

# Australian Jujitsu Federation Incorporated

Australian Business Number (ABN) 16 261 432 101  
Australian Registered Body Number (ARBN) 163 159 037

## Constitution

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## **PART 1 – PRELIMINARY**

### **1. NAME OF ASSOCIATION**

1.1 The name of the association is 'Australian Jujitsu Federation Incorporated'.

- a) The AJF is a federation of member associations, member schools and provisional member schools focused on the development and promotion of jujitsu and related martial arts (as defined) in Australia and the Oceanic and South Pacific Region.
- b) Schools joining the AJF maintain their own identity and continue to teach within their own style and grading authority. The AJF will however, provide a grading authority to assist member associations and member schools and to enable promotions specifically within the Dan ranks.

## 2. PREAMBLE

The Australian Jujitsu Federation (AJF) was founded on 1<sup>st</sup> August 2000 and recognises the founding organisation Australian Society of Ju Jitsuans (ASJJ) and its right and intent to establish independent of the AJF and retain and have sole ownership of all assets, records, documents and intellectual property prior to 1<sup>st</sup> August 2000, together with all assets and intellectual property that was provided to and maintained by the association recognised within the constitution dated 10<sup>th</sup> March 2012 enabling those programs and affiliations to continue.

## 3. DEFINITIONS

3.1 In this Constitution unless the contrary intention appears:

- a) **AJF** means Australian Jujitsu Federation Incorporated (ABN) 16 261 432 101 (ARBN) 163 159 037
- b) **ASC** means Australian Sports Commission.
- c) **ASIC** means Australian Securities & Investments Commission
- d) **Board** means the body consisting of the Directors.
- e) **Branch** means a dojo location other than the principal location of the member organisation, operating under the same name and in compliance with the criteria as submitted for membership by the member organisation or school.
- f) **Competitive Sport Jujitsu** means all forms of Martial Art (as defined) that involve members participating in competition interschool, state, interstate, national, international.
- g) **Director** means a member of the Board.
- h) **Director-General** means the Commissioner for Fair Trading, Department of Commerce, or if there is no such position in the Department, the Director-General of the Department.
- i) **Jujitsu Member Organisation** means the name of the association or school includes 'jujitsu' (in any of the accepted spellings) or the accepted name of a classical jujitsu style predating 1868, or jujitsu is evident within the school's curriculum and grade criteria as the principal system being taught.
- j) **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.
- k) **Legal Entity** means an Incorporated Association, Corporation or Company that has legal standing in the eyes of law. Without limiting this includes having the legal capacity to enter into agreements or contracts, incur and pay debts, sue, and be sued in its own right, and to be held responsible for its actions.
- l) **Martial Art** means jujitsu (inclusive of Jujutsu, Jiujitsu, Jujitsu, and Ne-waza (a.k.a. BJJ).
- m) **Member Organisation** means a member association or a member school that has satisfied the requirements in Clause 9 (Categories of Members) but excludes a provisional member school.
- n) **NCAP** means National Coaching Accreditation Program.
- o) **NOAP** means National Officiating Accreditation Program.

- p) **Objects** means the objects of the Association in Clause 7.
- q) **Provider** means a member who under the Constitution is approved to administer an activity for the benefit of members beyond their own association or school.
- r) **Public Officer** means the person appointed to be the public officer of the Association in accordance with the Act.
- s) **Related Martial Art** means those determined by the Board, after consultation with the Advisory Council, as being a derivative of jujitsu or having a lineage to jujitsu.
- t) **Special general meeting** means a general meeting of the association other than an annual general meeting.
- u) **Sport** means inclusive of all Martial Art and Related Martial Art (as defined) both competitive and recreational.
- v) **the Act** means the Associations Incorporation Act 2009 (NSW).
- w) **the Regulation** means the Associations Incorporation Regulation 2016 (NSW).

#### 4. INTERPRETATION

##### 4.1 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 of 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.

#### 5. SEVERANCE

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down 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 Constitution.

## **6. THE ACT**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act Model Rules under the Act are expressly displaced by this Constitution.

