

## **WNBA's new constitution**

### ***Context***

This briefing document has been prepared for the members of the Wellington North Badminton Association and is intended to be an introduction to the proposed new draft constitution (it is not a summary). It should be read together with the proposed new draft constitution.

### ***Background***

The Incorporated Societies Act 2022 (and associated regulations) (*New Act*) came into force on 5 October 2023, repealing and replacing the 1908 Act (and associated regulations).

The New Act is not a complete overhaul of the previous regime, but has been designed to modernise the rules governing Incorporated Societies. One of the requirements of the New Act is that every Incorporated Society must, no later than 5 April 2026, register a constitution which complies with the New Act. Failure by an Incorporated Society to do so will mean that that Incorporated Society will no longer exist as a legal entity.

WNBA is an incorporated society registered under the existing regime. It will therefore need to register under the New Act by 5 April 2026.

In 2023, the Board established a board committee comprising Dave White, Julie Hood and Kelly Johnson to oversee the preparation of a new constitution. The committee, in consultation with the full Board, has now completed a final draft of the new constitution. The draft constitution has been prepared using the Sport New Zealand Constitutional Template for Regional Sports Organisations. We are confident the draft constitution is fully compliant with the requirements of the New Act.

### ***Commentary***

WNBA already has a constitution of sorts – these are known as the WNBA Rules. A copy of the Rules are attached to this note – these will continue to apply and bind all WNBA and all members until the new constitution is registered.

The WNBA Rules are a much simpler document than the proposed new constitution. And while simplicity can be an advantage, we are unable to continue with the Rules from 5 April 2026, as they do not comply with the requirements of the New Act. Having said that, much of the existing content of the Rules has been carried over the new constitution – meaning that the latter is not dramatically different to the Rules.

The key differences between the two documents are:

- 1 Enhanced governance processes and protocols, including:
  - (a) a broader list of organisational purposes which tie in with the purposes of Badminton New Zealand and include collaboration with member associations and other like-minded organisations;
  - (b) a greater focus on diversity, equity and inclusion. WNBA will now be required to, where reasonably appropriate, lead, promote and enable Diversity, Equity and Inclusion across the whole organization;

- (c) more prescriptive requirements and protocols in relation to:
    - (i) general meetings of WNBA (including notice and other procedures for both special and general meetings, business, control of meeting and voting); and
    - (ii) the Board (including election and appointment of Board members, an increase of the maximum number of Board members to 7, term of office, qualification and disqualification, suspension and termination of Board membership, and meetings;
  - (d) greater accountability for officers (comprising the General Manager, Board members and other people within WNBA who occupy significant influence over the management and administration of WNBA), including a statement of officers' duties, and more rigorous requirements in relation to conflicts of interest;
  - (e) greater clarity and requirements regarding financial powers and reporting;
- 2 Clear processes and rules regarding WNBA membership (including application process, renewal, member rights and obligations, fees, life membership, termination and suspension). The new constitution makes it clear that members can only be natural persons (as opposed to clubs), and cannot be under the age of 16 – a parent or guardian of an under 16 person can apply to be a member on that person's behalf;
  - 3 New power for WNBA to indemnify, or effect insurance for, officers, members or employees of WNBA in respect of liability or costs that those people incur in the performance of their roles; and
  - 4 A reference to the new internal dispute resolution process for WNBA (and pursuant to which any member or officer may raise a dispute or complaint which must be dealt with in accordance with that process). WNBA's dispute resolution process is the default process set out in the New Act.

### **Summary**

In reviewing our existing constitution the board has taken the best of our existing Rules, the mandatory requirements of the Act and good governance clauses to produce what we believe is a fit for purpose and contemporary constitution for our association.

The constitution emphasises collaboration, diversity, equity, and inclusion. It has clear rules for meetings, board member responsibilities, and financial reporting. It ensures greater accountability for officers and members, and introduces an internal dispute resolution process.

