



JUDO FEDERATION OF AUSTRALIA ACT INC.

CONSTITUTION

VERSION 0.1

ADOPTED 25 JUNE 2025

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CONSTITUTION OF JUDO FEDERATION OF AUSTRALIA ACT INC.

PART I – NAME, OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the association is Judo Federation of Australia ACT Inc. trading as Judo ACT (hereinafter referred to as the Association).

2. OBJECTS

The Association, as a Member State of Judo Federation of Australia Limited (hereinafter referred to as JA), is the peak body for the administration of Judo in the Australian Capital Territory. The Objects for which the Association is established and maintained are to:

- a. adopt and exercise the Sporting Power as the Member State for Judo in the Australian Capital Territory and act as the sole affiliated member of JA in the Australian Capital Territory in accordance with the constitution and policies of JA;
- b. conduct, encourage, promote, advance, control and manage all levels of Judo in the Australian Capital Territory interdependently with Members and others;
- c. adopt, formulate, issue, interpret and amend By-laws and policies for the control and conduct of Judo in the Australian Capital Territory;
- d. encourage the provision and development of appropriate facilities for participation in Judo;
- e. maintain and enhance standards, quality, and reputation of Judo for the collective and mutual benefit and interest of Members and Judo;
- f. promote the sport of Judo for commercial, government and public recognition and benefits;
- g. be the only body entitled to prepare and enter teams from the Australian Capital Territory in national Judo competitions;
- h. promote, control, manage and conduct Judo events, competitions, and championships in the Australian Capital Territory;
- i. have regard to the public interest in its operations; and
- j. undertake other actions or activities necessary, incidental, or conducive to advance these Objects.

3. POWERS

The Association shall have all the powers conferred by section 25 of the *Associations Incorporation Act 1991* (ACT).

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

“Act” means the *Associations Incorporation Act 1991* (ACT).

“Adult Member” means any person who is eighteen (18) years of age or more who has been admitted to membership pursuant to the provisions of this Constitution and the By-Laws.

“Association” means Judo Federation of Australia ACT Inc. trading as Judo ACT.

“Association Year” means the year commencing 1st July and ending on 30th June the following year.

“Appointed Director” means a Director appointed under **Rule 21**.

“Board” means the body consisting of the Directors under **Rule 19**.

“By-Law” means any by-law, regulation or policy made by the Board under **Rule 27**.

“Chief Executive Officer” means any person who is appointed under **Rule 25**.

“Constitution” means this constitution of the Association as amended from time to time.

“Director” means a member of the Board.

“Elected Director” means a Director elected under **Rule 20**.

“Financial Year” means the year commencing 1st July and ending on 30th June the following year.

“General Meeting” means annual general meeting or any special general meeting of the Association.

“Individual Member” means a registered member of a Member Club.

“IJF” means International Judo Federation or other organisations JA affiliates with for the promotion and organisation of Judo internationally.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, trademarks (or signs), logos, designs, patents, or service marks (whether registered or registrable) relating to the Association or any event, competition, or activity of or conducted, promoted or administered by the Association.

“JA” means Judo Federation of Australia Limited.

“Judo” means the sport of judo as evolved by its founder, Jigoro Kano, and determined by IJF.

“Junior Member” means any person who is under eighteen (18) years of age who has been admitted to membership pursuant to the provisions of this Constitution and the By-Laws.

“Life Member” means an individual upon whom life membership of the Association has been conferred in accordance with the procedure set out in the By-Laws.

“Member” means a member for the time being of the Association under Part II of the Constitution.

“Member Club” means a club that has been admitted to membership of the Association as set out in **Rule 5.2**.

“Member State” means an entity recognised under clause 6.2 (a) and 6.2(b) of the Constitution of JA to administer Judo in its particular State or Territory.

“Objects” means the Objects of the Association as set out in **Rule 2**.

“Ordinary Resolution” means a resolution passed by a simple majority at a general meeting.

“President” means the president of the Association who is an Elected Director elected under **Rule 20**.

“Qualified Auditor” means a person who is a member of the Australian Society of Certified Practising Accountants; or a member of the Institute of Chartered Accountants in Australia; or as defined by the legislation pursuant to which the Association may from time to time be incorporated.

