

# Badminton Australia Constitution and Regulations Changes



Badminton Australia

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Lander & Rogers  
Lawyers

## Constitution of Badminton Australia Limited

ABN: 48 339 746 219

Date: February 2017 (as approved by ASIC)

1116535746v1



## Regulations

Date: 4 February 2017  
Updated: 30 August 2022 for independent chair of Nominations Committee

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# Context for Changes

## Ensure alignment with:

- Australian Sports Commission's Sport Governance Principles (2020)
- Sport Integrity Australia's National Integrity Framework Policies (effective 2024)
- National Gender Equity in Sports Governance Policy (2024)

## Consideration of:

- Including a Vice President role
- Administrative updates (eg: references to Badminton Australia Committees)

## Recommendations from:

- Independent governance review
- Legal advice
- Australian Sports Commission



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# Recommended Updates



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# Badminton Australia Constitution

## Alignment with Sport Integrity Australia National Integrity Framework

The following Clauses have been updated to align:

- **Clause 3 Objects of the Company** - Sub Clause (q) and (r) removed

(q) - Recognise any penalty imposed by a Member;

(r) - Act as arbiter or mediator to any agreed extent (as requested by parties in a dispute) on all matters pertaining to the conduct of Badminton including disciplinary matters;

- **Clause 10 – Discipline** - Sub Clause (b) has been removed and updates have been made to Sub Clause (a)

(b) The Board may appoint a disciplinary committee to deal with any disciplinary matter referred to it. Such a disciplinary committee shall operate in accordance with the procedures expressed in the Regulations but subject always to this Constitution and the Act.



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# Badminton Australia Constitution

## 1. Alignment with Sport Integrity Australia National Integrity Framework

The following Clauses have been updated to align:

- **Clause 31 Grievance Procedure** - The Grievance Procedure contains sub-Clauses 31 (a) through (d). These sub-Clauses have been updated in line with the adopted Sport Integrity Australia National Integrity Framework Complaints, Disputes and Discipline Policy.

- **Clause 41.2 Status and Compliance of the Company** - A sub-Clause that BA, maintain their adoption of the Sport Integrity Australia National Integrity Framework, has been added.

- **Clause 42.1 Status and Compliance of the State Members** - Sub Clause (e) has been updated to outline that membership is reliant on maintaining full adoption and compliance with the Sport Integrity Australia National Integrity Framework.



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# Badminton Australia Constitution

## 2. Alignment with Australian Sports Commission, Sports Governance Principles and the recently launched National Gender Equity in Sports Governance Policy.

**The following Clauses have been updated to align:**

- **Clause 3 Objects of the Company** - a pre-ambule has been added to ensure recognition of the Badminton World Federation as the Sporting Power of Badminton in Australia.
- **Clause 8 Effect of Membership** – This clause has been updated in line with the Sport Governance Principles.
- **Clause 14 Composition of the Board** - Sub Clauses 14.1 through 14.3 have been updated to reflect the Gender Equity Policy.
- **Clause 15 Elected Directors / Clause 16 Appointed Directors** - Director Eligibility and CEO Eligibility have been updated to align with the Sports Governance Principles.



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# Badminton Australia Constitution

## 2. Alignment with Australian Sports Commission, Sports Governance Principles and the recently launched National Gender Equity in Sports Governance Policy.

The following Clauses have been updated to align:

- **Clause 18.10 Meetings of the Board / Conflict of Interest** – This clause has been updated in line with the Sport Governance Principles.
- **Clause 20.2 Specific Duties** – has been updated to outline that the President, or someone they nominate, will undertake the annual performance assessment of the CEO.
- **Clause 20.5 Right to Stand as a Director** – has been updated to outline that the CEO cannot be elected or appointed to the Board as a Director for a minimum period of three years after ceasing to be the CEO.
- **Clause 21 Delegations** – has been updated to recognise the current names of sub-committees and their alignment with the above Policies





# Badminton Australia Constitution

## 2. Alignment with Australian Sports Commission, Sports Governance Principles and the recently launched National Gender Equity in Sports Governance Policy.