Together, these changes will support good practice, transparent governance that in turn will support the success of our organisation now and into the future.

As result we will be seeking member approval for this constitution at the 2025 Annual General Meeting on 31<sup>st</sup> March, 2025.

## **WELLINGTON NORTH BADMINTON ASSOCIATION RULES**

### **1. DESCRIPTION**

- 1.1. The name of the incorporated society is “WELLINGTON NORTH BADMINTON ASSOCIATION INCORPORATED” (WNBA).
- 1.2. WNBA shall have a common seal. The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody.

### **2. OBJECTS**

- 2.1. The purpose of WNBA is:  
“To support, strengthen and promote badminton in our community”.
- 2.2. In order to satisfy the purpose WNBA will:
  - a) Develop and maintain structured badminton organisations and events;
  - b) Collaborate with like-minded organisations;
  - c) Support representative badminton teams and players;
  - d) Encourage and develop badminton coaches and officials;
  - e) Belong to the recognised national badminton organisation;
  - f) Provide and maintain a suitable venue specifically designed for playing badminton;
  - g) Settle questions or disputes on any matter relating to badminton which may be submitted to WNBA for its adjudication;
  - h) Invest any of the WNBA funds in such investments or assets as the Board determines;
  - i) Do all such other lawful things conducive to the purpose of WNBA.

### **3. MEMBERSHIP**

- 3.1. The membership of WNBA (collectively called WNBA Members) shall comprise:
  - a) Life Members;
  - b) Ordinary WNBA Members;
  - c) Affiliated groups.
- 3.2. Membership of WNBA shall not confer on any WNBA Member any privilege or any estate or proprietary right, interest or share in any funds or property of WNBA nor shall any WNBA Member be personally liable for any of the liabilities of WNBA.
- 3.3. Ordinary and affiliated group membership of WNBA shall end on 28 February each year or such other period as the Board may determine. Ordinary and affiliated group membership ceases at this date until the person or group becomes a WNBA Member for the next period. WNBA Members retain voting rights at the subsequent AGM.
- 3.4. Persons and groups become WNBA Members by:
  - a) Completing and submitting the membership application form to the Board; and
  - b) Payment of the membership fee; and
  - c) Acceptance of membership by the Board. The Board has the right to decline membership and the decision shall be final.

- 3.5. The Board will establish the membership and supplementary fees each year. Fees will be determined by the Board.
- 3.6. The Board shall maintain a register of WNBA Members.
- 3.7. Life Members
- a) Any person who has given meritorious service to WNBA for a period of 10 years or more shall be eligible to be elected as a WNBA Life Member.
  - b) Life Members may only be elected at a General Meeting.
  - c) Any WNBA Member may nominate a person for consideration as a Life Member by sending a request in writing to the Board. If the Board approves the nomination it will be included for consideration at the next General Meeting.
  - d) Life Members are entitled to membership without payment of the membership fee and other supplementary fees as determined by the Board.
- 3.8. A WNBA Member may resign their membership by advising the Board. Any refund in fees will be at the discretion of the Board.
- 3.9. The Board may terminate membership of a WNBA Member who has acted unlawfully; breached these rules or wilfully damaged WNBA property. The WNBA Member may appeal the decision by writing to the Board within 14 days of the decision. On receipt of the appeal the Board will determine the process and decide, by a majority vote, as to whether the termination is to stand or whether to reinstate the WNBA Member. The Board will communicate this decision to the affected person in writing. The Board's decision shall be final and binding on the parties and shall not be subject to any review or challenge.

