



JUDOWA

Constitution
Judo Western Australia (Inc.)

Revised August 2023

TABLE OF CONTENTS

1	NAME	3
2	INTERPRETATION	3
3	OBJECTIVES	5
4	POWERS OF JUDO WA	6
5	MEMBERS	7
6	SUBSCRIPTION AND FEES	8
7	TERMINATION OF MEMBERSHIP OF JUDO WA	9
8	SUSPENSION OR EXPULSION OF MEMBERS OF JUDO WA	9
9	DISCIPLINE OF MEMBERS	10
10	POWERS OF THE BOARD	10
11	DELEGATES	11
12	ANNUAL GENERAL MEETINGS	12
13	NOTICE OF GENERAL MEETINGS	12
14	BUSINESS	13
15	SPECIAL GENERAL MEETINGS	13
16	PROCEEDINGS AT GENERAL MEETINGS	14
17	PROXY AND MAIL VOTING	16
18	COMPOSITION OF THE BOARD	17
19	ELECTED DIRECTORS	18
20	APPOINTED DIRECTORS	19
21	APPOINTMENT OF CHAIRPERSON	20
22	LEAVE OF ABSENCE	20
23	VACANCIES OF THE BOARD	20
24	MEETINGS OF THE BOARD	22
25	CONFLICTS	24
26	EXECUTIVE OFFICER	25
27	TRANSITIONAL PROVISIONS	26
28	MINUTES	26
29	COMMON SEAL	26
30	BY LAWS AND POLICIES	27
31	DISPUTES AND MEDIATION	28
32	INDEMNITY	28
33	REGISTER OF MEMBERS OF JUDO WA	28
34	DISTRIBUTION OF SURPLUS PROPERTY	29

Constitution

1. NAME

1.1 The name of the Association is, "Judo Western Australia (Inc)". Herein after referred to as Judo WA. Judo WA, with Board approval, may adopt a trading name without affecting the powers or interpretation of this constitution.

2. INTERPRETATION

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

Act means the Associations Incorporation Act 2015.

AGM means Annual General Meeting.

Affiliate Club means an approved club of an judo related discipline that is aligned/affiliated to Judo WA as referred to in Rule 5.1.1;

Appointed Director means a Director appointed under Rule 20.

Board means Directors of Judo WA acting collectively.

Board Meeting means a meeting referred to in Rule 24.

By-Law means any By-Law, regulation or policy made by the Board under Rule 30.

Country Club is an affiliated club with a registered address greater than 70km from the Perth CBD.

Country Member is a registered member residing a distance greater than 70km from the Perth CBD.

Chairperson means, in relation to the proceedings at a Board meeting or General Meeting, the person presiding at the committee meeting or General Meeting in accordance with Rule 20.

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act.

Delegate means the person/s nominated by an Affiliate Club to represent that entity at any Judo WA meeting under Rule 11.

Director means appointed and elected directors referred to in Rule 19 and 20.

Elected Director means a Director elected under Rule 19.

Electronic Mail means the exchange of digital messages or other means of electronic transmission of data, which can be stored as approved from time to time by the Board.

Executive Officer means the person who is appointed under this Constitution to carry out the duties set out in Rule 26.3, whether known as the Executive Officer or otherwise.

Financial Year means the period commencing 1 July and concluding on 30 June in the following year.



Constitution

General Meeting means the Annual General Meeting or any Special General Meeting of Judo WA.

Individual Member means an Individual Member as defined in Rule 5.1.2.

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

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

Judo WA means Judo WA referred to in Rule 1.

Junior Member means a registered member under the age of 16 years

Member means a person registered with the Judo WA pursuant to Rule 5.

Policy means a Policy established under the By-Laws of Judo WA.

Poll means voting conducted in written or electronic form (as opposed to a show of hands).

Seal means the common seal of Judo WA and includes any official seal of Judo WA.

Senior Member means a registered member aged 16 years or over.

Special General Meeting means a General Meeting other than the Annual General Meeting or Association Meeting.

Special Resolution means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting.

