



CONSTITUTION

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ARTICLE 1: INTERPRETATION AND DEFINITIONS

- 1.1 **“AGM”** - means an Annual General Meeting of BSA called and conducted in accordance with Articles 13 and 14 of the Constitution.
- 1.2 **“BSA”** - means Badminton South Africa.
- 1.3 **“COO”** - means Chief Operating Officer.
- 1.4 **“Constitution”** - means this document and all the Articles it contains as well as any Annexures.
- 1.5 **“Executive Board”** - means the body as set out in Article 19 of the Constitution.
- 1.6 **“General Assembly”** - means the body as set out in Article 11 of the Constitution.
- 1.7 **“General Meeting”** - means an AGM and a General Meeting of BSA called in accordance with Article 12 of the Constitution.
- 1.8 **“Member Association”** - means a Provincial Badminton Association, a Corporate Badminton Association and an Associate Badminton Association as defined in Article 8 of the Constitution.
- 1.9 **“Special General Meeting”** - means a Special General meeting of BSA called and conducted in accordance with Article 15 of the Constitution.
- 1.10 Words signifying persons in this Constitution include corporations and all legal persons including any other entities or bodies whether incorporated or not.
- 1.11 Words signifying the masculine gender in this Constitution include the feminine and neuter genders and vice versa.
- 1.12 The singular in this Constitution shall include the plural and vice versa.
- 1.13 Where a period in this Constitution consisting of a number of days is prescribed, it shall be determined by excluding the first and including the last day.
- 1.14 If figures in this Constitution are referred to in numerals and words, the words shall prevail in the event of a conflict between the two.

ARTICLE 2: **NAME AND LEGAL PERSONALITY**

- 2.1 The Federation hereby constituted shall be called “Badminton South Africa” (hereinafter referred to as “BSA”).
- 2.2 BSA is a voluntary association not for gain with continuous existence independent of its Member Associations or its Executive Board, and a legal person which holds/may hold property in its own name independent of its Member Associations, incurs debts and liabilities and initiates or defends legal actions, and acts through its properly authorised organs, Executive Board, General Assembly and/or representatives.
- 2.3 All immovable property or registerable rights in immovable property attained by BSA, shall be registered in the full name of BSA.
- 2.4 The liability of Member Associations of BSA for its debts is limited to the outstanding affiliation fees owed by them, and Member Associations have as such no interest in any property or casual profit of BSA.
- 2.5 BSA will not be held liable against any Member Association for anything done in accordance with this constitution.

ARTICLE 3: **OBJECTIVES**

BSA aims to create, develop and maintain a fair, comprehensive and coordinated badminton provision structure in South Africa, and therefore its objectives are:

- 3.1 To facilitate, promote, engage, advance, develop and generally to assist and protect the interests of the game of badminton throughout South Africa.
- 3.2 To govern, and to make and pass Laws, Rules and Regulations governing, regulating and controlling, badminton in South Africa, either alone or in cooperation with the Badminton World Federation; and to add to, repeal or alter such Laws, Rules and Regulations and enforce the carrying out of same.
- 3.3 To formulate, control, add to and amend the conditions under which all competitions shall be conducted and to regulate conditions under which trophies offered to and accepted by BSA are to be competed for.
- 3.4 To administer and invest and grant subsidies out of the funds of BSA for purposes calculated to promote the interests and attain the objectives of BSA.

- 3.5 To borrow, purchase, hire, and acquire movable property and/or raise funds for furthering the aims and objectives of BSA, and to administer and use the casual revenue and property of BSA from whatsoever source derived solely for those aims and objectives.

ARTICLE 4: HEADQUARTERS

The Headquarters of BSA shall be situated where the Secretariat is established.

ARTICLE 5: SECRETARIAT

- 5.1 The Headquarters shall consist of an office managed by a full time or part time Secretariat.
- 5.2 The Secretariat shall consist of such personnel as may from time to time be appointed in the position of secretariat or any other position.
- 5.3 The Secretariat and/or other personnel shall be appointed in the manner provided for in the Bye-laws (Annexure C).

ARTICLE 6: AFFILIATION

BSA shall be affiliated to the Badminton World Federation, the Badminton Confederation of Africa, and such national umbrella structures as may be deemed necessary.

