

**THE FOUNDATIONS ACT
OF THE REPUBLIC OF MAURITIUS**

CHARTER

OF

BADMINTON CONFEDERATION AFRICA FOUNDATION

c/o Fides Trustees (Mauritius) Ltd,
Level 2, Standard Chartered Tower, Bank Street, Ebene Cybercity, 72201,
Republic of Mauritius

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THE CHARTER

OF

BADMINTON CONFEDERATION AFRICA FOUNDATION

1. INTERPRETATION

The Charter will be subject to the overriding provisions of the Act.

In this Charter, except where the context otherwise requires:

- 1.1. "Articles" means the articles made by the Council in accordance with the Laws.
- 1.2. "Accounting Period" means the 1st January till the 31st December of each calendar year.
- 1.3. "Act" means the Foundations Act 2012 of the Republic of Mauritius.
- 1.4. "Beneficiary" means such person or class of persons entitled to rights, interests and/or benefits under the Foundation or in whose favour a power to distribute any Foundation Assets may be exercised.
- 1.5. "Council" is as defined in Clause 8
- 1.6. "Foundation" means this foundation known as Badminton Confederation Africa Foundation.
"Foundation Assets" means the assets owned by the Foundation and includes any movable and immovable assets, wherever situated, and rights and interests in the assets, whether vested, contingent, defeasible or future.
- 1.7. "Founder" means the entity who shall endow the initial assets to the Foundation as explained in Clause 4.
- 1.8. "Financial Statement" means a statement approved by a Council, which presents fairly the financial position, financial performance and cash flow of the Foundation for an Accounting Period and contains such other information as may be required by any Regulatory Authority.
- 1.9. "Laws" means any Act, Regulation, Rule, Proclamation, Order or Code of Practice for the time being in force relating to and affecting foundations registered in the Republic of Mauritius, whether directly or indirectly, including the Foundations Act 2012, the Financial Services Act 2007, Securities Act 2005 and the Income Tax Act 1995.
- 1.10. "Minutes Book of Council" means a diary where all the minutes of the affairs of the foundation is recorded.
- 1.11. "Regulatory Authority" means such authority in the Republic of Mauritius or elsewhere with which the Foundation may deal, interact or liaise with, including the Registrar of Companies, Financial Services Commission and the Mauritius Revenue Authority.
- 1.12. "Secretary" means the secretary appointed as per Clause 7.
- 1.13. A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision.
- 1.14. The singular includes the plural and vice versa.
- 1.15. A reference to a person includes a corporation, foundation, partnership, joint venture, association, authority, state or government and vice versa.
- 1.16. A reference to any gender includes all genders.
- 1.17. A reference to a clause, recital, schedule, annexure or exhibit is to a recital, clause, schedule, annexure, or exhibit of or to this Charter.

- 1.18. Headings are inserted for convenience only and do not affect the interpretation of this Charter where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.
- 1.19. Where an expression is defined, anywhere in this Charter, it has the same meaning throughout.
- 1.20. A reference to 'US dollars' or 'US\$' is to an amount in the official currency issued by the United States of America Federal Reserve unless otherwise stated.
- 1.21. The words "include" and "including" are to be construed without limitation.
- 1.22. The sentences "absolute discretion" shall imply that any decision taken under such condition needs no explanation.

2. NAME, REGISTERED OFFICE AND NATURE OF THE FOUNDATION

2.1. Name

The name of the Foundation is "Badminton Confederation Africa Foundation"

2.2 Registered office

The registered office of the Foundation will be situated at c/o Fides Trustees (Mauritius) Ltd, Level 2, Alexander House, Silicon Avenue, Ebene Cybercity, 72201, Republic of Mauritius or such other place within the Republic of Mauritius as the Council from time to time may determine.

2.3 Management Company

The Management Company of the Foundation will be Fides Trustees (Mauritius) Ltd of Level 2, Standard Chartered Tower, Bank Street, Ebene Cybercity, 72201, Republic of Mauritius or such other management company as the Foundation Council may from time to time determine.

3. OBJECTS AND POWERS OF THE FOUNDATION

- 3.1. The Foundation shall be a "Charitable Foundation" as defined by the Act.
- 3.2. The charitable purpose of the Foundation shall be as follows:
 - 3.2.1 Promoting and developing the sport of Badminton from a continental aspect, in all countries in Africa.
 - 3.2.2 Organizing, conducting and presenting continental Badminton competitions in cooperation with the beneficiaries and ensuring that the founder's sanctioned competitions in Africa region meet appropriate standards.
 - 3.2.3 Upholding the founder and the foundation's Statutes
 - 3.2.4 Managing the funds of the foundation in a responsible and sustainable way to achieve its objectives. Advancing the interests of Badminton from a continental point of view, and to achieve the objectives of the foundation.
- 3.3. The Foundation may also engage in any non-profit activities whatsoever which are not prohibited under any law for the time being in force in the Republic of Mauritius.
- 3.4. The Foundation may in the course of the management of its assets do such things as are necessary for their proper administration, including but not limited to, buying and selling of such assets and engaging in any other acts, activities or investments that are not prohibited

under any law for the time being in force in the Republic of Mauritius, but such acts and activities shall be ancillary or incidental to its main purpose.

