



# Constitution of Australian Judo Union Inc.

Revised April 2016

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## Definitions

**Annual General Meeting** means a combined meeting of the Board and the Club Representatives

**Special Meeting of the Board** is a meeting which has been convened by the Chief Executive Officer to consider a single item on the agenda of a meeting of the General Committee.

**Special General Meeting** is a combined meeting of the Board and the Club Representatives which has been convened by the Chief Executive Officer to consider a single item and is in the same composition as an Annual General Meeting.

**Extraordinary Meeting** is a combined meeting of the Board and Club Representatives which has been convened by a petition of a majority of club representatives and is in the same composition as an Annual General Meeting.

**The Act** means the Associations Incorporation Act 2009.

**The Regulation** means the Associations Incorporation Regulation 2010.

**Rank or grading** is a hierarchical promotional ranking awarded to a judo player in recognition of their study, progress, achievements and contribution to Kodokan Judo.

### **Time Zones in Australia**

When an event which is affected by more than one time zone in Australia, all references to time shall be the time in New South Wales .

Constitution of the Australian Judo Union Inc. (incorporated under the NSW Associations Incorporation Act, 2009.)

This constitution dated 1<sup>st</sup> April 2016 supersedes the previous constitution adopted in 2014

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## Name

- (1) The name of the Association shall be the "Australian Judo Union Incorporated", hereinafter referred to as "the Australian Judo Union" or "AJU" or "Association".
- (2) The letters AJU shall be the recognised contraction of the Association.

## 1.0 Objectives

1.1 The aims and objectives of the Australian Judo Union shall be as follows:

- (a) To promote and develop Kodokan Judo throughout Australia as a martial art, sport, recreational activity and educational system as founded and intended by Dr Jigoro Kano.
- (b) To encourage students to further their studies of Kodokan Judo beyond the rank of 1st dan so that the whole syllabus of the art of Kodokan Judo can be preserved.
- (c) To provide a national organisation that represents and protects the interests of the AJU members at local, state, national and international levels, with all matters related to Kodokan Judo.
- (d) To administer and control Judo in such a way that standards are uniformly applied across the membership and are in accordance with the standards set by the AJU.
- (e) To foster an enjoyable safe and healthy environment for individual members to practice judo.
- (f) To encourage good sportsmanship and fair play.
- (g) To be non-sectarian in carrying out its aims, there shall be no discrimination against any person because of political or religious beliefs, colour, race, sex, disability, financial circumstances, marital status, or sexual orientation.
- (h) To promote local, national and international exchange of ideas, information and technical teachings of Kodokan Judo.
- (i) To arrange, provide for or to participate in conferences, seminars, workshops, public meetings, professional meetings, competitions, demonstrations and classes on Kodokan Judo.
- (j) To administer the AJU national championships and all other national or international events instigated and controlled by the AJU.



## 2.0 Membership

### 2.1 Types of Membership

2.1.1 A member of the association is either:

(1) *Individual Member*

An Individual Member is a natural person and is normally a member of an affiliated club and has been nominated and approved subject to any conditions applied by the board for a class of Individual membership. The board may approve with or without conditions individual membership if a person is not a member of an affiliated club.

(2) *Affiliated Club*

An affiliated club is an organisation who as a group of judo players practice judo on a regular basis under the supervision of an instructor approved by the AJU Board and has been nominated and approved for membership subject to any conditions applied by the board. An affiliated club must maintain a minimum of five individual members.

2.1.2 The board may create and/or remove and/or modify other types of membership as it sees fits to do.

### 2.2 Membership Classes

The board may create and/or remove and/or modify membership classes to Individual and Affiliated Club Membership types. Membership classes may provide for full, limited or restricted or no voting rights. Membership Classes may also provide for a range of privileges and entitlements to members.

### 2.3 Term of membership

The AJU offers membership to individuals and clubs on a renewable 12 month term basis. An individual member or an affiliated club have the right not to renew their membership at the end of the membership term. The AJU Board reserves the right not to offer renewal of membership to an individual or to a club and not provide a reason or any means of appeal. The board reserves the right to offer renewal of membership to individual members and affiliated clubs with special conditions.

### 2.4 Application for membership

2.4.1 An application from a person or a club for membership of the association:

(1) must include a nomination for membership by a member of the association who is of

good reputation and in good standing with the association and has reached 18 years of age and is not on probation and holds the rank of 1<sup>st</sup> dan or higher.

- (2) must be on an application form approved by the board.
- (3) must include complete and accurate information as requested on the application form.
- (4) must be submitted to the association together with the sum payable as entrance fee and annual subscription
- (5) may be made using appropriate technologies so that data and information collected, can be transmitted electronically

2.4.2 In addition to a completed application form (2.4.1), the board may/shall require a club applying for membership to provide the full names of all individual members of the club and the individual's date of birth and residential address and any other additional information required by the board. The club shall accept responsibility to ensure that the information provided to the AJU is complete and accurate and up to date.

