

Standing Orders

(Revised 24 June 2017)

For the avoidance of doubt, defined terms used in these Standing Orders shall have the same meaning as set out in Article 1 of the Articles of Association.

A. GENERAL MEETINGS of VOTING MEMBERS

Meetings

1. (a) General meetings shall take place not less than three times annually in addition to the annual general meeting. A general meeting may be called at any time by the Board or by the Chief Executive acting on behalf of the Board or may be called on a written request to the Chief Executive from Voting Members holding at least 5% of the voting rights in the Association in accordance with Article 37. At least 14 clear days notice shall be given in writing.
- (b) If a general meeting is called by Voting Members the Chief Executive shall call a general meeting within 21 days of receipt of the request and the general meeting shall be held not more than 28 days after the date of the notice calling the meeting.
- (c) The agenda for every general meeting shall be sent to each Voting Member at least fourteen days before the day appointed for the meeting. The agenda shall contain the precise wording of any resolution and, in the case of nominations for office or membership, a statement of not more than two hundred words in support of the nomination and stating the nominating and seconding Voting Members.
- (d) If the agenda for a meeting contains resolutions or nominations for office or membership a proxy form in accordance with Article 48 shall be enclosed with the agenda.
- (e) The Chairman of the Board shall chair all general meetings if present and willing to do so. If the Chairman of the Board shall be absent, or is not present within 15 minutes of the time set for the meeting, then the directors present, or if no directors are present, the meeting, shall appoint its own chairman and the appointment of the chairman of the meeting must be the first business of the meeting.
- (f) The quorum for general meetings is 15 Voting Members present or by proxy subject to Article 40.
- (g) Member Organisations shall notify the Chief Executive in writing of individuals who may act as their delegates and specify in writing prior to each general meeting which individual delegate will be authorised to cast the votes of that Member Organisation. The nominated individuals may be changed at any time by notifying the Chief Executive in writing.
- (h) Two delegates from each Member Organisation may attend and speak at general meetings. Only one delegate may cast the votes of the Member Organisation.
- (i) The chairman of the meeting may permit additional delegates from Member Organisations to attend and speak.
- (j) The decision of the chairman upon all points of order and matters of procedure shall be final.
- (k) In the event of any motion appearing on the agenda in his name, the chairman of the meeting shall vacate the chair during its discussion.

Attendance and speaking by directors and non-members

2. (a) Directors may attend and speak at general meetings whether or not they are delegates of Voting Members
- (b) The chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting. Any person so attending shall comply with the Articles and Standing Orders where appropriate, in particular with regard to Standing Order 6(e)(ii).

Minutes

3. (a) A copy of the minutes of every general meeting shall be sent to each Voting Member.
- (b) A resolution may not be moved, nor discussion take place upon the minutes of any meeting, save as to question their accuracy. Voting Members wishing to raise matters arising from the minutes shall, if possible, notify the Chief Executive in advance and they will be part of the agenda submitted for the next general meeting.
- (c) The minutes of general meetings may be disseminated.

Voting

4. (a) Each member County Badminton Association (as defined by Article 28.3.1) at a general meeting shall have two votes plus one vote for every 15 clubs and other organisations (or part thereof) OR 300 playing members (or part thereof), whichever is the greater, affiliated to it, and on behalf of whom any relevant affiliation fees have been received by the Association by 1 January, and all of such votes may be cast on any resolution or amendment before the meeting. Multiple votes of a Voting Member shall all be cast together on a resolution.
- (b) Each Member Organisation (as defined by Article 28.3.2,-28.3.3 and 28.3.4) at a general meeting shall have two votes that shall be cast together on a resolution.
- (c) Each Individual Member (as defined by Article 28.4.1,-28.4.2 and 28.4.3) at a general meeting shall have one vote
- (d) Voting shall be by a flag vote, or by such other voting method as the chairman of the meeting may from time to time decide, except that a poll may be held as defined in Article 46 if demanded by (i) the chairman of the meeting, (ii) the Board or (iii) two or more Voting Members present in person or proxy having the right to vote on the resolution.
- (e) Every resolution is decided by a majority of votes cast except:
 - (i) to change Standing Orders where two thirds or more of the votes cast in favour are requiredor
 - (ii) to change the Articles, or pass any other Special Resolution, where three quarters or more of the votes cast in favour are required and where otherwise provided by the Companies Acts,
- (f) Any proposed change to the Articles must first be put as a resolution to a general meeting to propose the change to an annual general meeting. The proposal shall then only go forward to the annual general meeting if three quarters or more of the votes cast are in favour of the proposal.