## **7. OBJECTS OF THE AJF**

- a) To strive to provide the community with a standard of quality in the teaching and coaching of the martial arts within all member schools and organisations.
- b) To provide opportunities for members to participate in the sharing and development of their knowledge and skills.
- c) To provide opportunities for members to participate in competition in a spirit of friendship at interschool, state, interstate, national and international events.
- d) To provide opportunities for coaches and assistant coaches (instructor's and teachers) within member organisations, and provisional member schools to further develop their knowledge and skills within the martial arts, and appropriate sport sciences, with access to 'National Coaching / Officiating Accreditation'.
- e) To provide or support opportunities for interaction between members and overseas schools and martial arts teachers.
- f) To provide recognition for individual achievement within the martial arts accepted for membership.
- g) To represent the Martial Arts (as defined) at any appropriate forum including at national and international levels before government and non-government bodies involved with the martial arts, or the development of sport and or recreation.
- h) To adopt, formulate, issue, interpret and amend Policies for the control and conduct of Martial Art and Related Martial Art (as defined) in Australia.
- i) To pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of the AJF.
- j) To undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these Objects.
- k) To provide the administration and coordination of activities consistent with achieving these Objects.

## **8. MEMBERSHIP COMMON BOND**

8.1 Members of the AJF agree to a Common Bond:

- a) The Common Bond is achieved when an association or school agrees to share for the benefit of all AJF members, subject to Subclause d) herein, activities which previously they may have managed only for their own members.
- b) The association or school may choose to transfer an activity to the AJF or continue the control and administration of the activity as a Provider to members of the AJF.
- c) All members agree to actively support a unified program of events and activities each year, and to uphold the spirit and intent of cooperation for the benefit of all members.
- d) This common bond shall not within the spirit of the bond, interfere with the right of any association or school to conduct activities or hold teaching seminars or camps that are only for the benefit and participation of their own members. Where it is practical, the association or school shall endeavour to ensure the timing of such events do not conflict with a national or state program of the AJF.

## PART 2 – MEMBERSHIP

### 9. CATEGORIES OF MEMBERS

A member organisation may not be affiliated with both the AJF and any other National Jujitsu Organisation claiming to have state or national governing functions over the Martial Art or Sport as defined (Clause 3 - Definitions) in Australia.

9.1 Each class of member undertakes to:

- a) be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of membership),
- b) pay the fees and subscriptions determined to apply to the Member under Clause 23 (Subscriptions and Fees), and
- c) support the AJF in the encouragement and promotion of its Objects.

9.2 Membership of the AJF shall consist of:

- a) **Member Associations** being a Legal Entity (as defined), which subject to this Constitution, shall be represented by a the person who is the head of the Association or a person designated by the head of the Association and who shall have the right to receive notice of general meetings and to be present, debate and vote on behalf of the Association at general meetings.
- b) **Member Schools** which subject to this Constitution, shall be represented by a the person who is the head of the school or a person designated by the head of the school and who shall have the right to receive notice of general meetings and to be present and to debate at general meetings; and vote on behalf of the School at general meetings.
- c) **Provisional Member Schools** which subject to this Constitution, shall be represented by the person who is the head of the school or a person designated by the head of school, and who shall have the right to receive notice of general meetings and to be present but shall have no rights, to debate or to vote at general meetings.
- d) **Accredited Coach** who subject to this Constitution, shall have the right to be present at general meetings, but shall have no rights, to debate or to vote at general meetings except where a right to debate and to vote is provided under Subclause 9.2 a) or b) herein.
- e) **Individual Member** who subject to this Constitution, shall have the right to be present at general meetings, but shall have no rights, to debate or to vote at general meetings except where a right to debate and to vote is provided under Subclause 9.2 a) or b) herein.
- f) **Life Member** who subject to this Constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights except where a right to vote is provided under Subclause 9.2 a) or b) herein.
- g) **Affiliate Member** who shall have the right to be present at general meetings, but shall have no rights, to debate or to vote at general meetings.