ARTICLE 7: LAWS

The Laws of Badminton, as amended by the Badminton World Federation from time to time, shall be adopted by BSA.

ARTICLE 8: MEMBERSHIP

- 8.1 BSA membership is limited to honorary life members, Executive Board members for the time being, and associations whose voluntary applications for membership were recommended by the Executive Board and approved by the General Assembly as a:

- 8.1.1 Provincial Badminton Association;

- 8.1.2 Corporate Badminton Association; or
 - 8.1.3 Associate Badminton Association.
- 8.2 For the purposes of this clause, a Provincial Association shall consist of not less than ten clubs and three hundred members (clubs also including schools' clubs).
- 8.2.1 Associations affiliated before 31 March 1976 are exempt from the above conditions (unless when applying for re-affiliation after having resigned membership or having been expelled).
 - 8.2.2 Any Association affiliated after 31 March 1976 which does not retain the minimum annual requirements of clubs and members, as specified above, may, at the discretion of the General Assembly, be suspended or reclassified.
- 8.3 For the purposes of this clause, a Corporate Badminton Association shall consist of an association with a membership of not less than five clubs and one hundred and fifty members and with no area of jurisdiction, but with member clubs spread over several provinces within a common corporate structure, each also being affiliated to the applicable Member Association with area jurisdiction.
- 8.4 For the purposes of this clause, an Associate Badminton Association shall consist of an association with a membership of not less than one hundred and fifty members, and with no area of jurisdiction, but with members spread over several provinces within a common badminton interest group, each also being affiliated to the applicable Member Association with area jurisdiction.
- 8.5 All Member Associations shall be bound by the Constitution and Bye-laws then in force and shall be bound by any decision of the General Assembly.
- 8.6 The Executive Board may suspend or recommend the termination of any Member Association's membership, or alternatively impose conditions or fines, if such Member Association neglects to pay affiliation fees or any other levies, or to comply with the provisions of the Constitution and to the objectives of BSA. Such Member Association shall be heard in the prescribed manner and may appeal to the General Assembly.
- 8.7 The application for or the resignation of membership by a Member Association shall be in accordance with the procedure as described in the Bye-laws. Member Associations resigning shall be liable for all outstanding fees, as well as fees for the financial year during which it resigned.

8.8 A membership register shall be maintained by the COO. Each Member Association shall assist the COO to keep a national register of all badminton players, coaches, technical officials and administrators, in categories determined by the Executive Board.

8.9 The Member Associations shall have jurisdiction as under Annexure B of the Bye-laws.

ARTICLE 9: **HONORARY MEMBERSHIP AND AWARDS**

9.1 LIFE MEMBERSHIP

Life Membership shall be conferred on any person who has served the national interest of Badminton, and such recommendation, together with the citation, must be forwarded to the COO in writing and forwarded to all Member Associations for consideration at the next General Meeting. This recommendation must be confirmed by a seventy five percent (75%) majority at this Meeting through a ballot.

The award of Life Membership will be made at any suitable occasion following the General Meeting at which it was confirmed.

9.2 HONOURS FOR SERVICE AWARD

The Honours for Service Award may be conferred on any person who has served Badminton at a provincial level, in an official administrative capacity, for at least ten years, and is recommended by a Member Association to the General Assembly. Such recommendation, together with the citation, must be forwarded to the COO in writing and forwarded to all Member Associations for consideration at the next General Meeting. This recommendation must be confirmed by a seventy five percent (75%) majority at this Meeting through a ballot.

The Honours for Service Award will be made at any suitable occasion following the General Meeting at which it was confirmed.

ARTICLE 10: **COLOURS**

10.1 NATIONAL COLOURS

National colours shall be awarded to any player, team manager or national coach who has represented South Africa, in terms of the policy of the country's national colours board. The colours shall be:

10.1.1 Blazer: Green with pocket badge.

10.1.2 Badge: King Protea worked in gold.

10.2 FEDERATION COLOURS

10.2.1 Badge: The badge of Badminton SA shall be a King Protea worked in gold. It will be determined from time to time by the Executive Board and ratified by the General Assembly.

10.2.2 The award to the Life Members shall be the badge of BSA within a gold laurel wreath mounted on a black blazer with the words "Life Member" below the badge.

