

RULES OF THE NEW ZEALAND BADMINTON FEDERATION INC.

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1. NAME

The name of the Association is **“The New Zealand Badminton Federation (Incorporated)”**.

2. DEFINITIONS

In these Rules unless the context otherwise requires:

“The Federation” means “The New Zealand Badminton Federation (Incorporated)”.

“Affiliated member” means a District Association affiliated to the Federation pursuant to these Rules.

Except where otherwise stated every reference in these Rules to the masculine gender shall also apply to the feminine.

3. OBJECTS AND POWERS

The objects and powers of the Federation are:

- (a) TO control, administer and regulate the game of badminton in New Zealand, for and through the affiliated members and to set the geographical boundaries of those members.
- (b) TO foster, promote and conserve the game of badminton and any modifications thereof.
- (c) TO institute, control, conduct, license or approve Badminton Championships, tournaments and matches and to adopt, formulate, interpret and enforce Rules and Regulations for the conduct thereof and to aid by advice, instruction, or other means, associations, organisations and clubs conducting local or sectional championships, tournaments or matches.
- (d) TO arrange ties, matches or contests in New Zealand or overseas between teams representing New Zealand, or selected teams, and those representing other countries or states or other selected teams.
- (e) TO select and control teams to represent New Zealand.
- (f) TO make, repeal and amend and maintain and enforce Rules and Regulations governing the play, umpiring and administration of the game of Badminton in New Zealand and for the control, administration and government of Badminton championships, tournaments and matches in New Zealand and elsewhere between teams from New Zealand and overseas teams.
- (g) TO determine, implement and enforce disciplinary and disputes procedures for its Members, including imposing sanctions.
- (h) TO print, publish and distribute Rules and Regulations for the time being governing the game of badminton.
- (i) TO constitute an authoritative organisation for the final determination in New Zealand of all questions and matters which may arise in the play or umpiring or participation in the game of Badminton; to interpret the Rules and Regulations and to serve as the arbitrator of controversies on all matters directly or indirectly pertaining to the game of Badminton in New Zealand.
- (j) TO affiliate with any other Association or organisation in New Zealand or elsewhere having objects similar to those of the Federation.
- (k) TO purchase, take on lease, or in exchange or otherwise acquire any real or personal property and any rights or privileges necessary or desirable for the purposes of the

Federation, and to sell, mortgage, exchange, lease or otherwise deal with property rights or privileges.

- (l) TO erect any buildings or carry out any alterations to existing buildings necessary or desirable for the purposes of the Federation.
- (m) TO enter into arrangements for the hire, lease or tenancy of any halls, rooms or premises for tournaments, matches or meetings, or as permanent premises for the Federation, and to buy, hire or otherwise acquire furniture, furnishings, equipment and other effects.
- (n) TO borrow any moneys required for the purposes of the Federation with or without securities and to execute mortgages over any of the property of the Federation or issue debentures as securities for the repayment of any such moneys.
- (o) TO invest and lend moneys of the Federation upon such investments as are from time to time authorised by law for the investment of trust funds, and to make loans to any affiliated member or any SubAssociation which is a member of an affiliated member, with or without security.
- (p) TO do all such other things as in the opinion of the Federation may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

4. MEMBERSHIP

Membership of the Federation shall consist of the following classes:

- (a) Incorporated District Badminton Associations within a clearly defined area in New Zealand.
- (b) Honorary life members elected in manner hereinafter provided.
- (c) Such other associations or organisations as the Council shall resolve to accept for affiliation.

5. AFFILIATION

Applications for affiliation shall be made in writing to the Director of the Federation. All such applications shall be dealt with by the Board which may grant or refuse affiliation provided always that affiliation shall not be granted unless the following conditions are satisfied:

District Associations - no District Association shall be granted affiliation unless

- (a) Its Rules or Constitution are first approved by the Board
- (b) It has been incorporated under the Incorporated Societies Act, 1908
- (c) The territory it represents is a clearly defined part of New Zealand approved by the Board
- (d) It is not affiliated to any other Badminton Federation or Association.