## 10. QUALIFICATION FOR MEMBERSHIP

### 10.1 Association and School Membership

**10.1.1 Member Association** - a member school may apply for recognition as a member association by providing to the board satisfactory evidence of:

- a) Appropriate Dan grading within a Martial Art or Related Martial Art (Clause 3 Definitions) plus supporting personal grading history and lineage for the head of association or the head of association in Australia.
- b) The association has the status of a Legal Entity as defined Subclause 3.1 k) (Definitions).
- c) Updated details on the membership within the association, on the prescribed form.
- d) Satisfactory 'rules of grading' assessed against the model rules of the AJF.
- e) A coaching and grading curriculum or syllabus, (available to participants) detailing the assessment criteria for each grade level awarded by the association. The model curriculum of the AJF may be used as a reference.
- f) Participation by Dan grades and Coaches in the NCAP NOAP of the AJF.
- g) Each member association must:
  - (i) have objects that align with those of the AJF as stated in Clause 7 (Objects of the AJF) and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable within the State.
  - (ii) effectively promulgate and enforce the Constitution and Policies of the AJF and the Statutes and Regulations.
  - (iii) at all times act for and on behalf of the interests of the AJF, the members and martial art discipline.
  - (iv) be responsible and accountable to the AJF for fulfilling its obligations under the AJF's strategic plan as revised from time to time.

If the documentation provided is incomplete and/or the applicant is requested to submit further evidence the school shall continue as a member school until the requirements have been satisfied.

Member Associations have an obligation to resubmit an up-to-date copy of the above documentation should this change, and the Board may review this for continued Member Association status.

**10.1.2 Member School** – A provisional member school may apply for recognition as a Member School by providing to the Board satisfactory evidence of:

- a) A senior Dan grading certificate (over 18-years of age) within a Martial Art or Related Martial Art (Clause 3 Definitions) plus supporting personal grading history and lineage.
- b) Formal structure of the school by a constitution or rules of conduct.
- c) Updated details on the membership within the school, on the prescribed form.
- d) Satisfactory 'rules of grading' assessed against the model rules of the AJF.

- e) A coaching and grading curriculum or syllabus, (available to participants) detailing the assessment criteria for each grade level awarded by the school; the model curriculum of the AJF may be used as a reference.
- f) Demonstrated commitment to the NCAP and NOAP of the AJF.

If the documentation provided is incomplete and/or the applicant is requested to submit further evidence the school shall continue as a provisional member school until the requirements have been satisfied.

Member schools have an obligation to resubmit an up-to-date copy of the above documentation should this change, and the Board may review this for continued Member School status.

10.1.3 **Provisional Member School** – a person who is the head of a martial art school within a Martial Art or Related Martial Art (Clause 3 Definitions) may apply for membership of their school by providing to the Board:

- a) A senior grading certificate (over 18-years of age) within a Martial Art or Related Martial Art (Clause 3 Definitions) plus supporting personal grading history and lineage. Together with information on the association that awarded the certificate.
- b) Details on the membership within their school.

## 10.2 Individual membership

10.2.1 **Individual Member** – a natural person who is a member within a member association, member school, or provisional member school in good standing within that school, shall be eligible to membership upon completion of their details on the prescribed form.

10.2.2 **Accredited Coach** – a natural person who is a member within a member organisation in good standing within that organisation, and holds accreditation as a coach having completed the coach accreditation program of the AJF, shall be eligible to membership upon completion of their details on the prescribed form.

10.2.3 **Life Member** – the Board may recommend to the Annual General Meeting that any natural person who as a member has rendered distinguished service to the AJF where such service is deemed to have demonstrated a prolonged and outstanding contribution to the ongoing advancement of the AJF be appointed as a Life Member. Persons who were Life Members of the Australian Jujitsu Federation immediately prior to approval of this Constitution shall continue to be Life Members following such adoption of this Constitution.

## 10.3 Affiliate Member

10.3.1 **Affiliate Member** – the Board may invite a martial art school or organisation represented by a person who is the head of the school or a person designated by the head of school or the executive of the school, from within Australia or overseas to join the AJF as an Affiliate Member which may or may not be on a reciprocal arrangement. This would exclude the requirements of the membership common bond.

## 10.4 Certificate of Grade Translation

Where a certificate of grade is required, and that certificate is not in English then the certificate is to be provided together with a certified translation.



