

# **CONSTITUTION**

**of**

**“Judo Western Australia”**

**Adopted 07/08/ 2005 including amendments**

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## **1. NAME**

1.1 The name of the association is, "**Judo Western Australia (Inc)**". Herein after referred to as the Association.

## **2. HEADQUARTERS**

2.1 The headquarters of the Association shall be situated in the Perth Metropolitan area, within a radius of thirty five (35) kilometres of the Perth General Post Office, at such place as the financial clubs of the Association shall determine from time to time.

## **3. INTERPRETATION**

3.1 In this constitution, unless inconsistent with the context of the subject matter: -

**Act:** means the Associations Incorporation Act, 1987 or the legislation pursuant to which the Association may from time to time be incorporated.

**A.G.M.:** means Annual General Meeting.

**B.O.M.:** means Board of Management.

**Club:** means a judo club affiliated with the Association pursuant to Section nine (9) of this constitution.

**Electronic Vote:** means a vote conducted by any electronic means and includes but is not limited to; Email, fax, telephone, video conferencing.

**Judo:** means Judo as founded Professor Jigaro Kano and further developed and promoted by the Kodokan, Tokyo, Japan, and by the International Judo Federation.

**Mail Vote:** means a vote conducted by mail.

**Member:** means a person registered with the Association pursuant to Section ten (10) of this constitution.

**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.

**S.G.M.:** means Special General Meeting.

#### **4. OBJECTIVES**

The objectives of the Association shall include: -

- 4.1 To provide a State Judo association that represents the interests of its members the Community and State regarding Judo.
- 4.2 To co-ordinate, develop and promote Judo.
- 4.3 To advance the interests of Judo with Western Australian governmental organisations, sporting bodies, the business community and other stakeholder and partnership groups.
- 4.4 To provide Judo services to the community of Western Australia.
- 4.5 To manage state teams which represent Western Australia at national and international competition.
- 4.6 To provide uniform rules for the regulation and management of Judo and the staging of contests in Judo throughout Western Australia.
- 4.7 To encourage contact and exchange between the Association, other Australian Judo bodies, international judo players, coaches and other sports people associated with or of benefit to judo.
- 4.8 To arrange, provide for, or to participate in conferences, seminars, workshops, public meetings, professional meetings, competitions, demonstrations and classes on Judo.
- 4.9 To initiate or sponsor any appropriate activities which relate to the objects of the Association.
- 4.10 To adjudicate where necessary in issues between affiliated clubs and/or registered members and affiliated clubs.
- 4.11 To represent the affiliated clubs and registered members regarding affiliation or membership of the Association to other organisations.

## **5. POWERS**

- 5.1 The association shall have, in addition to those powers prescribed or conferred by the Act, all the powers necessary to lawfully achieve its objectives.

## **6. DIRECTION AND ADMINISTRATION**

- 6.1 The powers of government of the Association shall reside in the financial affiliated clubs themselves constituting the A.G.M. or an S.G.M. of the Association.
- 6.2 In the periods between A.G.M.s and / or S.G.M.'s the functions of the Association shall be discharged by the B.O.M.
- 6.3 The B.O.M. shall have the express power to expel or suspend any affiliated club or registered member of the Association for any of the events in Section 9.9 and 10.9 of this Constitution.
- 6.4 Any affiliated club or registered member that is expelled or suspended shall have the right to appeal against the expulsion or suspension by presenting their case to an A.G.M. or S.G.M. and the decision of the A.G.M. or S.G.M. shall be final.
- 6.5 An A.G.M. or S.G.M. may only consider the expulsion or suspension of an affiliated club or registered member if:
- 6.5.1 the A.G.M. or S.G.M. is convened in conformity with this constitution; and
- 6.5.2 the expulsion or suspension is an agenda item of the A.G.M. or S.G.M.
- 6.6 An expelled or suspended club has no rights under this Constitution at an A.G.M. or S.G.M. and cannot take part or be considered in the convening process of an A.G.M. or S.G.M.

## **7. FINANCIAL YEAR**

- 7.1 The financial year of the Association commences on the first day of July and concludes on the last day of June of the following year.