6. BOUNDARIES

The Board of the Federation shall every 5 years convene a Boundaries Sub-Committee to review the existing boundaries of affiliated District Associations. The review shall consider any changes brought about by area and city developments, travel facilities, the size of District Associations and the need to preserve competitiveness.

7. HONORARY LIFE MEMBERS

Any person who has rendered meritorious service in connection with Badminton may be elected an Honorary Life Member of the Federation in the following manner:

- (a) He must be nominated by the Board.
- (b) He must be elected at a General Meeting of the Council.

8. CONTROL AND MANAGEMENT

The control of the Federation shall be vested in the Council which delegates administrative powers and management to a Board.

9. CONSTITUTION OF COUNCIL

The Council shall consist of delegates appointed by affiliated members, officers of the Federation, members of the Board and honorary Life Members.

10. DELEGATES

- (a) Each affiliated member shall be entitled to appoint the following number of delegates: Each District Association and Associations affiliated under Clause 4 (c): Two delegates together with a further one delegate for every complete 5% as calculated under Clause 29(e).
- (b) Each affiliated member shall give notice in writing to the Director of the Federation of every appointment of a delegate. Any such appointment shall remain in force until another appointee is substituted.
- (c) The instrument appointing a delegate shall be in writing signed by the President, Chairman or Secretary of the affiliated member and shall be received by the Director of the Federation before the time appointed for the meeting at which the delegate is to act.
- (d) A delegate must be registered with an affiliated member.
- (e) No delegate shall represent more than one affiliated member.

11. OFFICERS

The Officers of the Federation shall be a Patron, a President, a Vice-President and the Immediate Past President. Every Officer other than the Patron must be registered with an affiliated member. The Patron shall be elected for a minimum term of three years. The President and Vice President shall be elected for a minimum term of two years.

12. DIRECTOR SECRETARY TREASURER OR ANY COMBINATION OF THESE THREE

- (a) May be appointed by the Board on terms as to salary and otherwise to be fixed by the Board.
- (b) If at any time of any Annual Meeting of the Council there is no Director and/or no Secretary and/or no Treasurer and no Director-Secretary-Treasurer appointed by the Board still holding that office, the meeting may appoint someone to fill the vacancy until the close of the next Annual Meeting or for a shorter period to be resolved by the meeting and may fix the terms of such appointment as to salary or otherwise or may leave the appointment or any of the terms to be made or fixed by the incoming Board.

13. BOARD

- 13.1 The Board shall consist of the President, Vice President, 4 elected members and 2 appointed members SUBJECT to the transitional arrangements set out in 13.10 and 13.11.
- 13.2 The President, Vice President and elected members shall be elected by the Council at its Annual Meeting and shall hold office until the close of the Annual Meeting at which they are due to retire. No one shall be eligible for election to the board unless he/she is registered with an affiliated member.
- 13.3 The President and Vice President shall be elected on the same cycle for a term of two years. They shall be eligible for re-election on the expiry of their term.
- 13.4 In the event that the President fails to complete his or her term for any reason, then the Vice President shall automatically become the President until the next Annual Meeting at which time there will be if applicable an election of a President for the balance of the original term of the replaced President. The Vice President who assumed the office of President under this clause shall be eligible for election as President at this election.
- 13.5 In the event the Vice President fails to complete his term for any reason, then the Board may appoint a Vice President to hold office until the next Annual Meeting. If this meeting is not the normal cycle for the election of Vice President, then unless the vacancy was caused by the events set out in clause 13.4, there shall be an election of a new Vice President for the balance of the original term of the replaced Vice President. If the vacancy was caused by the events of 13.4, if the original Vice President is not elected as president, he or she shall return to the role of Vice president for the balance of their original term. Otherwise there shall be an election for a new Vice President to hold office until the expiry of the original term of the replaced Vice President.
- 13.6 Elected members shall hold office for a period of two years, two retiring by virtue of their term of service each year, such vacancies being the subject of election. Retiring members shall be eligible for re-election.
- 13.7 In the case of a vacancy caused by the death or resignation of an elected member before his or her normal time for retirement, the Board may fill the vacancy for the period from the date of death or resignation until the next Annual Meeting; if the term of the deceased or resigned member is longer than the next Annual Meeting, then there shall be an additional election at the next Annual Meeting for a member to fulfil the original term of the resigned member.
- 13.8 The Board shall appoint Appointed Board members on the recommendation of an Appointments Panel to be Chaired by the President and to include two other persons appointed by the Board and who shall not be current Board members.
- 13.9 Appointed members shall hold office for a period of two years, one retiring by their term of service each year. They shall be eligible for reappointment at the end of each term. In the case of resignation of an appointed Board member prior to the end of his or her original term, the Board shall fill that vacancy for the remainder of its original term by the procedure contained in 13.8.