3. OBJECTIVES

3.1 The objectives of the Judo WA shall include:

- a) To provide a State Association, Judo WA that represents the interests of its members the Community and State regarding Judo.
- b) To co-ordinate, develop and promote Judo.
- c) To advance the interests of Judo with Western Australian governmental organisations, sporting bodies, the business community and other stakeholder and partnership groups.
- d) To provide Judo services to the community of Western Australia.
- e) To manage state teams which represent Western Australia at national and international competition.
- f) To provide uniform rules for the regulation and management of Judo and the staging of contests in Judo throughout Western Australia.
- g) To encourage contact and exchange between the Judo WA, Nationally and internationally
- h) To initiate or sponsor any appropriate activities which relate to the objects of the Judo WA.



Constitution

- i) To adjudicate where necessary in issues between affiliated clubs and/or registered members and affiliated clubs.
- j) To represent affiliated clubs and registered members regarding Judo WA affiliation with, or membership to other organisations.

3.2 Promotion of Objects

The property and income of Judo WA shall be applied solely towards the promotion of the objects of Judo WA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3.3 Interpretation

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

- 3.3.1 any matters of ambiguity relating to this constitution, shall be resolved by the Board in its sole discretion.

4. POWERS OF JUDO WA

The powers conferred on Judo WA are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, Judo WA may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;

Constitution

- (c) invest its money:
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of Judo WA;
- (d) borrow money upon such terms and conditions as Judo WA thinks fit;
- (e) give such security for the discharge of liabilities incurred by Judo WA as Judo WA thinks fit;
- (f) appoint agents to transact any business of Judo WA on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution.

5. MEMBERS

5.1 Category of Members

Subject to Rule 5.1.4 Judo WA shall consist of the following Members:

- a) Affiliate Clubs;
- b) Individual Members;
- c) Life Members; and
- d) Such new categories of Members, created in accordance with Rule 5.1.4.

Any individual, with the exception of remote athletes or Directors, must be affiliated with an Affiliate Club in accordance with this constitution.

5.1.1 Affiliated Club

Each Affiliated Club shall:

- (a) be an incorporated entity, a registered business, *or operate under the auspice of a legal entity*;
- (b) elect or appoint two (2) delegates, who shall have the right to be present and debate but only one (1) delegate may vote on behalf of the Affiliated Club at General Meetings, in accordance with Rule 11;
- (c) have the minimum number of registered athletes as set down by the Board from time to time in order to be granted or retain affiliation with Judo WA;
- (d) take all necessary steps to ensure its constitution and/or associated policies, clearly reflect the objects of Judo WA and are otherwise in a form acceptable to the Board;
- (e) ensure its constitution and/or policies are amended to conform with any amendments made to this constitution;



Constitution

(g) In accordance with the financial reporting requirements under the Act, Affiliated Clubs which are incorporated, shall provide a copy of the appropriate financial reports following the Affiliated Club Annual General Meeting.

5.1.2 Individual Members

- a) Individual Member means a registered financial individual member of Judo WA or Affiliate Club;
- b) Each Individual Member must be registered with an Affiliate Club unless they are a remote athlete and obtain the approval of Judo WA to register direct;
- c) Individual Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

5.1.3 Life Members

Will be appointed in accordance with the criteria and procedure set out, from time to time by the Board, in the policies. Any conditions, obligations or privileges of life membership shall be as prescribed in the policies. Life Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

5.1.4 Creation of new categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined appropriate, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights without the approval of Affiliated Clubs.

5.5 Transitional Provisions

All entities who were Affiliate Clubs or Individual Members of Judo WA prior to the time of approval of amendments to this constitution under the Act, shall retain their membership category and will be entitled to such benefits as are conferred on the membership category by Judo WA until required by this constitution to renew their membership.

6. SUBSCRIPTIONS AND FEES

6.1 Affiliate Club Fees

(a) Each Affiliate Club shall in each Financial Year pay to Judo WA, membership fees being:

- i. an affiliation fee, and
- ii. the membership fees which shall be paid to Judo WA prior to an Affiliate Club affiliating individual members.

(b) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to Judo WA, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

(c) The Executive Officer shall notify Affiliated Clubs of the affiliation and membership fees for the following Financial Year in a timely manner.