4 FOUNDER

- 4.1. The Founder of this Foundation is the Badminton World Federation by virtue of being the International Federation for the sport of Badminton. The Badminton World Federation is domiciled at Unit No. 1 Level 29, Naza Tower, Platinum Park, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, and registered in Malaysia as an international organisation under the International Organizations (Privileges and Immunities) Act 1992 with registration number P.U. (A) 363.
- 4.2. Save and except the endowment of initial assets of the Foundation and any subsequent contribution to the Foundation, the Founder shall not in any circumstances be held liable for any acts or doings of the Foundation.

5 ENDOWMENT OF PROPERTY

- 5.1. The initial endowment to the Foundation may consist of assets transferred from the Founder without consideration to the Foundation and which shall form the initial assets of the Foundation.
- 5.2. The Foundation shall receive such funds as may be:
 - (a) remitted to it by the Founder.
 - (b) public or private organisations, in the form of sponsorships or donations.
- 5.3. Upon the vesting of any asset in the Foundation, such assets shall become the sole property of the Foundation.

6. BENEFICIARIES OF THE FOUNDATION

- 6.1 The main beneficiaries of this foundation shall be the national badminton associations as listed in Annexure A in the African Continent, as recognized by the Founder.
- 6.2 Other individuals and organisations can also be beneficiaries if they are affiliated to the national badminton associations, in the African Continent, as recognized by the Founder, such as, players, technical officials, administrators, events organisers, coaches, suppliers dealing in sports equipment and volunteers.
- 6.3 Other individuals and entities aiding to achieve the objectives of the foundation.

7. THE SECRETARY

- 7.1. The Secretary of the Foundation shall be Fides Trustees (Mauritius) Ltd of Level 2, Standard Chartered Tower, Bank Street, Ebene Cybercity, 72201, Republic of Mauritius or such other secretary as may be appointed by the Council.
- 7.2. The aforementioned address shall be the address in the Republic of Mauritius for service of documents on the Foundation or any other address of service that may be provided.

8. THE FOUNDATION COUNCIL

- 8.1. The Council shall be constituted of 4 members consisting of:
 - 8.1.1. The elected President of the Badminton Confederation Africa, as recognized by the Founder;
 - 8.1.2. The elected Deputy President of the Badminton Confederation Africa, as recognized by the Founder;
 - 8.1.3. The elected Treasurer of the Badminton Confederation Africa, as recognized by the Founder; and
 - 8.1.4. An individual ordinarily tax resident who shall also hold the office as Chief Executive Officer of the Foundation and also be the Chief Executive Officer of the Badminton Confederation Africa, as recognized by the Founder.

9. RESPONSIBILITIES AND POWERS OF THE COUNCIL

- 9.1. The Council shall have the responsibility to manage, administer and represent the Foundation, and may bind the Foundation without restrictions and with power of disposition, with respect to third parties.
- 9.2. Without prejudice to Clause 9.1, the Council shall have the following responsibilities and powers:
 - 9.2.1. To manage the Foundation Assets in accordance with this Charter and the Articles.
 - 9.2.2. To open bank accounts, receive and make payments, keep accounting records and keep the custody of Foundation Assets.
 - 9.2.3. To enter into any such contracts or agreements as may prove to be expedient or necessary in order to comply with the object or purpose of the Foundation.
 - 9.2.4. To place money on deposit for any terms and in any currency, with a regulated banks, in any country.
 - 9.2.5. To borrow and grant loans without interest, under any terms and from or to any Beneficiary.
 - 9.2.6. To preserve the Foundation Assets or deposit same in any institution, with no liability for any losses which may result there from.
 - 9.2.7. To seek financial and legal advice with regard to the Foundation whenever it is required for the fulfillment of the objects and purposes of the Foundation.
 - 9.2.8. To carry out all such other act permitted by the Laws.
- 9.3. The Council shall be accountable for financial reporting purposes on a yearly basis to the founder so as to demonstrate how the endowment received from the founder has been used in promoting and facilitating the sport of badminton across the continent.

