

# Judo Victoria Incorporated Constitution

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**This Constitution, adopted by JVI in 2020 replaces all previous constitutions.  
It is binding on JVI and JVI Affiliated members.**

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# STATEMENT OF PURPOSES OF JUDO VICTORIA INC

## NAME OF THE ASSOCIATION

The name of the association is Judo Victoria Incorporated. ("**the Association**," "**Judo Victoria**," and "**JVI**").

## 1. PURPOSES OF THE ASSOCIATION

The purposes of Judo Victoria Incorporated are to:

- i. promote the values of Kodokan judo in Victoria.
  - The jita-kyoei philosophy (mutual welfare and benefit)
  - Moral Code Values:  
Courage, Respect, Modesty, Sincerity, Friendship, Honour, Politeness, Self control.
- ii. provide for the conduct, promotion and administration of judo in and throughout the State.
- iii. affiliate and liaise with the Judo Federation of Australia Ltd (JA), the Victorian Olympic Council, the Australian Commonwealth Games Association and the Australian Olympic Committee in the pursuit of these purposes and the sport of Judo.
- iv. undertake or to do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

## 2. POWER OF THE ASSOCIATION

- 2.1 Subject to the Act, JVI has power to do all things incidental or conducive to achieve its purposes.
- 2.2 Without limiting Rule 2.1, the Association may:
  - 2.2.1 acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, re-construct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them.
  - 2.2.2 purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof.
  - 2.2.3 construct, maintain and alter any houses or buildings in its possession necessary or convenient for the purposes of the Association.

- 2.2.4 borrow and raise money in such manner as the Association may think fit.
- 2.2.5 raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security upon such terms as the Association shall think fit.
- 2.2.6 receive money on deposit with or without allowance of interest thereon.
- 2.2.7 invest any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Association.
- 2.2.8 do all or any of the matters authorised either alone or in conjunction with any person, company, incorporated or unincorporated associations or bodies or by or through any factors, trustees or agents.
- 2.2.9 take any gift of property whether subject to any special trust or not for any of the purposes of the Association.
- 2.2.10 take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- 2.2.11 print and publish any social media posts, newsletters, newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes.
- 2.2.12 appoint, hire, employ, remove, replace or re-instate secretaries, managers, public servants, Committee members, Executives, employees and other persons in and for the carrying out of the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities.
- 2.2.13 produce, develop, create, licence and otherwise exploit, use and protect such intellectual property of the Association, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the Association.
- 2.2.14 establish or maintain corporate entities to carry on and conduct the business affairs and, undertakings, or any aspect thereof, of the Association and for that purpose, utilise any of the assets of or held on behalf of the Association.
- 2.2.15 promote any other person or company for any purpose calculated to benefit the Association.
- 2.2.16 purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, incorporated or unincorporated associations or bodies whose activities or purposes are similar to those of the Association or generally

for any purpose calculated to benefit the Association.

- 2.2.17 guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, company, incorporated or unincorporated associations or bodies, and otherwise to assist any person, company, incorporated or unincorporated association or bodies in such manner as the Association may think fit.
- 2.2.18 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property, funds, assets, and rights of the Association in such manner as the Association may think fit.
- 2.2.19 take or hold mortgage, liens or charges, to secure payment of a purchase price, or any unpaid balance of a purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from the purchasers and or others.
- 2.2.20 amalgamate with any one or more incorporated associations, body corporate or other entities having objects altogether or in part similar to those of the Association and which upon amalgamating, shall prohibit the distribution of its or their income, property and assets among its or their Members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules of the Association; take or otherwise acquire, and hold shares, debentures or other securities of any company.
- 2.2.21 enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association including but not limited to the obtaining from any such Government or Authority any rights, privileges and concessions which the Association may think it is desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 2.2.22 take and effect insurance; and
- 2.2.23 do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

### 3. NOT FOR PROFIT ORGANISATION

- 3.1 Association must not distribute any surplus income or assets directly or indirectly to its Members.
- 3.2 Rule 3.1 does not prevent the Association from paying a Member-
  - 3.2.1 reimbursement for expenses properly incurred by the Member; or
  - 3.2.2 for goods supplied in the ordinary course of business;
  - 3.2.3 for any expenses incurred by the Member on behalf of the Association providing that any such payment does not exceed an amount ordinarily payable between

ordinary commercial parties dealing at arm's length in a similar transaction;

- 3.2.4 for goods or services provided by the Member whether as an employee or otherwise - providing this is done in good faith on terms no more favourable than if the Member was not a Member.