(d) Any Affiliated Club that has not paid all monies due and payable by Affiliated Club to Judo WA may (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time, prescribed in Rule 8 of this constitution. Rights will be suspended until such time as the monies are fully paid or as otherwise determined in the Board's discretion. In the meantime, the Affiliate Club shall have no automatic right to resign from Judo WA, and shall be dealt with at the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Affiliated Club as an Affiliated Club, or impose other conditions or requirements as the Board considers appropriate.

6.2 Other Registered Member Fees

(a) Each Individual Member, through its Affiliate Club (or in the case of a country member to Judo WA direct) shall pay each year to Judo WA, membership fees, being an amount that shall be determined by the Board from time to time.

(b) Life Members of Judo WA shall not pay any fees to Judo WA.

7. TERMINATION OF MEMBERSHIP OF JUDO WA

Membership of Judo WA may be terminated upon:

(a) receipt by Judo WA of a notice in writing from a Member of their resignation from Judo WA. Such Member remains liable to pay to Judo WA the amount of any subscription due and payable by that Member to Judo WA but unpaid at the date of termination; or

(b) non-payment by a Member of their Member fees within three months of the date fixed by Judo WA for subscriptions to be paid, unless the Board decides otherwise; or

(c) expulsion of a Member in accordance with Rule 8.

8. SUSPENSION OR EXPULSION OF MEMBERS OF JUDO WA

(a) If the Board considers that a Member should be suspended or expelled from membership of Judo WA because of conduct detrimental to the interests of Judo WA, the Board must communicate in writing, to the Member:

- i. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- ii. particulars of that conduct, not less than thirty (30) days before the date of the Board meeting referred to in Rule 8 (a)i.

(b) At the Board meeting referred to in a notice communicated under Rule 8a the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that Member from membership of Judo WA and must, after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.



Constitution

(c) Subject to Rule 8a, a Member has their membership suspended or ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to them under Rule 8 (b)

(d) A Member who is suspended or expelled under Rule 8(b) must, if they wish to appeal against that suspension or expulsion, give notice in writing to the Board of their intention to do so within the period of fourteen (14) days referred to in Rule 8(c).

(e) When notice is given under Rule 8(d):

- i. Judo WA in a General Meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Judo WA at the General Meeting;
- ii. the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel them is confirmed under this sub-rule; and
- iii. any decision shall be recorded in the minutes of each relevant Board meeting.

9. DISCIPLINE OF MEMBERS

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

- i. breached, failed, refused or neglected to comply with a provision of this constitution, policies or any resolution or determination of the Board or any duly authorised committee; or
- ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Judo WA and/or the sport of judo and its related disciplines; or
- iii. brought Judo WA, the sport of judo or its related disciplines into disrepute:

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of Judo WA as set out in Judo WAs policies.

10. POWERS OF THE BOARD

(a) Subject to the Act and this constitution the governance of Judo WA shall be exercised by the Board. In particular, the Board as the controlling authority of Judo WA shall be responsible for acting on all State issues in accordance with the objects of Judo WA and shall operate for the collective and mutual benefit of Judo WA and the sport of judo throughout Western Australia.

(b) The Board, subject to the Act and this constitution, shall have the power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of Judo WA.

(c) The Board Directors shall comply with Judo WA Board Charter, including but not limited to the following actions:

- i. a duty of care and diligence;



Constitution

- ii. a duty to act in good faith in the best interests of Judo WA and for a proper purpose;
- iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to Judo WA.

(d) The duties outlined in Rule 10(c) will also apply to other officers of Judo WA, which include persons who:

- i. participate in making decisions that affect a whole or substantial part of Judo WA operations;
- ii. have the capacity to significantly affect Judo WA's financial standing; and
- iii. with whose instruction the Board is accustomed to act.

10.1 Committees of the Board

The Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of suitably skilled persons as determined by the Board. A Director of the Board of Judo WA shall be appointed Chairperson of any such committee. The terms of reference for each committee shall be determined by the Board.