2.4.3 As soon as practicable after receiving the application for membership, the board will determine whether to approve or to reject the nomination. The board may approve an application for membership subject to conditions.

2.4.4 Following the acceptance of a club's application for membership, the club, if it has not already provided the information, shall provide the AJU with the full names of all individual members of the club and the individual's date of birth and residential address and any additional information required by the board within a period set by the board.

2.4.5 The board may adopt any appropriate procedure and ask any reasonable questions to ensure the suitability of an applicant for membership before accepting the applicant as a member.

## 2.5 Cessation of membership

2.5.1 An affiliated club ceases to be a member of the association if the club:

- (1) closes down or ceases, or
- (2) resigns membership, or
- (3) is expelled from the association, or
- (4) fails to pay the annual membership fee within 3 months after the fee is due.

(5) is not offered renewal of membership under paragraph 2.3.

2.5.2 An affiliated club is not entitled to a refund of membership fees or any other fees when it ceases to be a member

2.5.3 A person ceases to be a member of the association if the person:

(1) dies, or

(2) resigns membership, or

(3) is a member of an affiliated club which closes down or

(4) is a member of an affiliated club which resigns its membership or

(5) is a member of an affiliated club which is not offered renewal of membership

(6) expelled from the association, or

(7) fails to pay the annual membership fee within 3 months after the fee is due or

(8) is not offered renewal of individual membership under paragraph 2.2.

2.5.4 An individual member is not entitled to a refund of membership fees or any other fees when he/she ceases to be a member.

## 2.6 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

(1) is not capable of being transferred or transmitted to another person, and

(2) terminates on cessation of the person's membership.

## 2.7 Resignation of membership

(1) A member of the association may resign from membership of the association by first giving to the Chief Executive Officer a written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the association ceases to be a member under paragraph 2.5, and in every other case where a member ceases to hold membership, an appropriate entry in the Membership Register recording the date on which the member ceased to be a member shall be recorded.

- (3) A member of the association is not entitled to a full or partial refund of membership fees or any other fees upon resignation of membership.

## 2.8 Membership Register

- (1) The board will ensure that a register of all affiliated clubs and individual members of the association specifying the name of the affiliated club and the individual member, date of birth of the individual member, membership class, club affiliation status, postal and/or residential address of each person who is a member of the association together with the date on which the person became a member and the club they are affiliated with and the date they ceased being a member of the AJU is maintained

The register of affiliated club members must show the name of the club, incorporation status, class of club membership, name/s of committee members, name of instructor, club representative postal address of club, training address of club, contact information and training times.

The register of affiliated clubs and individual members will show any further information as required by the board.

- (2) The register and the data and information held within the register is the property of the AJU.
- (3) The register of members must be kept in New South Wales:
  - (a) the register may be stored electronically using appropriate technology as decided by the board
  - (b) a copy of the Membership Register will be kept at the main premises of the board
  - (c) if the association has no premises, at the association's official address.
  - (d) a copy of the electronic file of the member's register may be stored on an appropriate data storage device or facility as decided by the board.
- (4) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (5) A member of the association may on the approval from the Chief Executive Officer obtain limited information from the register of members on payment of a fee of not more than \$2 (or otherwise determined by the board) for each page copied.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for legitimate business use of the AJU.
- (7) This constitution binds all affiliated member clubs and individual members to provide

complete and accurate information on a timely basis so that the information in the membership registers of affiliated clubs and individual members are complete, accurate and up to date.

## 2.9 Fees and subscriptions

- (1) A member of the association must, upon application for membership, pay to the association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under paragraph 2.9 (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the board, that other amount:
  - (a) Affiliated Club membership fees become due on 1<sup>st</sup> January of each year or from another date as set by the board.
  - (b) Individual membership fees become due on the anniversary of the member's joining date, or from another date as set by the board.
  - (c) members who joined prior to 1<sup>st</sup> April 2014 will have an anniversary date of 1<sup>st</sup> January of each year.
- (3) The board may consolidate the annual fees of the individual members of an affiliated club's members and the annual club affiliation renewal and charge the club the aggregate total of all annual membership and annual membership renewal fees
- (4) The board may vary annual membership fees according to membership classes and any criteria determined by the board.
- (5) The board may charge members a fee or a levy for a specific purpose as it sees fit.

