

# BADMINTON AUSTRALIA POLICY

<b>Title:</b>	Register of Interests Policy
<b>Type of Policy</b>	Governance Policy
<b>Last Review Date:</b>	June 2020
<b>Next Review Date:</b>	June 2022
<b>Responsible Person:</b>	CEO
<b>Authority</b>	This Policy is approved by Badminton Australia Board

## 1. OBJECTIVE

The purpose of this policy is to clarify how Badminton Australia (BA) will identify and handle decisions or transactions which give rise to a real or perceived conflict of interest.

This policy is subservient to the requirements of the Corporations Act 2001 (Cth).

## 2. RELATED DOCUMENTS

Related BA documents include the following:

- Constitution;
- Bylaws and rules;
- Board Charter; and
- Whistleblower Policy

## 4. Background

The Badminton Australia Constitution states –

### **18.9 Directors' interests**

*A Director is disqualified from holding any place of profit or position of employment in the Company or in any company or incorporated association in which the Company is a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested will be void unless approved by the Board.*

### **18.10 Conflict of interest**

*A Director shall declare his interest in any:*

1. (a) material personal interest or related party transaction (as defined by the Act);
2. (b) contractual matter;
3. (c) selection matter;
4. (d) disciplinary matter;
5. (e) financial matter; or

*in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.*

### **18.11 Disclosure of interests**

*(a) The nature of any interest referred to in **clause 18.10** of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.*

*(b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.*

Decisions made at BA are to be, and seen to be, beyond reproach due to conflicts of interest. Transparent and consistent interest declarations will, if handled appropriately, underpin this approach.

#### **4. KEY POLICY PRINCIPLES:**

BA is committed to good governance practices. All persons in a leadership role with BA are required to declare any interests that may be perceived as influencing any decisions they make in their role. This practice assists to ensure that decision-making at BA is transparent and open.

Conflicts of interest may include involvement with a club, ownership of a business operation that services the badminton community, decisions that affect family members, or any other type of activity that can be considered a conflict of interest.

Individuals have the responsibility to declare all actual, potential, or perceived conflicts of interest.

Where interests may conflict with a decision to be made in a role, the person concerned is required to remove themselves from the decision-making process for that issue.

A register of interests must be maintained and updated at least annually.

All persons chairing a meeting of any Badminton Australia Committee, Sub-Committee, Working Group or selection panel are required to ask about any conflicts of interest or perceived conflicts of interest at the start of each meeting of those in attendance. Where a person declares an interest this must be minuted, and also the decision of the meeting about that person's participation (i.e. either non-participation for that item on the agenda or a decision of immateriality).

Meeting agendas must include an opportunity for individual members to declare any existing or potential conflicts of interests regarding that agenda.

A person with a declared conflict should not participate in the decision regarding their conflict.

#### **Conflicts involving directors, officers and other decision makers**

Decisions or transactions which involve a real or perceived conflict of interest by a director, committee member or volunteer may be approved by BA according to the following circumstances:

- Material conflicts intrinsic to a decision-making position will require the member to step down from that position, e.g. a selector of a National Team has a family member applying for selection or the coach of an athlete;
- Material conflicts limited to specific instances will require the member to leave the meeting and play no part in any information circulation, discussion, or vote on the issue relating to the conflict. e.g. a Committee member is a manufacturer/retailer of a product type the committee is considering purchasing;

- Less serious conflicts may allow the member to take part in the discussions but leave the room during voting, and have no vote on the matter. e.g. decisions regarding the location of an event; and
- Minor conflicts may allow, after full disclosure, the member to participate fully in the discussions, information and vote, e.g. a Committee member who is a uniform manufacturer making a decision on a choice of uniform manufacturer where they have not put forward a tender.

Where a decision about a person's conflict is not resolved, and it relates to, committees or working groups, selection panels or other meeting types the matter can be referred to the Badminton Australia CEO for determination. When a satisfactory outcome cannot be achieved the matter may be referred to the Board.

If the relevant body is a Board sub-committee, then the matter can be referred to the Board as a whole.

### ***Conflicts involving Employees***

BA employees seeking engagement in a paid, volunteer, or contractor capacity in the Badminton industry outside of their role with BA must seek permission in writing from the BA CEO.

Any gifts from contractors or suppliers must be declared to the BA CEO for approval.

### **5. POLICY PROMOTION**

This policy will be made available to all members via the BA website at [www.badminton.org.au](http://www.badminton.org.au) and shall be communicated to all staff, Board, and members.

### **6. ADDITIONS OR AMENDMENTS**

- As a Governance policy, any changes to key policy principles must be approved by the Board as determined by the Board or relevant Board Sub-committee; and
- Changes to any related procedures may be reviewed and updated by the Manager

responsible and be approved by the CEO.