“Registered Address” means the address appearing in the register of Members and, for the purpose of “notice” under this Constitution, includes the postal address and email address appearing in the register of Members.

“Secretary” means the secretary of the Association who is an Elected Director elected under **Rule 20**.

“Sporting Power” means that power delegated to the Association by JA for the exclusive control and management of Judo in the Australian Capital Territory.

“Special Resolution” means the same meaning as in section 3 of the Act.

“State” means the Australian Capital Territory.

“State Acts” means the incorporation legislation (by whatever name called) governing the Association including the Act.

“Treasurer” means the treasurer of the Association who is an Elected Director elected under **Rule 20**.

4.2 Interpretation

In this Constitution:

- a. A reference to a function includes a reference to a power, authority, and duty;
- b. A reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority, or the performance of the duty;
- c. Words importing the singular include the plural and vice versa;
- d. Words importing any gender include other genders;
- e. Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- f. References to persons include corporations and bodies politic;
- g. References to a person include the legal personal representatives, successors and permitted assigns of that person;
- h. A reference to a statute or other law includes regulations and other statutory instruments under it, and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- i. A reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form, including messages sent by email; and
- j. The heading shall not affect the construction of these Rules.

4.3 Severance

If any provision of this Constitution or any phrase contained in any of those provisions is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Effect of Constitution

- a. The Association is established solely for the Objects.
- b. Any model rules referred to in the Act are expressly displaced by this Constitution.

PART II – MEMBERSHIP

5. MEMBERS

5.1 Category of Members

The Members of the Association shall consist of:

- a. Member Clubs
- a. Individual Members
- b. Associate Members
- c. Life Members
- d. Special Members

5.2 Member Clubs

- a. Member Clubs are clubs whose Objects include the teaching and practice of Judo that have been admitted to membership of the Association in accordance with the provisions of this Constitution and the By-Laws, and whose names appear in the register of Members.

5.3 Individual Members

Individual Members are those members of Member Clubs who have been admitted to membership of the Association in accordance with the provisions of this Constitution and the By-Laws, and whose name appears in the register of Members.

5.4 Associate Members

Associate Members are those Members who are not a member of any Member Club, but who wish to take part in the activities of the Association and who, on payment of the required subscription, fees and levies (if any) and acceptance by the Association in accordance with the provisions of the By-Laws, shall be permitted to participate in these activities. The names of Associate Members shall be recorded in the register of Members of the Association.

5.5 Life Members

Life Members are those persons who are elected by Special Resolution at any General Meeting to Life Membership of the Association. The names of Life Members shall be recorded in the Register of Members of the Association. The conditions, obligations and privileges of Life Members shall be as prescribed in the By-Laws.

5.6 Special Members

Special Members are those persons to whom the Association extends privileges of membership as prescribed in the By-Laws. The names of Special Members shall be recorded in the Register of Members of the Association.

5.7 Membership Application with Association

The procedure for membership as Member Clubs, Individual Members, Associate Members and Special Members (or any other category of Member) shall be as prescribed in the By-Laws.

5.8 Membership Renewal

In order to remain Members, Individual Members, Associate Members, Special Members and Member Clubs (or any other category of Member) must renew their membership annually or, as otherwise required, in accordance with the procedures as prescribed in the By-Laws.

6. SUBSCRIPTIONS AND FEES

6.1 Determination of Subscription and Fees

The annual membership subscription fees and levies payable by Members (or any category of Members) to the Association, the basis of, the time for and manner of payment shall be determined by the Board of Directors as stipulated in the By-Laws.

6.2 Consequence of Non-Payment

Any Member who or which has not paid all monies due and payable by that Member to the Association by the time prescribed by the By-Laws is automatically suspended from all state and national activity (including voting at General Meetings) from the expiry of the time prescribed for payment of those monies. Such rights shall be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.

6.3 Life Members Exempt from Payment of Annual Membership

Life Members shall be exempt from payment of annual membership subscriptions, fees, and levies.

7. REGISTER OF MEMBERS

The Secretary shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a. this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws, including JA policies;
- b. they shall comply with and observe this Constitution and By-Laws and any determination, resolution or policy which may be made or passed by the Board or a duly authorised committee;
- c. by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association;
- d. this Constitution is made in pursuit of common Objects, namely the mutual and collective benefit of the Association, the Members and Judo;
- e. this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Judo; and
- f. they are entitled to all benefits, advantages, privileges and services of Association Membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

Subject to this Constitution any Member who or which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving fourteen (14) days' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the member shall cease to be a Member.