10.2.3 The Honours for Service Award shall be the badge of BSA within a silver laurel wreath with the words "Honours for Service" below the badge and mounted on a black pocket.

10.2.4 The badge of BSA shall be used by the Executive Board and COO and shall be awarded to players, administrators, court officials and coaches achieving international/national status. Such award must be authorised by a majority vote at an Executive Board meeting.

10.2.5 The use of the laurel wreath is precluded from any award except as stated in Article 10.2.2 and 10.2.3.

ARTICLE 11: **GENERAL ASSEMBLY**

11.1 The affairs of BSA shall be directed by the General Assembly consisting of:

11.1.1 The Executive Board of BSA;

11.1.2 The delegate/representative of each member Provincial Association;
and

11.1.3 One duly appointed representative from each member Corporate Association,

all of whom shall be registered members of a Member Association.

11.2 The delegate/representatives should be that Member Association's Chairperson or Vice Chairperson. If it is neither of these persons, then it shall

be an accredited member of that Member Association's Executive Committee, and due notice in writing should have been given of the delegate's name.

11.3 Observer status, with no voting power, is given at a General Assembly to:

11.3.1 Chairpersons of Committees;

11.3.2 Life Members;

11.3.3 Invited guests; and

11.3.4 A maximum of two individuals identified by a duly affiliated Member Association,

provided the Chairperson has been notified 48 hours prior to the start of the meeting.

ARTICLE 12: **POWERS OF GENERAL ASSEMBLY**

12.1 The President will preside over all General Assembly, Special General Assembly and Executive Board Meetings.

12.2 In the absence of the President at any General Meeting, a chairperson will be selected from the delegates/representatives present.

12.3 The General Assembly directs the policies and other affairs of BSA.

12.4 Without prejudice to the powers conferred on the General Assembly under any Article or Articles hereof, it shall be specially vested with the following powers and discretions, namely:

12.4.1 To convene General Meetings.

12.4.2 To hear, deal with, consider and decide upon appeals or reports submitted by Member Associations.

12.4.3 To define, vary or in any way alter the powers and functions of any of its officers, or Committees.

12.4.4 To instruct, authorise and approve the duties and actions of the Executive Board.

- 12.4.5 To call at least one General Meeting before the end of May of the year following the last AGM and thereafter to convene additional General Meetings as and when desirable. The COO shall give at least eight weeks' notice of the date and venue of any General Meeting to each Member Association.

ARTICLE 13: ANNUAL GENERAL MEETING

- 13.1 The AGM shall be held at the time and place of the Senior National Championships, except in exceptional circumstances, when the date will be decided by the General Assembly. The date and venue of the National Championships shall be determined at the AGM held in the preceding year.
- 13.2 Notice of any Motion which is to be introduced at the AGM must reach the COO in writing not later than six weeks before the date of the AGM.
- 13.3 The COO shall send the agenda of the said AGM to all Members Associations and Committees at least four weeks prior to the AGM, and at the same time shall furnish each with copies of:
 - 13.3.1 detail of all Notices of Motion received for consideration;
 - 13.3.2 the Annual Report.

ARTICLE 14: BUSINESS AT ANNUAL GENERAL MEETING

The business of the General Assembly at an AGM is:

- 14.1 To receive delegates' credentials.
- 14.2 To read notice convening meeting.
- 14.3 To read and confirm or otherwise deal with the minutes of the last AGM or any Special General Meeting.
- 14.4 To receive and consider the President's Annual Report.
- 14.5 To consider and discuss reports of Committees.
- 14.6 To receive and consider the budget, including determination of fees for the following year.

The Revenue and Expenditure Account and Balance Sheet will normally be considered at a General Meeting to be held in or about May of the following year.

- 14.7 To consider applications for membership, if any.
- 14.8 To consider nominations for honorary awards.
- 14.9 To conduct elections, in the applicable years, as follows:
 - 14.9.1 The President and the members of the Executive
 - 14.9.2 Two (2) selectors to serve on the Senior Selection Committee with the Senior National Coach.
 - 14.9.3 Three (3) selectors to serve on the Junior Selection Committee with the Junior National Coach and Age-specific Assistant National junior Coach.
- 14.10 To determine and confirm venues and dates of all South African National Championships, and Inter-Provincial Tournaments.
- 14.11 To consider notices of motion, and any other matters of which due notice has been given.
- 14.12 To appoint Auditors.

