



REGULATIONS

BADMINTON AUSTRALIA

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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.

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) Finance and Risk Committee
 - (ii) Governance and Integrity Committee
 - (iii) Nominations and Remuneration Committee
 - (iv) High Performance and Para Strategy Committee
 - (v) Coaching Committee
 - (vi) Selection Panel (Able Bodied)
 - (vii) Para Selection Committee
 - (viii) Badminton Technical Officials Committee
 - (ix) Disciplinary Committee (as required)
 - (x) Appeals Committee (as required).
- (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);
 - (v) National Under 13 Team Event (Pat Daw 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);
 - (v) National Under 13 Team Event (Pat Daw Trophy); and
 - (vi) 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 has adopted the Australian National Anti-Doping Policy (ANADP) as part of its National Integrity Framework (NIF). The ANADP is prescribed by Sport Integrity Australia and is not subject to Member consent or review.
- (b) The Board has adopted the Improper Use of Drugs and Medicine Policy as part of its National Integrity Framework (NIF).
- (c) The Board will appoint such persons as may be necessary to carry out functions prescribed in and/or by the ANADP and Improper Use of Drugs and Medicine Policy.

12. DISCIPLINARY COMMITTEE AND APPEALS COMMITTEE

- (a) The Board has adopted a Complaints, Disputes and Discipline Policy (CDDP) as part of its NIF. The Company's Grievances, Disciplinary and appeals processes will be as set out in the CDDP.
- (b) If, during a hearing or an investigation under the CDDP, 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 Board or the hearing body under the CDDP, may rule that further action be deferred until completion of the criminal matter.
- (c) In making a determination under clause 12(b), 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.
- (d) To the extent that the principles of natural justice are not included in the provisions set out in this CDDP they are expressly excluded.

13. CODE OF CONDUCT

- (a) The Board had adopted a Code of Conduct (CoC) as part of its NIF.
- (b) Registered Individuals shall at all times conduct themselves in accordance with the CoC and 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.

- (c) 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.

14. BETTING AND MATCH FIXING

The Board has adopted a Competition Manipulation and Sports Wagering Policy as part of its NIF. Persons within the jurisdiction of this Policy who fail to comply with this Policy will be liable to disciplinary action.

15. INTELLECTUAL PROPERTY AND TRADE MARKS

- (a) The Board has 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).
- (c) 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.

16. 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.

17. 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