**The following Clauses have been updated to align:**

- **Clause 40.3 State Members' right to object** – This Sub-Clause has been removed upon recommendation from Legal Counsel and the ASC.
  - There remains a 'right to object' within 40.2 – Board will consult and it is the BA Board's preference and modern governance best practice, to reach agreement via discussion rather than voting.
  - Currently there is no obligation to uphold the objection, rendering the clause void, while it also does not represent a majority and it could bring unwanted liabilities to the State Members.
- **Clause 41.2 Status and Compliance of the Company** – A Sub-Clause has been added to explain that BA, be or remain recognised as the peak body for the sport of Badminton in Australia.



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# Badminton Australia Constitution

## 3. Addition of the role of Vice-President, as an elected position on the Board.

The following Clauses have been updated to include the role of Vice-President:

- **Clause 14 Composition of the Board** - The role of Vice - President has been included.
- **Clause 18 Meetings of the Board** - The role of Vice - President has been included.
- **Clause 28 Proceedings at General Meetings** - The role of Vice - President has been included.

## 4. Modernisation and updating of terms and formatting

Further Clauses have been updated throughout the Constitution to recognise contemporary wording and general format updates.



# Recommended Updates



## Regulations

Date: 4 February 2017  
Updated: 30 August 2022 for independent chair of Nominations Committee

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# Badminton Australia Regulations

## 1. Alignment with Sport Integrity Australia National Integrity Framework

The following Clauses have been updated to align:

- **Clause 11 Anti-doping** – Sub-Clauses (a) and (b) have been updated in line with the Sport Integrity Australia National Integrity Framework Improper Use of Drugs and Medicine Policy.
- **Clause 12 – Disciplinary Committee and Appeals Committee** – has been revised in line with the adopted Sport Integrity Australia National Integrity Framework Complaints, Disputes and Discipline Policy.
- **Clause 15 – Code of Conduct** – Sub Clauses (a) and (b) now reference the BA Code of Conduct within this sub-Clause.
- **Clause 16 Betting and Match Fixing** – has been revised in lien with the Adopted Sport Integrity Australia National Integrity Framework, Competition Manipulation and Sports Wagering Policy.



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# Badminton Australia Regulations

## 2. Alignment with Australian Sports Commission, Sports Governance Principles and the recently launched National Gender Equity in Sports Governance Policy.

The following Clauses have been updated to align:

### BA Board Sub-Committees

The BA Regulations Clauses 7, 12, 13 and 14 refer to sub-Committees of the BA Board. The BA website lists its existing Committee's and working groups on the bottom of this webpage <https://www.badminton.org.au/policies-reports/>

- Across these Clauses The BA Regulations have been updated to reflect the current Committee's.
- The Terms of Reference of the existing sub committees in the Regulations, have been removed, to recognise the increase in the number of committees and allow for more efficient updating in the future.

**Clause 15 Code of Conduct** – has been revised to reflect and or include reference to the new Code of Conduct Policies.



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# Badminton Australia Regulations

## 3. Modernisation and updating of terms and formatting

Further Clauses have been updated throughout the Regulations to recognise contemporary wording and general format updates.



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# Motions Proposed

## Constitution

- The following motion, proposed as a special resolution, has been notified to the Chief Executive Officer by the Board as a special resolution under Article 39 of the BA Constitution and section 136(2) of the Corporations Act 2001 (Cth):

***“THAT the existing Constitution of Badminton Australia Limited is replaced with the Constitution as annexed to this Notice.”***



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# Motions Proposed

## Regulations

- *Under Rule 40.1 of the BA Constitution the Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Company, the advancement of the Objects and Badminton in Australia as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, Regulations and any policy directives of the Board. The Board has consulted in good faith with State Members regarding the application and effect of the attached amended Regulations.*

***“The Board proposes that the attached amended Regulations be adopted.”***



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# Next Steps

## Annual General Meeting

- Papers to be distributed 25 October 2025
- Any questions or clarification to email TJ, CEO of Badminton Australia
- Annual General Meeting on Saturday 16 November – inc. voting on changes to the Badminton Australia Constitution and Regulations



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