10. APPOINTMENT, RESIGNATION AND REMOVAL OF MEMBERS OF THE COUNCIL

- 10.1. The members of the Council shall initially be appointed by the Founder and shall be:
 - 10.1.1. The elected President of the Badminton Confederation Africa, as recognized by the Founder;
 - 10.1.2. The elected Deputy President of the Badminton Confederation Africa, as recognized by the Founder;
The elected Treasurer of the Badminton Confederation Africa, as recognized by the Founder; and
 - 10.1.3. An individual ordinarily tax resident who shall also hold the office as Chief Executive Officer of the Foundation and also be the Chief Executive Officer of the Badminton Confederation Africa, as recognized by the Founder.
- 10.2. Nothing in this Charter or in a contract between the Foundation and a member of the Council shall relieve, release, or excuse a member of the Council from any liability arising from any fraud, willful misconduct or gross negligence committed by such member of Council.

11. MEETINGS OF COUNCIL

11.1. Holding of Meetings

- 11.1.1. The Council shall hold meetings at least once a year
- 11.1.2. A meeting shall be convened by the Chief Executive Officer at least 7 days before the date set for the meeting.
- 11.1.3. A notice of a meeting of the Council shall be sent by Chief Executive Officer, who shall also be the Chief Executive Officer of the Badminton Confederation Africa as recognized by the Founder, to every member of Council, and the notice shall include the date, time, and place of the meeting and the matters to be discussed.

11.2. Methods of Holding Meetings

- 11.2.1. The Council may meet at such times and in such manner and places either physically or virtually, online on the internet.
- 11.2.2. A member of Council shall be deemed to be present at a meeting of the Council if he participates by telephone or other electronic means and all members of Council participating in the meeting are able to hear each other.

11.3. Quorum

- 11.3.1. A quorum for a meeting of the Members of Council shall be 3 members of Council being present at the beginning of such meeting.
- 11.3.2. No business may be transacted at a meeting of Members of the Council if a quorum is not present.

12. STAFF OF THE FOUNDATION

- 12.1. The staff of the Foundation shall consist of a Chief Executive Officer, who shall also be the Chief Executive Officer of the Badminton Confederation Africa, as recognized by the Founder, and any such qualified technical and other personnel as may be required to fulfil the administrative functions of the Foundation.
- 12.2. The overriding consideration in the recruitment and employment of the staff and in the determination of their conditions of service shall be the necessity of securing the highest standards of efficiency, competence and integrity.
- 12.3. The staff shall be appointed by the Council. The terms and conditions on which they shall be appointed, remunerated, and dismissed shall be determined by the Council.

13. ANNUAL FINANCIAL STATEMENT

- 13.1. The Foundation must prepare Financial Statement for each Accounting Period and send to the founder as at date and time agreed by the latter.
- 13.2. The Members in Council shall approve grants in addition to any relevant budget as well as operational and missional expenditures, which shall be determined by the Members in Council

14. ARTICLES OF THE FOUNDATION

14.1. The Council shall have power to make such Articles as may be deemed necessary in accordance with section 10 of the Act.

15. RESIDENCE AND GOVERNING LAW OF THE FOUNDATION

15.1. The Foundation shall be resident and domiciled in the Republic of Mauritius.

15.2. The Foundation shall be governed by the Foundations Act 2012 and shall be subject to all applicable laws and regulations of the Republic of Mauritius.

16. AMENDMENT OF CHARTER

16.1. The Council, in consultation with the Founder, may change the name of the Foundation or amend or modify this Charter in accordance with provisions of the Act.

17. WINDING UP OF FOUNDATION

17.1. Subject to the Laws, the Foundation shall be wound up voluntarily on the occurrence of any of the following events:

17.1.1. A unanimous resolution of the Council to wind up the Foundation voluntarily.

17.1.2. The decision of the Founder to wind up the Foundation.

17.1.3. Any other reasons as provided by law.

17.2. In case of winding up of the Foundation, all the assets and the balance of funds in hand or at bank, if any, shall be remitted to the Founder.

18. CONFIDENTIALITY

18.1. Any person who shall acquire information on the Foundation in his capacity as officer, member of the Council, counsel, attorney, auditor, representative or a functionary of the Foundation, shall at all times treat it as confidential and shall not disclose them to third parties, except as may be required by Laws or upon the prior written approval of the Council.

19. REDOMICILIATION

19.1. Subject to the Laws, the Council may by way of unanimous decision transfer the Foundation to the jurisdiction of another country.

20. CONFIRMATION AND EXECUTION

20.1. We confirm that this document is the Charter of the Badminton Confederation Africa Foundation.

**Signed by the Founder
Represented by**