Transitional Arrangements

- 13.10 For the period from the 2009 Annual meeting until the 2010 Annual meeting, the Board shall consist of the President, Vice President and 6 elected members. Any vacancies shall be filled in terms of 13.7.
- 13.11 For the period from the 2010 Annual Meeting until the 2011 Annual Meeting, the Board shall consist of the President, Vice President, 5 elected members and one appointed member. The 3 Board members elected for 2 year terms at the 2009 Annual Meeting shall hold office until the end of the 2011 Annual Meeting and any vacancies for these positions over that period shall be filled in terms of 13.7. There shall be an election for 2 elected board members at the 2010 Annual

Meeting. There shall also be an election at the 2010 Annual Meeting if there has been a vacancy caused by the death or resignation of any of the Board members elected at the 2009 Annual meeting.

13.12 Notwithstanding any other provisions of this Rule 13, the officers and Board members who were elected or appointed to take office at the conclusion of either the November 2012 or 2013 Annual General Meeting shall hold office until the conclusion of the third Annual General Meeting after their election or appointment became effective.

14. NOMINATIONS

Nominations of Officers and of the members of the Board shall be made as follows:

- (a) Written nominations may be made by any affiliated member provided they are received by the Director of the Federation not less than 35 days before the date fixed for the Annual Meeting of the Council. Immediately after the close of written nominations the Director shall send a list of those received to all affiliated members.
- (b) If there are no written nominations for any particular office or if there are insufficient nominations for the Board, nominations may be made for same by proposer and seconder at the Annual Meeting of the Council. If there are then more than one nomination for any office or if the total nominations for the Board exceed the required number, the matter shall be determined by ballot as hereinafter provided.

15. HONORARY AUDITOR AND SOLICITOR

An Honorary Auditor who shall be a member of the New Zealand Society of Accountants and shall not be a member of the Board and an Honorary Solicitor shall be elected at each Annual Meeting of the Council and shall hold office until the close of the next Annual Meeting.

16. BANK ACCOUNT

The bankers of the Federation shall be such bank or banks as may be decided upon from time to time by the Board. All payments out of the funds of the Federation shall be made by the authority of the Board. The account of the Federation at its bankers shall be operated upon by such person or persons as the Board shall from time to time determine. All cheques issued by the Federation shall be signed by at least two of the persons authorised to sign cheques by the Board. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments may be endorsed on behalf of the Federation by the Director or Treasurer or any one of the persons authorised to sign cheques.

17. MEETINGS OF COUNCIL

The Annual General Meeting (AGM) of the Council shall be held each year within six months of the end of the financial year unless an alternative date is otherwise approved by resolution at an Extraordinary General Meeting of the Council passed by a majority of not less than two-thirds of the votes at the meeting.

An Extraordinary General Meeting (EGM) of the Council may be called at any time by the Board and shall be so called upon receipt of a written requisition signed by the President or Chairman of not less than two affiliated members setting forth the purpose for which it is desired that such meeting be called. All such meetings shall be called by the Board for a date not later than eight weeks after receipt of the requisition.

