

THE INCORPORATED SOCIETIES ACT 1908

RULES OF THE

NORTHLAND BADMINTON ASSOCIATION INCORPORATED

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1. NAME

The name of the Association is the Northland Badminton Association Incorporated.

2. REGISTERED OFFICE

The registered office of the Association is 41 Porowini Avenue, Whangarei.

3. ASSOCIATION COLOURS

The colours of the Association shall include the colour Cambridge Blue.

4. DEFINITIONS AND INTERPRETATION

In these Rules, unless the context otherwise requires

- 4.1 “The Association” means the “Northland Badminton Association Incorporated” in this Constitution.
- 4.2 “The Act” means the Incorporated Societies Act 1908, any amendment of, or any enactment for the time being in force in substitution.
- 4.3 “The registrar” means the registrar of Incorporated Societies under the Incorporated Societies Act 1908.
- 4.4 “The Federation” means New Zealand Badminton Federation Incorporated.
- 4.5 “Interested organisations” means any organisation or body of persons whose object is the promotion of badminton in any phase whether it is direct or indirect.
- 4.6 “Northland district” means the district allotted to the association by the New Zealand Badminton Federation (Inc) where the Association has jurisdiction.
- 4.7 “The Members” means the members of the Association who may comprise of:
- (a) A district or sub association.
 - (b) A badminton club in the Northland district.
 - (c) All persons affiliated to the Association.
 - (d) Honorary life members elected by the Association.
- 4.8 “The subscription” means the annual subscription payable by the members of the Association.
- 4.9 “The Board” means the Management Board of the Association.
- 4.10 “The President” means the President of the Management Board.
- 4.11 “The General Meeting Quorum” means the Quorum at General meetings and shall allow the following number of members entitled to vote, that is to say: NINE (9).
- 4.12 “The Board Quorum” means the Quorum of the Board Meetings and shall allow the following number of Board members entitled to vote, that is to say: FOUR (4).

4.13 The “Officers of the Association” shall constitute the Management Board who shall consist of the President (who in these rules where the context so demands is sometimes called “The Chairperson”), the Business Advisor and such members as are elected by the Annual General Meeting provided that the total number does not exceed 7.”

4.14 “The principal object of the Association” is to manage control and regulate badminton in Northland.

5. OBJECTS AND POWERS

5.1 The principal object of the Association as defined shall be the objects of the Association, which will have the powers and authorities, specified.

5.2 In addition the Association shall have the following powers, objects and authorities, that is to say:

- (a) To foster, promote and conserve the game of badminton and any modifications.
- (b) To institute control, conduct, license or approve badminton championships, tournaments and matches.
- (c) To adopt, formulate, interpret and enforce rules and regulations regarding conduct, and to advise other organizations and clubs conducting local championships, tournaments or matches.
- (d) To arrange matches or contests in Northland between teams representing Northland and opposition teams.
- (e) To select and control teams to represent Northland.
- (f) To arrange and control representative matches competitions and trophies available for competition.
- (g) To affiliate Northland Badminton with New Zealand Badminton Federation.
- (h) To acquire, sell or dispose of land and buildings and any other property both real and personal.
- (i) To co-operate with other organisations interested in sporting, recreational and community activities and be represented at any meeting of such organisations and play a part in activities of such organisations.
- (j) To borrow or raise money and secure payment of money owing to the Association, or to become owing to or for the satisfaction or performance of any obligation or liability incurred or undertaken or to be incurred or undertaken by the association or other persons on behalf of the Association in such manner and upon such terms as may seem expedient.
- (k) To raise, receive, hold and administer funds in the form of subscriptions, donations, gifts, legacies, bequests, funds and grants arising from any source for the benefit of the Association.