10.2 Payments

A Director of the board is entitled to be paid out of the funds of Judo WA for any out-of-pocket expenses for travel and accommodation properly incurred in attending to business of judo WA.

11. DELEGATES

11.1 Appointment of Delegates

Each Affiliate Club may be represented by two (2) Delegates, however only one (1) delegate may vote on behalf of the Affiliate Club.

A Delegate must:

- (a) be a Member over the age of 18 years of the Affiliate Club and the Affiliate Club must be a current financial member of Judo WA,
- (b) be appropriately empowered by the appointing Affiliate Club to consider, make decisions and vote in proceedings as per this constitution,
- (c) not be a Director of Judo WA,
- (d) not be an employee of Judo WA; and
- (e) not be a Delegate for more than one (1) Affiliate Club.

12. ANNUAL GENERAL MEETINGS

An Annual General Meeting of Judo WA shall be held in accordance with the provisions of the Act and this constitution, on a date and at a venue to be determined by the Board,



Constitution

in every calendar year within four (4) months after the end of Judo WA's financial year or such longer period as may in a particular case be allowed by the Commissioner.

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

12.1 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Affiliate Club shall be represented at, or take part in a General Meeting, unless all monies in accordance with Rule 6, then due and payable to Judo WA are paid.

13. NOTICE OF GENERAL MEETINGS

13.1 Notice of Annual General Meetings

The Executive Officer shall be responsible for;

- (a) giving notice of the Annual General Meeting to all Board Directors, Affiliate Clubs, and Life Members,
- (b) notice of the Annual General Meeting shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting, and
- (c) distributing, at least 21 days prior to the Annual General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

13.2 Notice of General Meetings

The Executive Officer shall be responsible for:

- (a) giving notice of General Meetings to all Board Directors and Affiliate Clubs;
- (b) notice of the General Meetings shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- (c) distributing, at least 21 days prior to the General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

14. BUSINESS

14.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Board (including the activities of Judo WA during the preceding Financial Year and activities of the Board), auditors report and the confirmation of Elected Directors and Life Membership.



Constitution

(b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 15 shall be special business.

14.2 Business Transacted

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

15. SPECIAL GENERAL MEETINGS

(a) Excluding the Annual General Meeting, the Board may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Board.

(b) The Board shall on the requisition in writing by no less than 50 % of Affiliate Clubs convene a Special General Meeting.

(c) The requisition for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to Judo WA and shall be signed by the Affiliate Clubs making the requisition.

(d) If the Board does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to Judo WA, the Affiliate Clubs making the requisition, may convene a Special General Meeting to be held not later than one (1) month after that date.

(e) A Special General Meeting convened under Rule 15(b) of this Constitution shall be convened in the same manner, in which meetings are convened by the Board. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.

(f) In accordance with the Act, should the Commissioner for Consumer Protection direct that a special general meeting be held, it will be conducted in accordance with this Constitution.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of Judo WA shall be a minimum of twenty five (25) per cent of Affiliate Clubs eligible to vote.

16.2 Conduct of Meeting

Without limiting the power of the Board to regulate a meeting as they think fit, a General Meeting may be held where one or more of the Delegates is not physically present at the meeting, provided that:

(a) prior notification of requirements to satisfy Rule 13.2 are communicated to the Executive Officer;



Constitution

(b) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;

(c) notice of the meeting is given to all Affiliate Clubs entitled to notice in accordance with Rule 13.2; and

(d) in the event that a failure in communications prevents the condition in Rule 16.2(b) from being satisfied by that number of participants that constitutes a quorum, and insufficient Delegates are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition at Rule 16.2(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

16.3 Chair of General Meetings

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

16.4 Adjournment of Meeting

(a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 16.4.

(b) When any General Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Affiliate Clubs then present, is not less than half the number required for a quorum.

(c) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(e) Except as provided in Rule 16(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.5 Voting Procedure

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

(a) by the Chair; or



Constitution

(b) by at least three (3) Affiliate Clubs present in person at the meeting.

16.6 Voting Entitlements

(a) Subject to this constitution; Affiliate Clubs shall be entitled to vote at General Meetings in accordance with Rule 5.1 and with the total number of votes as per table a.