The Annual General Meeting of the Council, when held within six months of the end of the financial year, shall be on a date and at a time and place to be fixed each year by the Board.

18. NOTICE OF COUNCIL MEETINGS

Notice of every General Meeting of the Council shall be posted by the Director to all officers of the Federation, to the Secretary of each affiliated member, to all members of the Board, to all Life Members, at least 28 days prior to the date fixed for the such meeting. Such notice shall specify the date, time and place of the meeting and the nature of the business to be transacted. The notice of the Annual General Meeting of the Council shall be accompanied by a copy of the audited Annual Accounts of the Federation up to the preceding 30 June and the ensuing year's Programme and Budget. The non-receipt of any notice shall not invalidate the proceedings at any General Meeting. Notice of business desired to be considered at a General Meeting must be given by an affiliated member or person entitled to vote by virtue of his office or position to the Director at least 35 days prior to the date fixed for the meeting.

19. ANNUAL REPORT AND ACCOUNTS

At each Annual General Meeting of the Council the Board shall present:

- (a) An Annual Report and duly audited Balance Sheet and Income and Expenditure Account for the preceding year.
- (b) A Programme and Budget for the current year.

20. PROCEEDINGS

The following provisions shall apply to all meetings of the Council:

- (a) The Chairman shall be the President of the Federation, or in his absence the Vice President and if the Vice President is not present or willing to accept the chair then some other person selected by the meeting.
- (b) No motion or amendment shall be put to the meeting unless it is seconded by an affiliated member, officer or member of the Board who shall be from a different Association from the proposer.
- (c) Except where otherwise provided all questions shall be decided by a majority vote.
- (d) All contested selections shall be by secret ballot on which a poll may be demanded as under Clause (e) hereof. Where there is more than one vacancy to be filled, votes may be cast for one only or more of the nominations.
- (e) A motion put to the vote of the meeting shall be decided on a show of Association votes. Each delegate an Association is entitled to have at the AGM will be classed as one vote. Any delegate present for the Association may show that Association's entire entitlement of votes for the purpose of casting a vote. In addition to this each Officer of the Federation, each member of the Board (other than officers of the Federation), each Honorary Life Member present in person shall have one vote by virtue of this office or position. Prior to a vote being taken, a poll vote may be demanded by at least two persons present and entitled to vote, in which event the voting shall be as follows.

The delegate or delegates of every affiliated member present in person shall have, on behalf of such member, the following votes: District Associations and Associations affiliated under Clause 4(c): One vote for each .01% share as calculated under Clause 29(e).

All such votes on behalf of an affiliated member shall be cast the same way PROVIDED HOWEVER that any affiliated member may at any time prior to any meeting give notice in writing to the

Director of the Federation requiring that on any poll taken at such meeting its total votes be split and apportioned among its delegates in the manner set out in such notice. At any meeting prior to which such notice has been given the delegates of the member giving such notice shall be entitled to exercise the votes of such member in accordance with such notice.

- (f) A declaration by the Chairman that a resolution has been carried by a particular majority or lost and an entry to that effect in the Minute Book of the Federation shall be conclusive evidence of the fact.
- (g) If a poll is demanded it shall be taken at the meeting in such manner as the Chairman directs.
- (h) In case of equality of votes whether on a show of hands or on a poll, the Chairman in addition to his deliberative vote shall have a casting vote.
- (i) The quorum shall be 20 persons including delegates representing at least 6 affiliated members.

21. CHAIRMAN OF THE BOARD

After election the Board shall appoint its Chairman for the year.

22. MEETINGS OF THE BOARD

The Board shall meet at such places and times as it shall determine.

23. NOTICE OF MEETINGS

Notice of every meeting of the Board shall be given to each member thereof at least 48 hours before the time fixed for the meeting, but in case of urgency a meeting may be called on shorter notice.