## 2.10 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by section 2.8

## 2.11 Member Protection, Complaints and Dispute Resolution Processes

This constitution instructs all members and associates of the Australian Judo Union Inc. that they are all individually and collectively responsible for to the health, safety and wellbeing of all of its

members and participants and that all members share a burden of responsibility for providing a safe, welcoming and inclusive environment to undertake the art of Kodokan Judo. The Australian Judo Union Inc. values its members and respects their rights. The Australian Judo Union Inc. will take all reasonable steps to ensure that its' members are treated in a fair, equal and respectful manner, and that appropriate member protection, child protection, complaint and dispute resolution policies and procedures are put into place to ensure that any inappropriate behaviour which may occur within the Australian Judo Union Inc., can be addressed promptly, fairly and thoroughly.

- (1) This constitution provides a member who has a concern, grievance or complaint the option in the first instance approach their club instructor/representative with the matter if it is of a minor or local level. However, if it is a more significant matter, the member may take the matter to the Chief Executive Officer or designated official.
- (2) A complaint between a member and another member (in their capacity as members) which cannot be resolved by the parties or by the internal processes of the AJU may be referred to external agencies to resolve the matter
- (3) A complaint between a member or members and the AJU which cannot be resolved by the internal processes of the AJU may be referred to external agencies to resolve the matter
- (4) A complaint may be made to the Chief Executive Officer or to the designated official by any person that is a member as described in section 2.1.1
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association
  - (c) has behaved in a manner which contravenes the AJU objectives described in clauses 1.1(e), 1.1(f) and 1.1(g).
- (5) The Chief Executive Officer or the designated official may refuse to deal with a complaint if he/she considers the complaint to be trivial or vexatious in nature.
- (6) If the Chief Executive Officer or the designated official decides to deal with the complaint, the Chief Executive Officer or the designated official:
  - (a) may at the discretion of the Chief Executive Officer or the designated official take a bond from the complainant to prevent trivial and vexatious complaints and to cover initial investigation costs. If it is found that there are no grounds for complaint, the bond will not be refunded. If the complaint is found to be true and genuine the bond will be refunded.
  - (b) may decide whether to deal with the complaint themselves or refer the complaint to a delegated complaint handler who will then process the complaint in accordance

with bylaws, policies and procedures set by the board.

- (b) may deal with the complaint informally if the complaint is not of a serious nature.
  - (c) may decide to deal with the complaint formally if the complaint is of a serious nature
  - (d) may appoint an appropriate person to investigate the complaint and to make appropriate recommendations.
  - (e) may recommend to the board, to appoint a disciplinary tribunal to act on the board's behalf, to consider the complaint and the evidence to determine if the complaint is proven or not proven and to make recommendations to the board. The disciplinary tribunal shall be a direct sub-committee of the board with the powers of the board to conduct the proceedings of a tribunal to reach a fair and proper outcome.
  - (f) may recommend to the board to appoint an appeals tribunal to act on the board's behalf to review the disciplinary tribunal decision and any submission from the parties concerned. The appeal tribunal shall be a direct sub-committee of the board with the powers of the board to conduct the proceedings of a tribunal to reach a fair and proper outcome.
  - (g) may seek expert and/or professional advice about the complaint.
- (7) The disciplinary tribunal after considering a complaint against a club, may find that the complaint is proven and by resolution
- (a) order the club to bring its affairs into order within a prescribed time.
  - (b) order the club to terminate a club committee member or a whole club committee.
  - (c) order the club to terminate a coach or club official.
  - (d) order the club to pay reparatory costs.
  - (e) order a club to pay fees and charges which may be levied by the board to cover the costs of the investigation, legal advice, travel expenses and any other costs associated with acting on the complaint and bringing the matter to a conclusion.
  - (f) order the club to apologise.
  - (g) take any other reasonable action the board or appointed disciplinary tribunal sees fit to take.
  - (h) report the complaint to an appropriate authority.
- (8) The disciplinary tribunal after considering a complaint and appropriate investigation reports and recommendation against one or more Individual members may, by resolution,

- (a) expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
  - (b) order the member/s to apologise
  - (c) order the member/s to pay reparatory costs
  - (d) order a club to pay fees and charges which may be levied by the board to cover the costs of the investigation, legal advice, travel expenses and any other costs associated with acting on the complaint and bringing the matter to a conclusion.
  - (e) take any other reasonable action the disciplinary tribunal sees fit to take.
  - (f) order the member/s to pay reparatory costs
  - (g) report the complaint to an appropriate authority
- (9) If the disciplinary tribunal decides to expel or suspend a member/s, the board or its representative will arrange , within 7 days after the disciplinary tribunal has made its decision, to inform the member/s in writing of the disciplinary tribunal’s decision, the reason/s the disciplinary tribunal made that decision and of the member’s right of appeal under section 2.11.
- (10) The expulsion or suspension does not take effect:
- (a) until the expiration of 14 day period within which the member is entitled to appeal against the resolution concerned occurs, or
  - (b) if within that period the member exercises the right of appeal, and after considering the appeal, the appeals tribunal confirms the resolution of the disciplinary tribunal to suspend or expel the member/s under section 2.10,(8)(a) the date of the suspension or expulsion will take place on the later date.