Total Registered Judo WA Affiliated Club Members as at the date notice of the meeting is issued	Votes
Under 5	0
5-20	1
21-40	2
41-60	3
61-above	4

(b) Subject to this constitution, Affiliate Club's votes shall be exercised by the Delegates. No other Member shall be entitled to vote, but shall, subject to this constitution have, and be entitled to exercise, those rights set out in Rule 11.

(c) All votes shall be given personally or by mail, as provided in Rule 17.

16.7 Recording of Determinations

Unless a Poll is demanded under Rule 16.8, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the minutes of the proceedings of Judo WA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.8 Where Poll Demanded

If a Poll is duly demanded under Rule 16.7 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

16.9 Resolutions at General Meetings

Except where a Special Resolution is required, all motions at General Meetings shall be determined by a majority vote of eligible Affiliate Clubs.

16.10 Minutes

(a) The Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are minuted, together with a record of the names of persons present at all meetings.

(b) Any Member of Judo WA, on giving reasonable notice to the Executive Officer, may inspect the Minutes of any General Meeting.

(c) Within 14 days after each General Meeting, the Executive Officer shall supply to each Affiliate Club a copy of the minutes of the General Meeting.

17. PROXY AND MAIL VOTING

Constitution

17.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

17.2 Mail Voting

(a) Should an issue arise between General Meetings which requires a decision or ratification by Affiliate Clubs, the Board may at its discretion submit a proposed motion to a mail vote in such manner as it considers necessary.

(b) Any such mail vote shall be in accordance with the following procedure:

- i. The Executive Officer shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Affiliate Club eligible to vote.
- ii. Such dispatch shall be, at the discretion of the Chairperson, either by post or by electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.
- iii. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Affiliate Club;

a. in the case of dispatch by post - five (5) working days after posting;

b. in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.

(c) All votes shall be received by the Executive Officer in the case of:

- i. mail votes – within 14 days of dispatch of the proposed motion and notice, unless otherwise advised;
- ii. electronic mail - (e-mail) at the time and date as specific in the notice.

(d) Upon the close and counting of voting, a scrutineer appointed by the Board shall examine the votes as tallied and advise each Affiliate Club of the result.

(e) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisation on behalf of Judo WA, shall be valid and binding in all respects.

18. COMPOSITION OF THE BOARD

The Board shall comprise:

(a) Four (4) Elected Directors elected in accordance with Rule 19.2;

(b) Three (3) Appointed Directors who shall be appointed in accordance with Rule 20;

Subject to this Rule, the Chairperson must preside at all General Meetings and Board Meetings. In the event of the absence from a General Meeting or a Board meeting of the Chairperson:

(a) a Director elected by those Directors present at the General Meeting must preside at the General Meeting; or

(b) in the event of the absence of the Chairperson from a Board meeting, a Director appointed by the other Directors present at the Board Meeting must preside at the Board Meeting.

19. ELECTED DIRECTORS

19.1 Qualifications for Elected Directors

(a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in Judo WAs policies.

(b) Elected Directors should have a knowledge of judo, its stakeholders and a commitment to the development of the sport of judo.

(c) Nominees for Elected Director positions on the Board must declare any position they hold in Judo WA, an Affiliate Club, including as an office bearer, director or a business owner.

19.2 Elections of Elected Directors

(a) At least 35 days before the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations shall be given to each Affiliate Club, notifying each Affiliate Club of the positions on the Board for which an election is to be held and calling upon Affiliate Clubs to nominate persons for election to the Board.

(b) A nominee must be a member of Judo WA, or their parent/guardian, and aged at least 18 years or over.

(c) Nominations for Elected Directors must be:

- i. in writing on the prescribed form provided for that purpose;
- ii. signed by 2 authorised personnel of the affiliated club and;
- iii. signed by the nominee expressing a willingness to accept the position for which they have nominated and may, if desired by the nominee, be accompanied by a written statement of not more than 350 words specifying background information, qualifications, skills and experience of the nominee and particulars of why the nominee has nominated for election.

(d) Nominations must be received by the Executive Officer at least 21 days prior to the relevant Annual General Meeting (excluding the meeting date).