Meetings may be called by the Chairman, the Director or any two members. Notice of a meeting may be given orally or in writing.

24. PROCEEDINGS OF THE BOARD

The following provisions shall apply to all meetings of the Board:

- (a) The Chairman shall take the chair or in his absence some other member of the Board selected by the meeting.
- (b) All questions shall be decided by a majority of votes. If any member so requests, voting on any question shall be by secret ballot.
- (c) In case of an equality of votes, the Chairman in addition to his deliberative vote shall have a casting vote.
- (d) The quorum shall be five.

25. CASUAL VACANCIES

Any casual vacancy may be filled by the Board but any person so chosen shall retain office only for such period as may be determined by the Board on his appointment and not in any event for a period extending beyond the next Annual Meeting of the Council.

26. POWERS OF THE BOARD

- (a) Subject to the overriding control of the Council, the management and control of affairs of the Federation shall be vested in the Board which may exercise all powers and do all acts and things which may be exercised or done by the Federation and which are not expressly required by these Rules or by the Incorporated Societies Act 1908 to be

exercised or done by the Council in general meeting PROVIDED HOWEVER that the Board shall not purchase or lease or otherwise acquire any real property without the authority of a general meeting of the Council. The Board may appoint such Sub-Committees as it thinks fit and may appoint thereto persons who are not members of the Board and may delegate any of its powers to any such Sub-Committee, but such Sub-Committee shall bring its decision back to the Board for ratification. Copies of the Minutes of any such Sub-Committees shall be distributed in the same way as copies of the Board Minutes.

- (b) Executive Committee: The Executive Committee shall consist of the persons holding the positions of President, Vice President, Chairperson of the Board and the Deputy Chairperson. The Executive Committee may be asked by the Board to approve, authorise or accept any matter which has been previously discussed by the Board, and which requires a decision to be taken in advance of the next scheduled Board meeting. Where it is not practicable to convene the Board to make decisions, the Executive Committee shall have the authority to make decisions as though it were the Board, provided that the vote be passed by at least a 3/4 majority of the Executive Members. All decisions of the Executive Committee must be reported to the next Board meeting.

27. ATTENDANCE AT MEETINGS

Any member of the Board absenting himself from three consecutive meetings without an explanation satisfactory to the Board may be removed from office by resolution of the Board and the vacancy may be filled by a casual vacancy.

28. FINANCIAL

The financial year of the Federation shall end on the 31st day of December in each year.

29. ANNUAL LEVY

- (a) Every affiliated member as at 30 June in each year shall be liable to pay to the Federation an annual subscription which shall be due on 31 July. The subscription for the ensuing year shall be fixed at the Annual General Meeting of the Council in each year and if no subscription is fixed at any Annual Meeting it shall be for the ensuing year the same as in the preceding year.
- (b) In addition to the annual subscription fixed under the preceding sub-clause, a levy for any special purpose may be imposed by resolution at any General Meeting of the Council. Every affiliated member as at 30 June in each year shall be liable to pay to the Federation any levy so fixed.
- (c) Any member affiliated under Clause 4(c) shall pay such annual subscription and any levy as may be determined from time to time by the Board but which shall not in any case exceed the subscription or levy that could be involved under sub-clauses (a) & (b).
- (d) The subscription and any levy for each affiliated member shall be a percentage share of a proportion of the Council's budget to a total of \$200,000 plus GST.
- (e) Each affiliated member's percentage share shall be calculated as the ratio of the defined serviceable population of the affiliated member to the total of the defined serviceable population of all the affiliated members. Percentage shares shall be calculated to two (2) decimal places.

- (f) A 10% penalty shall automatically accrue on any unpaid subscription or levy if such sum or sums remain unpaid one month after their due date.
- (g) If the subscription or levy of any affiliated member remains unpaid three calendar months after the due date such member shall not be entitled to be represented at any General Meeting of the Council and the active members of, or represented by it shall not be entitled to compete in any tournaments or matches controlled by the Federation until such subscription or levy is paid.
- (h) Any affiliated member wishing to cancel its affiliation may do so by sending written notice of such desire to the Executive Director of the Federation. Such withdrawal shall become effective 12 months from the date of receipt of the notice provided that all outstanding subscriptions, levies and amounts are paid at that date.