## 2.12 Right of appeal of disciplined member

- (1) A member as described in section 2.11 may appeal to the appeals tribunal against a resolution of the disciplinary tribunal in accordance with bylaws, policies and procedures approved by the board.



## 2.13 Suspension and Expulsion of Membership

This constitution permits the board to suspend the membership of any member in accordance with the rules, bylaws policies and procedures adopted by the board. This constitution also permits the board to expel a member from this organisation in accordance with the rules bylaws and procedures approved by the board.

- (1) Suspension means that the club or individual member is prohibited from attending or participating in any capacity at any AJU event, including tournaments, seminars or meetings for a period of time. An individual member is prohibited from participating at any event including classes and training session of an affiliated club while the individual member is suspended. The club or member is not entitled to vote at any level during suspension
- (2) The AJU Board and/or a delegated sub-committee/ tribunal has the power to suspend a club or member.
- (3) The AJU Board and/or a delegated sub-committee/ tribunal has the power to lift a suspension over a club or member.
- (4) Expulsion means that the club or individual member is permanently prohibited from attending or participating in any capacity at any AJU event, including tournaments, seminars or meetings. An individual member is prohibited from participating at any event including classes and training session of an affiliated club.

## 3.0 Management Structure of Australian Judo Union

This constitution provides for the creation of the AJU Board and any committee the board sees fit to create

This constitution provides for the creation of the following positions

Chief Executive Officer

Director One

Director Two

### 3.1 AJU Board

#### 3.1.1 *Formation of the AJU Board*

- (1) This constitution creates the AJU Board
- (2) The AJU Board will meet a minimum of once every three months.
- (3) An AJU Board meeting will have a quorum of the greater of 2 board members or half the number of board members.
- (4) The AJU Board will consist of the Chief Executive Officer who may act as chairperson

of the board plus Director One and Director Two who are both executive directors.

- (5) The Chief Executive Officer, Director One and Director Two shall be elected by individual members who are not on probationary membership, and have reached the age of 18 years and have a good reputation and are in good standing with the AJU and hold the rank of 3<sup>rd</sup> dan or higher.
- (5) The board may by resolution of the board appoint additional directors to the board.
- (6) Each board appointed director as described in 3.1.1 (5) may be either an executive director or a non executive director.
- (7) The board may by resolution appoint an independent non executive director to act as chairperson of the board
- (8) The board shall adopt, remove, replace and/or amend rules as it sees fit to do so for the conduct of board meetings.

### *3.1.2 Role of the AJU Board*

The role of the AJU Board is to provide leadership and direction and to the Australian Judo union to ensure that the AJU meets its objectives. The board is responsible to ensure the effective and proper administration and management of the AJU and will take any appropriate action and delegate authority and responsibility as it sees fit to meet these responsibilities.

### *3.1.3 Powers of the AJU Board*

This constitution provides extensive powers the board to effectively provide policy and direction to manage the affairs of the AJU and to meet the objectives of the AJU. Those powers are not limited to:-

- (1) make decisions of strategic planning towards meeting the objectives of the association
- (2) administer and interpret this constitution
- (3) create a division or sub branch of the AJU.
- (4) create a club to be an affiliated club member of the AJU
- (5) create and appoint a new committee or sub-committee of a committee
- (6) create an Officer role
- (7) appoint a suitable person to an Officer role.
- (8) make and interpret policies, rules and bylaws to cover circumstances not specifically covered by this constitution and that the board considers necessary to govern and administer the AJU

- (9) appoint additional directors to the board (see 3.1.1 (5))
- (10) remove a director from the board by a two thirds majority vote of the board
- (11) remove the Chief Executive Officer by a eighty percent majority vote of the board
- (12) delegate and rescind authority as it sees fit
- (13) delegate and rescind responsibility as it sees fit
- (14) give instructions as it sees fit to do so.
- (15) make and enter agreements and contracts on behalf of the AJU, with other parties as it sees fit to do so.
- (16) review and revise decisions at all levels of the association
- (17) call a Special General Meeting
- (18) assume any other powers not otherwise mentioned above , which the board deems necessary to meet the objectives of the AJU.