## 4. ADDITION ALTERATION OR AMENDMENT

- 4.1 No addition, alteration or amendment shall be made to this Statement of Purposes or the Rules of the Association unless the same has been approved by a Special Resolution.

## 5. DISTRIBUTION OF PROPERTY ON WINDING UP

- 5.1 If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Association, but shall be given or transferred to some body or bodies having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their Members. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Victoria as may have or acquire jurisdiction in the matter.

## 6. INTERPRETATION CLAUSE

- 6.1 The specification of the purposes of the Association in Rule 1, and the powers in Rule 2, of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any purpose or power which is specified in detail is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.
- 6.2 If any provision of this Statement of Purposes or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Statement of Purposes or affecting the validity or enforceability of that provision in any other jurisdiction.
- 6.3 In this Statement of Purpose:
- 6.3.1 words importing the singular include the plural and vice versa
- 6.3.2 words importing any gender include the other genders

- 6.3.3 references to persons include corporations and bodies politic
- 6.3.4 references to a person include the legal personal representatives, successors and permitted assigns of that person
- 6.3.5 a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments,
- 6.3.6 re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); words and phrases defined in the Rules of the Association will apply to this Statement of Purposes, unless the context otherwise requires.

## RULES OF JUDO VICTORIA INC

### PART 1 - INTERPRETATION

#### 7. NAME

- 7.1 The name of the association is Judo Victoria Inc. ("**the Association**," "**Judo Victoria**," and "**JVI**").

#### 8. IN THESE RULES, UNLESS THE CONTRARY INTENTION APPEARS:

- 8.1 "**Adult**" means a natural person who has attained the age of sixteen years;
- 8.2 "**By Laws**" means published documents of the Association made for the purposes of JVI regulation and includes the Association "By Laws" and "Member Protection Policy";
- 8.3 "**Club Register**" means the register maintained by the Registrar under Rule 17.
- 8.4 "**Committee**" means the Committee of the Association
- 8.5 "**Delegate**" means an Affiliated Member of a recognised body appointed by the Members of such body to represent them at General Meetings.
- 8.6 "**Financial Adult**" means an Adult Affiliated Individual Member that has paid all arrears and current annual Affiliation Membership subscriptions (if any) and fees payable by an Adult Registered Affiliated Individual to the Association.
- 8.7 "**Financial Junior**" shall mean a Junior Affiliated Individual Member under the age of 16, that has paid all arrears and current annual Membership subscriptions (if any) and fees payable by a Junior Registered Affiliated Individual to the Association.
- 8.8 "**Financial Member**" means any financial adult or financial junior.
- 8.9 "**Financial year**" means the year ending on 30 June in each year.



- 8.10 **"General Meeting"** means the annual or a special general meeting of the Association.
- 8.11 **"Life Member"** means a Life Member of the Association as defined in the By Laws.
- 8.12 **"Incorporated Association"** means an Association incorporated in accordance with the Act.
- 8.13 **"Individual Register"** means a register maintained by the Registrar which records natural persons as either Registered Individuals under Rule 14.
- 8.14 **"Intellectual Property"** means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or the sport of judo or any event, competition or activity conducted, promoted or administered by the Association.
- 8.15 **"Junior"** means a natural person who has not attained the age of sixteen years;
- 8.16 **"Member"** means an Affiliated Member for the time being of the Association under Rule 10
- 8.17 **"Member of the Committee"** means a Member for the time being of the Committee under Rule 24 and 24.6 whichever rule is applicable at that date.
- 8.18 **"Non-Appointed Member"** means a Member of the Committee that is duly elected to the Committee.
- 8.19 **"President"** means the President for the time being of the Association.
- 8.20 **"Individual Member"** means a natural person that is:
- 8.20.1 a Member of an Affiliated Registered Club; and
  - 8.20.2 is registered on the Individual Register.
- 8.21 **"Registered Club"** means:
- 8.21.1 an Incorporated Affiliated Association; and
  - 8.21.2 an Unincorporated Association which is registered as an Affiliated club in accordance with the Rules;
- 8.22 **"Regulations"** means any Regulations or By Laws made by the Committee under Rule 43.
- 8.23 **"Rules"** means these Rules of the Association and include the Statement of Purposes of the Association;
- 8.24 **"Seal"** means the common seal of the Association and includes any official seal of the Association;
- 8.25 **"Secretary"** means the Secretary of the Association for the time being elected under these Rules;