- (l) To lease and take on lease, administer and otherwise deal with property both real and personal of whatsoever kind, and to invest any funds of the Association in such manner as the Association see fit.
- (m) To make, draw, accept, endorse, execute and issue bills of exchange, promissory notes, debentures and any other instruments.
- (n) To remunerate any person, firm or company for services rendered to the association or to pay for any privileges, concessions or any other thing or interest acquired by the Association by cash payment or by the issue of debentures or otherwise.
- (o) To support and subscribe or establish or aid in the establishment and support of Associations, Institutions, Provident and Benefit Funds, Trusts, Clubs and Societies which may either directly or indirectly benefit of the Associations or be in keeping with its objects and ideals.
- (p) To improve, alter, repair or reconstruct and otherwise deal in any property of the Association both real and personal.
- (q) To enter into arrangements for the hire, lease or tenancy of any halls, rooms or premises for tournaments, matches or meetings.
- (r) To buy, hire or otherwise acquire furniture, furnishings, equipment and other effects.
- (s) To apply for and obtain such licences, permits, authorities, powers and rights as the Association from time to time thinks fit under the Sale of Liquor Act or under any other Act, Regulations, Rule of Government or local body authority entitling or enabling the Association to sell or otherwise deal in liquor, wines, spirits, ale and other alcoholic beverages or otherwise.
- (t) To constitute an authoritative organisation for the determination in Northland of all questions and matters which may arise in the play or umpiring of the game of badminton, to interpret the rules, regulations and to serve as the arbitrator of controversies on all matters directly or indirectly pertaining to the game of badminton in Northland.
- (u) To do all such other things which in the opinion of the Association may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

5.3 The objects set forth in any clause or sub-clause of these rules shall not, except where the context expressly requires, be in anyway limited or restricted by reference to or any inference from the terms of any other clause, sub-clause or by the name of the Association. None of such clauses, sub-clauses or the objects specified or the powers hereby conferred shall be deemed subsidiary or ancillary to any other clause, sub-clause or object but the Association shall have full power to exercise all or any of the objects and powers conferred by the Rules independently or any other of such objects and powers.

6. MEMBERSHIP

- 6.1 Members of the Association shall comprise firstly of those persons who are members of the Association at the time these Rules are adopted and secondly any person thereafter who shall have been proposed by a member and seconded by a member and duly elected as a member of the Association
- 6.2 The Association shall keep a register of its members and such register shall contain the name, and address of each member of the Association and the date upon which they became a member of the Association.
- 6.3 The Association may at the discretion of the Management Board make any person an Honorary Member of the Association and the rights, duties and privileges of such Honorary Member shall be defined from time to time by the Management Board. Until otherwise defined by the Management Board an Honorary Member shall not have the right to vote.
- 6.4 Members may resign by giving the Board notice in writing to that effect but such resignations shall not relieve such member from liability for any levies, fees or subscriptions due by him to the Association or from any other liability in respect of his membership.
- 6.5 In the event of any member failing to pay any levy, fee or subscription within thirty-one days of demand the Management Board may by a three-fourths majority vote to expel such member but such expulsion shall not relieve such member from liability for any levies, fees or subscriptions due by that member to the Association nor from any other liability to the Association.
- 6.6 In the event of any member committing a breach or being in breach of these Rules or in the event of any member misconducting himself whether or not such misconduct shall relate to the Association then should the Management Board decide to take any action in respect thereof the following procedure will apply:
 - (a) The Management Board may in writing invite such member to retire from position.
 - (b) Should such member fail to retire then the Management Board will advise that member giving seven clear days notice to that member of the date of a meeting to be held within two calendar months of the date of such letter inviting such member to retire.
 - (c) At such meeting the member may, subject to the following, make such written or verbal explanations and call evidence as he thinks fit provided however that the Management Board may decide in its absolute discretion whether or not to hear any such explanation or evidence or any part thereof and may in its discretion conduct its own meeting in conformity with its own rules and procedures or such rules and procedures as it deems fit.
 - (d) The Management Board may therefore by a three-fourths majority expel such member. By the like majority the Management Board may suspend such member for such period or periods as the Management Board thinks fit.
 - (e) Any such expulsion or suspension shall not relieve such member of his liability for any levy, fee or subscription due to the Association or from any liability in respect of his membership of the Association.

- 6.7 Any person expelled or suspended or any person ceasing to be a member of the Association at the discretion of the Management Board may be re-admitted as a member at any time.

