



JUDO FEDERATION OF AUSTRALIA LTD

By-Laws
Version 2 - 2017

Judo Federation of Australia Ltd By-Laws

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Judo Federation of Australia By-Laws

1. MEMBERSHIP APPLICATIONS FOR AFFILIATES AND INDIVIDUAL MEMBERS

- 1.1. Clause 2.1 of the Constitution defines an Affiliate Member as meaning an incorporated association or club which is a member of a Member State.
- 1.2. The membership application procedure for an Affiliate Member shall be as determined by the relevant Member State.
- 1.3. The registration procedure for an Individual Member shall be determined by the JFA and implemented by the relevant Member State.

2. FEES

- 2.1 The annual membership fees payable by Member States (or any category of Members) to the Company shall be as determined from time to time by the Board.
- 2.2 In order to remain a Member, each Member State must pay the annual membership fee as set by the Board.
- 2.3 In order to remain Members, Affiliates and Individual Members must renew their memberships in accordance with the provisions of Clause 10.1(b) of the Constitution.

3. QUALIFICATION OF ELECTED DIRECTORS

- 3.1 The qualifications, skills and experience required for Elected Directors shall be as determined by the Nominations Committee.
- 3.2 In general the requirements shall be such that they ensure Elected Directors have the skills, knowledge and experience that align with the specific needs of the Company's requirements at that time.
- 3.3 It is desirable that nominees for Elected Director positions demonstrate:
 - (a) Previous experience in organisational work from either sporting, community or business activities. Ideally this experience will have been gained as a director or committee member.
 - (b) A knowledge and understanding of the Corporations Act 2001 (*Cth*) and common law obligations in the areas of corporate governance and director's duties and responsibilities.
 - (c) An ability to understand a wide range of issues including the requirements and objectives of governing not for profit bodies.
 - (d) An understanding of strategic planning processes and the ability to implement developed procedures.
 - (e) An ability to work and communicate effectively within a group.
 - (f) A commitment to the role and the ability to devote sufficient time and energy to the position.

4. COMPLIANCE WITH MANDATORY PROVISIONS FOR IJF NATIONAL FEDERATIONS

- 4.1. The *Mandatory Statutory Provisions for the IJF National Member Federations* requires, at Article 13, that each Federation must be headed, at least, by a President, Secretary and Treasurer.
- 4.2. For the purpose of complying with Article 13 above:
 - The Chair shall be the President;
 - The Company Secretary shall be the Secretary; and
 - The Chief Executive Officer shall be the Treasurer

5. BOARD COMMITTEES

- 5.1. Under Clause 20.1 of the Constitution, the Directors shall establish and maintain the following standing board committees:
 - Governance Committee
 - Finance, Audit & Risk Committee
 - Nominations Committee
- 5.2. The Directors are responsible for establishing the terms of reference and regularly reviewing each of these board committees.
- 5.3. The Directors can create additional board committees as required.

6. ANNUAL REPORT

- 6.1. The Board shall by no later than the thirtieth day of November in each year, prepare a report of its activities during the previous financial year.
- 6.2. The report must be presented to members before or at the Annual General Meeting.
- 6.3. The report shall be consistent with the requirements of the Corporations Act 2001 (*Cth*).

7. PREPARATION OF ACCOUNTS

- 7.1. After the end of the financial year the Board must arrange for the accounts to be prepared and submitted to the auditor in sufficient time to enable the auditor to audit and furnish a report at the Annual General Meeting.

8. INTERNAL CONTROL POLICIES

- 8.1. The Board shall ensure that appropriate policies, practices and procedures of internal control are implemented and maintained in order to assist the Company to carry out its activities in an efficient and orderly manner, to safeguard the Company's assets and to secure as far as is practicable, the accuracy and reliability of the Company's records.
- 8.2. The Board shall ensure that records and other forms of documentation that set out the policies, practices and procedures established for the purposes of this By-Law are created, maintained and promulgated.

9. LIFE MEMBERS

- 9.1. Subject to the provisions of this By-Law, the Company in General Meeting and on the recommendation of the Directors may confer Life Membership of the Company on any person of good character and in good standing who has rendered long standing, distinguished and valued service to the sport of Judo in Australia.
- 9.2. No more than two (2) Life Memberships shall be conferred in any calendar year.
- 9.3. While length of service shall not of itself confer the right of nomination for Life Membership, no person shall be eligible unless they have served the sport of Judo for at least twenty (20) years at the National level.
- 9.4. The recipient shall be awarded a certificate or other such award of a design approved by the Company, on which shall be inscribed their name and the year of the award.
- 9.5. The Life Member shall have the same rights, obligations and entitlements as an individual Member of the Company.
- 9.6. The privileges of a Life Member shall be exemption from the payment of Company membership fees, free admission to championships and the right to receive notice and attend Annual General Meetings of the Company, but shall not confer the right to vote unless they are also an appointed voting delegate.
- 9.7. Nomination submissions from Member States shall be in writing and shall be accompanied by a statement of the qualifications of the nominee and shall close with the CEO 28 days prior to the date of the General Meeting at which they are to be considered. Member States are strongly advised not to inform the nominee of their nomination.
- 9.8. The Board shall assess any nominees for eligibility for consideration against conditions outlined in Clauses 9.1 and 9.3. If deemed eligible for consideration by voting members, the CEO shall write to the person nominated asking if they would accept a Life Membership if approved by the General Meeting.
- 9.9. The name of the nominee and their submitted qualifications shall be sent to Member States as an attachment to the agenda for the General Meeting at which the Life Membership will be considered.
- 9.10. A resolution conferring Life Membership shall require a 75% majority of votes present and eligible to vote at the General Meeting.
- 9.11. On a recommendation of the Board, Life Membership may be withdrawn by a resolution of a General Meeting assented to by a 75% majority of votes present and eligible to vote.