- 8.26 **"Special Resolution"** means a Resolution passed by at least three- quarters of the Members in accordance with the act;
- 8.27 **"the Act"** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act);
- 8.28 **"Unincorporated Association"** means an association, society, club, institutional body formed or carried for the purpose of advancing or practicing judo that is not incorporated pursuant to the Act;
- 8.29 **"Voting Members"** means a Registered Club that has a Membership of not less than:
- 8.29.1 ten (10) Financial Adult Registered Affiliated Individuals; or
- 8.29.2 twenty (20) Financial Junior Registered Affiliated Individuals; or
- 8.29.3 any combination of Financial Adult Registered Affiliated Individuals or Financial Junior Registered Affiliated Individuals where two (2) Financial Junior Registered Affiliated Individuals shall be the equivalent of one (1) Financial Adult Registered Affiliated Individual so that the total of the said combination shall be equal to no less than ten (10) Financial Adult Registered Affiliated Individuals;

## 9. IN THESE RULES:

- 9.1 reference to a function includes a reference to a power, authority and duty; and
- 9.2 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 of the performance of the duty;
- 9.3 words importing the singular including the plural and vice versa;
- 9.4 words importing any gender including the other genders;
- 9.5 references to persons include corporations and bodies politics;
- 9.6 references to a person include the legal personal representatives, successors and permitted assigns of that person
- 9.7 a reference to a statute, ordinance code or other law including 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).
- 9.8 Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography, social media and other modes of representing or reproducing words in a visible form, including messages sent by facsimile transmission and electronic mail.
- 9.9 If any provision of these Rules or any phrase contained in them is invalid or unenforceable in

any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

9.10 The Association is established solely for the purposes set out in the Statement of Purposes.

## **PART 2 – MEMBERSHIP**

### 10. MEMBERS

10.1 The Affiliated Members of the Association shall consist of:

- Registered Clubs;
- Registered Individuals
- Life Members

### 11. APPLICATION

11.1 The application for admission to Membership as an Affiliated Club of the Association shall be:

11.1.1 made in writing using the form as prescribed from time to time by the Committee

11.1.2 lodged with the Registrar of the Association

11.1.3 be accompanied by the appropriate fee as determined by the Committee from time to time.

11.2 After the receipt of an application for a Member Club the application must be referred to the Committee at the next Committee meeting.

### 12. CONSIDERATION OF APPLICATION

12.1 As soon as practicable after an application for Affiliated Club Membership is referred to the Committee, the Committee must:

12.1.1 decide by resolution whether to accept or reject the application;

12.1.2 notify the applicant in writing of its decision as soon as practicable after the decision is made;

12.1.3 enter the applicant's name in the Club Register;

12.1.4 if the Committee rejects the application, it must return any money accompanying the application to the applicant.

12.2 The Committee need not provide reason for the rejection of an application.

## 13. FEES

- 13.1 The annual Affiliation Membership subscription (if any) and fees payable by Members to the Association, the time for, and manner of payment, shall be determined by the Committee from time to time and published in the By Laws.

## 14. REGISTER OF MEMBERS

- 14.1 The Registrar must keep and maintain an Affiliated Club Register and Affiliated Individual Register of Members.
- 14.2 Registrar /administrator will keep records on all Affiliated members and Affiliated clubs as required in By Laws.
- 14.3 Any Member may, at a reasonable time and free of charge, inspect the register of Members subject to section 59 of the Act.

## 15. EFFECT OF MEMBERSHIP

- 15.1 Members acknowledge and agree that:
- 15.1.1 these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations
  - 15.1.2 they must comply with and observe these Rules and the Regulations and any determination or resolution which may be made or passed by the Committee or any duly authorised Sub- Committee or Board;
  - 15.1.3 by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
  - 15.1.4 the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association.
  - 15.1.5 they are entitled to all benefits, advantages, privileges and services of Association Membership.
- 15.2 Financial Members have the following privileges by virtue of Membership of the Association:
- 15.2.1 to express their views and opinions through their representatives in any meeting in respect of which they are entitled to participate in accordance with these Rules.
  - 15.2.2 to make proposals or submissions to the Committee of the Association through their representatives.
  - 15.2.3 to engage and participate in any activity approved, sponsored or recognised by the Association.

15.2.4 to conduct any activity approved by the Committee of the Association.