30. INFORMATION TO BE SUPPLIED BY MEMBERS

Every affiliated member shall each year send to the Director of the Federation the following information:

- (a) Within 14 days after the appointment of a new Secretary of such member, the name and address of such Secretary.
- (b) The Federation may, from time to time, request from affiliated members such information as will assist to advance the sport generally.
- (c) By 30 April in each year a copy of the Annual Report and audited accounts adopted at its last preceding Annual Meeting.
- (d) By 31 July each year the numbers of persons registered with the member as at 30 June of that year, separated into classes of membership as follows:
 - i. Senior
 - ii. Midweek
 - iii. Junior (where juniors are under 19 throughout the calendar year).
- (e) By 31 July in each year, the number of
 - i. secondary school competition badminton players;
 - ii. intermediate school competition badminton players;
 - iii. primary school pupils involved in KiwiBadminton; and
 - iv. ;2an estimate of the number of casual or unaffiliated players within the boundaries of that affiliated member as at 30 June.

31. EXPULSION OF OFFICERS AND DELEGATES

The Council shall have power to suspend for a period or cancel the rights of any delegate to attend meetings of the Council or the Annual Conference of delegates, or to expel any Officer of the Federation or member of the Board in each case by a resolution passed by a majority of two-thirds of the votes cast at a General Meeting of the Council, notice of intention to propose such resolution having been included in the notice calling such meeting.

32. SUSPENSION AND EXPULSION OF MEMBERS

- (a) Any affiliated member committing a breach of these Rules or failing to give effect to any decision of the Council or of the Board or permitting or counselling any of its members to do so may be suspended for a period from exercising its rights of membership or may be expelled from membership in each case by resolution passed by

a majority of two-thirds of the votes cast at a General Meeting of the Council, notice of intention to propose such resolution having been included in the notice calling such meeting.

- (b) If any unincorporated District Association has been affiliated to the Federation prior to these Rules coming into force and is still unincorporated after the expiration of one year from the date on which these Rules came into force, it may be suspended from membership by resolution of the Council until it has been incorporated under the Incorporated Societies Act 1908.
- (c) If any affiliated District Association shall affiliate with any Association or Federation other than the Federation it shall ipso facto cease to be affiliated to the Federation.
- (d) Any affiliated member losing its affiliation under this clause shall remain liable for any unpaid subscription and levy.

33. MUTUAL RECOGNITION

If an affiliated member imposes a suspension on a player:

- (a) The Director of the Federation shall notify all other affiliated members that the player is suspended and for what period;
- (b) The suspended player shall not be entitled to enter any competition or tournament conducted or promoted by or on behalf of the Federation or any affiliated member so long as his suspension continues;
- (c) Provided that player may appeal to the NZBF pursuant to Rule 3(h) against his suspension; and in considering the appeal the NZBF shall consult the affiliated member who imposed the suspension. The NZBF decision shall be binding on all parties.

34. REGULATIONS AND BY-LAWS

Subject to the overriding control of the Council and provided they do not act contrary to the previously expressed wishes of the Council, the Board shall be empowered to make, amend, repeal and add to Regulations or Bylaws governing or relating to:

- (a) The approval, control and supervision of Badminton Championships, tournaments and matches conducted or authorised by the Federation or by any affiliated member or by a Sub-Association affiliated to an affiliated District Association.
- (b) The persons entitled to compete in any such championships tournaments or matches and the control of such persons.
- (c) The levy or subscription payable to the Federation by or in respect of competitors in any such championships, tournaments and matches.
- (d) The playing and umpiring of the game of badminton.
- (e) The conditions upon which any other Association or organisation may be affiliated to the Federation under Rule 4 (c).
- (f) The Clothing Code.
- (g) The Code of Conduct.
- (h) Drug Testing.
- (i) Policy on Misconduct & Disciplinary Procedures.
- (j) Any other matter whatsoever within the objects and powers of the Federation.

