

CONSTITUTION OF THE
COOK ISLANDS BADMINTON ASSOCIATION
INCORPORATED

1. NAME AND REGISTERED OFFICE

1.1 Name:

The name of the association will be the COOK ISLANDS BADMINTON ASSOCIATION INCORPORATED, hereinafter referred to as “the Association”.

1.2 Registered Office:

The registered office of the Association will be at the offices of the Cook Island National Sports and Olympic Committee (“CISNOC”), currently at Nikao.

2. INTERPRETATION

In this Constitution, unless the context requires;

“Act”	means the Incorporated Societies Act 1994;
“AGM”	means the Annual General Meeting of the Association;
“Board”	means the Board establish under Article 5.2 of this Constitution.

3. OBJECTIVES

3.1 The objectives of the Association are, inter alia;

- (a) To promote, encourage, develop and assist in all aspects of badminton as a sport in the Cook Islands;
- (b) To be representative for the Cook Islands badminton interests either within or outside the Cook Islands;
- (c) To be the regulating body in the Cook Islands for badminton competitions, championships and tournaments;
- (d) To purchase, hire or otherwise acquire any equipment or material which may from time to time be considered necessary for the development and promotion of badminton as the Association may deem appropriate.
- (e) To administer the funds of the Association and ensure that its assets are properly maintained. Secured, used and monitored;
- (f) To enter into and carry out any agreement, arrangement or contract necessary for the exercise of any of these objectives.
- (g) To do all such things as are incidental or conducive to the attainment of the above objectives.

4. MEMBERSHIP

4.1 Application for Membership

- 4.1.1 Any person who is a resident in the Cook Islands may apply for membership with the Association and such application will be dealt with according to the provisions of this Constitution.
- 4.1.2 Any application for membership must be lodged with the General Secretary and will be considered at the next AGM following the lodging of that application. Where the application has been lodged twenty (20) working days before an AGM, that application will be considered at that AGM.
- 4.1.3 Any application is approved if it is:
 - (a) passed by a simple majority of the voting members present or resolution of the AGM, and
 - (b) the applicant has paid in full the prescribed fee as agreed at the AGM.
- 4.1.4 Where an application that has been lodged cannot be considered at the AGM:
 - (a) the application may be considered by the Board at a Board meeting, and provisionally approved by majority resolution that:
 - (i) the application has been received at least ten (10) working days prior to the Board meeting, and
 - (ii) all conditions of membership are satisfied including the conditions set out in rules 4.1.3 (b)
 - (b) provisional membership shall entitle the member club to those membership privileges which the Board deems necessary to assist the club in its development to further the objectives of the Association prior to the Clubs full affiliation. Provisional membership shall cease upon full membership being approved at the next AGM in accordance with provision 4.1.3

4.2 Honorary Members

Any badminton club or team resident outside the Cook Islands, on application to the Board will be recognised as an Honorary Member of the Association.

4.3 Life Members

The Association may award life membership to any individual who has made a valuable contribution to the development and management of the sport of badminton. Such members can attend and speak but not vote at any AGM.

4.4 Conditions of Membership

- 4.4.1 In applying and getting approval for, or upon being granted, membership of the Association, members undertake to comply with this Constitution and implement the objectives of the Association.
- 4.4.2 Irrespective of any provisions of this Constitution, continued full membership is subject to active participation in the implementation of the Association's objectives. Active participation will be determined by the Board by considering the member's
 - 4.4.2.1 regular participation in the Association's approved competition; and
 - 4.4.2.2 involvement and assistance in the Association's fundraising activities, and any other activity organised by the Association or Board.
 - 4.4.2.3 participation in any other activity organised by the Association or Board

4.5 Termination of Membership

- 4.5.1 Any club member may terminate its membership with the Association by giving notice in writing to the General Secretary of its intention. The General Secretary where necessary, amends any record of the Association to reflect that the member is no longer a member of the Association and will notify other members of the termination.
- 4.5.2 If in the opinion of the Board that the conduct of any member appears to be contrary to this Constitution and the rules governing the game of badminton and it is continued conduct is likely to bring the Association, Board and game of badminton into disrepute, that member's membership may be terminated.