- (g) proxies may only be executed and validly be appointed by a notice in writing in accordance with Article 48 and in a form determined by the Board.
- (h) No resolution passed at a meeting can be rescinded at the same meeting unless 75% or more of the votes are in favour of rescission.
- (i) Any Individual Member who under Standing Order 6(e)(ii) has declared a commercial interest in a topic shall not be allowed to vote on that topic.

Duties

- 5. The general powers, duties and proceedings of Voting Members in general meeting are as set out in the Articles of Association as supplemented from time to time by the Standing Orders, but in particular:
 - (a) Voting Members shall receive recommendations from the Board regarding nominations for consideration for the offices of President and Vice Presidents.
 - (b) Voting Members shall be notified of the committees and the chairmen of those committees appointed by the Board.
 - (c) Voting Members shall approve amendments to the Articles of the Association in accordance with Standing Order 4(f).
 - (d) Voting Members shall approve changes to Standing Orders.
 - (e) Voting Members shall appoint a President and Vice Presidents (up to 6) at an annual general meeting, in accordance with Articles 29 and 30, to serve for a period of three years.
 - (f) [NOT USED]
 - (g) Voting Members shall appoint up to 4 Elected Directors at the annual general meeting each year, in accordance with Article 31, to serve for a period of three years.
 - (h) Except the Chief Executive any agreement or arrangement to be entered into with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director as contained in Article 22 shall require to be passed by Special Resolution at an annual general meeting.
 - (i) Voting Members shall fill any casual vacancy caused by the resignation of a director during his term of office.
 - (j) Voting Members may terminate the appointment of a director by passing an ordinary resolution pursuant to section 168 of the 2006 Companies Act.
 - (k) Voting Members may fill any casual vacancy caused by the resignation or death of an Individual Member during his term of office.
 - (l) Voting Members shall consider and, if thought appropriate, approve the extension of co-option of co-opted directors (if any).
 - (m) Voting Members shall receive and consider recommendations from the Board and shall appoint from time to time, as may seem suitable, Patrons and Honorary Vice Presidents of the Association. Patrons and Honorary Vice Presidents, by virtue of their election, shall be allowed to attend and speak at general meetings but without a vote.
 - (n) Voting Members shall be consulted by the Board on matters relating to the playing and organisation of badminton in the territory.

Business

6. (a) Each general meeting shall receive a report of the business of the Board of Directors by the Chairman and reports from the chairmen of the committees.
- (b) Voting Members shall carry out duties and make appointments as appropriate from time to time in accordance with Standing Order 5.
- (c) Any Voting Member, with the written support of Voting Members with not less than 5% of the voting rights in the Association, may present a resolution in writing to the Chief Executive to be brought before the next meeting.
- (d) A resolution passed at any previous general meeting shall not be rescinded unless due notice so to do has been given in writing to the Chief Executive, and such notice of intention to move the rescission shall have appeared on the agenda together with the name of the proposer.
- (e) (i) Except by special permission of the Chairman, on all occasions members shall stand and address the chair and no member may speak more than once on any subject under debate. The proposer shall have the right to explain any matters of doubt and to reply to any debate. The Chairman may close a debate at any time.
- (ii) Attendees at a general meeting must declare any commercial interest in the matter under discussion before commencing to speak on the subject.
- (f) Voting Members in general meeting are entitled to appoint working parties and have absolute discretion, to disband, change the composition of, and revoke the powers of any such working parties. Any such working party shall report back to a general meeting. Any person may be appointed chairman of a working party.

Appointment of Individual Members

7. Individual Members shall consist of the President, up to six Vice Presidents and up to six other Elected Members.
 - (a) At the annual general meeting in 2013 and at the annual general meeting each third year thereafter the President shall retire but shall be eligible for re-election for further Three Year Terms in accordance with Article 29.
 - (b) At the annual general meeting in 2013 all the Vice Presidents at the Date of Adoption shall retire but shall be eligible for re-election in accordance with Article 30.2.-Subject to Articles 30 and 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for further Three Year Terms. Up to two (2) Vice-Presidents shall be appointed at each annual general meeting on a three (3) year cycle.
 - (c) At each annual general meeting, up to two Elected Members may be elected, subject to Article 31. Subject to Article 31, Elected Members who have completed a Three Year Term shall retire but shall be eligible for re-election for further Three Year Terms.
 - (d) Any Voting Member may nominate individuals to be President, Vice President or Elected Member on a form prescribed by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each vacancy.
 - (e) The Board may nominate individuals to be President, Vice President or Elected Member.
 - (f) Each nomination for office or membership shall contain a statement of not more than two hundred words in support of the nomination.