9.2 Expiration of Notice Period

Subject to **Rule 9.5** upon expiration of any notice period applicable under **Rule 9.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the register of Members.

9.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

9.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn, or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

9.5 Cessation of Membership

- a. Where a Member Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.
- b. A Member Club automatically ceases to be a Member if it is wound up.

10. DISCIPLINE OF MEMBERS

10.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- a. breached, failed, refused, or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or a duly authorised committee; or
- b. acted in a manner unbecoming a Member or prejudicial to the Objects and interests of the Association and/or Judo; or
- c. brought the Association or Judo into disrepute or acted in a manner likely to bring the Association or Judo into disrepute; the Board may commence or cause to be commenced disciplinary proceedings against that Member, which will include the power to expel a Member, and that Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

10.2 Non-Application of Rule 10.1

Rule 10.1 shall not apply to any incident or matter to which the Member Protection Policy (if any) of the Association applies. Any Member protection related matter should be dealt with in accordance with the disciplinary procedure set out in the Member Protection Policy of the Association, including Ja policies.

10.3 Complaints / Appeals Tribunal.

The Board may, as required, establish a Tribunal comprised of one (1) or three (3) suitably qualified persons to hear and adjudicate any matter arising under **Rule 10.1** or any matter referred to a Tribunal in accordance with the procedures set out in the Member Protection Policy.

PART III – GENERAL MEETINGS

11. GENERAL MEETINGS

11.1 Annual General Meeting

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and venue to be determined by the Board.

11.2 Special General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

12. NOTICE OF GENERAL MEETINGS

12.1 Notice of General Meetings

- a. Notice of every General Meeting shall be given to Members by delivery to the Member personally or by sending the notice by post or facsimile transmission or by electronic mail, to the Members' registered address. No other person shall be entitled as of right to receive notices of General Meetings.
- b. Notice of a General Meeting shall be given at least twenty-eight (28) days clear days prior to the General Meeting, and shall specify the place and day and hour of the General Meeting.
- c. The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at fourteen (14) days clear days prior to the General Meeting, together with any notice of motion received from Members and the Board.

13. BUSINESS

13.1 Business at General Meetings

- a. The business transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the Association during the last preceding financial year) and auditors, election of Directors and nominations for Life Membership and Special Awards.
- b. All business that is transacted at a General Meeting shall be stated in the notice of meeting and agenda.

13.2 Business Transacted

No business other than that stated on the notice and in the agenda shall be transacted at the meeting.

14. NOTICES OF MOTION

The Board and a Member may submit a notice of motion in accordance with the Act. All notices of motion for inclusion at a General Meeting must be submitted in writing (in the required form) to the Secretary not less than twenty-one (21) clear days prior to the General Meeting.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

15.2 Requisition of Special General Meeting

- a. The Board shall on the requisition in writing of the majority of Member Clubs or at least fifteen (15)% of the Adult Members convene a Special General Meeting.
- b. The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

No business shall be transacted by any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be the personal presence of the majority of Member Clubs.

16.2 President to Preside

The President shall, subject to this Constitution, preside as Chair at every General Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as Chair for that meeting only.

16.3 Adjournment of Meeting

- a. If within thirty (30) minutes from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting those Members present shall be deemed to constitute a quorum for that meeting.

- b. At any General Meeting at which a quorum is present, the Chair may adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c. Except as provided in **Rule 16.3(d)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- d. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

16.4 Voting Procedure

At any General Meeting, a resolution put to a vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a. by the Chair; or
- b. by five (5) or more voting members.