4.6 Fees

- 4.6.1 Full members of the Association must pay the annual membership fee as set out by the Association at its AGM within twenty-one (21) days following the AGM.
- 4.6.2 the Board will issue two (2) reminder notices to any full member who has not complied with Article 4.5.1 and if such arrears remain outstanding the Board will issue a formal notice to the member advising it that if the outstanding sums are not paid within a period set out in the notice, the Board may decide to terminate or suspend that member's membership.

5. GOVERNANCE AND MANAGMENT OF THE ASSOCIATION

5.1 Patron

5.1.1 The Association may elect a suitable person or persons to be its Patron or Patrons at its AGM

5.1.2 The role of Patron will be to

5.1.2.1 Assist the Association foster, promote and develop badminton at the national, regional and international level;

5.1.2.2 Recognise the value of badminton and support the objectives of the Association

5.1.2.3 Encourage participation in badminton and where asked by the Association to solve internal issues on behalf of the Association and its members.

5.1.3 The Patron is encouraged to attend any competition, tournament or championship organised by the Association and other related activities of the Association.

5.2 The Board

5.2.1 There is now established a Board who is responsible for the management and operations of the Association, such Board consists of the;

5.2.1.1 President

5.2.1.2 Vice President

5.2.1.3 General Secretary

5.2.1.4 Treasurer; and

5.2.1.5 Four (4) other members elected at the AGM

5.2.2 The Board shall be elected and appointed in accordance with the provisions of this Constitution.

5.3 Functions of the Board

5.3.1 in accordance with the direction of the Association in an AGM or Special Meeting the functions of the Board will be to;

5.3.1.1 manage and control the affairs of the Association;

5.3.1.2 determine and develop the policies and strategic direction of the Association;

5.3.1.3 raise money or funds for the purpose of meeting and achieving the Associations objectives;

5.3.1.4 Open bank accounts as it thinks fit for the deposit, withdrawal and investments of the Associations finances and to make provision for the signing and ndorsement

- of cheques and/or negotiable instruments on behalf of the Association;
 - 5.3.1.5 Employ staff for the purpose of providing services to the Association;
 - 5.3.1.6 Contract for goods and services for the purposes of meeting the Associations objectives;
 - 5.3.1.6 Exercise all powers and authorities necessary for the effect performance of its functions.
- 5.4 Committees:
 - 5.4.1 The AGM nominate and elect members onto the following subcommittees;
 - 5.4.1.1 Planning and Development Committee
 - 5.4.1.2 Competition and Events Management Committee
 - 5.4.1.3 Technical Committee
 - 5.4.1.4. High Performance Committee
 - 5.4.1.5 Finance Committee
 - 5.4.2 Each committee will include a member of the Board who will be the chair0erson of such subcommittee
 - 5.4.3 Each committee may consist of 3 – 5 members, excluding of the Board member
 - 5.4.4 The Board will have discretion to amend the number of persons in a committee by increasing, reducing, combining or sub-dividing any committee.
- 5.5 Nominations
 - 5.5.1 Nominations for the positions of the Patron and positions of the Board must be submitted in writing to the General Secretary. Nominations must be received by the General Secretary five (5) working days before the date of the AGM. Where two or more nominations are received in regards to any position, election to that position shall be by the financial members present at the AGM by way of secret ballot.
 - 5.5.2 For the purposes of the first AGM, all of the Board positions as stated in Clause 5.2.1. Will be for a term of two (2) years with the exception of the positions of President, Treasurer and the first 2 positions as per

clause 5.2.1.5 where they will only be for the first years of this Association. Thereafter and subsequent term will be for two (2) years.

5.5.3 Any member of the Board is deemed to have vacated his or her position on the Board upon any of the following:

5.5.3.1 if he or she ceases to be a member

5.5.3.2 if he or she fails to attend three (3) consecutive meetings of the Board without leave of absence approved by the President (in his or her absence the Vice President) and the General Secretary.

5.5.3.3 if he or she dies

5.5.3.4 if his or her club is suspended or lose membership status

5.5.3.5 if he or she resigns by way of written notice to the General Secretary or the Board.