#### **4. THE BOARD**

- 4.1. The Board is responsible for the affairs of WNBA.
- 4.2. The Board may employ a General Manager, or other appropriate person, to carry out some of its duties.
- 4.3. The Board shall consist of the President and three (3) to five (5) additional members.
- 4.4. Three (3) to four (4) members of the Board shall be WNBA Members (except for the period between 28 February and the following AGM). Such members shall be classed as "Elected Board Members". One (1) to three members (3) of the Board shall be appointed by members of the existing Board. Such members shall be classed as "Appointed Board Members". Affiliated groups shall not be entitled to representation on the Board unless appointed in accordance with clause 4.5.
- 4.5. The Board shall appoint the Appointed Board Members for any given period from one (1) to three (3) years. The Board may also co-opt up to two (2) people to be members of the Board to fill any vacancies.
- 4.6. Election of Elected Board Members to the Board:
- a) Nominations for the President and Elected Board Members shall be submitted to the Board (in a manner prescribed by the Board) no later than fourteen (14) days prior to the Annual General Meeting.
  - b) The nominations shall be sent to all WNBA Members no later than twelve (12) days prior to the AGM.

- c) In the event of the number of nominees being equal to, or less than, the number of Board vacancies, those persons whose nominations were correctly submitted to the Board shall be automatically elected.
  - d) Nominations from the floor at an AGM shall not be accepted.
- 4.7. The term of office for Elected Board Members shall be three years, expiring on the conclusion of the relevant AGM, unless the member resigns or is removed in accordance with Rule 4.9. Elected Board Members may serve a maximum of three successive terms.
- 4.8. One or more of the following conditions mean that a person cannot be eligible as a Board Member:
- a) a person who is an employee of, or who works more than 10 hours per weeks as a contractor to, WNBA;
  - b) a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled, or any order, under the Insolvency Act 2006;
  - c) a person who has been convicted of any offence punishable by a term of imprisonment of 2 or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on him or her;
  - d) a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005; and
  - e) a person who is subject to an order made, under the Protection of Personal and Property Rights Act 1988 that the person is lacking in competence to manage their own affairs.
- 4.9. Removal of a Member of the Board:
- a) If the Board determines that a member of the Board has brought the game and/or WNBA into disrepute, a Special General Meeting (SGM) will be held to determine whether that member is to be removed from the Board.
  - b) The affected member shall be given not less than fourteen (14) days' notice of the Special General Meeting.
  - c) The affected member shall be given the opportunity prior to, and at, the SGM to make submissions in writing and/or verbally to the Members about the proposed resolution.
- 4.10. The Board shall have the power to:
- a) Fill any vacancies on any committees or groups which are established by it.
  - b) Develop and implement strategies, policies and procedures for the administration, promotion and development of the game of badminton at all levels within the community.
  - c) Deal with all or any part of the real and personal estate of WNBA, or in which WNBA has or may have hereafter any beneficial interest, subject to the provisions of Rule 6.3.
  - d) Invest the monies of WNBA not immediately required in such manner as from time to time may be determined by the Board.
  - e) Establish and delegate such powers as it considers appropriate and establish such other committees and groups as it considers appropriate to assist it to carry out its responsibilities.

- f) Engage or terminate, and determine the terms and conditions of, contractors or paid employees. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, 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 shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
- g) Oversee the financial management of WNBA ensuring that proper accounts of all income and expenditure are kept, and that annual financial statements are prepared and reviewed.
- h) Enforce the Constitution for WNBA and discipline Members.
- i) Resolve and determine any disputes or matters not provided for in these rules.
- j) Do all other acts and things which are within, or ancillary to, the WNBA Rules and which the Board considers appropriate.

#### 4.11. Meetings of the Board:

- a) The Board shall meet a minimum of six (6) times per year, at such places and times, and in such manner, as it shall determine.
- b) The Board shall determine who shall chair the meetings.
- c) A resolution in writing, dated and signed or assented to by hardcopy or electronic communication by at least three (3) members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board. All members of the Board must have been given appropriate notification of the resolution for it to be valid.
- d) Each member of the Board shall have one vote at Board Meetings. All decisions and resolutions of the Board shall be determined by a vote of a majority of members of the Board present at an Board Meeting. Voting may be verbal, by show of hands, or secret ballot (if requested by any member of the Board). The Chair shall have the casting vote.
- e) Three (3) members of the Board shall constitute a quorum.
- f) The Board shall keep the WNBA Members informed of its business. It shall make the minutes of its meetings available to members upon request.