## 16. DISCONTINUANCE OF MEMBERSHIP

- 16.1 A Member having paid all arrears of fees payable by it or him to the Association may withdraw from Membership by giving notice in writing of such withdrawal to the Association.
- 16.2 Membership of the Association may be discontinued by the Committee upon breach of any of these Rules, including, but not limited to the failure to pay any monies owed to the Association, the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised Sub-Committee.
- 16.3 Membership must not be discontinued under Rule 16.2 without the Committee first providing an opportunity to the Member to provide written explanation for the alleged noncompliance and/or remedy the breach. The Disciplinary and Appeals process should be published in the By Laws.
- 16.4 Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's Membership will be discontinued under Rule 16.2 by the Association giving written notice to that effect to the Member at the address of the Member as entered on the Club Register or the Individual Register as the case may be.
- 16.5 Membership which has been discontinued under Rule 16.2 may be reinstated at the sole discretion of the Committee.
- 16.6 Any Member who ceases to be a Member shall forfeit all right in and claim upon the Association and its property including Intellectual Property.
- 16.7 Where a Member other than a Life Member fails to renew their Membership within 2 months of being required to do so its membership shall be discontinued.
- 16.8 A Member whose Membership has lapsed under Rule 16.7 may reapply for Membership.

## 17. COMPLAINT AND DISCIPLINE OF MEMBERS

- 17.1 JVI will establish maintain and publish complaints procedures in the By Laws and published on the website. The By Laws will include Member Protection Policies and Complaint Handling Procedures
- 17.2 JVI may establish an Ethics Sub-Committee that will handle matters relating to the JVI Member Protection Policy and its Complaint Procedures.
- 17.3 Upon a matter being referred to the Ethics Sub-Committee by the JVI President or their Nominee, the Ethics Sub-Committee may cause a Complaints Tribunal Hearing as it in its sole discretion deems appropriate on a case by case basis.
- 17.4 A Member must not initiate a Complaints Procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 17.5 Where the Committee is advised or considers that a Member:

17.5.1 refuses, to comply with these Rules; or

17.5.2 refuses, neglects or fails to comply with any By Law or regulation; or

17.5.3 refuses, neglects or fails to comply with a resolution of the Committee or duly authorised Sub-Committee or Board; or

17.5.4 refuses to support the purposes of the Association; or

17.5.5 has engaged in conduct prejudicial to the Association and/or the sport of Judo;  
or

17.5.6 brought the Association, any Registered Club and/or the sport of judo into disrepute.

17.6 The Committee in its sole discretion may cause to commence disciplinary action against a Member and that Member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association as set out in its Rules and By-Laws.

## 18. DISCIPLINARY SUB-COMMITTEE

18.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.

## 19. NON-APPLICATION OF RULE 18

19.1 Rule 18 shall not apply to any incident or matter to which the Member Protection By-Law (if any) of the Association applies. Any Member protection - related matter should be dealt with in accordance with the disciplinary procedure set out in the Member Protection By-Law of the Association

## 20. NOTICE TO MEMBERS

20.1 In the case of a disciplinary hearing

20.1.1 , the Secretary must give written notice to the Member by email

20.1.2 stating that the Association proposes to take disciplinary action against the Member; and

20.1.3 stating the grounds for the proposed disciplinary action; and

20.1.4 specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting);

and

20.1.5 advising the Member that he or she may do one or any of the following:

20.1.6 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

20.1.7 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

20.1.8 setting out the Member's appeal rights under Rule 22

20.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 21. DECISION OF DISCIPLINARY SUB-COMMITTEE

21.1 After complying with Rules 18 and 19 the Disciplinary Subcommittee can find one of the following outcomes to the Committee:

21.1.1 take no further action against the Member; or

21.1.2 reprimand the Member ; or

21.1.3 suspend the Membership rights of the Member for a specified period;

21.1.4 expel the Member from the Association.

21.2 The suspension of Membership rights or the expulsion of a Member by the disciplinary Sub-Committee under this rule takes effect immediately after the vote is passed.

## 22. APPEAL PROCEDURES

22.1 An appeal must be administered as follows:

22.1.1 All appeals and decisions must be communicated in writing and in accordance with this Constitution and the procedures established in the JVI By Laws;

22.1.2 Where an appellant proposes to exercise the right to appeal, the appellant shall notify the Secretary of JVI in writing within fourteen (14) days of the determination being appealed, specifying the grounds of the appeal in addition to complying with the By Laws of JVI.

22.1.3 Upon an appeal lodged in accordance with the By Laws of JVI, JVI will cause to be commenced, an Appeals Hearing Tribunal that will hear the matter.

22.2 An appeal may only proceed in the following sequence:

22.2.1 Made to JVI for a determination of the Appeals Hearing Tribunal

22.2.2 Appeals can only be made to the National Sports Tribunal

## **PART 3 - THE COMMITTEE**

### 23. COMMITTEE OF MANAGEMENT

23.1 The affairs of the Association shall be managed by the Committee of the Association constituted in accordance with Rule 27.