## 3.2 Chief Executive Officer

### *3.2.1 Role of the Chief Executive Officer*

The Chief Executive Officer

- (1) acts as chairperson of the AJU Board and provides leadership to the AJU
- (2) administers and interprets this constitution, bylaws, rules and policies of the AJU
- (3) co-ordinates and manages the flow of directions from the board.
- (4) gives direction to members of the board
- (5) reviews policy and direction
- (6) initiates appropriate action to meet the objectives of the association.
- (7) represents the association at public events

### *3.2.2 Powers of the Chief Executive Officer*

This constitution provides the Chief Executive Officer with extensive powers to effectively manage the AJU so that it meets its objectives.

### *3.2.3 Minimum qualifications to nominate as Chief Executive Officer*

This constitution empowers the board to determine the appropriate qualifications for the role of Chief Executive Officer.

#### *3.2.4 Election of the Chief Executive Officer*

- (1) Upon the adoption of this constitution the Chief Executive Officer will be continue in his/her capacity as Chief Executive Officer until an election for Chief Executive Officer can be held not later than November 2016.
- (2) The Chief Executive Officer shall be elected by individual members who have reached the age of 18 years, is of good repute and standing with the AJU, not subject to any disciplinary action by the AJU, and has the rank of 3<sup>rd</sup> dan of higher.
- (3) This constitution requires that the board appoint a Presiding Officer to supervise the election of Chief Executive Officer.
- (4) The election of the Chief Executive Officer will be conducted as a postal or electronic ballot.
- (5) This constitution permits the use of appropriate technologies to record and transmit a vote for the election of the Chief Executive Officer.
- (6) All votes received using appropriate technologies will be considered as a postal vote.
- (7) The Presiding Officer will have a final say on all matters regarding the election of the Chief Executive Officer and no appeals will be permitted with respect to the Presiding Officer's decisions.

#### *3.2.5 Removal of Chief Executive Officer*

- (1) Subsection 3.1.3(10), provides the Board with the power to remove the Chief Executive Officer.

#### *3.2.6 Term of tenure of Chief Executive Officer*

- (a) The Chief Executive Officer is elected for a term of two years and may serve many and more than one consecutive terms
- (b) The term of Chief Executive Officer may be reduced or extended by up to 6 months by resolution of the AJU Board

### 3.3 Director One

#### 3.3.1 *Role of Director One*

Director One

- (1) is an Executive Director on the AJU Board
- (2) shall/may create a committee to assist him/her manage and administer one or more functions and/or activities of the AJU as delegated by the board.
- (3) is chairperson of the Committee they create
- (4) is a signatory to the bank account/s

#### 3.3.2 *Powers of Director One*

The board will delegate sufficient powers and authority to Director – One so that he/she can effectively execute their role and responsibilities.

#### 3.3.3 *Minimum qualifications to nominate for the position of Director One*

This constitution empowers the board to determine the appropriate qualifications for the role of Director One.

#### 3.3.4 *Term of tenure – Director One*

Director One is elected for a term of two years. The board may increase or reduce the term of Executive Director – One by up to six months.

#### 3.3.5 *Election of Director One*

- (1) Upon the adoption of this constitution the Executive Director - Administration will continue in his/her capacity as Executive Director - Administration until an election for Director One can be held not later than November 2016.
- (2) The Executive Director - Administration shall be elected by individual members who have reached the age of 18 years, is of good repute and standing with the AJU, not subject to any disciplinary action by the AJU, and has the rank of 3<sup>rd</sup> dan or higher.
- (3) This constitution requires that the board appoint a Presiding Officer to supervise the election of Director One. This constitution empowers the board to determine the appropriate qualifications for the role Director One..
- (4) An election will take place every two years to elect Director One.. The board may at its discretion extend or reduce the term of Director One by a period of up to 6 months.

- (5) The election of the Director One will be conducted as a postal or electronic ballot.
- (6) This constitution permits the use of appropriate technologies to record and transmit a vote for the election of Director One.
- (7) All votes received using appropriate technologies will be considered as a postal vote.
- (8) The Presiding Officer will have a final say on all matters regarding the election of Director Two and no appeals will be permitted with respect to the Presiding Officer's decisions.

### *3.3.6 Removal of Director One*

The Board has the power to remove Director One. (see clause 3.1.3 (9))

## **3.4 Director Two**

### *3.4.1 Role of Director Two*

Director Two

- (1) is an Executive Director on the AJU Board
- (2) shall/may create a committee to assist him/her manage and administer one or more functions and/or activities of the AJU as delegated by the board
- (3) is chairperson of the committee they create
- (4) is a signatory to the bank account/s

### *3.4.2 Powers of Director Two*

The board will delegate sufficient powers and authority to Director –Two so that he/she can effectively execute their role and responsibilities.

### *3.4.3 Minimum qualifications to nominate as Director Two*

This constitution empowers the board to determine the appropriate qualifications for Director Two.

### *3.4.4 Term of tenure of Director Two*

Director Two is elected for a term of two years. The board may increase or reduce the term of Director Two by up to six months.