## 11. APPLICATION FOR MEMBERSHIP

- 11.1 An application for membership must be in writing on the form prescribed from time to time by the Board:
- a) **School membership** - from the head of the school or the person designated by the head of school and lodged with the AJF; accompanied by any prescribed supporting documentation, and the appropriate fee (if any).
  - b) **Individual membership** – from the individual with the appropriate fee (if any).

## 12. DISCRETION TO ACCEPT OR REJECT APPLICATION

- 12.1 The Board shall have the right to question the applicant.
- 12.2 The Board may accept or reject an application whether the applicant has complied with the requirements of membership or not. The AJF shall not be required or compelled to provide any reason for such acceptance or rejection.
- 12.3 Where the Board accepts an application, the school or individual applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application. The Board shall amend the Register of Members accordingly as soon as practicable.
- 12.4 Where the Board rejects an application, any fees forwarded with the application shall be refunded and the application deemed rejected by the AJF.

## 13. REGISTER OF MEMBERS

- 13.1 The Public Officer or Secretary shall establish and maintain a register of members of the AJF (whether in written or electronic form) to be kept at the official address in New South Wales of the AJF. This register shall record:
- a) the name and postal, residential and email address of each person who is a member of the AJF together with the date on which the person became a member; and
  - b) the name, residential address and email address of each person who is a member of the Board, and the date on which the member was elected or appointed to the position and where applicable the date on which any such member ceased to hold such position.
- 13.2 Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any person not already available under details of member associations, member schools or provisional member schools, shall be available for inspection (but not copying) by members, upon reasonable request.
- 13.3 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

## 14. EFFECT OF MEMBERSHIP

- 14.1 **Members acknowledge and agree that:**
- a) this Constitution constitutes a contract between each of them and the AJF and that they are bound by this Constitution and the Rules and Codes of Conduct.
  - b) they shall comply with and observe this Constitution and the Rules and Codes of Conduct and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority.
  - c) by submitting to this Constitution and Rules and Codes of Conduct they are subject to the jurisdiction of the AJF.

- d) the Constitution and Rules and Codes of Conduct are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the martial arts; and
- e) they are entitled to all benefits, advantages, privileges, and services of AJF membership.

#### 14.2 General

- a) A member must at all times treat all staff and representatives of the AJF with respect and courtesy.
- b) A member must not act in a manner unbecoming of a member or prejudicial to the Objects and interests of the AJF or the martial arts, or both.

### 15. CESSATION OF MEMBERSHIP

15.1 Subject to Clause 16 (Resignation of Membership) an association or school ceases to be a member if the association or school is dissolved or resigns or is expelled from the AJF. And otherwise for a person if that person dies or resigns or is expelled from the AJF.

15.2 No Member whose membership ceases has any claim against the AJF or the Directors for damages or otherwise arising from cessation or termination of membership.

### 16. RESIGNATION OF MEMBERSHIP

16.1 A member of the AJF who has paid all amounts payable or outstanding to the AJF in respect of membership, and returned all assets refer Subclause 65.2 (Assets) of the AJF, may resign by first giving to the Board written notice of not less than 12-weeks of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

16.2 If a head or designate of a member organisation or provisional member school ceases to be a member under this Constitution, the membership of individual members registered through the organisation or school may not automatically cease at that time and the Board will at the time of the next board meeting, consider the prevailing circumstances allowing individuals to remain members subject to acceptance of a new head of school or designate, or alignment with or formation of, an alternative school within the AJF.

16.3 If a member being any organisation or natural person who has been accepted for membership as defined Clause 9 (Categories of Members) of the AJF ceases to be a member, the Board must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### 17. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that an association, school or person has by reason of being a member of the AJF is not capable of being transferred or transmitted to another association or school or person; and terminates upon cessation of the associations or school's or person's membership.

### 18. GRIEVANCE PROCEDURE

Disputes between a member and another member (in their capacity as members) of the AJF that cannot be resolved between the recognised delegate for each member, or a dispute between a member or members and the AJF shall be referred to the State Representative of the AJF. If the dispute remains unresolved it shall then be referred to the Board for mediation. After members have had the opportunity to express their position, the Board shall decide the matter. The Board may prescribe additional grievance procedures in Rules or Codes of Conduct consistent with this Clause 18.