7. LEVIES, REGISTRATIONS AND FEES

- 7.1 The Management Board may in its absolute discretion determine classes of membership for the purpose of fixing levies, entrance fees and registrations or any of them.
- 7.2 Until the Management Board otherwise resolves these shall be payable by each member each year (and for this purpose the year shall commence on the 1st day of October each year and conclude on the 30th day of September each year) an annual registration.
- 7.3 Any member who shall fail to pay any registrations or other charges within thirty-one days of them becoming due shall cease to be entitled to vote at any meeting of the Association or at any meeting of the Management Board and such member shall not be entitled to use the Association's facilities or participate in any of its activities until full payment of all moneys owing.
- 7.4 Notwithstanding anything previously stated the Management Board may in its absolute discretion waive payment or remit the whole or any part of any entrance fee or annual registration.
- 7.5 Upon payment of any such registration the member paying shall be a member of the Association and shall be bound by these rules.
- 7.6 The annual registration shall be such sum or sums (if any) as shall be fixed at the Annual General Meeting and may vary in respect of different classes of membership.

8. GENERAL MEETINGS

- 8.1 A General Meeting of the Association shall be held at least once in every year at such time and at such place as may be determined by the Board. It shall be held no later than 1st February in each year. Such meetings shall be called Annual General Meetings.
- 8.2 All other General Meetings of the Association shall be called "Special General Meetings". The term "General Meeting" shall include both Annual General Meetings and Special General Meetings.
- 8.3 Except as is otherwise provided for, at least seven clear days notice of a General Meeting specifying the place, the date and the hour of the meeting and in the case of special business, the general nature of such business shall be given to members but the accidental omission to give such notice or the non-receipt of such notice shall not invalidate the proceedings at any General Meeting. Upon any General Meeting being held with insufficient notice having been given to all members, the Meeting may by a majority resolution waive such notice.
- Notwithstanding anything previously contained any notice calling a General Meeting may be given by inserting the same once in a newspaper circulating daily in the area provided that in the case of a Special General Meeting such

notice shall be advertised twice in such newspaper, the first advertisement to appear not earlier than seven clear days prior to such meeting as stated.

- 8.4 The Board may call a Special General Meeting at any time but shall call a Special General Meeting on the Executive Officer receiving written requisition in that regard signed by at least ten members and specifying the business for which the meeting is to be held. Such a Meeting shall thereupon be held within fourteen days of the receipt of the requisition.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 The President of the Board shall take the chair at every General Meeting of the Association. In the absence of the President the Meeting shall choose a Chairperson for that meeting.
- 9.2 The Chairperson of a General Meeting at which a quorum is present may with the consent of the members present adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.3 No proxies will be accepted for General Meetings.
- 9.4 At every General Meeting every question submitted to the meeting shall be decided in the first instance on the voices or if demanded, by the show of hands or by a poll as is provided for.
- 9.5 At any General Meeting unless poll is demanded by a Chairperson or by at least nine persons entitled to vote a declaration by the Chairperson that a motion or resolution has been carried or lost (an entry to that effect being made in the minute book) shall be conclusive evidence without proof of the number of votes recorded in favour or against such motion or resolution. If a poll is demanded it shall be taken in such manner as the Chairperson directs.
- 9.6 Minutes of every General Meeting shall be kept by the Executive Officer or in their absence by such person as the Chairperson of such meeting directs.
- 9.7 At the Annual General Meeting the members shall elect:
- (a) The Management Board
 - (b) Honorary Officers of the Association

10. VOTING AT GENERAL MEETINGS

Every member of the Association except as in Rules otherwise provided shall be entitled to vote at General Meetings of the Association. All questions shall be decided on a majority vote unless by these Rules a special resolution is required in which case the majority shall be three-fourths of the persons present at the meeting and entitled to vote. The Chairperson of the meeting shall have in the event of a deadlock, a casting as well as a deliberative vote.

