tura Rata
Co-Treasurer



The Common Seal of Wellington Badminton Association was hereto affixed:

