



Badminton Australia

Regulations

Date: 4 February 2017

BADMINTON AUSTRALIA

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Regulations

Date: 4 February 2017

1. REGULATIONS BINDING AND INTERPRETATION

- (a) These Regulations are made under clause 40 of the Company's Constitution (**Constitution**). Without limiting the Board's power under the Constitution, these Regulations or otherwise, the Board may review, amend and enforce these Regulations as it deems necessary or appropriate.
- (b) These Regulations are binding on all Members.
- (c) These Regulations shall be interpreted in a manner consistent with the Constitution. Any word or phrase which is defined in the Constitution will have the corresponding meaning in these Regulations unless otherwise set out.
- (d) These Regulations are to be interpreted in the spirit within which the sport of badminton (**Badminton**) is to conduct its business which includes consensus, ethical behaviour and with an expectation of increasing registered numbers in the sport.

2. INTRODUCTION

The Board is committed to achieving and demonstrating high standards of corporate governance. Key attributes of achieving best practice in corporate governance are seen as:

- (a) Building solid foundations for management and oversight;
- (b) Providing an environment that is structured and committed to adding value;
- (c) Demonstrating a commitment to ethical and responsible decision making;
- (d) Safeguarding the integrity of the financial reporting processes;
- (e) Making timely and balanced disclosures of all material matters relating to the Company's operations;
- (f) Respecting the rights of the Members and stakeholders;
- (g) Recognising and managing risk;
- (h) Encouraging enhanced performance of the Board and the Administration; and
- (i) Ensuring all persons involved with the operation of the Company are fairly and responsibly remunerated consistent with the principles and operations of the Company.

These Regulations are enacted to assist in conducting the affairs the Company at all levels in accordance with proper governance principles.

3. GENERAL MEETINGS OF THE COMPANY

3.1 Method of nominating to Company positions

- (a) The name of the Member or person making nominations for Directors shall be circulated with the names of the nominees
- (b) Nominations for Company positions shall be accompanied by the written acceptance of the nominee and dealt with by the Nominations and Remuneration Committee in accordance with **SCHEDULE 2**.

3.2 Attendance

- (a) One additional non-voting Delegate from each State Member shall be permitted to attend any General Meeting of the Company.
- (b) Observers may be admitted to any Meeting of the Company only by majority decision of the Meeting.
- (c) Observers and additional Delegates shall not be permitted to vote on any issue and may only take part in discussion with the approval of the Meeting.
- (d) The cost of economy air travel of the principal Delegate from each State, from his/her home town to the place of the Meeting, shall be pooled and shared equally between all State Members on the occasion of each General Meeting of the Company.

3.3 Election of Elected Directors

Where the number of nominations for Elected Directors exceeds the number of positions to be filled, Elected Directors are to be elected in accordance with the following procedure:

- (a) each vote must rank the candidates in order of preference, the votes being numbered in order from one to the number of nominations (one being most preferred); and
- (b) once all votes are cast the numbers beside each name shall be added, and the nominee with the lowest sum shall be elected, in order, until the required number of Elected Directors are elected.

3.4 Repetition of business at General Meetings

No items of business raised at a General Meeting may be again raised at a subsequent General Meeting for a period of two years, unless supported by two thirds of the votes entitled to be cast at a General Meeting, and provided that at least five State Members support the proposal.

4. DUTIES OF MEMBERS OF THE BOARD AND COMMITTEES

4.1 Act Honestly

- (a) Directors and Committee members must deal honestly with the Company.
- (b) Directors must not act fraudulently when acting in their capacity as a Director or a Committee member.

4.2 Loyalty

- (a) When attending any meeting of the Board or its Committees, Directors and Committee Members shall not, under any circumstances, regard themselves or be regarded, as representing or acting on behalf of their own or any other affiliated Company. They shall speak and vote on all matters only in the general interest of the Company and Badminton as a whole.
- (b) The onus is on the Director to ensure that their personal interests or the benefits of decisions that might affect the Director should not be placed in conflict with the interests of those of the Company.

4.3 Diligence and Good Faith

- (a) Directors must be diligent in attending to their legal duties, including familiarising themselves with the requirements of the Act.
- (b) Directors must become familiar with the Constitution.
- (c) Where advice of a specialised nature is required by the Company, Directors must obtain services of professionals qualified to give such advice.

4.4 Exercise of Power

- (a) The Board is responsible for managing the Company, by developing policies and direction, supervising management and staff but not engaging directly in the operational matters of the Company.
- (b) The Board may delegate certain responsibilities and/or authority, but they must accept that they remain accountable for the outcome.
- (c) The Board will pursue the purposes and objectives identified in the Constitution.
- (d) The Board will ensure that the books, records, financial records and minutes of the Company are properly maintained.
- (e) The Board will ensure that contracts are appropriately approved and signed by the nominated person who has the responsibility to ensure the contract is in accord with Board approval.

4.5 Avoidance of Conflict of Interest

- (a) Directors must declare and avoid any conflicts of interest and anything that gives a Director the appearance of a personal benefit.
- (b) Directors should not engage in actions or activities that will conflict with their roles on the Board and they have a duty to act in the interests of all Members and participants.
- (c) Where a conflict of interest arises, it must be declared, and the Director in question must not participate in any discussion or vote on the matter.

4.6 Obligation

Directors once having been involved in a Board decision have continuing obligations to the Company which cannot be relieved by resignation from the Board.

4.7 Commitment

- (a) It shall be the duty of all Directors to make themselves acquainted, as opportunity permits, with the opinions of State Members on all matters of interest to Australian badminton.
- (b) It is the duty of all Directors to attend all meetings of the Board and any Committees to which they are appointed. Missing 3 consecutive ordinary meetings of the Board requires the Board to consider whether resignation of that Director is appropriate.

5. CONFIDENTIAL NATURE OF DOCUMENTS

The Board may determine that specific documents circulated to Directors and to its Committees are confidential and as a result shall remain confidential to the Directors and shall also remain confidential to any person co-opted to any Committee. These documents may include agenda, minutes, and any reports and appendices relating thereto.

6. TRAVELLING AND OPERATIONAL EXPENSES

- (a) The Board, and as determined by the Board, members of Committees, shall be entitled to reasonable travel, hotel, and subsistence expenses when engaged on the business of the Board or a Committee. The Board shall also be entitled to reimbursement of their operational expenses (such as postage and telephone costs).
- (b) Board Members cannot receive remuneration from the Company directly or indirectly unless specifically decided by the Board and this will be declared to the next AGM in the financial statement. Remuneration means payments other than the ordinary entitlements referred to under Regulation 6(a).

7. COMMITTEES

- (a) Under clause 21.1 of the Constitution, the Board is entitled to establish committees (**Committees**) and to delegate functions, power and duties to such Committees. All Committees must act in accordance with their terms of reference (**Terms of Reference**), the Constitution and these Regulations.
- (b) The Board will establish the following Committees:
 - (i) A Senior and a Junior Selection Committee each of 3 suitably qualified persons;
 - (ii) Court Officials Committee of a minimum of 5 persons the majority who must qualify as Court Officials;
 - (iii) Disciplinary and Appeals Committee in accordance with Regulation 12;
 - (iv) Disability Network Committee, which will consist of up to five persons;
 - (v) Nomination and Remuneration Committee, established in accordance with Regulation 13; and

- (vi) Audit and Risk Committee, established in accordance with Regulation 14.
- (c) Subject to these Regulations, the following shall apply:
 - (i) Committee Members (other than Directors) will be appointed for two years with a maximum of 3 terms and shall upon appointment take office.
 - (ii) The Board will seek nominations for positions on the Committee each year.
 - (iii) The Board will review annually the Terms of Reference of the Committees and determine the membership of the Committees essential for the purposes of the administration of the Company's business.
 - (iv) The Board may from time to time create new Committees for specific purposes that will operate for a specific time period.
 - (v) Subject to Regulation 7(c)(i), the composition of each Committee shall be reviewed annually to ensure the terms of nearly half of the Committee members expire each year.
 - (vi) Any casual vacancy occurring on any Committee may be filled by the Board.
 - (vii) Any Committee will adhere to the principles and procedures of these Regulations.
- (d) The Board may establish policies or Terms of Reference for all Committees, not limited to those listed in this Regulation. Subject always to the Constitution (and in particular clause 21.6), the Board delegates to each Committee the functions, powers and duties which are set out in that Committee's Terms of Reference (if any).

8. AWARDS

8.1 Board can grant awards and diplomas

The Company can award the following which will be awarded at the Board's discretion:

- (a) Life Member;
- (b) Conspicuous Service Award: to be awarded for outstanding service of a conspicuous nature in achievements and or services to Badminton;
- (c) Award of Merit: to be awarded for meritorious service to and/or achievements in Badminton;
- (d) Service Diploma: to be awarded for service not in the category of meritorious or conspicuous service but deemed worthy of recognition.

8.2 Medals / Plaques

The Board, at its discretion, may award medals and/or plaques to:

- (a) Referees (only) of all National Championships and international events recognised by BWF; and
- (b) Event directors and/or hosts of National Championships or international events recognised by BWF.

8.3 Best and Fairest Carnival Trophies

- (a) The host State Member for each National Championship shall provide a trophy to be awarded to a player who is outstanding in the following areas:
 - (i) playing ability;
 - (ii) sportsmanship;
 - (iii) personality;
 - (iv) court demeanour; and
 - (v) appearance

as determined by a Committee appointed by the host State Member for that National Championship.

8.4 Team Trophies

- (a) For each National Championships BA shall provide the following trophies to the winning team of the corresponding event as detailed below:
 - (i) National Senior Team Event (Ede Clendinnen Shield);
 - (ii) National Under 19 Team Event (CP Maddern);
 - (iii) National Under 17 Team Event (June Bevan Trophy);
 - (iv) National Under 15 Team Event (Val Nesbitt Trophy).
- (b) The host State Member for each National Championships will provide gold, silver and bronze medallions for the place getters in each of the four national team championship events listed at Regulation 8.4(a)

8.5 General

- (a) The Board will annually review the awards offered by the Company and seek nominations from State Members as to possible recipients. The Board will advise State Members of award recipients.
- (b) The Board will ensure that the general criteria for awards are placed on the Company website.

9. TEAMS

The Board has the authority to appoint official teams to represent the Company, and officials to support the teams on terms that it determines from time to time.

10. EVENTS

- (a) The Board has the sole authority to appoint or approve Event directors and Referees for all events approved by the Company.
- (b) The Board has the sole authority to determine and publish the basis for, and competition rules of, events run under the authority of the Company in Australia.
- (c) The following events will be conducted annually on the dates and subject to the rules determined from time to time by the Board:
 - (i) National Individual Senior National Championship and Team Event (Ede Clendinnen Shield);
 - (ii) National Individual Under 19 Championship and Team Event (CP Maddern Trophy);
 - (iii) Australasian Individual Under 17 Championship and Team Event (June Bevan Trophy);
 - (iv) National Individual Under 15 Championships and Team Event (Val Nesbitt Trophy); and
 - (v) Other events as determined by the Board that are in the interests of the sport and comply with the rules of the BWF.
- (d) The rules for the events listed at Regulations 10(c)(i) to 10(c)(iv) will be determined by the Board, in consultation with State Members, and recorded in policy documents.
- (e) The Board has the authority to determine other major events that are in the interests of Badminton and comply with the rules of the BWF.

11. ANTI-DOPING

- (a) The Board will appoint an Anti-Doping Control Officer to carry out the functions prescribed in the Anti-Doping Policy.
- (b) The Anti-Doping Policy will be approved by the Board and will be in accordance with the Australian Government (**ASADA**) requirements. These laws do not require the consent of the Members.

12. DISCIPLINARY COMMITTEE AND APPEALS COMMITTEE

The Board will appoint the Disciplinary and Appeals Committee (**DAC**), and the DAC will act and operate in accordance with the practices and procedures provided in **SCHEDULE 1**.

13. NOMINATION AND REMUNERATION COMMITTEE

The Board will appoint the Nomination and Remuneration Committee (**NRC**), and the NRC will act and operate in accordance with the practices and procedures provided in **SCHEDULE 2**.

14. AUDIT AND RISK COMMITTEE

The Board will appoint the Audit and Risk Committee (**ARC**), and the ARC will act and operate in accordance with the practices and procedures provided in **SCHEDULE 3**.

15. CODE OF CONDUCT

- (a) Registered Individuals shall at all times conduct themselves in a manner that reflects favourably on Badminton, fellow Members and the Company. Failure to do so will render the Registered Individual liable to disciplinary action under these Regulations.
- (b) All Registered Individuals shall conduct themselves in a manner that is free from any anti-social behaviour which prevents others from taking part in the Company's activities. The Company strongly endorses the principle that every person (be they a spectator, player, club member, official, participant, administrator, coach, parent or member of the community) involved with Badminton should work to ensure:
 - (i) inclusion of every person regardless of their age, gender or sexual orientation;
 - (ii) inclusion of every person regardless of their race, culture or religion;
 - (iii) opportunities for people of all abilities to participate in the sport and develop to their full potential;
 - (iv) respect is shown towards others, their club and the broader community;
 - (v) a safe and inclusive environment for all;
 - (vi) elimination of violent and abusive behaviour; and
 - (vii) protection from sexual harassment or intimidation.

Registered Individuals that fail to meet these standards may be subject to action by the Company.

16. BETTING AND MATCH FIXING

16.1 Prohibited Conduct

It will be a breach of these Regulations for any coach, official, player or any other individual to directly or indirectly (through an associate or otherwise), alone or in conjunction with another:

- (a) bet (which will include, but is not limited to, financial wagering) on any game in which he or she, or any associate or official, is directly or indirectly involved (through an associate or otherwise); or
- (b) participate (whether by act or omission) in Match Fixing. The term "Match Fixing" means offering or receiving a bribe, inducement or otherwise to cause or attempt to cause a game to be determined otherwise than on its merits.

16.2 Reporting and confidentiality

- (a) Where a Registered Individual becomes aware of conduct which they suspect represents a breach or attempted breach of Regulation 16.1, they must report such conduct to the Chief Executive Officer as soon as practicable. Such Registered Individual must not otherwise report or discuss the alleged conduct, except as required by the Company or in accordance with these Regulations.
- (b) The Company may request any person making a report to provide the particulars in writing. If so requested, the Registered Individual involved shall provide such written responses within the time period specified by the Company.
- (c) Unless otherwise required or permitted under the Regulations, the laws of Badminton or unless the issue is already in the public domain, any report made in accordance with this Regulation shall be dealt with confidentially by the Company until the matter is determined in accordance with Schedule 1 of these Regulations.
- (d) Unless otherwise determined by the Company, any statement or media release regarding any alleged offence shall only be made following determination of the matter in accordance with this Regulation, except as is deemed appropriate or necessary to protect or preserve the reputation and goodwill of the sport of Badminton. Any statement or media release regarding any alleged offence shall only be made by the Chief Executive Officer.

17. INTELLECTUAL PROPERTY AND TRADE MARKS

- (a) The Board shall have sole rights to approve the use of the Company's intellectual property and trade marks and may, at its discretion, set a fee for such use.
- (b) Any person who wishes to use the Company's intellectual property and trade marks must first receive approval in writing from the Board (or its nominee). In exercising this approval, the Board shall pay due regard to the purpose and intent of the other party in requesting such use and the ramifications of such usage.

18. DISPUTES

- (a) Any dispute regarding the construction and/or application of these Regulations will be referred to the Board for resolution (if the parties are not able to resolve it themselves).
- (b) The decision of the Board will be final and binding on the parties concerned.

19. STATE MEMBER CEASES MEMBERSHIP

- (a) If a State Member ceases to be a Member under the Constitution, the Company membership of all Registered Individuals affiliated or registered with or through the State Member shall be dealt with at the discretion of the Company who may:
 - (i) terminate or maintain the Company membership of Registered Individuals from that State Member; and

- (ii) may recommend that those Registered Individuals align with another State Member.

SCHEDULE 1
DISCIPLINARY AND APPEALS COMMITTEE TERMS OF REFERENCE

PART 1 - INTRODUCTION

1. PURPOSE

The purpose of this Disciplinary and Appeals Committee Terms of Reference (**DAC TOR**) is to detail how the disciplinary procedures that govern the Company are to be conducted and how disciplinary action is to be taken. If this DAC TOR is considered not sufficiently detailed for those seeking to apply it, those persons are to refer all questions of clarification or amplification to the Board of the Company.

2. AUTHORITY OF THE DISCIPLINARY AND APPEALS COMMITTEE

- (a) The Board delegates the power of investigating or determining allegations against Members to the DAC which is established by this DAC TOR.
- (b) It is an offence under this DAC TOR for any person to:
 - (i) breach, fail, refuse or neglect to comply with a provision of:
 - (A) the Constitution;
 - (B) any Regulation made by the Board;
 - (C) the Company Member Protection Policy;
 - (D) any rules made by BWF governing the sport of Badminton; or
 - (E) any other resolution or determination of the Board or duly authorised commission or committee,

(as such documents are from time to time amended);
 - (ii) act in a manner unbecoming of a Member or prejudicial to the interests of the Company and/or Badminton; or
 - (iii) prejudice the Company or Badminton or bring the Company or Badminton into disrepute.
- (c) The DAC may also deal with any other matter referred to it for adjudication by the Company.
- (d) The DAC must at all times act independently and impartially in carrying out its duties in accordance with these Regulations and this DAC TOR.

3. MEMBERSHIP OF THE DISCIPLINARY AND APPEALS COMMITTEE

- (a) The DAC shall be appointed by the Board from time to time and for each hearing shall comprise the following persons:
 - (i) a chairperson who shall be a person of experience and skills suitable to the function of chairing a DAC and capable of discharging the responsibilities provided in Item 7 of this DAC TOR; and
 - (ii) two additional DAC members.

- (b) A DAC member may hold another position within the Company, or with a Member of the Company.
- (c) No DAC decision shall be invalidated by any irregularity in the appointment of a DAC member.
- (d) No member of the DAC shall hear any matter in which he or she has an actual or perceived conflict of interest that might reasonably call into question the impartiality of the DAC.
- (e) All decisions made by the DAC will be by majority vote.

PART 2 – INVESTIGATIONS AND NOTIFICATIONS

4. INVESTIGATIONS

- (a) Where the Company believes an offence under Item 2(b) of this DAC TOR may have been committed, or the Company receives a letter of complaint about an incident, the Company may investigate, or appoint a person to investigate, the alleged offence and establish whether a report should be filed.
- (b) Following an investigation, the Company (or the person appointed to investigate) may make a report if he/she considers it appropriate to do so, in that person's sole discretion.
- (c) The person conducting the investigation shall have all powers reasonably required for the purposes of the investigation, including but not limited to calling and viewing any evidence, inspecting documents or questioning witnesses.

5. DUTIES OF HEARINGS OFFICER UPON RECEIVING A REPORT

- (a) The Company shall appoint an officer to be responsible for the receipt of reports made under Item 4 of this DAC TOR and to carry out the duties in connection with such reports (**Hearings Officer**). The Hearings Officer may hold another position within the Company. Unless another person is appointed to this role, the Hearings Officer shall be the Chief Executive Officer of the Company.
- (b) Upon receiving a report made under these Regulations that necessitates convening the DAC, the Hearings Officer shall have the following duties:
 - (i) schedule the venue, time and date to be set aside for a hearing of the DAC;
 - (ii) convene hearings of the DAC to deal with matters referred to it;
 - (iii) ensure that three members of the DAC are present to deal with any matters referred to it for determination;
 - (iv) receive and refer to the DAC all material relating to any reports made under Item 4 of this DAC TOR;
 - (v) provide written notice to the Member of:
 - (A) the date, time and place of the DAC hearing;

- (B) the nature of the proceedings and the matters or alleged offences the subject of the investigation or determination;
 - (C) state that the Member concerned is required to appear and in what capacity;
 - (D) the provisional suspension of all of the Member's membership benefits pending the outcome of the DAC Hearing, subject to Item 6 of this DAC TOR; and
 - (E) the possible penalty or penalties;
- (vi) notify any official or witnesses required to be in attendance, of the date, time and place of the DAC hearing;
 - (vii) notify each of the above persons of the consequences of non-attendance at the DAC hearing and the procedure to be followed in each case; and
 - (viii) notify the chairperson (or his/her delegate) of the DAC that a report has been received and deliver to the chairperson (or his/her delegate) all information relevant to the hearing.

6. CONVENING DISCIPLINARY AND APPEALS COMMITTEE HEARINGS

- (a) The DAC will be convened as soon as is practicable.
- (b) Subject to item 6(c) of this DAC TOR, a Member appearing before the DAC shall have all membership benefits provisionally suspended until such time as the DAC has heard and determined the matter.
- (c) Upon receipt of notice of the provisional suspension of their membership benefits, a Member appearing before the DAC may lodge written submissions to the Board showing cause as to why the Member should retain their membership benefits until the DAC hearing occurs.
- (d) Where the Board receives submissions in accordance with item 6(c) it shall consider the submissions and decide whether or not the Member's provisional suspension should be upheld or lifted. The Board will then inform the Member of their decision, in writing, as soon as reasonably practicable.

PART 3 – CONDUCT OF DISCIPLINARY AND APPEALS COMMITTEE HEARINGS

7. RESPONSIBILITIES OF DISCIPLINARY AND APPEALS COMMITTEE CHAIRPERSON

Without limiting any other duties of the DAC chairperson set out under this DAC TOR, the person appointed as DAC chairperson shall have the following responsibilities:

- (a) to chair hearings of the DAC or to ensure that such task is delegated to a member of the DAC;
- (b) to ensure accurate records are kept of all of the DAC's proceedings and decisions;

- (c) to communicate to the Company the results of hearings of the DAC and provide a copy of the record to the Company as soon as reasonably practicable following the hearing; and
- (d) to raise with any proposed DAC member any potential or possible conflict of interest which may arise from time to time.

8. ATTENDANCE AT DISCIPLINARY AND APPEALS COMMITTEE HEARINGS

- (a) The following persons shall be required to attend the DAC hearing conducted under this DAC TOR:
 - (i) the Member;
 - (ii) witnesses as indicated by the Company; and
 - (iii) any other witness required by the DAC.
- (b) The following persons shall be entitled to attend a DAC hearing as required by the Company or the Member:
 - (i) witnesses called to give evidence by a Member; and
 - (ii) witnesses called to give evidence by the Company.
- (c) The following persons shall be entitled to attend the DAC hearing with the permission of the chairperson:
 - (i) the Company representatives; and
 - (ii) any other person.
- (d) Legal representatives or legal advocates are not permitted to appear before the DAC.
- (e) The chairperson may invite any other person he/she believes will assist the DAC.
- (f) Each party to the DAC shall bear their own costs, including the costs incurred by any witnesses they call.

9. NON-ATTENDANCE AT DISCIPLINARY AND APPEALS COMMITTEE HEARINGS

- (a) If any Member fails to attend a DAC hearing without reasonable cause, the hearing may proceed and a determination may be made by the DAC in the absence of the Member, provided that the DAC is satisfied that all notification procedures under this DAC TOR have been carried out.
- (b) A Member may apply to the Hearings Officer to have a DAC hearing:
 - (i) adjourned; or
 - (ii) convened in another way (e.g. teleconference).

if there are compelling circumstances which warrant such steps being taken to avoid costs, hardship or significant inconvenience to the Member. The

Hearings Officer (or the DAC if already convened) has sole discretion on whether or not to grant the application.

- (c) If any witness fails to attend a DAC hearing, the hearing may continue in his/her absence at the discretion of the DAC. However, if such witness has been notified by the Hearings Officer as being a required person at a DAC hearing, such witness may be liable to penalty by the DAC for obstructing the DAC procedures.

10. PROCEDURES OF THE DISCIPLINARY AND APPEALS COMMITTEE

- (a) In the event that a State Member is the subject of a DAC hearing, one person from that State Member shall act as spokesperson for the State Member.
- (b) At the commencement of a hearing, the chairperson shall identify the members of the DAC and determine whether the Member is present to answer the allegation(s).
- (c) The Member and the reporting official shall be notified of their right to remain in the hearing until all evidence is presented but not to be present whilst the DAC considers its findings and determines an appropriate penalty (if any).
- (d) The matter(s) the subject of proceedings shall then be read to the Member concerned. The Company shall be given the opportunity to report the circumstances of those matter(s). The Member concerned will be given the opportunity to respond to this report and present evidence and submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the Company or the Member concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- (e) The DAC will consider the evidence presented. The DAC may adjourn the hearing if necessary to do so.
- (f) If the DAC is satisfied that an allegation has been established on the balance of probabilities (i.e. more probable than not) it shall find the allegation proved. Otherwise the allegation shall be dismissed.
- (g) If the DAC is not satisfied that the particular allegation has been proved, but is satisfied that a lesser allegation has been established, then the DAC may find such a lesser allegation established and shall apply the penalty applicable.
- (h) The decision of the DAC shall be given in the presence of all, by the DAC chairperson. The DAC shall determine the penalty to be imposed (if any) and shall advise the Member of the penalty. Every decision of a DAC shall be conveyed in writing to the parties concerned (within a reasonable period of time but no more than 21 days after the decision has been reached).
- (i) The chairperson shall also notify the Hearings Officer of the decision and any penalty imposed by the DAC.
- (j) The DAC will give written reasons for any decision made by it under this DAC TOR.

PART 4 – OFFENCES AND PENALTIES

11. PENALTY

- (a) The DAC shall have the power to suspend, disqualify, reprimand, fine, bond, ban or otherwise deal with any person found to have committed an offence under this DAC TOR. Penalties which may be imposed include:
 - (i) a reprimand;
 - (ii) suspension, from such activities or events held by or under the auspices of the Company, including but not limited to competition, on such terms and for such period as the DAC thinks fit;
 - (iii) exclusion from a particular competition, activity, event or events of the Company;
 - (iv) expulsion from the Company;
 - (v) suspension for a specified period and/or termination of any rights, privileges and benefits provided by the Company;
 - (vi) any other such penalty as the DAC considers appropriate.
- (b) A penalty handed down under this DAC TOR shall commence from the date of the DAC finding unless otherwise expressly directed by the DAC.
- (c) The DAC may take into account any penalties previously ordered against the Member when determining the penalty to be handed down in each case.

12. NO RIGHT OF APPEAL

- (a) There is no right of appeal following a decision of a DAC. Any dispute must be solely and exclusively resolved by the DAC and the decision is final and binding on the parties.
- (b) A person shall exercise his/her rights under this DAC TOR and have any dispute heard and determined by the DAC before commencing any proceedings or becoming a party to any proceedings in a court of law.

PART 5 - MISCELLANEOUS

13. RELATIONSHIP WITH CRIMINAL MATTERS

- (a) If, during a DAC hearing or an investigation under this DAC TOR, it becomes known that a criminal charge has been brought (as opposed to merely the subject of police investigation) arising out of the actions the subject of the hearing or investigation, the Company, the DAC or the chairpersons of those bodies, may rule that further action be deferred until completion of the criminal matter.
- (b) In making a determination under Item 13(a), the relevant persons shall have regard to the need to ensure the ongoing safety of competitors, officials and other persons involved in the Company and Badminton.

14. NATURAL JUSTICE

To the extent that the principles of natural justice are not included in the provisions set out in this DAC TOR they are expressly excluded.

SCHEDULE 2

NOMINATIONS AND REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Purpose

The purpose of this Nominations and Remuneration Committee Terms of Reference (**NRC TOR**) is to detail the nominations and remunerations procedures that govern the Company, particularly Directors and Committee members. If this NRC TOR is considered not sufficiently detailed for those seeking to apply it, those persons are to refer all questions of clarification or amplification to the Board of the Company.

The role of the Nominations and Remuneration Committee (**Committee**) is to provide recommendations and assist the Board in fulfilling responsibilities in relation to:

- (b) The oversight of all nominations of individuals standing for election as Directors at meeting of members held in accordance with the Constitution and Regulations;
- (c) The selection of individuals to be appointed to the Board as Appointed Directors or under a casual vacancy;
- (d) Matters relating to the composition, structure and operation of Committees;
- (e) Chief Executive Officer remuneration; and
- (f) Other matters as required.

2. Roles and Responsibilities

The Committee's role and responsibilities include:

- (a) Board composition and succession planning for Directors
 - (i) Review the Board's composition to ensure it has the appropriate skills and desirable competencies to assist in the achievement of the Company's vision and goals.
 - (ii) Research and identify for the Board appropriate candidates for consideration as Elected and Appointed Directors, as part of succession planning. In identifying candidates for a position on the Board, the Committee:
 - (A) may take into account all factors it considers appropriate, which may include strength of character, mature judgement, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need for the Board; and
 - (B) must consider the gender composition of the Board, with the aim to have at least 40% of Directors from each gender.
 - (iii) Review the nominations received who wish to be appointed to the Board in accordance with the preferred criteria and guidelines set out below.

- (iv) Provide a recommendation to the Board to fill Appointed Director positions or casual vacancies with suitable candidates following consideration by the Committee.
 - (v) Assemble and evaluate list of nominations received by Members or candidates recommended by the Committee who wish to stand for election as a Director at a General Meeting and report internally to the Board the Committee's assessment. The final election is carried out by the Members in accordance with the Constitution and Regulations.
 - (vi) Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
 - (vii) Conduct appropriate background checks but not limited to conflicts of interest, criminal records, bankruptcy and reference checks.
- (b) Management succession planning
- Ensure a sustainable management succession plan is in place for unplanned / planned basis and for business continuity.

3. Executive Remuneration

- (a) Recommend to the Board the goal and objectives relevant to the remuneration for the Chief Executive Officer, including annual performance objectives.
- (b) Evaluate the performance of the Chief Executive Officer in light of those goals and objectives and based on such evaluation, approve, or recommend to the full board the approval of, the annual salary, bonus, and other benefits, direct and indirect, of the Chief Executive Officer and ensure decisions are benchmarked against appropriate benchmark standards.

4. Board requests

Perform any other duty or undertaking that the Board may request from time to time.

5. Reporting

The Committee Chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

The Committee does not imply the fragmentation or diminution of the role of the Board.

6. Membership

- (a) Membership is comprised of at least three (3) Directors.
- (b) The Board will appoint a Committee Chairperson who must be a Director.
- (c) The Chairperson shall chair the meetings of the Committee and set its agenda.
- (d) Should the Chairperson be absent from a meeting, the Committee members present must appoint a Chairperson for that particular meeting.

7. Meetings

- (a) The Committee will meet at least twice each year at a time determined by the Chairperson, and participants may attend by video conference (including Skype) and/or teleconference.
- (b) Meetings will be conducted at a place determined by the Chairperson.
- (c) All meetings will be minuted by the Chairperson.
- (d) A quorum must be present at all times (including by video conference) during meetings of the Committee and is two Members of the Committee.

8. Agendas

- (a) An agenda is to be developed and prepared prior to each Committee meeting.
- (b) All matters for discussion at the Committee meeting must be supported by appropriate agenda papers for consideration by the members.
- (c) Agenda items may be considered out of session by electronic or other means. Such matters must be minuted at the next available Committee meeting.

9. Minutes

- (a) All Committee meetings are to be minuted and must record the following:
 - (i) Date and location of the Committee meeting;
 - (ii) Attendees, apologies and absentees;
 - (iii) Agenda items discussed;
 - (iv) Decisions taken (including rationale for decisions); and
 - (v) Action items (including responsibility and timeframe).
- (b) Minutes of the preceding Committee meeting must be confirmed at the following Committee meeting, which includes a review of the action items outstanding;
- (c) The minutes will be circulated to all Committee members. Once approved, the Minutes of the meeting will be emailed to the full Board.

10. Nomination Criteria

When reviewing a nomination for Director, the Committee must take into account:

- (a) The level of seniority / position held by the nominee within the nominee's workplace;
- (b) Previous and other directorial experience of the nominee;
- (c) Qualifications of the nominee:
 - (i) Skills set of the nominee to complement the skill set of the Board including areas of skills or experiences that the candidate possesses

(e.g. Financial, accounting, legal or business management experience):

- (ii) Fundraising and special events;
 - (iii) Marketing, public relations, communications;
 - (iv) Management, administration;
 - (v) Non-profit experiences;
 - (vi) Mentoring;
 - (vii) Contacts, networking; and
 - (viii) Legal experiences.
- (d) Industry / professional sector of the nominee to ensure diversity of the Board.
- (e) Consideration of the nominee's experience as a leader, team player, shows commitment and displays interest in sports.
- (f) Declared / apparent conflict of interest.
- (g) Any other attributes that the committee believes will benefit the Board including:
- (i) Gender;
 - (ii) Geographical location;
 - (iii) Professional interest; and
 - (iv) the level of involvement, activeness and responsibility of the nominee in the sport of Badminton.

SCHEDULE 3

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

1. Purpose

- (a) The purpose of this Audit and Risk Committee Terms of Reference (**ARC TOR**) is to detail the powers and responsibilities of the Audit and Risk Committee (**Committee**). If this ARC TOR is considered not sufficiently detailed for those seeking to apply it, those persons are to refer all questions of clarification or amplification to the Board of the Company.
- (b) The role of the Committee is to provide recommendations and advice to the full Board. The Committee is directly responsible to the Board.

2. Roles and Responsibilities

The Committee's role and responsibilities include to:

- (a) Ensure regular assessment and enhancement of corporate governance;
- (b) Oversee and appraise the Company's financial and operational reporting processes;
- (c) Assess and contribute to the audit planning processes;
- (d) Review the Company's annual financial statements;
- (e) Conduct an appraisal of the Company's risk management framework;
- (f) Review the Company's risk management planning, monitoring and reporting processes especially around major Events (including the Superseries and Sudirman Cup);
- (g) Assess, review and recommend on Constitutional changes.

The Committee does not replace or replicate established management responsibilities and delegations or external audit functions.

3. Membership

- (a) Membership is comprised of:
 - (i) Three Directors;
 - (ii) the Chief Executive Officer; and
 - (iii) an independent person with the appropriate skills and experience.
- (b) The Committee will appoint a Chair of the Committee who must be a Director. Membership of the Committee will be reviewed by the Board annually.

4. Meetings

- (a) The Committee will meet at least twice each year at a time determined by the Chair, which will usually be the evening prior to Board Meetings.

- (b) Meetings will be conducted at a place determined by the Chair.
- (c) Meetings will be conducted on a formal basis.
- (d) All meetings will be minuted by the Chief Executive Officer.
- (e) A quorum of at least three Members will be required to be in attendance at all times.

5. Meeting Agenda

- (a) An agenda is to be developed and prepared prior to each meeting.
- (b) All matters for discussion at the Committee must be supported by appropriate agenda papers for consideration by the Members.
- (c) Agenda Items may be considered out of session by electronic or other means. Such matters must be minuted at the next available meeting.

6. Minutes

- (a) All meetings are to be minuted and must record the following:
 - (i) Date and location of meeting;
 - (ii) Attendees, apologies and absentees;
 - (iii) Agenda items discussed;
 - (iv) Decisions taken (including rationale for decisions); and
 - (v) Action items (including responsibility and timeframe).
- (b) Minutes of the preceding Committee meeting must be confirmed at the following Committee meeting, which includes a review of the action items outstanding.
- (c) Once approved, the Minutes of the meeting will be emailed to the full Board.