23.2 The Committee:

23.2.1 shall control and manage the business and affairs of the Association;

23.2.2 may, subject to these Rules, the JVI regulations, By Laws and the Act, exercise all such powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and

23.2.3 subject to these Rules, the JVI regulations, By Laws and the Act, has power to perform all such acts and things as appear to the Committee to be necessary for the proper management of the business and affairs of the Association so as to achieve its purposes.

### 24. CONSTITUTION OF COMMITTEE

24.1 President  
Vice President  
Secretary  
Treasurer  
Registrar  
4 Ordinary Members

24.2 The Executive will be made up of President, Vice President, Secretary and Treasurer.

24.3 There will be no appointed members.

24.4 If the Committee feels the need to acquire some expertise from outside the organisation it will be done under a By Law. The appointment will be for one year.

24.5 When an elected committee member has to resign from their position their approved replacement will take up the position for the original term of the appointment.

24.6 Half the committee will be up for reelection at each AGM

Year 1 President, Treasurer, Committee, Committee

Year 2 Vice President, Secretary Registrar Committee, Committee



24.7 Committee members will be appointed a term of 2 years.

## 25. The Annual General Meeting Election Process

25.1 Nominations of candidates for election as Members of the Committee shall be called for by the Secretary at least 35 clear days prior to the relevant Annual General Meeting. The positions that are up for reelection will be advertised.

25.2 Nominations of candidates for election as Members of the Committee shall be called for by the Secretary at least 35 clear days prior to the relevant Annual General Meeting.

25.3 Nominations must be:

25.3.1 in writing;

25.3.2 on the prescribed form provided for that purpose;

25.3.3 signed by a nominator and a seconder, who must be Voting Affiliated Member Club under these Rules;

25.3.4 sanctioned by the nominee expressing his/her willingness to accept the position for which he/she is nominated.

25.4 Nominations must be received by the Secretary at least 21 clear days prior to the relevant Annual General Meeting and shall be sent to Voting Members with the agenda for that General Meeting.

25.5 The agenda for the AGM including all reports and election information and motions should be sent out 14 days before the AGM.

25.6 If the number of nominations equals the number of vacancies, the candidates nominated shall be deemed elected. If there are unfilled positions on the committee further nominations may be received at the Annual General Meeting. Nominations can be accepted from the floor.

25.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

25.8 The ballot for the election of Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct on a secret ballot basis and shall be conducted on a preferential system.

25.9 In the event of the successful election of a nominee to a position on the Committee, that nominee is not eligible for election in any other position on the Committee until his term expires.

25.10 Election shall be carried out in the following order (where applicable):

- President
- Vice President

- Secretary
- Treasurer
- Registrar
- Ordinary Members.

25.11 Nominees must be an Affiliated Financial Adult provided that in no case shall a Registered Club have more than one Affiliated Financial Adult Member elected to the Committee.

25.12 In the event of the successful election of a nominee from an Affiliated Registered Club, all other Affiliated Financial Adult Members who are Affiliated Financial Adult Registered Individuals with that Registered Club shall be struck off the list of nominees until there are no further nominees for any particular post. If this occurs, then a ballot for the election of that post in accordance with these Rules shall occur and all nominees previously struck off shall be eligible for election.

## 26. GROUNDS FOR TERMINATION OF OFFICE

26.1 For the purposes of these Rules, the office of a Member of the Committee becomes vacant if the Member of the Committee:

26.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;

26.1.2 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;

26.1.3 resigns their office in writing to the Association;

26.1.4 is absent without the consent of the Committee from 2 consecutive meetings of the Committee. Meetings can be attended remotely using a virtual platform.

26.1.5 without the consent of the Members in General Meeting holds any office of profit under the Association;

26.1.6 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;

26.1.7 has, by decision of the Committee:

- acted in a manner unbecoming or prejudicial to the purposes and interests of the Association and/or judo; or
- brought the Association, any Member or judo into disrepute;
- is prohibited from being a director of a company under the Corporations Law; iv ceases to be a Member of the Association;
- tests positive in any test conducted by the Australian Sports Drug Agency to any prohibited drug;

- is convicted or charges are found proven by a court of law of an indictable offence.
- in the case of the Secretary, ceases to reside in Victoria for more than 2 months.