ARTICLE 15: SPECIAL GENERAL MEETINGS

Special General meetings shall be called:

- 15.1 On a resolution passed at a General meeting.
- 15.2 On requisition delivered to the Secretariat by duly appointed representatives of not less than one-third of the Provincial Association members. The requisition must specify the purpose for which the Meeting is to be called and the Meeting must be called for a date within six weeks of receipt of the requisition.
- 15.3 On a resolution of the Executive Board, passed at any Meeting of the Executive Board.

The COO shall give notice to the Members Associations of the Special General meeting and of the business to be transacted thereat, not later than four weeks before the date fixed for same.

Only business specified in the Notice of Meeting shall be dealt with at the Meeting.

ARTICLE 16: QUORUM AT MEETINGS

One half of the representatives of BSA as defined in Article 11.1, shall form a quorum at all General Meetings.

In the event of there being no quorum thirty minutes after the time appointed for any meeting, the meeting shall stand adjourned for two hours and shall be held at the same place, if convenient. The representatives then present shall constitute a quorum.

ARTICLE 17: VOTING AT GENERAL MEETINGS

17.1 Subject to the provisions of Article 23.7 of the Constitution, the following shall be the voting rights of the General Assembly:

17.1.1 The President and the members of the Executive Board shall have one vote each, and the chairperson shall have a casting vote also: Provided that the President and the members of the Executive Board shall have no vote, except for the chairpersons' casting vote, in the election of the President and the members of the Executive Board in accordance with Article 14.9.1.

17.1.2 Each member Provincial Association acting through its delegate shall have one vote plus an additional vote for each completed 250 number of participants properly registered and for whom capitation fees have been paid by the previous 15th of November), provided that no member Provincial Association shall be entitled to more than four votes.

17.1.3 Member Corporate Associations shall have one vote each.

17.2 A proxy may be appointed by such a Member Association for any specific General Meeting only if justifiable grounds for not complying with Article 11.2 exists in the discretion of that meeting and under the following conditions, and such proxy need not necessarily be a member of that Member Association:

- 17.2.1 Written credentials (proxy form) must be signed by the Chairperson or Secretary of the Member Association.
- 17.2.2 Such a person shall be entitled to vote by show of hands or on a poll.
- 17.2.3 Should the proxy have difficulty attending the meeting, he may cede his proxy to another person by counter-signing his proxy form to that effect.
- 17.2.4 No person may represent more than one Member Association with entitlement to vote, at a particular General Meeting.

17.3 POSTAL VOTE

In cases of emergency where the expense of assembling the representatives for a General Meeting would be unjustified, a postal vote of the General Assembly may be held. Such vote(s) will be held on decision by the Executive Board, or on receipt by the COO of such request by a minimum of five Member Provincial Associations (of which one may be a Member Corporate Association). Such request must be in writing and specify the question(s) on which voting is to take place.

Ballot papers must be forwarded by registered mail to Member Associations, being posted a minimum of three weeks before the closing date for the ballot. Only written responses are acceptable as votes.

Fifty percent (50%) of the total possible votes (as per Article 17.1) constitutes a quorum for such a postal vote.

17.4 VOTING BY POLL

Should a Member Association not be represented at a General Meeting, it may nevertheless cast its vote in respect of elections of the President and the members of the Executive Board, committee members, or regarding motions that are listed on the agenda for that meeting.

A valid ballot paper in such circumstances shall constitute written advice signed by the Chairperson or Secretary of that Member Association.

Such advice must clearly state the agenda, items concerned, which person(s) are voted for in respect of appropriate offices and whether in favour or against a motion.

This must be submitted to BSA prior to the vote concerned being taken.

ARTICLE 18: **ELECTORAL PROCEDURES**

18.1 The elections of members to the Executive Board and Selection Committees shall proceed as follows:

18.1.1 Nominations for the election to the relevant committee shall be accepted from any Member Association. Such nomination must be sent to the COO in writing so as to reach him/her not later than six weeks before the date fixed for the AGM. All nominations must be seconded.

18.1.2 Acceptance by nominated members must be received in writing by the COO five weeks before the AGM, and such accepted nominations together with the name of their proposers, are to be circulated by the COO four weeks before the AGM.