## **8. PROPERTY AND INCOME**

- 8.1 The property and income of the Association shall be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise

distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objectives or purposes.

## **9. CLUB AFFILIATION**

9.1 A club desirous of affiliation with the Association shall:-

9.1.1 Submit their application in the required format to the Secretary of the Association with the appropriate fee;

9.1.2 Provide a copy of their rules signed and dated by two (2) officials of the club; and

9.1.3 Provide a list of the club members.

9.2 A club shall consist of at least five financial registered members of the Association and least one of which will be a senior member.

9.3 The B.O.M. will normally grant affiliation but reserves the right to refuse the application of any applicant club. If an application for affiliation is refused the applicant club shall be advised of the reasons for that refusal in writing.

9.4 If an application for affiliation is refused under Section 9.3 then the applicant club so refused may: -

9.4.1 After the expiration of six months from the date of refusal of the application apply again to the B.O.M. for affiliation; or

9.4.2 Apply, regardless of any time period from the refusal of an application by the B.O.M., to an A.G.M. for affiliation; or

9.4.3 The financial affiliated clubs may at any time, in conformity with this Constitution, convene a S.G.M. to consider the application.

9.5 The acceptance by a club of affiliation to the Association shall bind that club to abide by the constitution and by-laws of the Association and to accept and enforce all decisions of the Association made in conformity therewith.

9.6 Each club shall pay annually to the Association an affiliation fee, as set by the A.G.M. or a S.G.M. that shall be due and payable by the first day of July in respect of each financial year.

9.7 A club admitted to affiliation of the Association shall be entitled to all the advantages and privileges of affiliation.

9.8 An affiliated club ceases to be an affiliated club of the Association if that affiliated club:

9.8.1 is wound up;

9.8.2 resigns from affiliation of the Association;

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- 9.8.3 is expelled from the Association;
- 9.8.4 fails to renew its affiliation with the Association by the first day of January after it became due under Section 9.6 of this constitution.
- 9.9 An affiliated club may be expelled from the Association, have its affiliation suspended or be otherwise disciplined if:
- 9.9.1 False or inaccurate statements are found to have been made in the club's application for affiliation;
- 9.9.2 The club is found to have breached any rule, regulation or by-law of the Association; or
- 9.9.3 The club is found to have acted in a manner detrimental to the Association or Judo.
- 9.10 To exercise a voting right at an A.G.M. or S.G.M. of the Association a club must have been a financial affiliated club of the Association for a full three (3) calendar months prior to the date of the A.G.M. or S.G.M.
- 9.11 An affiliated club that has not paid an affiliation fee in conformity with Section 9.6 of this Constitution is not financial and cannot exercise any voting rights at any A.G.M. or S.G.M.
- 9.12 Subject to Section 9.13 of this Constitution a non financial affiliated club of the Association can immediately upon payment of the outstanding affiliation fee vote at an A.G.M. or S.G.M.
- 9.13 Section 9.10 is applicable to any non financial club under Section 9.11 that has not paid its affiliation fee by the last day of September following the fee becoming due.
- 9.14 Clubs that cease to be affiliated with the Association for any reason are not entitled to reimbursement of their affiliation subscription or any portion thereof.

## **10. INDIVIDUAL REGISTRATION**

- 10.1 An individual desirous of registration with the Association shall submit their application in the required format to the Secretary of the Association with the appropriate fee.
- 10.2 Individuals shall be registered with the Association as members of an affiliated club. Individuals may not be registered with the Association as members of more than one affiliated club of this Association.
- 10.3 The B.O.M. will normally grant registration but reserves the right to refuse the application of any individual. If an application for registration is

refused the applicant shall be advised of the reasons for that refusal in writing.

10.4 If an application for registration is refused under Section 10.3 then the applicant so refused may: -

10.4.1 After the expiration of six months from the date of refusal of the application apply again to the B.O.M. for affiliation; or

10.4.2 Apply, regardless of any time period from the refusal of an application by the B.O.M., to an A.G.M. for affiliation; or

10.4.3 The financial affiliated clubs may at any time, in conformity with this Constitution, convene a S.G.M. to consider the application.

10.5 The acceptance by an individual of registration to the Association shall bind that individual to abide by the constitution and by-laws of the Association and to accept and enforce all decisions of the Association made in conformity therewith.

10.6 Each individual shall pay annually to the Association a registration fee, as set by the A.G.M. or a S.G.M. that shall be due and payable by the first day of July in respect of each financial year.

10.7 An individual admitted to registration of the Association shall be entitled to all the advantages and privileges of registration.

10.8 A registered individual ceases to be registered with the Association if that individual:

10.8.1 resigns from registration of the Association;

10.8.2 is expelled from the Association;

10.8.3 fails to renew their registration with the Association by the first day of January after it became due under Section 10.6 of this constitution.

10.9 A registered member may be expelled from the Association, have their registration suspended or be otherwise disciplined if:

10.9.1 False or inaccurate statements are found to have been made in the member's application for registration;

10.9.2 The member is found to have breached any rule, regulation or by-law of the Association; or

10.9.3 The member is found to have acted in a manner detrimental to the Association or Judo.

10.10 An individual that has not paid a registration fee in conformity with Section 10.6 of this Association is not financial and cannot hold any official position on any board, committee, commission, tribunal of the Association and cannot exercise any voting rights on behalf of an affiliated club at any A.G.M. or S.G.M. of the Association.

- 10.11 An individual registered with the Association can only hold a position on any board, committee, commission, tribunal of the Association with the approval of the affiliated club that they are a member of.
- 10.12 Individuals that cease to be registered with the Association for any reason are not entitled to reimbursement of their registration subscription or any portion thereof.

## **11. JUNIOR REGISTRATION**

- 11.1 Any individual who has not attained the age of sixteen (16) years and who is accepted as a registered member of the Association shall be deemed a junior.

## **12. SENIOR REGISTRATION**

- 12.1 Any individual who has attained the age of sixteen (16) years and who is accepted as a registered member of the Association shall be deemed a senior.

## **13. HONORARY LIFE MEMBER**

- 13.1 An individual is eligible for honorary life membership who has given outstanding service to the Association for a minimum period of ten years.
- 13.2 Honorary life membership can only be bestowed at an A.G.M. or S.G.M. of the Association.
- 13.3 An honorary life member is a registered member of the Association for the period of their life or until they resign such position, are expelled from the Association or the position is removed by an A.G.M. or S.G.M.
- 13.4 All fees related to registration to the Association are waived for honorary life members.
- 13.3 The criteria for honorary life membership may change from time to time but will be clearly defined in the by-laws of this constitution.

## **14. COUNTRY REGISTRATION**

- 14.1 A country registration is a Junior, Senior or Honorary Life Member who registers with the Association but resides at a distance of greater than 70 kilometres from the Perth General Post Office.

## **15. ANNUAL GENERAL MEETINGS**

15.1 For the purposes of this Section the following definitions are applicable: -

15.1.1 Registered member – means a junior or senior member as defined in Sections 11 and 12 of this constitution who is a financial registered member of the Association for the financial year in which the A.G.M. or S.G.M. takes place and only includes Honorary Life Members who have submitted a registration form in the required format for the financial year in which the A.G.M. or S.G.M. takes place.

15.1.2 President – includes the manager or an owner of a club.

15.1.3 Delegate – means a senior or honorary life member over the age of eighteen (18) years who is a registered member in conformity with Section 10 of this constitution.

15.1.4 Secretary – includes the assistant manager or an owner of a club.

15.2 The A.G.M. of the association shall be held after the 1st July and before 1<sup>st</sup> August in each year.

15.3 Affiliated clubs shall be sent written notice of the pending AGM at least twenty one (21) clear days prior to the date of the A.G.M.

15.4 An agenda for the AGM will be sent to all affiliated clubs seven (7) days prior to the date for the A.G.M. Members can request agenda items to be added until fourteen (14) days prior to the date for the A.G.M. at which time the agenda shall become final.

15.5 Only items noted on the final agenda will be discussed at the AGM.

15.6 The powers of the A.G.M. shall include the following:

15.6.1 To confirm the minutes of the previous A.G.M. or any S.G.M.

15.6.2 To receive, approve and adopt or otherwise reports from the Executive, the B.O.M. and other committees, commissions, boards and Tribunals.

15.6.3 To receive, approve and adopt or otherwise the audited financial statement for the past year of the association.

15.6.4 To set all fees for the following 12 month period.

15.6.5 To elect the Executive members of Board of Management.

15.6.6 To review, approve or reject applications for affiliation or registration with the Association.

15.6.7 To elect and appoint committees, commissions, boards, Tribunals and delegated to other organisations.

15.6.8 To bestow honorary life membership and special awards.

15.6.9 To determine Association policy on matters pertaining to Judo and provide directions to the B.O.M.

15.6.10 To amend the Constitution or by-laws.

15.6.11 To disallow, rescind or amend any by-law or alteration thereto by the B.O.M.

15.6.12 To expel, suspend, fine or otherwise deal with any affiliated club or registered individual of the Association.

15.7 Only affiliated clubs that conformity with all the requirements of Section 9 of this constitution are eligible to vote at and A.G.M. or S.G.M.

15.8 A club eligible to vote at an A.G.M. or S.G.M. shall be entitled to cast votes in compliance with the following table:-

Club members registered with the Association	Votes
Under 5 (May register through another club)	0
5 – 9	1
10 – 19	2
20 – 29	3
30 – 39	4
40 – 49 etc.	5

15.9 At an A.G.M. or S.G.M. of the Association, financial affiliated clubs may be represented by two (2) delegates. Each delegate has an equal right to speak on any matter before the A.G.M. or S.G.M.

15.10 Only one delegate per financial affiliate club shall have the right to vote and that vote shall be equal to the number of votes permitted under Section 14.8 of this constitution.

15.11 A delegate to an A.G.M. or S.G.M. who is not the President or Secretary of the club they are representing must provide written proof of their capacity to speak on behalf of the club prior to the commencement of the A.G.M. or S.G.M.

15.12 A delegate to an A.G.M. or S.G.M. must be a financial registered member of the Association.

- 15.13 Where a club is represented by two (2) delegates at an A.G.M. or S.G.M. the club will nominate in writing prior to the commencement of the A.G.M. or S.G.M. which delegate has the right to vote.
- 15.14 An honorary life member attending an A.G.M. or S.G.M. shall not have the right to speak or vote thereat unless they are an appointed delegate or voting delegate of a financial affiliated club.
- 15.15 In the event that a financial affiliated club is unable to be represented at an A.G.M. or S.G.M. by a delegate from within their own club, they may nominate one (1) person in writing, who is not a member of their club but is a financial registered member of the Association, to act as a proxy and be their voting and speaking delegate.
- 15.16 A delegate may represent a maximum of two clubs being:
- 15.16.1 the club that they are registered to the Association through; and / or
  - 15.16.2 a club that they hold the proxy vote for.
- 15.17 A proxy vote is to be signed by the President of the club providing the proxy and must clearly state the name of the person delegated to vote on behalf of the said club.
- 15.18 A quorum for an A.G.M. or S.G.M. shall consist of delegates whose voting entitlement is not less than sixty (60) percent of the total number of votes eligible to be cast by the financial affiliated clubs of the association.
- 15.19 If a quorum is not in attendance within thirty (30) minutes of the time and date set for an A.G.M or S.G.M. then the meeting shall not be held and shall be rescheduled to take place 15 minutes later.
- 15.20 At the rescheduled A.G.M. or S.G.M. it shall be competent for those delegates present, even if their voting entitlement represents less than sixty (60) percent of the total number of votes entitled to be cast, to conduct the meeting and it shall be deemed to be a valid and legal meeting.
- 15.21 Decisions at an A.G.M. or S.G.M. shall be made by a simple majority of the affiliated clubs voting entitlement present voting by a show of hands.
- 15.22 A secret ballot on any vote may be required by the Chairperson or not less than three (3) financial affiliated clubs.
- 15.23 The President of the Association shall be the Chairperson at all A.G.M. or S.G.M.'s. Should the President not be present, the Vice President shall be the chair. If the Vice President is also not present then the voting delegates present shall elect a financial registered member of the Association to take the chair.

## **16. SPECIAL GENERAL MEETINGS**

- 16.1 A S.G.M. of the Association shall be held between A.G.M.'s either on the call of the B.O.M. or on the written request, to the Secretary, of three (3) financial affiliated clubs.
- 16.2 The Secretary shall, in consultation with the members of the B.O.M., set a date for the S.G.M. to be held. This date to be within thirty one (31) days of receipt of such request.
- 16.3 The Secretary shall give at least ten days (10) notice, in writing, of the date of the S.G.M. Notice of the S.G.M. shall clearly set out the matters for which the meeting has been called. It shall be competent for the S.G.M. to consider any other matters that relate to or are consequential to the aforesaid matters. It shall not be competent for the S.G.M. to effect an amendment to the Constitution or by-laws that does not relate to, nor is consequential to the aforesaid matters. No other matters shall be dealt with at the S.G.M.
- 16.4 A quorum for an S.G.M. shall be the same as for an A.G.M.
- 16.5 If a quorum is not in attendance within thirty (30) minutes of the time and date set for an S.G.M. then the meeting shall not be held.
- 16.6 If a S.G.M. is not held under Section 15.5 of this Constitution then the matters set out for which the S.G.M. was called cannot be used in full or in part to call another S.G.M. within a period of six (6) months from the date set for the meeting that was not held.
- 16.7 All matters in relation to voting at an S.G.M. are the same as for voting at an A.G.M. under Section 15 of the Constitution.
- 16.8 All matters in relation to the Chair of a S.G.M. are the same as for the Chair at an A.G.M. under Section 14 of the Constitution.

## **17. BOARD OF MANAGEMENT AND THE EXECUTIVE**

- 17.1 Management of the Association shall be vested in the B.O.M. consisting of an executive and one financially registered member of each club of the Association.
- 17.2 Each club shall nominate a member of their club who is a financial registered member of the Association to a position on the B.O.M. at each A.G.M.
- 17.3 The executive of the B.O.M. shall consist of the:
- 17.3.1 President
  - 17.3.2 Vice President
  - 17.3.3 Secretary

#### 17.3.4 Treasurer

- 17.4 The executive shall be nominated for election to their position at an A.G.M. The nomination shall be in writing, signed by any two (2) financial registered senior members of a financial affiliated club.
- 17.5 A B.O.M. member who is not a member of the executive may not hold or continue to hold a position on the B.O.M. without the approval of the financial affiliated club that nominated them to the position.
- 17.6 The President and Vice President of the Association should be recognised Dan grades of the Association. This however can be voted on at the AGM taking into consideration specific knowledge that would benefit the Association.
- 17.7 All members of the B.O.M. shall be over eighteen (18) years of age and shall be financial registered members of the Association.
- 17.8 The term of office of all members of the executive shall be two (2) years. Executive members will be eligible for election for up to a maximum of three (3) consecutive terms in the same executive office. If after three (3) consecutive terms there are no nominations from any other eligible person for the executive position, other than the person who has been in the position for the previous three (3) terms, the same person may be elected to the position for one year until the next A.G.M.
- 17.8.1 At each A.G.M. two (2) positions of the executive shall become vacant. Those positions shall be the President and Secretary or Vice President and Treasurer on alternate years.
- 17.9 A quorum for the B.O.M. shall be four (4) of the B.O.M. members with at least two of these being executive members.
- 17.10 At a B.O.M. meeting only the members present under Section 17.2 of this Constitution shall have a voting right.
- 17.10.1 At a B.O.M. meeting, each B.O.M. member vote has an equal value to any other B.O.M. member vote.
- 17.10.2 An executive member may have a voting right if they are also a member present under Section 17.2 of this Constitution.
- 17.10.3 The Chairperson of the B.O.M. meeting, regardless if they are an executive member or not, retain a casting vote under Section 18.8
- 17.11 A vote by proxy is not permitted at a B.O.M.
- 17.12 The B.O.M. shall exercise, subject to the decisions made at an A.G.M. or S.G.M., all the powers of the Association and do all such acts and things as may be done by the Association or which it considers necessary or expedient to carry out the objects of the Association; including but not limited to:

- 17.12.1 To purchase, take on, lease or in exchange, hire or otherwise acquire and hold any real or personal property including any rights and privileges.
- 17.12.2 To sell, exchange, lease, let, mortgage, pledge, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Association.
- 17.12.3 To buy, sell, supply and deal in goods of all kinds.
- 17.12.4 To conduct appeals for funds and to accept donations whether of real or personal estate and devises and bequests.
- 17.12.5 To borrow and raise money.
- 17.12.6 To invest funds not immediately required.
- 17.12.7 To appoint, employ and in its discretion pay officers, agents and servants and to dismiss and suspend the same.
- 17.12.8 To affiliate or collaborate with any association or body the objects of which are in accord with those of the Association.
- 17.12.9 To make a charge or charges for any service supplied by the Association.
- 17.12.10 To maintain insurance against loss, damage or injury or other insurance considered expedient.
- 17.12.11 To hold and administer property on trust.
- 17.12.12 To erect buildings and to renovate, repair, reconstruct, alter, improve, add to and demolish any buildings or structures now or hereafter vested in the Association.
- 17.12.13 To co-opt any financial registered member or members of the Association to assist in the execution of its duties, and from time to time to form any sub-committee or sub-committees to assist it in the execution of its duties and for the purpose of inquiring into and reporting on any question referred to them by the B.O.M.
- 17.12.14 To disband any such sub-committee or cease any such co-option under Section 17.11.1 at any time.
- 17.12.15 To fill any casual vacancy on the executive of the B.O.M. that may from time to time arise by co-opting a financial registered member of the Association to the executive of the B.O.M.
- 17.12.15.1 The financial registered member so co-opted may remain on the executive of the B.O.M. until the next A.G.M. when the vacant position shall be advertised or to a S.G.M. so called to vote on the vacant position.

17.12.15.2 The B.O.M. may at any time remove a person co-opted under Section 17.11.15.1 and appoint another financial registered member of the Association to the vacant position.

17.12.16 To grant to any member of the executive of the B.O.M. or any employee of the Association a leave of absence for a specified period, not exceeding the residue of their term of office on the executive of the B.O.M. or period of employment.

17.12.17 To co-opt any financial registered member of the Association, not already being a member of the executive of the B.O.M., as a temporary member of the executive of the B.O.M., during any approved leave of absence granted to an executive member of the B.O.M. member under 17.11.16.

## **18. VOTING**

18.1 In the intervals between A.G.M.'s of the Association, any action that may be lawfully undertaken at an A.G.M. may be taken by mail or electronic vote of the financial affiliated clubs.

18.2 For an issue to be decided by a mail or electronic vote all those persons with a right to take part in the voting process must be provided with an equal opportunity to take part in the mail or electronic vote.

18.3 At an A.G.M., S.G.M., or any meeting of an Association board, committee, commission or tribunal a person not present at the meeting but with a right to vote at the meeting may cast their vote on any issue by a mail or electronic vote.

18.4 It shall not be acceptable at any meeting for Association purposes to cast a proxy vote by mail or electronic vote.

18.5 A record of any mail or electronic vote must be kept and where applicable placed in the minutes of the Association.

18.6 Voting will normally be by a show of hands or verbal response but in the case of a secret ballot, mail vote or dependent on the format of an electronic vote will be in writing.

18.7 A declaration by a meeting Chairperson that a motion has been carried, or carried unanimously, or lost, shall be final and conclusive.

18.8 In the case of an equality of votes then the Chairperson of the meeting shall have a casting vote.

## **19. MINUTES**

- 19.1 Proper minutes of all proceedings of each A.G.M., any S.G.M., meetings of any Association board, committee, commission or tribunal constituted from time to time under this Constitution or By-laws shall be kept.
- 19.2 The minutes kept pursuant to Section 19.1 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 19.3 Where minutes are signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and all elections and appointments made at a meeting shall be deemed to be valid.