16.5 Voting Entitlements

- a. Member Clubs shall be entitled to vote at General Meetings in accordance with Rule 5.2. The total number of votes each Member Club is entitled to shall be determined based on the number of registered adult members, as per Rule 5.3, on the date of the notice of the meeting being called. The entitlements are outlined in the table below:

Total Registered Adult Members	Votes
Under 5	0
5 - 20	1
21 - 40	2
41 - 60	3
61 -100	4
101 - 150	5
151 - 210	6
211 - 280	7
281 and above	8

- b. A Member Club's votes shall be exercised by the voting Delegates. No other Member shall be entitled to vote on behalf of that Member Club.
- c. Each Member Club, subject to this Constitution, shall elect or appoint up to two (2) Member Club Delegates, who shall both have the right to be present and debate at General Meetings but only one (1) Member Club Delegate may vote on behalf of the

Member Club at General Meetings. A Delegate must:

- I. be an Adult Member of the Association;
- II. be appropriately empowered by the appointing Member Club to consider, make decisions and vote in proceedings as per this constitution;
- III. not be a Director of the Association;
- IV. not be an employee of the Association; and
- V. not be a Delegate for more than one (1) Member Club.

16.5 Recording of Determination

Unless a poll is demanded under **Rule 16.4**, a declaration by the Chair that a resolution has, on a show of hands, been

- a. carried; or
- b. carried unanimously; or
- c. carried by a particular majority; or
- d. lost

an entry to that effect in the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

16.6 Where Poll Demanded

If a poll is demanded under **Rule 16.4** it shall be taken in such a manner and either at once or after an interval of adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

16.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by Ordinary Resolution. In the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote.

16.8 Minutes

The Secretary shall ensure that the minutes of resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of the persons present at all meetings.

17. PROXY AND POSTAL VOTING

17.1 Proxy and Postal Voting Not Permitted

Proxy and postal voting shall not be permitted at General Meetings.

PART IV – THE BOARD

18. POWERS OF THE BOARD

- a. Subject to the Act and this Constitution, the affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the Objects of the Association and are not by the Act or by these Rules required to be done by the Association in General Meeting.
- b. The Board has the management and control of the funds and other property of the Association.
- c. The Board shall have the authority to interpret the meaning of these Rules and any matter relating to the affairs of the Association on which these rules are silent.
- d. The Board must adopt a code of conduct for Directors and periodically review the code of conduct in accordance with the standards of good corporate governance.

19. COMPOSITION OF THE BOARD

19.1 Board Composition

The Board shall comprise:

- a. Seven (7) Elected Directors elected by the Members in accordance with **Rule 20**, three (3) of whom shall be the President, Secretary and Treasurer;
- b. Up to two (2) Appointed Directors shall be appointed in accordance with **Rule 21**.

19.2 President to Chair Board

- a. The President shall preside as Chair at Directors' meetings.
- b. If the President is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Directors shall choose one of their number to preside as Chair for that meeting only.

20. ELECTED DIRECTORS

20.1 Qualifications for Elected Directors

- a. Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in this Constitution and By-Laws.

A person who is a Director of JA or an employee of the Association or the JA (each a disqualifying position) may not hold office as a Director.

20.2 Election of Elected Directors

- a. Any Adult Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- b. The Secretary shall call for nominations at least twenty one (21) days clear days before the date of the Annual General Meeting. All members shall be notified of the call for nominations. Candidates shall nominate for a specific position, being President, Secretary, Treasurer, or the remaining Elected Director positions. Candidates can nominate for more than one position.
- c. Nominations for Elected Directors must be:
 - i. in writing
 - ii. on the prescribed form (if any) provided for the purpose; and
 - iii. certified by the nominee (who must be an Adult Member) expressing his or her willingness to accept the position for which he or she is nominated.
- d. Nominations must be received by the Secretary at least fourteen (14) clear days prior to the Annual General Meeting.
- e. If the number of nominations for any position exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs. If a ballot is required it shall be held for the position of President first, followed by the Secretary, the Treasurer and then the remaining Elected Directors. If a candidate has nominated for more than one position, they can contest each relevant ballot but may only be elected to one position.

- f. If the number of nominations received for Elected Director positions on the Board is equal to the number of vacancies to be filled, a resolution is still required to be passed in favour of the election of each nominee in order for them to be elected. If only one nomination is received for the position of President or Secretary or Treasurer, a resolution is still required to be passed in favour of the election of the nominee in order for them to be elected.
- g. If there are insufficient nominations received to fill all vacancies on the Board or a vacancy is not filled under **Rule 21**, then those positions will be deemed to be a casual vacancy and filled by the Board in accordance with **Rule 22.3**.