18.1.3 The names of nominees are to be placed on the Agenda of the AGM. Acceptance by nominated members must be confirmed at the AGM.

18.1.4 If at the AGM not more than the required number of persons have been nominated, those nominated automatically become elected. Nominations may then be made from the floor to fill the remaining vacancy or vacancies by popular vote.

18.1.5 Failing receipt of nominations and acceptances as indicated above, nominations for the positions shall be accepted from the floor at the AGM.

18.2 In the event of the President vacating the office during a term of four (4) years, the General Assembly shall appoint a Board Member to act in his stead.

In the event of another vacancy occurring during a term, the position may be filled by the General Assembly, and such member co-opted shall remain in office until the end of the term of office.

ARTICLE 19: EXECUTIVE BOARD

19.1 The Executive Board of BSA shall consist of ten elected voting members. Elections will take place at the AGM of BSA as stipulated in the Constitution. The voting membership will be made up of the following members:

- 19.1.1 The President.
- 19.1.2 A Board Member – Administration.
- 19.1.3 A Board Member – Development.
- 19.1.4 A Board Member – Finance.
- 19.1.5 A Board Member – Marketing.
- 19.1.6 A Board member – Operations.
- 19.1.7 A Board Member – High Performance.
- 19.1.8 A Board member – Youth.
- 19.1.9 Players Representative (High Performance).
- 19.1.10 Players Representative (Players).

The President will have a casting vote in the event of a tied vote.

19.2 In the event of the current President indicating that he/she will be stepping down or there being a proposed new candidate for the role of President then this person may be elected at a Special General Meeting into the position of Vice-President for a period of six (6) months prior to the BSA AGM. If a new President is elected at the AGM, the outgoing President may serve as Vice-President for a period of six (6) months from the date of the AGM. The Vice-President position in the BSA Structure is not permanently filled, it is only there for transitional purposes. The Vice-President will have no vote on the Executive Board and the General Assembly.

Should the President not be available for any reason it is up to the President to appoint, from the members of the Executive Board, a President for the duration of his/her absence. Should the President not be able to appoint a replacement for any reason, then the remaining General Assembly must elect a replacement President from the existing Executive Board members to serve until the President returns or until the next AGM. The General Assembly would

then coopt a replacement Executive Board member to the portfolio relinquished by the newly elected President.

19.3 The President may only serve a maximum of two (2) four (4) year terms, in the role of President.

19.4 The members of the Executive Board shall serve for a maximum of three (3) four (4) year periods starting with the AGM in 2020. All Executive Board Members shall serve until 31 December of the election year.

The members of the Executive will be able to serve a maximum of three (3) four (4) year consecutive terms in any of the roles on the Executive Board.

19.5 Should an Executive Board member be perceived to be not fulfilling their role, his/her services may be terminated at the discretion of the General Assembly. Should an Executive Board member be removed from their role prior to the end of their term in office the General Assembly must elect a replacement Executive Board member to fulfill their position.

19.6 Should an Executive Board member resign prior to the end of his/her term in office the General Assembly must elect a replacement Executive Board member to fulfill their position

ARTICLE 20: POWERS OF EXECUTIVE BOARD

20.1 The Executive Board will handle all the affairs of BSA and will report on their activities to the General Assembly, to whom the Executive Board shall at all times be responsible.

20.2 The Executive Board shall appoint any constitutional, standing and/or ad hoc committee as may be deemed necessary, as well as any full time or part time employees, or officials necessary to accompany national teams.

20.2.1 The Executive Board shall appoint a Treasurer, who shall attend all its meetings.

20.2.2 The Executive Board will ratify proposed appointed members to the Committees. These appointments will be made taking into consideration the names of persons proposed by the Member Associations for the various Committees.

- 20.3 Without prejudice to the powers conferred on the Executive Board under any Article or Articles hereof, it shall be specially vested with the following powers and discretions, namely:
- 20.3.1 To convene at least three meetings of the Executive Board each year.
 - 20.3.2 To convene General Meetings.
 - 20.3.3 To make and give receipts, releases and other discharges for money payable to BSA and for claims and demands of BSA.
 - 20.3.4 To open a Banking Account in the name of BSA and to draw, accept, endorse, make and execute bills of exchange, promissory notes and cheques in connection with the business of BSA. Such negotiable instruments to be signed and countersigned in such manner as may be decided from time to time by resolution of the General Assembly.
 - 20.3.5 To make, vary and repeal Bye-Laws or Rules for the regulation of the affairs of BSA provided such Bye-Laws or Rules do not conflict with the Constitution of BSA.
 - 20.3.6 To institute or defend any action at law for or against BSA.
 - 20.3.7 To consider partitions, proposals and reports submitted by Member Associations.
 - 20.3.8 To carry out any instructions and wishes of the General Assembly and to operate within the terms of a budget as authorised and approved by the General Assembly.
 - 20.3.9 Generally, to carry out the objectives of BSA, and for such purpose to do and perform all such acts and things as may be requisite and necessary.
- 20.4 The Executive Board is empowered to delegate specific powers and duties to any one or more Constitutional, Standing or Ad Hoc Committees as deemed necessary in the circumstances.

ARTICLE 21: **QUORUM AND PROCEDURE OF EXECUTIVE BOARD MEETINGS**

- 21.1 Six (6) members of the Executive Board shall form a quorum at all Executive Board meetings.
- 21.2 The COO shall give at least six weeks notice of the date and place of such meetings and at the same time furnish each Member Association with a copy of the agenda, together with the minutes of the previous meeting.
- 21.3 Emergency meetings of the Executive Board may be called if necessary. In this case, the COO shall give at least one week notice of the date and place of this meeting.

ARTICLE 22: **COMMITTEES**

- 22.1 The General Assembly shall elect, or cause the Executive Board to appoint, the under-mentioned and/or additional Committees, and confer on such Committees all or any of the powers vested in it in terms of this Constitution.

The term of office for the elected or appointed Committee members shall be for a period of two years following the AGM at which they were elected, or after which they were appointed. The Executive Board may, at its discretion, fill vacancies which may occur among Committees from time to time.

The General Assembly has the power to take disciplinary action against any committee member abusing the powers and privileges of the Committee, and may remove such member from office.

- 22.2 At the first Executive Board Meeting after the AGM, the Committees shall advise the names of the officials appointed for the term of office.
- 22.3 Committees may be represented at a General Meeting by a delegate who shall report on matters pertaining to their Committees, but will not have any voting powers. They shall also be entitled to report to Executive Board Meetings on matters pertaining to their Committees, but may attend these meetings for the duration of their report only.
- 22.4 The duties and powers of the various Committees shall be as generally determined hereunder and specifically determined in the Bye-laws.

22.5 Constitutional Committees will be as follows:

22.5.1 SENIOR SELECTORS

The Senior Selection Committee shall consist of three elected members, one of which shall be the National Coach, and shall be responsible to carry out the selection of South African senior players to the benefit, upgrading and growth of Badminton.

22.5.2 JUNIOR SELECTORS

The Junior Selection Committee shall consist of the National Junior Coach, National Junior Assistant Coach for the specific age group and three elected members and shall be responsible to carry out the selection of South African schools and junior players to the benefit, upgrading and growth of Badminton.

22.5.3 JUNIOR/SCHOOLS COMMITTEE

The Junior/Schools Committee shall consist of five appointed members, and shall be responsible for governing, regulating and controlling schools and junior badminton on behalf of BSA.

22.5.4 TRANSFORMATION AND DEVELOPMENT COMMITTEE

The Transformation and Development Committee shall consist of five appointed members, and shall be responsible for governing, regulating and controlling badminton transformation and development on behalf of BSA.

22.5.5 EVENTS COMMITTEE

The Events Committee shall consist of five appointed members, and shall be responsible to formulate, control, add to and amend the conditions under which all competitions of BSA shall be conducted, and to regulate conditions under which trophies offered to and accepted by BSA, are to be competed for.

22.5.6 TECHNICAL OFFICIALS COMMITTEE

The Technical Officials Committee shall consist of five appointed members, and shall be responsible for governing, regulating and controlling badminton court officials on behalf of BSA.

22.5.7 FINANCIAL AND REMUNERATION COMMITTEE

- 22.6 The Executive Board has the right to appoint Standing Committees in order to ensure the smooth running of the affairs of BSA.