- (g) Nomination forms shall be received by the Chief Executive not later than as prescribed by the addendum to these Standing Orders.
 - (h) If there are fewer or the same number of candidates as there are vacancies for a post those candidates shall be declared elected unopposed at the annual general meeting. If there are more nominations than vacancies for a post there shall be an election at the annual general meeting in accordance with Article 44.
 - (i) The result of the elections shall be announced at the annual general meeting.
 - (j) Appointments take effect from the close of the annual general meeting at which the appointment is made until the close of the annual general meeting in the third year thereafter (unless previously terminated).
8. Termination of membership, suspension or expulsion of Voting Members shall be in accordance with Article 36.
- (a) A Voting Member may resign by giving three months notice in writing to the Chief Executive and will remain liable for all payments and subscriptions due in that financial year.

B. THE BOARD

9. Unless otherwise approved in accordance with Article 19.1 the Board shall number not less than eight and not more than twelve.

10. The members of the Board shall be:

- (a) the Chief Executive
- (b) up to eleven (or such lower number as a general meeting shall decide) Elected Directors.
- (c) up to two persons (if any) co-opted by the Board until the next annual general meeting in accordance with Article 19.2.5 provided that the total number of directors at any one time shall not exceed twelve. Co-opted directors may be co-opted beyond their initial term with the approval of Voting Members at a general meeting.

11 Election of the Board

- (a) At each annual general meeting up to four Elected Directors shall be appointed for a Three Year Term. They shall then retire but shall be eligible for re-election for two further Three Year Terms.
- (b) Any person wishing to serve as an Elected Director shall submit an application in a form prescribed by the Board.
- (c) The Board shall appoint an Elected Director as Chairman.
- (d) Nomination forms shall be received by the Chief Executive not later than as prescribed by the addendum to these Standing Orders.
- (e) If there are fewer or the same number of candidates as there are vacancies for a post those candidates shall be declared elected unopposed at the annual general meeting. If there are more nominations than vacancies for a post there shall be an election at the annual general meeting in accordance with Article 44.

12. The Board, subject to the Articles, Standing Orders and the Companies Act is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association in accordance with Article 6.

13. The Board will be responsible for:

- (a) ensuring compliance with all relevant legislation.
- (b) attaining the Objects contained in Article 3.
- (c) setting the Regulations and policies of the Association;
- (d) allocation of funds and overall financial control, and the monitoring of operational and financial performances;
- (e) appointing the Chairman of the Board;
- (f) suggesting nominations for Patrons, President, Vice Presidents, Honorary Vice Presidents, Elected Members, Chairman, Elected Directors and the Auditors;
- (g) making appointments to outside organisations such as the Badminton World Federation, Badminton Europe Confederation, Badminton Umpires Association of England, Badminton Line Judges Association of England, Sport + Recreation Alliance, Commonwealth Games Council for England; Sports Officials UK;
- (h) appointing and setting the terms of employment of the Chief Executive and approving the appointment of senior executive staff by the Chief Executive;
- (i) shall have the power to dismiss the Chief Executive;
- (j) ensuring compliance with the Association's Articles and Standing Orders;
- (k) recommending, where appropriate, amendments to the Association's Articles and Standing Orders;
- (l) maintaining discipline at all levels of the game;
- (m) delegating its powers as appropriate in accordance with Article 7 of the Articles of Association.

14. The Board shall meet at least four times each year.

C. COMMITTEES

Principles and Policies

15. The purpose of a committee (howsoever designated) is to assist the Board by preparing policy alternatives for the Board's consideration but it may have specific delegated powers as determined by the Board and shall report to the Board. A committee will not normally be involved in staff implementation strategies but may request from the Chief Executive the attendance of staff members to advise about strategy and policy implications.