11. THE OFFICERS OF THE ASSOCIATION

- 11.1 The officers of the Association as defined shall be elected to their respective offices at each Annual General Meeting.
- 11.2 In the case of any officer ceasing to be a member or becoming incapable of acting or retiring or otherwise having to vacate his office the Board may appoint any member of the Association to fill the vacancy for the remainder of the term. Such appointee shall have the rights and duties (including in the case of a board member, the right to vote) as the officer in whose place he has been appointed.
- 11.3 At each Annual General Meeting the following honorary officers shall be elected:
 - (a) Patron
- 11.4 The Association at General Meetings may elect any person who the Association considers has rendered exceptional services to the Association as an Honorary Life Member who shall thereupon be elected and appointed and shall be free of the liability of the payment of any subscription but shall otherwise be bound by these rules.

12. THE BOARD

- 12.1 The affairs of the Association shall be under the control of the Management Board.
- 12.2 The officers of the Association shall constitute and comprise the Management Board.

13. THE ELECTION OF OFFICERS

- 13.1 The Officers of the Association shall be elected as such to their respective office at the Annual General Meeting.
- 13.2 Nominations for the Officers of the Association shall be taken from the floor of the meeting at the Annual General Meeting.
- 13.3 Retiring Officers of the Association shall be eligible for re-election.
- 13.4 Forthwith upon election the officers elected shall be the officers of the Association and they shall as from their election hold office until the next succeeding Annual General Meeting.
- 13.5 A member of the Management Board shall be liable to be replaced by the Management Board should he fail to attend three consecutive meetings of the Board without furnishing reasons for his absence satisfactory to the Board. His replacement shall be appointed by the Management Board and shall hold office until the next ensuing Annual General Meeting.

14. PROCEEDINGS AT BOARD MEETINGS

- 14.1 At every Board Meeting the President shall take the chair and in his absence the Board shall choose from amongst its number a person to chair the meeting.

14.2 The Executive Officer or any person as the Board so decides shall take minutes at the Board Meetings.

15. VOTING AT BOARD MEETINGS

The Board shall decide every question on a majority of votes and each member of the Board personally present shall have one vote except in the case of an equality of votes when the President or in his absence the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

16. THE POWERS OF THE BOARD

16.1 The business activities and affairs of the Association shall be managed by the Board which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and are not by the Act or these Rules required or done by the Association in General Meeting.

16.2 The Board shall have power to raise any sum or sums of money for the purpose of the association and to pledge, mortgage or give as security for such money all or any of the real or personal property assets and effects (both present and future) of the association. The Board may also borrow money from the association's bankers on overdraft or otherwise, with or without security.

16.3 In particular but without in any way derogating from the generality of the powers conferred, the Board may from time to time:

- (a) Co-opt to the Board for such term and on such term and conditions as the committee thinks fit any persons whose qualifications or experience may be of assistance to the Board. Persons so co-opted shall have full voting rights, at Board meetings.
- (b) Employ, re-employ, engage, re-engage, dismiss and re-dismiss any person or persons (whether member or member of the Board or otherwise).
- (c) Form, reform, establish and disband and from time to time alter the composition of its sub-committees as it in its absolute discretion thinks fit.
- (d) The power to engage and hire and appoint any person or persons and the power to appoint representatives and delegates as stated and the power to co-opt shall carry with it the power to terminate and re-engage, re-hire and re-appoint. Re-co-opt such person or persons, representatives and delegates.
- (e) Appoint all delegates to such other Bodies as the Management Board sees fit.

17. BY-LAWS

The Board may from time to time make such by-laws and regulations as it thinks fit for the management of the business affairs and activities of the Association and define the rights and duties of the members in respect thereof provided that such by-laws are not

contrary to the Act or to the law or any of these Rules. The Board may from time to time either amend or enlarge or rescind such by-laws and regulations. Any such amendment, enlargement or rescission shall not be deemed to be an alteration to these rules within the meaning of s.21 of the Act.

18. SUB-COMMITTEE

18.1 Further to the activities of the Association the Board may from time to time appoint sub-committees to deal with all or any of the spheres of the Association's activities. Any such sub-committee shall be under the control of the Board which may form, disband, reform, alter the members of and alter the terms of reference of any such sub-committee and from time to time and at all times as the Board in its discretion thinks fit.