ARTICLE 23: ANNUAL AUDIT AND FINANCE

- 23.1 The financial year of BSA shall terminate on March. The Executive Board shall manage an approved financial control system and keep complete monthly financial records, statements and books, and submit those for approval at the first following General Meeting.
- 23.2 Member Associations shall pay the following annual fees, to be determined by the General Assembly, to BSA: namely, an affiliation fee per Member Association to be paid before 31 July of each year; an annual capitation fee per head in respect of participants properly registered with a Member Association; and/or any special levy. In the case of new applications, payment shall be made from the first full season of registered membership.
- 23.3 Member Associations shall by the 1st June of each year submit to BSA a minimum amount equal to 50% of their previous year's capitation fees. The balance of their registered participants' capitation fees for that season as at 1 November must be submitted to BSA by the 15th November. Member Associations shall be liable for a penalty fee of 2% of such amount due for each month or part thereof subsequent to 1 June and as at 1 November respectively, if such fees remain unpaid to BSA.
- 23.4 A Reconciliation Statement shall be sent to all Member Associations by 1 October each year and all outstanding dues shall be paid to BSA by 15 November.
- 23.5 Any Member Association failing to make payment of the amounts due by it as aforesaid may be suspended by the Executive Board or expelled from BSA by the General assembly, provided that no such suspension or expulsion shall be made unless at least one calendar month's notice calling upon such defaulting association to make payment has been sent to it by registered post.
- 23.6 No Member Association which is in arrear with payments due by it shall participate in any event sponsored by BSA without the permission of the Executive Board, which shall have discretion to allow or refuse such permission.

- 23.7 Notwithstanding anything herein contained to the contrary, no representative or delegate of any Member Association while in arrear with the payments due by it in terms of this Article shall be entitled to exercise any voting rights whatsoever except at the discretion of the General Assembly.
- 23.8 No individual or Member Association has any right to any casual profit in any manner obtained by BSA. No portion of the income and property of BSA may either directly or indirectly be paid or transferred by way of dividend, bonus or in any other manner in the form of profit to Members Associations; provided that the payment of any reasonable reward made in good faith to any officer or servant or Member Association in return for services actually rendered to BSA is not prohibited.
- 23.9 The Revenue and Expenditure Account and Balance Sheet submitted to the General Assembly shall be audited and signed by the auditors of BSA.

ARTICLE 24: DISCIPLINE, DISPUTE RESOLUTION AND ARBITRATION

- 24.1 Any member and/or Member Association referred to in Article 87 hereof or any registered member of a Provincial or other Member Association referred to in the said clause, who contravenes any of the terms or provisions of this Constitution, fails or refuses to implement any decision of BSA, its Executive Board or any standing committee of BSA, may be charged with misconduct and be dealt with as is provided for in this Constitution and/or the Bye-Laws promulgated thereunder.
- 24.2 Any disagreement relating to the enforceability of this Constitution or the interpretation or application of the provisions hereof, or any conflict of interest between any number of Members Associations of BSA or between a Member Association of BSA and BSA itself, shall be deemed to be a dispute. Such dispute shall be dealt with in terms of the Bye-Laws to this Constitution.
- 24.3 All members and Member Associations as defined in Article 8 of this Constitution (which, for the purpose of this Article, and without limiting the generality thereof, shall include persons, officials, schools, clubs and associations) shall be entitled to submit any appeal against the decision of or penalty imposed by the Executive Board and General Assembly, to the Arbitration Foundation of South Africa within seventy-two hours of such decision having been conveyed formally to them in writing.
- 24.4 The arbitrators' decision shall be obtained in the manner prescribed in the Byelaws, and shall be final and binding on the parties, and no further appeal shall be entertained.

ARTICLE 25: DISCIPLINARY JURISDICTION OVER INDIVIDUAL MEMBERS

- 25.1 It shall be the obligation of each Member Association to take appropriate disciplinary action against any of its individual members who contravene any applicable Code of Conduct, Rule or Bye-Law or commit a serious act which brings sport and/or sports people into disrepute. Provided, however, should a Disciplinary Committee have been appointed to deal with disciplinary issues at a specific tournament, as per the Tournament Circular, the obligation of the Member Association to discipline, shall then cease.
- 25.2 In the event that it becomes necessary for BSA to take disciplinary action against an individual member, any disciplinary hearings shall be conducted in the area in which that member resides, or at a venue where he/she is then present.