20.3 Term of Appointment

- a. Except as provided for in **Rule 21.4**, Elected Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence at the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- b. For each two (2) year interval, the Secretary and Treasurer and one (1) Elected Director shall be elected in each year of odd number and the President and remaining three (3) Elected Directors shall be elected in each year of even number.
- c. Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

20.4 Appointments at the 2025 AGM

- a. For elections to take place at the 2025 Annual General Meeting, the positions of Secretary, Treasurer and Elected Director positions shall be deemed vacant.
- b. The President elected at the Annual General Meeting held under the provisions of the repealed Constitution, and three Directors elected at the 2025 Annual General Meeting shall hold office until the 2026 Annual General Meeting.

21 APPOINTED DIRECTORS

21.1 Appointment of Appointed Directors

The Elected Directors may by resolution appoint up to two (2) Appointed Directors.

21.2 Qualifications for appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law, or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to Judo. They do not need to be a Member of the Association.

21.3 Term of Appointment

- a. Appointed Directors shall be appointed by the Elected Directors in accordance with this Constitution for such term as the Board considers appropriate and necessary not exceeding two (2) years.
- b. Appointed Directors will be given a letter of appointment setting out the terms and conditions of appointment under **Rule 21.3(a)**.
- c. Appointed Directors can be reappointed and removed by resolution of the Board.
- d. An Appointed Director removed in accordance with **Rule 21.3(c)** cannot be reappointed as an Appointed Director or appointed to fill a casual vacancy in the rank of Elected Directors within twelve (12) months of their removal.
- e. An Appointed Director who resigns from office cannot be re-appointed as an Appointed Director or appointed to fill a casual vacancy in the rank of Elected Directors within twelve (12) months of their resignation.

22. VACANCIES OF DIRECTORS

22.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- a. Dies;
- b. resigns his or her office in writing to the Association;
- c. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- e. holds any office of employment of the Association or Federation;
- f. without prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- g. is directly or indirectly interested in a contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- h. is proven to have breached the Association's Code of Conduct of Directors (By-law 27) or the Board Confidentiality Policy by a court or tribunal of competent jurisdiction;
- i. is removed from office in accordance with the Act or the rules of the Association; or
- j. would otherwise be prohibited from being a director of a corporation under the Act or the *Corporations Act 2001* (Cth) or is disqualified from office under the Act.

22.2 Removal from Office

An Elected Director may be removed from office by a Special Resolution of either an Annual General Meeting or a Special General Meeting specifically called for that purpose provided that:

- a. At least twenty-eight (28) clear days written notice of the proposed Resolution is given.
- b. That the Elected Director concerned is given the opportunity to be heard before the resolution is voted on and that the rules of natural justice and procedural fairness are observed.
- c. The vacancy so arising may be filled as a casual vacancy unless the Annual General Meeting or Special General Meeting resolves:
 - i. to appoint a specific person to fill the position until the next Annual General Meeting, or
 - ii. to hold an election in respect to this vacancy.

22.3 Casual Vacancies

- a. The Directors may at any time appoint a person to fill a casual vacancy in the rank of Elected Directors, including vacancies in the positions of President, Secretary and Treasurer. A person appointed under this **Rule 22.3(a)** holds office until the next Annual General Meeting at which time they can offer themselves for re-election.
- b. Unless otherwise resolved at a General Meeting, an Elected Director who resigns from office cannot be appointed to fill a casual vacancy in the rank of Elected or Appointed Directors within twelve (12) months of their resignation.
- c. Any Appointed Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Director's term.

22.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

22.5 Alternate Director

A Director cannot appoint an alternate.

23 MEETING OF THE BOARD

23.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year but not less than four (4) times for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit including by teleconference facilities. The Secretary shall, on the requisition of three (3) Directors, convene a meeting of the Board within a reasonable time.

23.2 Decision of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. The Chair shall also have a casting vote where voting is equal.

23.3 Resolutions not in Meeting

- a. The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and the majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- b. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **Rule 23.3(a)** and is taken to be signed when received in legible form.
- c. The resolution is passed when the last of the proportion of Directors prescribed in **Rule 23.3(a)** have signed.