5.5.4 Where a vacancy occurs, the other members of the Board shall have discretionary power to appoint any member to the vacated office and any appointment so made shall have the same effect as if that member had been elected under provision 5.5.1. However, the term of the incumbent office holder shall cease on the date of the next AGM to enable member clubs to exercise their right under rule 5.5.1 to submit nominations for the position.

5.6 Indemnity

5.6.1 Every Board member and committee member will be indemnified by the Association from and against all losses and expenses incurred by him or her by reason of any contract entered into or action done or deed done by him or her in undertaking her or her duties in good faith, except as may happen from his or her own wilful act or omission.

6 MEETINGS

6.1 All AGMs, Special Meetings, Board and committee meetings shall be conducted in accordance with normal customary procedures of the Association and any regulations, by-laws or standing orders that are in force at the time.

6.2 The President (in his or her absence the Vice President) shall chair all the Association and Board meetings.

- 6.3 There shall be no less than ten (10) working days notice of any AGM or Special Meeting published in the local newspaper, radio, television or by email to all members.
- 6.4 The President (in his or her absence the Vice President) or any other member nominated by the Board, shall attend any meeting that the Association is required or invited to attend as a result of its membership with or affiliation to any national, regional or international association.

6.5 Annual General Meeting

- 6.5.1 The Association shall hold its AGM no earlier than 31 January and no later than 1 May of each calendar year. AGM business to be considered shall include:-
- 6.5.1.1 The Association's Annual Report (President and General Secretary)
 - 6.5.1.2 Committee Annual Reports
 - 6.5.1.3 The Association Financial Report and Balance Sheet (Treasurer)
 - 6.5.1.4 Inventory of the Association's property and assets. (Treasurer)
 - 6.5.1.5 Election of the Association's Patron and Board members
 - 6.5.1.6 Motions and Remits
 - 6.5.1.7 Annual membership fee
 - 6.5.1.8 Appointment of an Auditor
 - 6.5.1.9 General business
 - 6.5.1.10 Date and place of the next AGM
- 6.5.2 All notices of motion and remits to be considered at the AGM shall be in writing and in the hands of the General Secretary at least ten (10) working days prior to the date set for the AGM.
- 6.5.3 The General Secretary will, not less than five (5) days before the AGM, provide to each Board member and every member club, a copy of the Minutes of the previous AGM, the Agenda for the AGM and the notified motions and remits.
- 6.5.4 The General Secretary will not more than thirty (30) days after the AGM, send a copy of the minutes to the Patron and Board Members and each club.

6.6 Special Meetings

- 6.6.1 A Special Meeting of the Association shall be convened by the President where a written request for such a

meeting is received by the General Secretary, having been signed by at least two delegates representing separate member clubs. Such meeting shall be held no later than ten (10) working days after receipt of such a request.

- 6.6.2 Business to be transacted at a Special Meeting shall be restricted to the matters raised in the written request for that meeting.

6.7 Board Meetings

- 6.7.1 The Board shall meet once a month and as the need arises, at such places and times as the President and General Secretary may determine for the purpose of transacting the business of the Association.
- 6.7.2 The Agenda for every meeting shall be forwarded to each Board member at least three (3) working days prior to the meeting.
- 6.7.3 The General Secretary shall within ten (10) working days following a meeting circulate to each member club a copy of the Minutes of that meeting.

6.8 Voting

- 6.8.1 Voting at any AGM or Special Meeting will be by way of secret ballot, unless the majority of members at the meeting agree to vote by a show of hands or voice.
- 6.8.2 Only “financial members” present at any AGM or Special Meeting shall be entitled to one (1) vote.
- 6.8.3 At any Board meeting, each Board member present shall be entitled to one (1) vote.
- 6.8.4 The President at any General Meeting of the Association shall remain neutral and shall not vote except in the case of equality of voting when the President shall have the lasting vote.
- 6.8.5 At any meeting of the Association, all resolutions will be decided by way of a simple majority of the votes of voting members present.
- 6.8.6 Associate, Honorary and Life members are allowed to be present at any meeting but they are not allowed to vote or address the meeting except through their delegate or by invitation of the Chairperson.