## **20. DELEGATION**

- 20.1 The Association or the B.O.M. may, in writing, delegate a power or function (save for this power of delegation) under this Constitution or the By-laws.
- 20.2 A delegation under Section 20.1:-
- 20.2.1 May be made subject to such conditions as the delegator thinks fit:
- 20.2.2 Is revocable at will:
- 20.2.3 Does not derogate from the power of the delegator to act in any manner.

## **21. VALIDATION OF ACTS OF THE B.O.M.**

- 21.1 All acts done at any meeting of the B.O.M. shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the B.O.M. or any member thereof, or that any member was disqualified or suspended, be valid as if every member had been properly appointed and was properly qualified to act.

## **22. DISCLOSURE OF INTEREST**

- 22.1 Any member of the Association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made or in the contemplation of, an A.G.M., S.G.M., or any meeting of an Association board, committee, commission or tribunal that the member is a member of, shall, as soon as they become aware of their interest, disclose the nature and extent of their interest to the meeting and the B.O.M.

22.2 Section 22.1 does not apply in respect of a pecuniary interest that exists only by virtue of the fact:

22.2.1 that the person is an employee of the Association; or

22.2.2 that the person is a member of a class of people for whose benefit the Association was established

22.3 Where a pecuniary interest is declared in a contract or proposed contract in accordance with Section 22.1, or the person's interest is such that it need not be disclosed under Section 22.2;

22.3.1 The contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association.

22.3.2 The person is not liable to account for profits derived from the contract.

22.4 The association will record every disclosure made under Section 15.1 in the minutes of the B.O.M.

22.5 Any member of the Association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made or in the contemplation of, an A.G.M., S.G.M., or any meeting of an Association board, committee, commission or tribunal that they are a member of, shall not take part in any deliberations or decision with respect to that contract or proposed contract.

## **23. FINANCE**

23.1 The financial year shall be from 1 July to 30 June of the following year.

23.2 All monies of the Association shall be paid into the account of the Association at such bank as the BOM may from time to time direct.

23.3 The books and accounts of the Association shall be audited by a qualified auditor at the conclusion of each financial year.

23.4 The Association shall keep such accounting records as are necessary to correctly record the financial transactions and financial position of the Association for a minimum period of seven (7) years.

23.5 The Treasurer shall table a statement showing the financial position of the Association at each BOM meeting.

23.6 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association for a minimum period of seven (7) years.

## **24. COMMON SEAL**

- 24.1 The Association shall have a common seal on which shall appear the name of the Association.
- 24.2 The Common Seal shall remain in the custody of an Executive Member of the BOM.
- 24.3 The seal shall not be affixed to any deed or other document except pursuant to a resolution of the BOM or an A.G.M. or S.G.M. and in the presence of the President and one other member of the BOM, both of whom shall subscribe every document to which it is affixed as witnesses.

## **25. GRADES**

- 25.1 The Association is the sole authority for the awarding of its grades in Western Australia.
- 25.2 The Association may delegate to members who are financially registered members of the Association the authority to recommend the award of its grades to other financially registered members of the Association.

## **26. AMENDMENTS TO THE CONSTITUTION**

- 26.1 No alteration shall be made to the Constitution unless a resolution containing the proposed alterations shall have been passed at an Annual General Meeting or a Special General Meeting of the Association by a three-fourths majority vote of the total number of votes eligible to be cast by the voting delegates present at such meeting.
- 26.2 A motion to amend the Constitution shall be specific and shall refer to the section and paragraph concerned, specifying the words to be deleted and the words (if any) to be inserted and shall then quote the paragraph sought to amended and the relevant portion of the paragraph as it would appear if amended.

## **27. BY-LAWS**

- 27.1 The B.O.M. may promulgate by-laws governing the day to day running of the Association including matters relating to gradings, refereeing, coaching, competition, sporting relations, investigations and appeals and may vary and interpret such by-laws.
- 27.2 By-laws may be formulated, amended or rescinded at a meeting of the B.O.M. by a three-fourths majority vote of the total number of votes eligible to be cast by the B.O.M. members present at such meeting.