10. SERVICE AWARD

- 10.1. The Company in General Meeting and on the recommendation of the Directors may confer a Service Award on any person of good character and in good

standing who has rendered outstanding service to the sport of Judo in Australia either as a competitor, administrator or in some other field of endeavour.

- 10.2. While length of service shall not of itself confer the right of nomination for Service Award, no person shall be eligible unless they have served the sport of Judo for at least ten (10) years at the National level. Providing however that in the event of some outstanding contribution the question as to length of service may be waived.
- 10.3. The award shall be a certificate or other such award of a design approved by the Company.
- 10.4. The Directors or a Member State may make nominations. Nominations shall be in writing and shall be accompanied by a statement of the qualifications of the nominee and shall close with the CEO 28 days prior to the date of the General Meeting at which they are to be considered. Member States are strongly advised not to inform the nominee of their nomination.
- 10.5. The eligibility of a nominee from a Member State must be approved by the Board against the conditions outlined in Clauses 10.1 and 10.2.
- 10.6. On approval of the nomination by the Directors, the CEO shall forthwith write to the person recommended asking if they would accept a Service Award if approved by the General Meeting.
- 10.7. The name of the nominees and their submitted qualifications shall be sent to Member States as an attachment to the agenda for the General Meeting at which the Service Award will be considered.
- 10.8. A resolution conferring a Service Award shall require a 75% majority of votes present and eligible to vote at the General Meeting.
- 10.9. There shall be no limit on the number of Service Awards conferred in any calendar year.
- 10.10. On a recommendation of the Board, a Service Award may be withdrawn by a resolution of a General Meeting assented to by a 75% majority of votes present and eligible to vote.

11. RESPONSIBLE OFFICER

- 11.1. Where an Act or Regulation of the Commonwealth, a State or Territory requires the appointment or nomination of a Responsible Officer, the CEO (or in the absence of a CEO) the Chair shall be the Responsible Officer of the Company.

12. ANTI-DOPING POLICY

- 12.1. The Company shall have an Anti-Doping policy.
- 12.2. Any procedural rules necessary to effectively implement this Anti-Doping Policy shall be deemed to be included.
- 12.3. The Anti-Doping Policy, as adopted, shall be posted on the JFA website.

12.4. The Board shall be responsible for ensuring that the JFA and its Member States comply with this By-Law.

13. COMPLAINTS TRIBUNAL POLICY

13.1. Under Clause 8 of the Constitution, the Company shall establish a Complaints Tribunal Policy.

13.2. Any procedural rules necessary to effectively implement the Complaints Tribunal Policy shall be deemed to be included.

13.3. The Complaints Tribunal Policy, as adopted, shall be posted on the JFA website.

13.4. The Board shall be responsible for ensuring that the JFA and its Member States comply with this By-Law.

14. AUTHORISED SIGNATORIES

14.1. The authorised signatories of the Company shall be those Directors or other individuals appointed by the Board in writing for such purpose.

15. RETURNING OFFICER

15.1. At a General Meeting of the Company the Board shall appoint a Returning Officer (and where deemed necessary, one or more Assistant Returning Officers) for the following purposes:

- To ensure that only members entitled to vote do so.
- To collect/receive all the ballot papers.
- To ensure that all ballot papers are accounted for and that the number issued agrees with the number which should be issued.
- To decide if doubtful votes are formal.
- To declare the result of the vote when called upon to do so by the Chair.

15.2. A Returning Officer or Assistant Returning Officer shall be neither a candidate nor a voter.

16. BOARD PERFORMANCE REVIEW

16.1. An independent Board performance evaluation shall be conducted in each calendar year.

16.2. Such evaluation shall be in accordance with the standard required by the Australian Sports Commission.

17. MEMBER PROTECTION POLICY

17.1. The Company shall establish a Member Protection Policy.

17.2. The Member Protection Policy should be in alignment with guidance from the Australian Sports Commission.

- 17.3. The Member Protection Policy, as adopted, shall be published on the JFA website.
- 17.4. Member States and their affiliated clubs must adopt, implement and comply with this policy or, if necessary, adopt, implement and comply with a version of this policy that has been adapted only to the extent that it fulfils the particular legislative and regulatory requirements of the organisation's jurisdiction (Adapted Policy).

REVISION HISTORY

By-Laws (Version 1 - 2017) approved and adopted by the JFA Board on 9/6/17 and effective from the same date.

By-Laws (Version 2 - 2017) approved and adopted by the JFA Board on 5/12/17 and effective from the same date.