6.9 Quorum at Meetings

- 6.8.7 The presence of a simple majority (51%) of the members who have paid their fees present at any AGM or Special Meeting will constitute a quorum

- 6.8.8 The presence of a simple majority (51%) of Board Members present at any Board meeting shall constitute a quorum.

7 FINANCE

- 7.1 The financial year for the Association shall commence on the 1st January in each year and end on 31st December of that year.
- 7.2 The Association funds shall be lodged in a bank account in the name of the COOK ISLANDSBADMINTON ASSOCIATION and at such bank as the Board may from time to time determine.
- 7.3 Payment of the Association bills, invoices and accounts shall be approved for payment by the Board and shall be paid by cheque.
- 7.4 The signatories of the Association accounts shall be any two of the President, Vice President, General Secretary or Treasurer.
- 7.5 The Board shall have the power to borrow money for the purpose of furthering the Associations objectives on the security of any property or assets of the Association upon such terms and conditions as the Board deems fit or appropriate
- 7.6 Nothing shall prevent the Association from making reimbursements, paying remunerations or other benefits or advantages of whatever nature to an associate member as long as such remunerations is reasonable and does not exceed what would be normal in the circumstances and provided that the associate member is not able by virtue of his/her capacity as an associate member to influence in any way the amount of that remuneration or the nature of that benefit or advantage.
- 7.7 The Auditor appointed by the Association shall audit the accounts of the Association for each financial year, and any other time requested by the Board.

8 AMENDMENTS TO THIS CONSTITUTION

- 8.1 In accordance with the provisions of this Constitution, this Constitution may be altered, added to, or rescinded in part or in full, or otherwise amended by a resolution passed by at least two thirds (2/3) of members present and able to vote at a properly constituted AGM or Special Meeting for which not less than fourteen (14) days notice has been given of the intent and nature of such alterations to these rules.
- 8.2 No alteration to the provisions of this Constitution may be made that would affect or change the charitable status of the Association or that is of a nature as to prejudicially affect any existing creditor of the Association unless such creditor has consented to the alteration.
- 8.3 Every such alteration passed in accordance with Article 8.1 shall be in writing, signed or sealed in duplicate by at least three (3) members of the Board and the documents so signed or sealed shall be delivered to the Registrar of Incorporated Societies, accompanied by a Statutory

Declaration made by a solicitor or at least one other member of the Board to the effect that the said alteration has been made in accordance with the Constitution of the Association.

9 AFFILIATION

9.1 The Association will affiliate to:

- 9.1.1 Cook Islands National Sports and National Olympic Committee (CISNOC)
- 9.1.2 World Badminton Federation

10 THE COMMON SEAL

- 10.1 There shall be a Common Seal of the Association having thereon the words “The Common Seal of the Cook Islands Badminton Association (Incorporated)”
- 10.2 The Common Seal will be kept in the custody of the General Secretary.
- 10.3 The Common Seal will not be affixed to any document save by the authority of the Board, and in the presence of the General Secretary and two (2) Board members, and will be signed by the President (in his or her absence the Vice President)

11 INTERPRETATION OF THESE RULES

The Board, whose decision shall be final and conclusive, shall decide on any matter in doubt arising as to the interpretation, application or meaning of any of these Rules and can consult with any associate member or person to assist it in determining the issue at hand.

12 DISSOLUTION

The Association may be voluntarily wound up in accordance with Section 26 of the Act.

13 DISPOSAL OF ASSETS ON DISSOLUTION

In the event of the Association being wound up, the surplus assets and funds after liquidation of the Association liabilities and expenses of winding up shall be disposed of to any other organisations in the Cook Islands which have similar aims for charitable, benevolent, or philanthropic purposes, bearing in mind the aims and objects of the Association. No addition or alteration of this Article shall be approved by the Association without the concurrence of the Revenue Management Division of the Ministry of Finance and Economic Development.

14 MISCELLANEOUS

For the purposes of bringing this constitution into force and to accommodate the election of the new Office Bearers, all those people present at the first meeting are deemed to be members of the Cook Islands Badminton Association.