4.12. A member of the Board who is absent from two consecutive Board Meetings, without prior notification or without reasonable explanation, shall be deemed to have vacated their office as a member of the Board.

## 5. GENERAL MEETINGS

- 5.1. A general meeting shall be held each year on, or between, the dates of 28<sup>th</sup> February and 30<sup>th</sup> April.
- 5.2. The business of the Annual General Meeting shall be to:
  - a) Consider minutes of previous General Meetings not previously confirmed;
  - b) Receive the Annual Report and the reviewed financial statements;
  - c) Elect the members of the Board;
  - d) Elect Life Members who have been approved by the Board;
  - e) Consider and vote on any motion for which due notice has been given.

- 5.3. The Chair of the meeting shall be the President or his/her nomination from the Board.
- 5.4. Notice of general meetings shall be provided to WNBA Members at least 14 calendar days prior to the meeting date. This notice shall include the agenda for the business to be transacted.
- 5.5. Business of which due notice has not been given may be dealt with provided that the consent of not less than 75% of the votes cast at the meeting support the same.
- 5.6. A Special General Meeting may be held on a signed requisition from the Board or from not less than 25% of WNBA Members. Any such requisition shall state the business to be brought forward to the meeting. The meeting shall be called, by notice to all WNBA Members, within one month of the receipt of the notice.
- 5.7. All WNBA Members in attendance are permitted to move and second motions and to vote. All persons present, with the consent of the Chair, are permitted to speak. Each WNBA Member present is entitled to one (1) vote, except that members under 18 years of age shall not be permitted to vote.
- 5.8. No proxies are permitted at general meetings.
- 5.9. Voting shall be decided by a show of hands, or by secret ballot if requested by any WNBA Member.
- 5.10. The quorum at a general meeting shall be ten (10) WNBA Members.

## **6. FINANCE, ANNUAL REPORT AND REVIEW**

- 6.1. The financial year of WNBA commences on 1 January of every year and ends on 31 December of the same year.
- 6.2. All moneys of WNBA shall be paid into such bank as the Board may from time to time determine.
- 6.3. The Board shall determine the procedures for the payments of accounts including the setting of rules for the operation of the bank accounts and the authorisation of payments. WNBA may borrow money and provide security for that borrowing if agreed to by the Board.
- 6.4. WNBA shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement. The Committee is responsible to provide the Reviewer with:
  - a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
  - b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
  - c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

- 6.5. Copies of the Annual Report, Statement of Financial Performance and Statement of Financial Position shall be made available to all WNBA Members seven (7) days prior to the AGM.
- 6.6. No part of the funds is to be used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.

## **7. NOTICES**

- 7.1. Any notice required to be given to any WNBA Members, or other person entitled to any notice, shall be deemed to have been duly delivered if sent to the latest known email address and a hard copy will be posted on the WNBA notice board.

## **8. AMENDMENTS TO THE RULES**

- 8.1. These Rules may be amended or replaced by resolution of a General Meeting passed by at least 60% of those WNBA Members present and voting.
- 8.2. Any proposal to amend or replace these Rules shall be signed by at least five (5) WNBA Members and handed in writing to the Board at least one (1) month before the General Meeting at which the motion is to be considered.
- 8.3. Any such proposal shall include a written explanation of the reasons for the proposed changes.
- 8.4. The Board shall ensure that the amended Rules are duly filed with the Registrar of Incorporated Societies.
- 8.5. No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **9. DISSOLUTION**

- 9.1. A majority of those eligible to vote may, at a Special General Meeting convened for the purpose, resolve that WNBA be dissolved.
- 9.2. If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

## **10. INTERPRETATION OF THE RULES**

- 10.1. Any question not provided for in these Rules and any question arising as to interpretation shall be decided by the Board.