(e) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those persons nominated shall be duly elected.

(f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken as follows:



Constitution

- i. At least 14 days prior to the Annual General Meeting, each Affiliate Club entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.
- ii. The notice specifying the nominees for election will contain:
 - a. the number of positions on the Board for which an election is required and whether the positions are general Board Director positions or the position of Chairperson;
 - b. the names of each nominee and
 - c. if provided, the written statement supplied in accordance with Rule 19.2(c)iii.
- (g) Each Affiliate Club desiring to vote in the election will complete and return the voting form to the offices of Judo WA by no later than 5pm, 7 days prior to the Annual General Meeting (excluding the day of the meeting).
- (h) The voting shall be conducted by majority vote.
- (i) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions shall be dealt with in accordance with Rule 23.
- (j) At the Annual General Meeting the Chair at that meeting shall announce the result of the election.

19.3 Term of Appointment

- (a) Subject to the transitional provisions contained in Rule 27, Elected Directors shall be elected in accordance with this constitution, for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the second Annual General Meeting following.
- (b) Should any adjustment to the term of Elected Directors elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this constitution with approximately half of the Elected Directors positions being declared vacant each year.
- (c) An Elected Director shall serve no more than three (3) consecutive two (2) year terms.
- (d) If an Elected Director has served three consecutive terms, he or she may not be elected as a Director again until the second annual general meeting after the end of their third term of office.

20. APPOINTED DIRECTORS

The Board shall fill the vacant Appointed Directors positions as soon as practicable, after the Annual General Meeting in accordance with Rule 20.1.

20.1 Qualifications for Appointed Directors

The Appointed Directors may have specific skills as required by the Board in commerce, finance, marketing, law or business generally or such other skills that complement the Board composition. An Appointed Director does not need to be a Member of a Judo WA Affiliated Club.



Constitution

20.2 Term of Appointment

- (a) Subject to the transitional provisions contained in Rule 27, the Appointed Director shall be appointed by the Board in accordance with this constitution for a term of two (2) years, commencing from their date of appointment and concluding at the conclusion of the following Annual General Meeting.
- (b) An Appointed Director may serve no more than three (3) consecutive two (2) year terms.
- (c) If an Appointed Director has served three consecutive terms, he or she may not be appointed as a Director again until the second annual general meeting after the end of their third term of office.

21. APPOINTMENT OF CHAIRPERSON

The Directors must elect a Chairperson who will hold office for the balance of their current term of appointment.

22. LEAVE OF ABSENCE

The Board of Directors may, in its discretion, grant leave of absence to a Director following consideration of an application submitted in writing to the Board provided:

- (a) if such period is less than six (6) months, the Board of Directors may appoint a temporary replacement from amongst the membership;
- (b) if, in the case of an Elected Director, such period is six (6) months or more, that Director is taken to have resigned their position and a casual vacancy arises, but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired;
- (c) if, in the case of an Appointed Director, the remaining Directors decide that granting the leave of absence would impede the Board of Directors in its role, the Appointed Director's term may be ended and a new Director appointed; and,
- (d) the leave of absence cannot exceed the remaining term of office of the Director.

23. VACANCIES OF THE BOARD

23.1 Grounds for Termination of a Director

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

- (a) dies;
- (b) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns from office in writing to Judo WA;

- (e) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (f) takes up any office of salaried employment of Judo WA;
- (g) without the prior consent or later ratification of the Affiliate Clubs in a General Meeting holds any position of remuneration under Judo WA;
- (h) is directly or indirectly interested in any contract or proposed contract with Judo WA and fails to declare the nature of that interest;
- (i) if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Board or offer their resignation;
- (j) is removed from office by Special Resolution under Rule 23.2;
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- (l) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to Judo WA or the Board's good governance of Judo WA; or
- (m) brings the sport of judo into disrepute.