## **PART 4 - DUTIES OF COMMITTEE MEMBERS**

### 27. COMMITTEE

The Legal Duties of the Committee Members include a

- duty of reasonable care, skill and diligence
- duty to act in good faith and for proper purpose
- duty not to misuse information
- duty to disclose and manage conflicts of interest

### 28. PRESIDENT

28.1 There shall be one President.

28.2 The President leads the Association and represents it to outside organisations. The President ensures that the Rules, the Regulations, By Laws or any resolution or determination of the Committee or any duly authorised Sub-Committee are complied with and that the Association is run in a democratic manner. The President chairs meetings of the Committee and General Meetings and is ex-officio a Member of all Boards, and Sub-Committees.

### 29. VICE PRESIDENT

29.1 There shall be one Vice President.

29.2 The Vice-President in the absence of, or at the request of the President, shall preside at Meetings of the Committee, and attend all Sub Committees as an ex-officio Member and assist the President and represent them under their direction in any of their functions when they cannot be present.

### 30. SECRETARY

30.1 There shall be one Secretary.

30.2 The Secretary shall at least but not exclusively:

30.2.1 plan, perform and manage the secretarial affairs of the Association

30.2.2 ensure that the resolutions of the Committee and the Association are properly and efficiently carried out;

- 30.2.3 transact all business of the Association between Committee Meetings and General Meetings as may be directed from time to time by the Committee;
- 30.2.4 submit a report to the Committee at each Committee Meeting;
- 30.2.5 keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with records of the names of persons present at Committee Meeting;
- 30.2.6 be responsible for conducting the correspondence of the Committee including that on social media;
- 30.2.7 maintain and keep minutes of all regulations and By-Laws;
- 30.2.8 be an ex-officio Member of all Sub-Committees;
- 30.2.9 The Secretary is required to perform all the duties of the Public Officer as prescribed by the Act.

## 31. TREASURER

- 31.1 There shall be one Treasurer.
- 31.2 The Treasurer shall at least but not exclusively collect and receive all monies due to the Association and make all payments authorised by the Association;
  - 31.2.1 keep correct accounts and books including any digital records or records showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association
  - 31.2.2 ensure that the financial status of the Association is reported to the Committee at each Committee Meeting;
  - 31.2.3 ensure that a proper annual audit is prepared.
- 31.3 The accounts and books referred to in Rule 31.2.1 shall be available for inspection by Members during normal business hours by prior appointment.

## 32. REGISTRAR

- 32.1 There shall be one Registrar.
- 32.2 The Registrar shall at least but not exclusively:
  - 32.2.1 receive application and fees for Affiliation Membership from Member
  - 32.2.2 to amend as required online registration requirements –
- 32.3 The role of Registrar is to work collaboratively with the Administrator.
- 32.4 The primary roles of the registrar are:

- 32.4.1 to manage member registrations and membership renewals and liaise with administrator and secretary
- 32.4.2 to advise members in payment of arrears
- 32.4.3 Database administration - sending and uploading membership information to National system
- 32.4.4 Provide membership details and reports as required as requested by member(s) of the Committee in their pursuit of duties

### 33. MEETINGS OF THE COMMITTEE

- 33.1 The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit provided that it shall meet at least 8 times in each calendar year.
- 33.2 Special meetings of the Committee may be convened by the President or by any 5 for quorum of the Members of the Committee.
- 33.3 Notice shall be given to Members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 33.4 The quorum for the transaction of the business of a meeting of the Committee is the presence of a majority of the committee members holding office.
- 33.5 At meetings of the Committee:
  - the President shall preside; or
  - If the President is absent or unable to preside, the Vice President will preside over the Committee meeting.
- 33.6 Questions and matters arising at meetings of the Committee or of any Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken by secret ballot on a preferential system.
- 33.7 Each Member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- 33.8 Notice of each Committee meeting shall be served on each Member of the Committee a minimum of seven (7) days before the meeting.
- 33.9 The Committee may act notwithstanding any vacancy on the Committee.
- 33.10 Subject to all Members receiving notice of a proposed motion, a motion in writing, signed or assented to by email or other form of visible or other electronic communication by the majority of Members shall be as valid and effectual as if it had been passed at a duly

convened and held Committee Meeting. Any such motion may consist of several documents in like form each signed by one or more of the Members.

## 34. REMOVAL OF COMMITTEE MEMBERS

- 34.1 The Association in General Meeting may by resolution remove any Member of the Committee before the expiration of their term of office and appoint another Member in his stead to hold office until the expiration of the term of the first- mentioned Member.
- 34.2 Where the Member of the Committee to whom the proposed resolution referred to in sub-clause makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Voting Members of the Association, the Secretary or the President may send a copy of the representation to each Voting Member of the Association or, if they are not so sent, the Member may require that they be read out at the Meeting.