23.4 Telecommunication Meeting of the Board

- a. A Directors' meeting may be held by means of a Telecommunication Meeting, provided that:
 - i. the number of Directors participating is not less than the quorum required for a Directors' meeting; and
 - ii. the meeting is convened and held in accordance with the Constitution and the Associations Incorporations Act.
- b. All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **Rule 23**.

23.5 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting:

- a. all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b. each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- c. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- d. a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- e. a person may conclusively be presumed to have been present and to have formed a part of a quorum at all times at a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- f. a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

23.6 Quorum

At meetings of the Board the number of Directors whose presence (or participation under **Rule 23**) is required to constitute a quorum is the majority of Directors but shall be a minimum of four (4) Directors.

23.7 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than five (5) days' oral or written notice of the meeting of the Board shall be given to each Director by the President or Secretary. The agenda shall be forwarded to each Director not less than two (2) days prior to such meeting.

23.8 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalid.

23.9 Chair of Board Meeting

The Chair of the Board appointed under **Rule 19.2** shall preside at every meeting of the Board. If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as Chair for that meeting only.

23.10 Board to be Committee of Management

The Board shall be the Committee of Management for the purposes of the Act.

24. CONFLICTS

24.1 Directors' Interests

A Director is disqualified from office by holding any place of profit or position of employment in the Association, the Federation or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as a vendor, purchaser or otherwise. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in anyway interested will be voided for such reason.

24.2 Conflict of Interest

A Director shall declare his or her interest in any:

- a. contractual matter;
- b. selection matter;
- c. disciplinary matter;
- d. or other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

24.3 Disclosure of Interest

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

24.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 24.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

24.5 Recording Disclosures

The Secretary shall ensure that the minutes record any declaration made or any general notice given by a Director in accordance with **Rule 24.3** and **24.4**.

25. CHIEF EXECUTIVE OFFICER

25.1 Appointment of Chief Executive Officer

A Chief Executive Officer may be appointed by the Board for such term on such conditions as it thinks fit. The Chief Executive Officer shall not be a Director but shall be entitled to attend and participate in debate but not vote at all meetings of the Board and General Meetings.

25.2 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

PART V – MISCELLANEOUS

26. DELEGATIONS

26.1 Board May Delegate Functions to Committees

- a. The Board may, by instrument in writing, delegate any of its powers to Committees consisting of those persons they think fit (including Directors, individuals, and consultants), and may vary or revoke any delegation.
- b. Individuals and consultants do not need to be members of the Association.

26.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- a. this power of delegation; and
- b. a function imposed on the Board by the Act, any other law, or this Constitution.

26.3 Delegated Function Exercised in accordance with Terms

A function, the exercise of which has been delegated under this **Rule 26**, may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

26.4 Procedure of Delegated Entity

- a. The procedures for any committee established shall, with any necessary or incidental amendment, be the same applicable to meetings of the Board under **Rule 23**. The quorum shall be determined by the committee, but shall be not less than the majority of the total number of committee members.
- b. The Board may appoint one or more Directors to be official or ex-officio members of any committee so appointed.

Within fourteen (14) days of any meeting of any committee, the committee shall, through the Secretary, send a copy of the minutes and any supporting documents to the Board.

26.5 Delegation may be Conditional

A delegation under this **Rule 26** may be made subject to such conditions or limitations as to the exercise of any function or as to the time or circumstances as may be specified in the delegation.

26.6 Revocation of Delegation

The Board may by instrument in writing revoke wholly or in part any delegation made under this **Rule 26**, and may amend, repeal or veto any decision made by such committee under this **Rule 26** where such decision is contrary to this Constitution, the By-Laws, the Act, the Objects or the committee's delegation.

27. BY-LAWS

27.1 Board to Formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret, and amend such By-Laws, regulations and policies for the proper advancement, management and administration of the Association, the advancement of the Objects and Judo as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution.

27.2 By-Laws Binding

All By-Laws made under this **Rule 27** shall be binding on the Association and Members.

27.3 By-Laws Deemed Applicable

All By-Laws, rules, regulations, and policies of the Association in force at the date of the approval of this Constitution under the Act, insofar as such By-Laws, rules, regulations and policies are not inconsistent with, or have been replaced by, this Constitution, shall be deemed By-Laws under this Rule.