35. SPORTS DISPUTES TRIBUNAL OF NEW ZEALAND

- (a) The Federation recognises the Sports Disputes Tribunal of New Zealand established by Sport and Recreation New Zealand as the appropriate forum to resolve certain sports related matters set out in the rules of that Tribunal.
- (b) Subject to clause (d), any affiliated member (or member of an affiliated member) who or which wishes to appeal a decision of the Federation regarding any sports related matter where he has exhausted their rights of appeal within these Rules and/or the Regulations or By-Laws of the Federation, may appeal to the Sports Disputes Tribunal. The rules of that Tribunal shall apply to any such appeal.
- (c) Any affiliated member (or member of an affiliated member) which has a sports related dispute with the Federation, another affiliated member or a member of an affiliated member, may refer such dispute to the Tribunal with the written agreement of the Federation, in accordance with the rules of the Tribunal.
- (d) The Federation may provide for additional rights of appeal to the Tribunal, and the referral of other sports related disputes to the Tribunal, in any Regulations or By-Laws made under Rule 34 of these Rules.
- (e) Where not specifically provided for in these or the rules, by-laws, regulations or policies, the Federation may agree to refer certain sports related disputes to the Tribunal as set out in the rules of that Tribunal.”

36. COMMON SEAL

The Federation shall have a Common Seal which shall be kept in the custody of the Director for the time being. The Common Seal shall not be affixed to any document except by the authority of a resolution of the Board and in the presence of two members of the Board and the Director each of whom shall sign any document to which the Common Seal is affixed. A register of its use shall be kept.

37. COLOURS

Each affiliated District Association shall be entitled to register its colours with the Board and such colours when approved by the Board shall not be worn by any competitor taking part in a championship, tournament or match unless entitled to do so by virtue of membership or past membership of such District Association.

38. IRREGULARITY IN APPOINTMENT

No act, matter or thing done by the Council, Board or any Sub-Committee or person acting under powers delegated to them by the Council or Board shall be invalidated or called in question by reason only of any irregularity in the appointment or the want of an appointment of any delegate or other person voting or acting on the Council or Board.

39. PERSONAL BENEFIT

No member of the Federation or any person associated with a member shall participate in or materially influence any decision made by the Federation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms-length transaction (being the open market value).

40. ALTERATIONS TO RULES

- (a) These rules may be amended, added to or repealed by resolution at a General Meeting of the Council passed by a majority of not less than two-thirds of the votes cast at the

meeting. Except where an alteration is proposed by the Board, notice of intention to propose the alteration shall be given to the Director by the affiliated member or person proposing same at least two calendar months prior to the meeting at which it is intended to propose the alteration. In every case notice of the proposed alteration shall be embodied in the notice calling the meeting.

- (b) No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department.

41. MATTERS NOT PROVIDED FOR

In the event of any question arising which is not provided for in these rules the question shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Board.

42. WINDING UP

- (a) In the event of a resolution that the Federation be wound up under Section 24 of the Incorporated Societies Act 1908 each affiliated member shall in the event of a deficiency contribute to the funds of the Federation in proportion to the amount of the last annual subscription paid by it.
- (b) If upon winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Federation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Federation, or for some other charitable purpose, within New Zealand.

43. EFFECTIVE DATE

These rules shall come into operation on the date of the passing of the resolution adopting them from which date all previous rules of the Federation are hereby repealed and shall cease to have effect PROVIDED HOWEVER that all appointments and elections made, things done, and powers exercised under the previous rules and in force on the coming into operation of these rules shall ensure for the purposes of these rules as fully and effectively as if made, done or exercised under the corresponding clauses in these rules.