## PART 5 – MISCELLANEOUS

### 35. NOTICE OF AN ANNUAL GENERAL MEETING

- 35.1 The Secretary shall, at least 35 days before the date fixed for the holding of a General Meeting, cause to be sent to each Registered Club, by electronic mail at their last notified electronic mail address, a notice of the General Meeting.
- 35.2 A notice of the General Meeting shall specify the place and day and hour of the General Meeting.
- 35.3 Items may be placed on the agenda by any Member or by the Committee as follows:
- 35.3.1 All motions, nominations for office and reports for a General Meeting must be submitted in writing to the Secretary not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting
- 35.3.2 At least 14 days before the proposed date of the General Meeting the Secretary shall send by email to every Registered Club one copy of the agenda, nominations (if any) and all reports.
- 35.4 a motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of 11 months

### 36. ANNUAL GENERAL MEETING

- 36.1 An Annual General Meeting of the Association must be held at least once in each calendar year in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.

- 36.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.
- 36.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 36.4 The ordinary business of the Annual General Meeting shall be:
- 36.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - 36.4.2 to receive from the Committee reports upon the transactions of the Committee during the preceding financial year;
  - 36.4.3 to receive and consider the statements submitted by the Committee in accordance with the Act
  - 36.4.4 to appoint the auditor
  - 36.4.5 to appoint Life Members (if any)
  - 36.4.6 to elect Members of the Committee
  - 36.4.7 receive motions submitted in accordance with this Constitution
  - 36.4.8 The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

## 37. BUSINESS

At a General Meeting no business other than that stated on the notice shall be transacted at that meeting.

## 38. PROCEEDINGS AT GENERAL MEETINGS

- 38.1 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 General Meetings of the Association shall be twelve (12) Voting Members that have paid all arrears of current annual Membership subscription and current annual Membership subscription (if any) and fees payable by a Registered Club to the Association or one third (1/3) of the total number of Voting Members who have paid all arrears of current annual Membership subscription and current annual Membership subscription (if any) and fees payable by a Registered Club to the Association, whichever is the lesser.
- 38.2 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same date in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the Meeting is

adjourned) at the same place and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than six (6) Voting Members or one sixth (1/6) of the total Voting Members as stated on the Club Register, whichever is the lesser) shall be a quorum.

- 38.3 The President shall, subject to these Rules, preside as Chairman at every General Meeting of the Association.
- 38.4 The President may with the consent of any 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.
- 38.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 38.6 Except as provided in Rule 41.5 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## 39. SPECIAL GENERAL MEETINGS

- 39.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 39.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 39.3 The Committee shall, on requisition in writing, of Voting Members representing not less than one quarter (25%) of the total number of Voting Members as at the time of the requisition, convene a Special General Meeting of the Association.
- 39.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the email address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 39.5 If the Committee does not cause the Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 39.6 A Special General Meeting convened by Members shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.



## 40. VOTING

- 40.1 At any 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:-
- 40.1.1 by the President; or
- 40.1.2 by 6 Voting Members.
- 40.2 Unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost , shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- 40.3 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 40.4 Each Voting Affiliated Member Club shall have one vote at General Meetings.
- 40.5 No other Member shall be entitled to vote.
- 40.6 Where voting at General Meetings is equal the Chairman may exercise a casting vote.
- 40.7 A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable by it to the Association as determined by the Committee from time to time have been paid
- 40.8 Every Affiliated Member Club is entitled to attend a General Meeting of the Association.
- 40.9 In the case of an Affiliated Member Club, it may send two (2) Delegates to a General Meeting subject to sub-clause (12). Where a Registered Club is also a Voting Member only one (1) of its Delegates shall be entitled to exercise the vote of that Club.
- 40.10 Registered Affiliated Clubs that are not Voting Members, Registered Affiliate Individuals, Registered Individuals and the Delegate of a Voting Member not exercising a Registered Club's vote have no voting rights at a General Meeting of the Association.
- 40.11 Voting Affiliated Members Clubs should provide their Delegates with documentary:
- 40.11.1 Proof of delegacy signed by their President or equivalent;
- 40.11.2 Evidence as to which of the Voting Members Delegates may exercise the vote of the Voting Member.
- 40.12 All Delegates and Affiliated Members shall have the right to attend and debate at a General Meeting of the Association.