#### *3.4.5 Election of Director Two*

- (1) Upon the adoption of this constitution the Executive Director – Technical Standards will continue in his/her capacity as Executive Director – Technical Standards until an election for Director Two can be held not later than November 2016.
- (2) The Executive Director – Technical Standards shall be elected by individual members who have reached the age of 18 years, is of good repute and standing with the AJU, not subject to any disciplinary action by the AJU, and has the rank of 3<sup>rd</sup> dan or higher.
- (3) This constitution requires that the board appoint a Presiding Officer to supervise the election of Director Two. This constitution empowers the board to determine the appropriate qualifications for the role Director Two.
- (4) An election will take place every two years to elect Director Two. The board may at its discretion extend or reduce the term of Director Two by a period of up to 6 months.
- (5) The election of the Director Two will be conducted as a postal or electronic ballot.
- (6) This constitution permits the use of appropriate technologies to record and transmit a vote for the election of Director Two.
- (7) All votes received using appropriate technologies will be considered as a postal vote.
- (8) The Presiding Officer will have a final say on all matters regarding the election of Director Two and no appeals will be permitted with respect to the Presiding Officer's decisions.

#### *3.4.6 Removal of Director Two*

The Board has the power to remove Director Two see clause 3.1.3 (9).

## 4.0 Meetings

### 4.1 Rules of Meetings

- (1) The board may adopt any reasonable rule/s and procedure/s to effectively manage the proceedings of any meeting of the AJU.

### 4.2 Electronic Meetings

- (1) This constitution provides for the board to use any reasonable electronic technology for any board, committee or sub-committee to distribute notices of meetings and to conduct any meeting of the AJU including the collection and recording of votes at a meeting. Technologies may include but not restricted to email, video conferencing, teleconferencing and secured meeting rooms on a designated website so that members of committee and participants of meetings can be understood by other participants of the meeting.

### 4.3 Quorum

- (1) This constitution provides the following uniform rules which are to be applied to all meetings of all committees.
- (2) A quorum will be fifty percent of the number of members elected or appointed to each committee.
- (3) If a meeting is called by members of a committee and if there is no quorum within 30 minutes after the time fixed for a committee meeting to commence, the meeting lapses.
- (4) If a meeting was called by person/s who are not members of the committee and if there is no quorum within 30 minutes after the time fixed for a committee to commence—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the committee who are present are to decide the day, time and place of the adjourned meeting.
- (5) If, at an adjourned meeting mentioned in paragraph 4.2.(4)(a), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.



#### 4.4 Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Australian Judo Union Inc

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Australian Judo Union Inc, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the  
\_\_\_\_\_ meeting of the association, to be held on the day  
of

20

and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day

of \_\_\_\_\_ 20 \_\_\_\_\_ .

Signature

(2) The instrument appointing a proxy must be signed by the appointor

(3) A proxy may be an individual member of the association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) Each instrument appointing a proxy must be given to the Chief Executive Officer or the chairperson/secretary of the relevant committee before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

Australian Judo Union Inc:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint \_\_\_\_\_

of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the \_\_\_\_\_ meeting of the association,  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_

20

and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

20 \_\_\_\_\_ .

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

#### 4.5 Notice of Meetings of the AJU Board

- (1) This constitution requires that the board must be given sufficient notice (as may be agreed upon) to each member of the board for the time appointed for the holding of a meeting of the board.
- (2) Notice of a board meeting given under subclause 4.4(1) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting agree to treat as urgent business.

#### 4.6 Annual General Meeting

##### 4.6.1 Composition of the Annual General Meeting

- (a) The Annual General Meeting is a combined meeting of the board and the club representatives where the board informs club representatives of the association the financial position of the association and the activities of the association over the preceding 12 months.
- (b) A club on probationary membership is not entitled to vote at an Annual General Meeting.

- (c) A club which is eligible to vote shall appoint a club representative who is an individual member of the AJU who has reached the age of 18 years, is not on probationary membership or subject to investigation or disciplinary action by the AJU, has a sound reputation and is in good standing with the AJU and holds a minimum rank of 1st dan.
- (d) The board may invite guests to attend as observers and not be heard unless invited or requested by the Chairperson of the Board/ Chief Executive Officer or delegated Chairperson to address the Annual General Meeting.
- (e) when a member of the AJU has a significant influence over more than one club, the clubs shall be grouped together as one club and only one vote shall be recorded.

#### *4.6.2 Holding of Annual General Meeting*

- (1) The association must hold its Annual General Meeting
  - (a) within 6 months after the close of the associations financial year, or
  - (b) within such later time as may be allowed by the Director General or prescribed by the Regulation.
- (2) This constitution permits the use of appropriate technologies so that eligible members can participate and be heard by other members who are attending the meeting.