Terms of Reference and Rules of Procedure

16. The Board shall determine the terms of reference and rules of procedure for each committee which it appoints. Such regulations may be generic or specific to the individual committee.

17. (a) Each committee shall consist of a Board member as chairman and other persons as appropriate, appointed, and for such periods as determined, by the Board.
 - (b) With the approval of the Board, each committee may co-opt additional members for specific purposes.
 - (c) The Chairman and the Chief Executive shall be ex officio members of each committee, but without a vote.
 - (d) No paid member of staff, with the exception of the Chief Executive, shall be a member of any committee and will not count towards a quorum but may be appointed 'in attendance' without a vote.
 - (e) Committees may make decisions if their terms of reference so state.
 - (f) A record, in writing, shall be kept for at least 10 years, from the date of the decision recorded, of every committee appointment and of every unanimous or majority decision taken by committees.
18. At each committee meeting half the number of voting members plus one will form a quorum.

Code of conduct for committee members

19. (a) The committees commit themselves and their members to ethical business conduct. The members must represent unconflicting loyalty to the interests of the Association. Their accountability must supersede any conflicting loyalty to other interest groups and membership of other interest groups and membership of other committees or staffs. It also supersedes the personal interests of any committee member acting as a source of Association services.
- (b) Committee members must avoid conflict of interest with respect to their responsibilities to the Association in that there must be no self-dealing or conduct of private business or personal services between any committee member and the Association except as controlled to assure openness, competitive opportunity and equal access to inside information.
- (c) When a committee has to decide upon an issue, about which a member has an unavoidable conflict of interest, that member must give prior notice of interest, must be excluded from the committee's deliberations and voting on the issue and the member must leave the meeting while the particular business is transacted.
- (d) Committee members must not use their position to obtain employment for themselves, their family or close associates. Should a member intend to seek employment with the Association, they must first resign from any committee position. Committee members must annually declare their involvement with other organisations, vendors or other Associations which might result in a conflict of interest.
- (e) Committee members must not attempt to represent their individual interests over Association matters except as set forth in the committee's terms of reference.
- (f) Members must respect the confidentiality appropriate to issues of a sensitive nature.

D. SUBCOMMITTEES

20. Committees may appoint subcommittees as deemed desirable.

Subcommittees shall report to the appointing committee.

21. (a) The chairman of a subcommittee shall be a member of the appointing committee.
 - (b) The composition of a subcommittee is entirely at the discretion of the appointing committee which shall also determine the period of membership.
 - (c) The chairman of the appointing committee and the Chief Executive shall be ex officio members of each subcommittee but without a vote.
 - (d) No paid member of staff, with the exception of the Chief Executive, shall be a member of any subcommittee and will not count towards a quorum but may be appointed 'in attendance' without a vote.
 - (e) A record, in writing, shall be kept for at least 10 years, from the date of the decision recorded, of every subcommittee appointment and of every unanimous or majority decision taken by subcommittees
 - (f) At each subcommittee meeting half the number of voting members plus one will form a quorum
 - (g) Subcommittees can only make recommendations.
22. Subcommittee members shall comply with the code of conduct for committee members

E. WORKING PARTIES

22. Working parties may be appointed by Voting Members in general meeting, the Board or by committees.

Working parties shall report to the appointing body.

- 23 (a) Working parties are intended to have specific short-term objectives.
- (b) The chairman of the appointing body shall be an ex-officio member of the working party.
 - (c) Any person may be appointed as chairman of a working party.
 - (d) The composition of the working party shall be at the discretion of the appointing body.
 - (e) The working party's terms of reference and method of reporting shall be determined on appointment and shall be noted by the appointing body.
 - (f) Working parties can only make recommendations.
24. Working party members shall comply with the code of conduct for committee members

F. EXPENSES

25. (a) Individual Voting Members, members of the Board, committees, subcommittees or working parties shall be eligible to claim travel expenses for attendance at meetings, on a scale as set down by the Board of Directors.
- (b) Individuals elected to specified positions and/or appointed to specified duties on behalf of the Association, shall be eligible to claim travel, subsistence and out-of-pocket administrative expenses on terms, on a scale, and in circumstances as approved from time to time by the Board.

G. ALTERATIONS TO STANDING ORDERS

26. These Standing Orders can be altered only by general meeting and provided that notice of such alteration has been included in the notice convening the meeting and provided that at least two-thirds of the votes cast are in favour.