40.13 Delegates on behalf of an Affiliated Club must be Financial Affiliated Adults.

40.14 The Registrar will provide for the Secretary:

40.14.1 The credentials of all Delegates; and

40.14.2 The voting status of every attendant Affiliated Club - prior to the opening of a General Meeting of the Association.

40.14.3 The voting status of an Affiliated Club shall be determined as at the date that is 35 days prior to the General Meeting.

## **PART 6 – MISCELLANEOUS**

### **41. DELEGATIONS [Sub Committees]**

41.1 The Committee may by instrument in writing create or establish or appoint from among its own Members or from the Members of the Association or from other selected personnel as occasion may require, Special Committees, Sub-Committees, or individual officers and consultants to carry out such duties and functions, and with such powers as the Committee determines.

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

41.2.1 this power of delegation; and

41.2.2 a function imposed on the Committee by the Act or any other law, or these Rules or by resolution of the Association in General Meeting.

41.2.3 A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation to work on behalf of Committee roles specified in By Laws.

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

41.3 The Committee may by instrument in writing, revoke wholly or in part any delegation made under this Article.

### **42. REGULATIONS [By Laws]**

42.1 The Committee may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Judo as it thinks necessary or desirable. Such Regulations must be consistent with these Rules and any policy directives of the

Committee.

- 42.2 All Regulations made under this Article shall be binding on the Association and Members of the Association.
- 42.3 Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of newsletters website and direct emails to clubs approved by the Committee and prepared and issued by the Secretary. Electronic email and information on website constitute actual notice and are binding upon all Members.

## 43. RECORDS AND ACCOUNTS

- 43.1 The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these as appropriate at each Committee or General Meeting.
- 43.2 Proper accounting and other records shall be maintained by the Treasurer and kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer and shall be made available for inspection for Members upon prior appointment during normal business hours.
- 43.3 The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- 43.4 The Committee will submit to the Members at the Annual General Meeting the Statements of Account of the Association as required under the Act and in accordance with these Rules.
- 43.5 The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.
- 43.6 The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of Account, the Committee's report, the auditor's report and every other document required by law to be attached to the balance sheet.

## 44. AUDITOR

- 44.1 A properly qualified auditor shall be appointed and the duties of the auditor shall be regulated in accordance with the Corporations Law.

## 45. NOTICE

- 45.1 Notices may be given by the Secretary to any Member by email, to the email address as stated on the Club Register or Individual Register as the case may be.
- 45.2 Where a notice is sent by electronic mail, the notice shall be deemed to have been served.

45.3 Notice of every General Meeting shall be given in the manner authorised in these Rules.

## 46. SEAL

46.1 The Secretary shall provide for safe custody of the Seal.

46.2 The Seal shall only be used by authority of the Committee and every document to which the seal is affixed shall be signed by two (2) Committee Members.

## 47. PATRON

47.1 The Association at its Annual General Meeting may appoint annually on the recommendation of the Committee a Patron.

## 48. INDEMNITY

48.1 Every Member of the Committee, auditor, manager, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him in his capacity as Member of the Committee, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court

48.2 The Association shall indemnify its Members of the Committee, managers and employees against all damages and costs (including legal costs) for which any such Member of the Committee or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:

48.3 In the case of a Member of the Committee performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

48.4 In the case of an employee, performed or made in the course of, and within the scope of his employment with the Association.

## 49. ADDITION, ALTERATION OR AMENDMENT

49.1 No addition, alteration or amendment shall be made to or in these Rules or the Statement of Purposes of the Association unless made in accordance with the Act as a special resolution.

49.2 No addition, alteration or amendment shall be made to rules 51 and 52 without the consent of the Minister.

## 50. DISSOLUTION

50.1 The provisions of Rule 5 of the Statement of Purposes relating to the winding up or

dissolution of the Association shall have effect and be observed as if the same were repeated in these Rules.

## 51. AUTHORITY TO TRADE

51.1 The Association is authorised to trade in accordance with Part 4 of the Act.

## 52. SIGNING ON NEGOTIABLE INSTRUMENTS

52.1 All drafts other negotiable instruments shall be authorised by at least two of the Executive - President, Vice President, Secretary, Treasurer

## 53. SOURCES OF FUNDS

53.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

## 54. APPLICATION OF INCOME

54.1 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set forth in this Statement of Purposes.

54.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member of the Association.

## 55. LIABILITY OF MEMBERS

55.1 The liability of the Members of the Association is limited.

## 56. MEMBERS' CONTRIBUTIONS

Every Member of the Association undertakes to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member, and the cost, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required - \$2.00