#### *4.6.3 Notice and business of Annual General Meeting*

- (1) The Annual General Meeting is, subject to the Act and, to be convened on such date and at such place and time as the Board thinks fit.
- (2) Notice of the meeting shall be given to clubs 14 days before the date that the Annual General Meeting is to be held. The notice will inform members that questions on notice will be accepted up to 7 days before the meeting. A summary of the questions will be read and answered at the Annual General Meeting.
- (3) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual Meeting of the General Assembly and of any Special Meeting and /or Extraordinary Meeting of the General Assembly held since that meeting.
  - (b) to receive and consider any financial statement and/or financial report on the financial affairs of the association.

- (c) to receive and consider the Chief Executive Officer's Report on the overall activities of the previous twelve months and planned future activities of the association.
  - (e) to answer questions on notice.
  - (e) to consider and vote on changes to the name, objects and rules of this constitution as recommended by resolution of the board
  - (f) The chairperson of the Annual General Meeting may accept questions without notice and submissions on matters not scheduled for discussion on the agenda for the Annual Meeting but will defer any response to the question without notice or submission and refer the question without notice or submission to the next meeting of the board.
- (4) The Annual General Meeting
- (a) will follow the prepared agenda and refer matters of importance which are not on the agenda to the appropriate committee.
  - (b) may not consider any matter which has not been discussed and considered by the board beforehand.
  - (c) may not amend the business plan of the association.
  - (d) may not amend or rescind the financial budget of the association.
  - (e) will follow the Rules of the Meeting as set by the Board and as determined or interpreted by the Chairperson of the meeting.

#### 4.7 Convening Special and Extraordinary General Meetings

- (1) The Chief Executive Officer may, whenever he/she thinks fit, convene a Special General Meeting of the same composition as an Annual General Meeting
- (2) The Chief Executive Officer must convene a Extraordinary General Meeting within 28 days of receiving a petition to consider a single item which is signed by a majority of club representatives. The composition of the Extraordinary General Meeting will be the same as an Annual General Meeting
- (3) A requisition of members for a Extraordinary General Meeting
  - (a) must state a genuine and appropriate purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Chief Executive Officer, and

- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Chief Executive Officer fails to convene an Extraordinary General Meeting within 28 days after that date on which a requisition of members for the meeting is lodged with the Chief Executive Officer, any one of the members who made the requisition may make formal complaint to a member of the board and request that he/she use the powers of Board to instruct the Chief Executive Officer to convene an Extraordinary General Meeting to be held not later than 3 months after that date.
- (5) A Extraordinary General Meeting convened by a member or members as referred to in clause4.4.6 (2) must be convened as nearly as is practicable in the same manner as the Annual General Meeting.

## 5.0 – Miscellaneous

### 5.1 Electronic Voting and Ballots

This constitution permits the use of appropriate technologies to record and transmit a vote for the election of AJU officials and to cast a vote at any meeting or ballot of the AJU.

### 5.2 Insurance

The association may effect and maintain insurance.

### 5.3 Employees

Employees may not be members of the AJU.

### 5.4 Fees and wages paid to committee members

- (1) The payment of wages and fees to members of any committee and sub-committee is not permitted.
- (2) Members may be reimbursed for expenses which have been approved by the Board or appropriate person or committee authorised by the board.

## 5.5 Awards and Recognition of Service to the AJU.

### 5.5.1 *Recognition of service by members of the Board*

This constitution provides for the board to acknowledge and recognise the service contribution of a member or other people in a manner it sees fit to do.

The Chief Executive Officer and executive directors of the board who have served a full two year term on the board will have the service period of their next grading reduced by 25% if their rank is 3<sup>rd</sup> dan or lower and 50% if their rank is 4<sup>th</sup> dan or higher.

### 5.5.2 *Honorary Gradings*

This constitution permits the board to award to a member who has been a judo player and has provided extraordinary service to Judo and to the AJU and is deemed to have met the requirements of the rank.

This constitution does not place any restrictions on the board's capacity to award an honorary grading and permits the board to award an honorary grading with or without a change of privilege or authority to examine as the board sees fit.

The board may pass a separate resolution of its' decision to increase the authority of the person or to leave that persons' authority unchanged.

### 5.5.3 *Life Membership*

Life membership is the highest honour which can be bestowed upon a member of the AJU in recognition of their significant contribution to Kodokan Judo and to the AJU.

- (a) Life membership means that all membership fees have been waived for the rest of the life of the member.
- (b) A life member is entitled to receive an invitation to the Annual General Meeting and to be invited to major AJU events.
- (b) The board may each year reward members who have made a significant contribution to judo and/or the association with life membership.
- (c) Life membership does not restrict the rights and privileges of a life member in any way.
- (d) The board may revoke life membership if the life member is convicted of a criminal offence, commits a serious breach of association rules or brings the association into disrepute.