23.2 Removal of a Director

- (a) The Affiliate Clubs in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Director before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 23.
- (b) The Board, by a majority vote, may remove any Appointed Director, before the expiration of their term of office. If an Appointed Director is removed in accordance with this Rule, the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 23.
- (c) Where the Director to whom a proposed resolution referred to in Rule 23.2 makes representations in writing to the Executive Officer and requests that such representations be notified to the Members, the Executive Officer may send a copy of the representations to each Affiliate Club and Affiliate Club or, if they are not so sent, the Director may require they be read out at the Special General meeting referred to in Rule 23(a), and the representations shall be so read.
- (d) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- (e) At the Special General Meeting referred to in Rule 23(a) the person whose removal is proposed shall have the right to address the meeting.
- (f) Removal of any Director shall be without prejudice to any legal claim they may have against Judo WA or that Judo WA may have against the Director in respect of matters arising before or after such removal.

23.3 Casual Vacancies

- (a) In the event of a casual vacancy of an Elected Director the Board shall identify a replacement Director, in accordance with Rule 19, and appoint a suitable person for the remainder of the vacating Directors term.
- (b) In the event of a casual vacancy of an Appointed Director the Board shall identify a replacement Director from among appropriately qualified persons, in accordance with Rule 20, and appoint a suitable person for the remainder of the vacating Appointed Directors term.

23.4 Remaining Directors May Act

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

24. MEETINGS OF THE BOARD

24.1 Board to Meet

The Board shall meet at least six (6) times between each Annual General Meeting of Judo WA at such place and times as the Board may determine, for the dispatch of business. The Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within 14 days.

24.2 Decisions of Board

Subject to this constitution, each Director has a deliberative vote. Questions arising at any meeting of the Board shall be decided by a majority of votes, but, if there is no majority, the Chair at the Board meeting will have a casting vote in addition to his or her deliberative vote. All questions so decided shall for all purposes be deemed a determination of the Board.

24.3 Resolutions not in Meeting

- (a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) For purposes of clarity, a majority vote of Directors shall be sufficient to pass a resolution not in meeting as referred to in Rule 24(a).
- (c) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
 - ii. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice does not specify that Directors are required to be present in person; and
 - iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum,



Constitution

and none of the Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated.

24.4 Quorum

At meetings of the Board the number of Directors whose presence or participation under Rule 24.1 is required to constitute a quorum is four (4) Directors.

When a Board Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second Board Meeting within a period of 14 days.

24.5 Notice of Board Meetings

Unless all Directors agree to hold an extraordinary meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting of the Board shall be given to each Director by the Executive Officer. The agenda shall be forwarded to each Director not less than three working days prior to such meeting.

24.6 Validity of Board Decisions

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

24.7 Chair of Board Meeting

The Chairperson shall preside at every meeting of the Board. If the Chairperson is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present to preside as chair for that meeting only. Where the Chairperson is granted a leave of absence by the Board a replacement Chair may be elected for the duration of the absence.

25. CONFLICTS

25.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in, or in any company or incorporated Judo WA in which Judo WA is a shareholder or otherwise interested or from contracting with Judo WA either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board. Subject to this Rule, any contract or arrangement entered into by or on behalf of Judo WA in which any Director is in any way interested will be voided for such reason.

25.2 Conflict of Interest

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter;



Constitution

- (e) material personal interest; or
- (f) other financial matter;

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

25.3 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Executive Officer to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.
- (c) **Conflict of Interest registered by Directors, will also be declared at the Annual General Meeting.**

26. EXECUTIVE OFFICER

26.1 Appointment of Executive Officer

The Executive Officer shall be appointed by the Board on such conditions as it may determine. The Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote. The role, responsibilities and duties of the Executive Officer shall be in accordance with the job description, as determined and approved by the Board from time to time.

26.2 Executive Officer as Public Officer

The Executive Officer shall act as and carry out the duties of the Public Officer of Judo WA and shall administer and manage Judo WA in accordance with this constitution, Judo WAs policies and the Act.

26.3 Specific Duties

The Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) in conjunction with the Chairperson prepare the agenda for all Board Meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Board and Judo WA are both prepared and recorded; and

Constitution

(d) regularly report on the activities of, issues relating to, the conduct and business of Judo WA.