27.4 Notices Binding on Members

Amendments, alterations, interpretations, or other changes to By-Laws shall be advised to Members by means of notices prepared and issued by the Board. Member Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members.

28. APPLICATION OF INCOME

28.1 Income and Property Applied to Objects

- a. The income and property of the Association shall be applied solely towards the promotion of the Objects.
- b. No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.
- c. The Association may not pay a Director for services as a Director but, with the approval of the Board, a Director may be paid for services he renders to the Association or to reimburse him for his reasonable travelling, accommodation and other expenses when travelling to or from meetings of Directors, a Committee of the Association or when otherwise engaged on the affairs of the Association.

28.2 Source of Funds

The funds of the Association shall be derived from annual membership subscriptions, entrance fees, grants and other such sources as the Board determines.

29. RECORDS AND ACCOUNTS

29.1 Board to Keep Records

The Board shall ensure proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

29.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care of the Treasurer.

29.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

29.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

29.5 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two (2) persons appointed in writing by the Board for such purpose.

29.6 Inspection of Records

A Member may, upon reasonable notice to the Board, inspect the books, records, documents, and securities of the Association.

30. AUDITOR

A qualified auditor may be appointed at each Annual General Meeting. The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment. The auditor's duties shall be regulated in accordance with the Act. If an appointment is not made at an Annual General Meeting the Board shall appoint an auditor for the current financial year.

31. NOTICE

Except as provided in **Rule 12**, notice to Members (where appropriate or required) shall be given to the Members in accordance with the procedures prescribed in the By-Laws.

32. COMMON SEAL

32.1 Safe Custody of Common Seal

The Secretary shall provide for safe custody of the common seal.

32.2 Affixing Common Seal

The common seal shall only be used by authority of the Board, and every document to which the common seal is affixed shall be signed by two (2) Directors.

32.3 Director's Interest

A Director may not sign a document to which the common seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

33. ALTERATION TO CONSTITUTION

This Constitution can only be altered by Special Resolution in accordance with the Act.

34. INDEMNITY

34.1 Directors and Officers to be indemnified

Every Director, Officer and employee of the Association shall be indemnified to the extent permitted under the Act and to the extent provided under the relevant insurance policy of the Association against any liability incurred by him in his capacity as Director or Officer in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief, under the Act, is granted to him by the Court.

34.2 Association to Indemnify

The Association shall indemnify its Directors, Officers and employees to the extent permitted under the Act and to the extent provided under the relevant insurance policy of the Association against all damages and costs (including legal costs) for which any such Director or Officer may be or become liable to any third party in consequence of any act or omission (except willful misconduct), performed or made whilst acting on behalf of and with the authority, express or implied, of the Association.

35. STRATEGIC FORUM OF ASSOCIATION

35.1 Strategic forums

The Association shall hold a strategic forum of the Association at least once per year to:

- a. inform the Board of significant membership issues;
- b. assist the Board to design or review the Association's strategic direction;
- c. discuss state-wide issues;
- d. provide feedback to the Board on the results of its governance decisions and practice at the Member level.

35.2 Attendees at strategic forum

The following persons shall be invited to attend the strategic forums of the Association:

- a. two representatives from each Member Club;
- b. the Directors; and
- c. such other persons the Board considers should be invited.

36. WINDING UP

36.1 Winding up of the Association

Subject to this **Rule 36**, the Association may be wound up in accordance with the provisions of the Act.

36.2 Application of Surplus Assets

If upon winding up of the Association there remains after satisfaction of all its debts and liabilities any assets or property as defined in the Act, the same shall not be paid to, or distributed amongst, the Members of the Association but shall be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent as least as great as is imposed on the Association by this Constitution and which is not also carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies shall be identified and determined by a resolution of Members of the Association in General Meeting at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

37. TRANSITIONAL PROVISIONS

The Constitution adopted on 28 May 1994 is hereby repealed.

Any election or appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as if elected, appointed, or made or passed under this Constitution. All Elected Directors elected under the Constitution hereby repealed shall remain in office until the Annual General Meeting following the adoption of this Constitution at which time elections shall be conducted in accordance with the procedures set down in this Constitution. All persons who were Members (howsoever described) under the Constitution hereby repealed shall be deemed to be Members (howsoever described) from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.