## 5.6 Source of Funds

- (1) The funds of the association are to be derived from entrance fees, annual subscriptions of members, special purpose fees, grants, donations, raffles and art unions and, sale of goods, subject to any resolution passed by the general committee, such other sources as the board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 5.7 Management of Funds

- (1) Subject to any resolution passed by a meeting of the board, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either Chief Executive Officer, or any other person the board sees fit.
- (3) This constitution requires the board to adopt appropriate banking procedures to meet the objectives of the association.
- (4) The constitution requires the board to adopt appropriate accounting and record keeping procedures to meet the objectives of the association.

## 5.8 Change of name, objectives and rules of the constitution and/or replacement of constitution

- (1) A change to the name, objects and rules of this constitution and /or replacement of this constitution must be passed by a majority of members who have reached the age of 18 years, are not on probationary membership, is not subject to disciplinary action by the AJU, is of sound reputation and in good standing with the AJU and have a minimum rank of 1<sup>st</sup> dan.
- (2) A change of name, objects and rules and/or replacement of this constitution must be initiated by a resolution of the board to conduct a ballot of members who are eligible to vote to make the change/s to this constitution and/or replace it.
- (3) This constitution permits the use of appropriate technologies to record and transmit a vote for a ballot to change the name, objects and or rules of the constitution and /or replace this

constitution.

- (4) Upon a resolution from the board to conduct a ballot to change the constitution the Chief Executive Officer will preside over the ballot and
  - (a) set a date for a postal ballot/electronic ballot to change the constitution within 28 days of the date of the meeting of board which decided to change the constitution.
  - (b) will forward notices of the ballot to all members who are eligible to vote within 21 days of the ballot. The notice of the ballot will also include an explanation why the change to the constitution is being sought.
  - (c) open voting 7 days before voting will close.
  - (d) voting will close at noon in New South Wales on the day of the ballot.
  - (e) Votes received after voting is closed will not be counted.
  - (f) The Chief Executive Officer will arrange for the votes to be counted immediately after voting has closed and will announce the result within 7 days of the ballot.
- (5) The Board will submit the appropriate forms with the NSW Dept of fair Trading to register the change of the association's name, object, rules of the constitution.

## 5.9 Minutes Register

The Board will ensure that a register of the minutes of all committee meetings and resolutions is maintained so that a resolution can be traced and easily retrieved at any time.

## 5.10 Custody of records etc

The board shall appoint a suitable custodian/s to keep under his or her control all records, books and other documents relating to the association. This constitution permits the use of appropriate technologies to digitally store records in a centrally controlled data storage facility approved by the board. The board shall determine a minimum period to store records.

## 5.11 Inspection of records etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) this constitution
- (2) The board shall take appropriate action to ensure the privacy security and integrity of all AJU records.
- (3) A member of the association may subject to the approval and conditions of the Chief



Executive Officer or the board obtain a copy of any of the documents referred to in subclause 5.10 and limited information extracted from the Membership register on payment of a fee of not more than \$1 for each page copied.

- (4) When a member of the association requests a copy of any document in accordance with para 5.11 (3) whereupon the document is dated more than 1 year prior to the date of the enquiry the Chief Executive Officer or the board may charge a minimum search fee of \$100 dollars per record and may refuse to provide a record more than 2 years old.

#### 5.12 Prohibition on use of information on register of members

- (1) A member of the association must not—
  - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

#### 5.13 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission

was sent produces a report indicating that the notice was sent on a later date, on that date.

#### 5.14 Security of Sensitive and Confidential Data and Information

The board is responsible for the determination and classification of sensitive and confidential data and information.

The board shall take reasonable steps to ensure the security of sensitive and confidential data and information.

#### 5.15 Financial year

The financial year of the association is:

- (d) from the 1<sup>st</sup> April and expire on the 31<sup>st</sup> March of the following year.

#### 5.16 Time Zones

When closing times and meeting times referred to in this constitution simultaneously affect members in different states which are affected by different time zones, the time adopted in this constitution shall be the time in the New South Wales.

#### 5.17 By-laws

The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association. see 3.1.3(7)

#### 5.18 Validation of acts of directors

Any act done at a board meeting or a meeting of a committee of directors, or by any person acting as a director, or by a person claiming to act under a power of attorney executed by the AJU, is valid even if it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person was disqualified from voting or not entitled to vote.

Appendix 1

Application for membership of association

Australian Judo Union Incorporated

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

*Signature of applicant*

Date

I, .....

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

*Signature of proposer*

Date

I,

.....

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

*Signature of seconder*

Date