18.2 The Board may in its absolute discretion appoint such officers as it thinks fit to carry out the functions of the Association and may pay such officers such emoluments and disbursements and allowances or any of them as it sees fit.

19. THE QUORUM

19.1 The quorum at a General Meeting of the Association shall be the General Meeting quorum as stated in the definition.

19.2 The quorum at a Board meeting shall be the Board quorum as stated in the definition.

20. PROCEDURE

The Chairperson at any General Meeting and the Chairperson at any Board meeting shall decide all questions of procedure and his decision on any procedural matter shall be final and binding unless the meeting by majority vote otherwise resolves.

21. CUSTODY AND USE OF COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Executive Officer and shall be used only by authority of a resolution of the Board. Two members of the Board shall sign every instrument to which the Seal is affixed.

22. CONTROL OF FUNDS

All moneys received by or on behalf of the Association shall forthwith (unless otherwise directed by the Board) be paid to the credit of the Association in an account with the bankers for the time being of the Association and all cheques or withdrawal on the accounts shall be signed by the Executive Officer and Chairperson or such other two Officers of the Board as the Board from time to time decides.

23. ANNUAL ACCOUNTS

The Board shall keep true accounts of:

- (a) The assets of the Association
- (b) The sums of money received and expended by the Association and the manner in respect of which such sum receipt or expenditure takes place.
- (c) The credits and liabilities of the Association and shall file annually a statement in the prescribed form with the Registrar of Incorporated Societies, after the same has been duly certified by the Executive Officer and approved by members at General Meetings.

24. INDEMNITY AND RESPONSIBILITY

Every member of the Board and other officer or servant of the Association shall be indemnified by the Association and it shall be the duty of the Board, out of funds of the Association to pay all costs, charges, losses and expenses which any such member of the Board, officer or servant may incur or become liable to by reason of any contract entered into or by any act, or deed done by him as such member, officer or servant or in any way in the proper and lawful discharge of his duties whether expressed or implied, provided that these provisions shall not extend to indemnify any persons in respect of their willful dishonesty or malice.

25. WINDING UP

The Association may be wound up voluntarily if at a General Meeting a resolution is passed requiring the Association to be wound up and the resolution is confirmed at a subsequent General Meeting called for the purpose and held not earlier than thirty one days after the date on which the resolution so to be confirmed was passed. Notice of such a resolution shall be forwarded to the Registrar of Incorporated Societies. The funds and property of the Association shall upon winding up pass but subject to any outstanding liabilities to such organisations of a similar nature catering for the needs of members as the Association at first of such General Meetings so decides or to such other organisations as the Association at such General Meeting so decides but if at such meeting no decision is made then as the Association at its final General Meeting so decides. Any such distribution may be resolved to be made to one or more bodies or groups and if more than one, such shares and proportions as the resolution so determines.

26. ALTERATION OF RULES

The Association may add to, amend, alter or rescind any of its Rules at a General Meeting (of which seven days notice has been given of an intention to consider the amendment to the Rules) by a majority of not less than three-fourths of the members present and entitled to vote at such meetings. No alterations, amendment, addition or rescission shall be valid until accepted by the Registrar of Incorporated Societies and it shall be the duty of the Board to see that the provisions of the Act as to alterations of Rules are complied with.

27. NOTICES

Notices may be served personally or by post or by advertisement in any newspaper circulating in the Association's district. Notice of a General Meeting of this Association shall be deemed to be effective if given by advertisement as aforesaid. Any notice of any meeting may be done by way of advertisement.

28. INTERPRETATION OF RULES

Any questions arising as to the interpretation of these Rules or any question arising on any subject within the scope of the Association's authority not otherwise provided for shall be decided by the Board whose decision shall be final and binding on all members.

29. MATTERS NOT PROVIDED FOR

If any matter arises for which there is no applicable rule or regulation the matter shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Board.

The Board's decision shall be final.

We confirm that the above amended rules were approved at the Special General Meeting of the Association held on 2006.

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Chairman

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Secretary

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Treasurer