ARTICLE 26: PENALTY PROVISIONS FOR MEMBER ASSOCIATIONS

- 26.1 The Executive Board has the power to suspend the membership of a Member Association who, in its opinion, acts directly against BSA or contrary to its principles or purposes. This suspension shall act as a temporary measure until the next General Assembly meeting. For good cause shown the Executive Board may remove the suspension of such Member Association.
- 26.2 If, and so long as, a Member Association is suspended, such Member Association shall be deprived of all rights of membership and shall not be eligible to participate in any events under the jurisdiction of BSA or in any officially recognized international/national or provincial badminton fixture.
- 26.3 Further penalties imposable upon offending Members Associations shall include the power of the Executive Board to impose a monetary fine not exceeding R2 000 and or to withhold any benefits or grants which otherwise may have accrued to such a Member Association.

ARTICLE 27: PENALTY PROVISIONS IN RESPECT OF INDIVIDUAL MEMBERS

In the event that it becomes necessary for BSA to discipline an individual member, pursuant to a failure by a Member Association concerned to have taken disciplinary action against such individual member, the following penalties may be imposed by the Executive Board upon such member if found guilty of misconduct, namely:

- a. A monetary fine not exceeding R1 000.

- b. Suspension, either permanently or for a specific period of time.
- c. Withholding any awards, benefits or such like, which may have accrued to such member.

This clause shall not apply in a case where a Disciplinary Committee has been appointed to deal with on sight conduct, as per the Tournament Circular.

ARTICLE 28: RIGHT TO APPEAL

Any Member Association or individual member who has been disciplined, either by a Tournament Disciplinary Committee, a Disciplinary Committee appointed by a Member Association or a Disciplinary Committee appointed by the Executive Board, shall have the right of appeal.

A committee of Appeal, consisting of three (3) persons, under the Chairmanship of the Legal Advisor of BSA, shall preside over the appeal. The remaining members of this Appeal Committee shall be appointed by the Legal Advisor. No members of the Executive Board shall qualify to serve on this Appeal Committee.

The decision of this Appeal Committee shall be final and no further Appeal shall lie against this decision.

ARTICLE 29: AMENDMENT TO CONSTITUTION

This Constitution may be added to, varied, altered, amended or modified by a resolution carried by not less than a two-third majority of the total votes cast at any General Meeting, provided, however, that written notice shall have been given to all Member Associations at least four weeks before the date of such meeting, clearly setting forth the additions, alterations, amendments or modifications to be proposed.

ARTICLE 30: REPEAL OF OTHER CONSTITUTION

This is the sole Constitution of BSA and any previous constitutions shall henceforth be of no force and effect, and are hereby repealed.

ARTICLE 31: DISSOLUTION

BSA shall not be dissolved, except at a General Meeting specially convened for the purpose, and by a Resolution carried by a majority of two-thirds of the votes cast. In

the event of such dissolution, any assets in hand shall be transferred to an organisation with similar objectives, or otherwise dealt with as resolved by the General Assembly.

ARTICLE 32: **INDMUNITY**

- 32.1 The members of the Executive Board, General Assembly, officials of BSA or appointed delegates/representatives of Member Associations shall be indemnified by BSA against all losses, charges, costs, damages and other expenses and liabilities which he or she may incur or become liable for by virtue of any reason or act or omission in the discharge of his or her duties, unless the loss in question is caused by his or her own negligence, dishonesty or bad faith.
- 32.2 The members of the Executive Board, General Assembly, officials of BSA or appointed delegates/representatives of Member Associations acting on behalf of BSA in terms of this Constitution and under original or delegated powers, are indemnified by BSA against pecuniary loss sustained by reason of legal proceedings, arising out of whatsoever cause, instituted against BSA or such members of the Executive Board, General Assembly, officials of BSA or appointed delegates/representatives of Member Associations in his or her representative capacity provided such person/s acted in good faith.
- 32.3 No member of the Executive Board, General Assembly, officials of BSA or appointed delegates/representatives of Member Associations shall have any liability for any commitments, obligations or liabilities of BSA or claims against BSA solely by virtue of their status as members of the Executive Board, General assembly, officials of BSA or appointed delegates/representatives of Member Associations.

Approved at GAM 2019, updated AGM 2020