## **28. INDEMNITY**

28.1 Members of the Association and the Board of Management shall be responsible only for the consequences of their own personal wilful default or neglect and not for the default or neglect of any other person and shall be indemnified by the Association against all other liability incurred by them in the course of their duties as members of the Association and the Board of Management.

## **29. REGISTERS**

29.1 The Secretary shall keep, or cause to be kept, a register of:-

29.1.1 Affiliated clubs; and

29.1.2 Registered individuals; and

29.1.3 Dan grades; and

29.1.4 Referees; and

29.1.5 Coaches; and

29.1.6 Assets; and

29.1.7 Honorary Life Members; and

29.1.8 The Constitution and By-laws; and

29.1.9 Members of any Board, Committee, Commission or Tribunal of the Association.

## **30. SAFE CUSTODY**

30.1 The B.O.M. shall make appropriate arrangements for the safe custody of the Association records, property and securities in accordance with the Act.

## **31. INSPECTION OF RECORDS AND DOCUMENTS**

31.1 In accordance with the Act every financial registered member of the Association shall be entitled to inspect the books and records of the Association in regards to the Register of Financial affiliate clubs, financial registered members, rules and members of any Board, Committee, Commission or Tribunal of the Association.

31.2 Any financial registered member desiring to inspect the records and documents of the Association must notify the Secretary in writing and the Secretary shall advise the member of a time and place where the records and documents can be inspected. The date of such inspection shall not be later than fourteen days after the receipt of such notice by the Secretary.

31.3 Any financial registered member so inspecting the records and documents of the Association may make a copy of or take an extract from the record or document but shall have no right to remove the record or document for that purpose.

## **32. DISSOLUTION**

32.1 The Association may at any time be dissolved by a resolution for that purpose at an A.G.M. or S.G.M.

32.2 A resolution for winding up or dissolution of the Association shall be passed if there is a four-fifths majority vote or greater of the total number of votes eligible to be cast by the voting delegates present at such meeting.

## **33. DISTRIBUTION OF SURPLUS PROPERTY**

33.1 If, on the dissolution of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that dissolution, the same shall not be paid to, transferred or distributed amongst the affiliated clubs or registered members of the Association.

33.2 Any surplus property shall be distributed to another association incorporated under the Act; which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the B.O.M. under Section 33 (3) of the Act to prepare a distribution plan for the surplus property of the Association.

## **34. TRANSITIONAL ARRANGEMENTS**

34.1 The Constitution of the Association adopted on the 31<sup>st</sup> of May 1998 as amended is hereby repealed.

34.2 The financial affiliated clubs and registered members and honorary life members recognised under the Constitution of the Association hereby repealed shall automatically become financial affiliated clubs and registered members of the Judo Western Australia Association on the adoption of this Constitution.

- 34.3 All parts of the Constitution requiring financial affiliation or financial registration for a specific period of time prior to being able to exercise a voting right are waived for the financial affiliate clubs and financial registered members who form the Association under Section 34.2 at the time of adoption of this Constitution.
- 34.4 The waiver in Section 34.3 exists only for the commencement financial year of this Constitution and does not continue into the future.
- 34.3 The financial members, life members and clubs, at the time of adoption of this Constitution by the Western Australian Kodokan Judo Association shall automatically become financial affiliated clubs and registered members of the Judo Western Australia Association.
- 34.4 The first executive of the B.O.M. shall be those members as agreed upon by the members constituting the B.O.M. under this Constitution at the time of adoption.
- 34.5 If the Western Australian Kodokan Judo Association adopt this Constitution at the same time as or within six (6) months of it being adopted by the Judo Federation of Australia: Western Australia (Inc.) then, regardless of Section 34.4 of this Constitution, the executive of the B.O.M. shall be as agreed upon by the members constituting the B.O.M. under this Constitution at the time of the Western Australian Kodokan Judo Association adopting this Constitution.
- 34.6 To enable succession under 17.8.1, regardless of Section 17.8, the B.O.M. executive positions of Vice President and Treasurer shall become vacant at the 2006 A.G.M.

The first term of office for executive members of the B.O.M. shall expire at the 2006 A.G.M. of the Association unless an executive member vacates their office prior to that time.