26.4 Broad Power to Manage

Subject to the Act, this constitution, Judo WAs policies, any directive of the Board and to the extent outlined in the Executive Authority Limitations, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Judo WA.

26.5 Executive Officer may Employ

The Executive Officer may employ staff as deemed necessary from time to time and such appointments shall be for a period and conditions determined by the Executive Officer.

27. TRANSITIONAL PROVISIONS

27.1 Transitional Board

Upon the adoption of this constitution, the Board elected at the Annual General Meeting preceding the adoption (the transitional Board) will continue as the Board of Judo WA, with each Director serving out the remainder of their term. The transitional Board shall, consistent with this constitution, do such things and act in such manner as is necessary to further the objects of Judo WA during its term. The quorum for a meeting of the transitional Board shall be four (4) Directors.

27.2 Board Chairperson During Transitional Period

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

27.3 Transitional Board Vacancies

Upon the adoption of this constitution, the transitional Board may appoint a person to one of the Appointed Director positions referred to in Rule 18.

At the first Annual General Meeting held following the adoption of this constitution three (3) vacancies will be filled by an Elected Director serving 2 year terms. The remaining two (2) Elected Director positions will be filled at the second Annual General Meeting held following the adoption of this constitution.

28. MINUTES

28.1 Proper minutes of all proceedings of each AGM, SGM, meetings of any Judo WA board, committee, commission or tribunal constituted from time to time under this Constitution or By-laws shall be kept.

28.2 The minutes kept pursuant to Section 28.1 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

28.3 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

Constitution

be deemed to have been duly held and all elections and appointments made at a meeting shall be deemed to be valid.

29. COMMON SEAL

29.1 The Judo WA shall have a common seal on which shall appear the name of the Judo WA.

29.2 The Common Seal shall remain in the custody of the Chairperson or delegated Director of the Board..

29.3 The seal shall not be affixed to any deed or other document except pursuant to a resolution of the BOM or an AGM, or SGM. 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.

30. BY LAWS AND POLICIES

30.1 Board to Formulate By-Laws and Policies

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of Judo WA, the advancement of the objects of Judo WA and the sport of judo as it thinks necessary or desirable. Such policies must be consistent with this constitution.

30.2 Policies Binding

All policies made under this Rule shall be binding on Judo WA and its Members.

30.3 Policies Deemed Applicable

All By-Laws, regulations and policies of Judo WA in force at the date of the approval of this constitution under the Act in so far as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this constitution, shall be deemed to be regulations and policies under this Rule.

30.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Executive Officer. Affiliate Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of Judo WA

31. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in Judo Federation of Australia Member Protection Policy applies to disputes under this constitution between-
 - i. a Member and another Member;
 - ii. a Member and Judo WA; or
 - iii. if Judo WA provides services to non-members, those non-members who receive services from Judo WA.



Constitution

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator, in accordance with Judo WA policies.
- (d) If a dispute between members that relates to the rules of Judo WA and cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.
- (e) In limited circumstances the Commissioner for Consumer Protection will be able to apply to the State Administrative Tribunal for the appointment of a statutory manager to administer the affairs of Judo WA.

32. INDEMNITY

32.1 Members of Judo WA and the Board 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 Judo WA against all other liability incurred by them in the course of their duties as members of Judo WA and the Board.

33. REGISTER OF MEMBERS OF JUDO WA

- (a) The Executive Officer, or nominated Director, on behalf of Judo WA, must comply with the Act by keeping and maintaining in an up to date condition a secure register of the Members of Judo WA and their contact details as prescribed in the Act.
- (b) Upon the request of a Member, Judo WA shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (c) In accordance with the Act, Judo WA may charge a fee for the provision of accessing the Member Register. Judo WA may also require a member who wished to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.
- (d) The register must be kept at the principal place of administration of Judo WA.
- (e) The Executive Officer must cause the name of a person who dies or who ceases to be a Member under Rule 7 to be deleted from the register of Members.
- (f) Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by Judo WA to further the objects of Judo WA, as the Board considers appropriate

34. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF JUDO WA

If upon the winding up or dissolution of Judo WA there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Judo WA shall be determined by resolution of the Affiliate Clubs.