**19. FORFEITURE OF RIGHTS**

A member who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the AJF and its property and shall not use any property of the AJF including Intellectual Property. Any AJF documents, records or other property in the possession, custody or control of that member shall be returned to the AJF immediately.

**20. APPOINTMENT POSITION LAPSES**

Any AJF representative appointment shall lapse immediately on cessation of membership.

**21. DISCIPLINING OF MEMBERS**

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

- a) breached, failed, refused, or neglected to comply with a provision of this Constitution, the Rules or Codes of Conduct, or any resolution or determination of the Board or any duly authorised committee; or
- b) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the AJF, and/or the martial arts; or
- c) brought the AJF, any other member or the martial arts into disrepute.

21.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

21.3 If the Board decides to deal with the matter the Board must cause notice of the complaint to be served on the member concerned, and must give the member not less than 14-days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.

21.4 The Board may, by resolution, expel the member from the AJF or suspend the member from membership of the AJF if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

21.5 The member or the recognised delegate of the suspended or expelled association or school may appeal to the next Annual General Meeting of the AJF against the suspension or expulsion, in which case they shall be given the opportunity to state their case orally or in writing or both, and the members present together with the members of the Board shall decide on the question of whether the resolution should be confirmed or revoked.

**22. MEMBERSHIP MAY BE REINSTATED**

Membership which has been discontinued under this Part 2 (Membership) of this Constitution may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

**23. SUBSCRIPTIONS AND FEES**

23.1 A member of the AJF must, on admission to membership, pay to the AJF a fee of \$1 or, if some other amount is determined by the Board, that other amount.

23.2 In addition to any amount payable by the member under Subclause 23.1 herein, a member of the AJF must pay to the AJF an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount.

23.3 The annual membership subscription (if any) and any fees or other levies payable by members to the AJF, the time for and manner of payment, shall be as determined by the Board.

## **24. MEMBERS' LIABILITIES**

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

## **PART 3 – ADMINISTRATION**

### **25. POWERS OF THE BOARD**

- 25.1 The Board's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the AJF, remains viable and effective in the present and for the future. All Directors are to carry out their duties, as far as possible, with due care and diligence, and for the benefit of the association.
- 25.2 The Board's role includes determining the AJF's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.
- 25.3 Subject to the Act and this Constitution and to any resolution passed by the AJF in general meeting, the Board is to control and manage the affairs of the AJF, in accordance with the Objects, and:
- a) may exercise all such functions as may be exercised by the AJF, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the AJF, and
  - b) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management and administration of the AJF, and
  - c) no resolution passed by the AJF in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
- 25.4 Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

### **26. COMPOSITION OF THE BOARD**

The AJF was founded to represent the martial art of jujitsu and while membership has been expanded over time to provide for related martial arts, the composition of the Board shall ensure not less than seventy-five percent of the Board is drawn from jujitsu member organisations that meet that intent.

- 26.1 Members of the Board immediately prior to approval of this Constitution that are not due to retire shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution.
- 26.2 The Board shall comprise seven (7) Directors including not less than three (3) of whom have been elected and may include an additional two (2) Directors appointed by the Board providing a total of nine (9): Provided that, where the number of elected Directors is less than seven (7) the balance may be made-up of additional Appointed Directors as determined appropriate by the Board for the effective administration of the AJF: Provided further, should the total of nine (9) fall short of fulfilling the requirements of clause 26.3 and or 26.4 herein then the board may decide to increase the number of directors by a maximum of two (2) additional appointments providing a total of eleven (11).

- 26.3 The make-up of the Board is to comprise of members with a variety of skills and experience to fulfil the requirements of the Director Portfolios Clause 31 (Director Portfolios), and who will act in the best interests of the organisation as a whole.
- 26.4 Gender Balance - The AJF supports encouragement of female representation within the composition of the Board leading to better corporate performance and will review and report each year to the Annual General Meeting on achieving this balance within the board.
- 26.5 Each Director is to be aged 18-years or more and be ordinarily resident in Australia.
- 26.6 Directors are required to make a commitment of their active and ongoing support for the AJF and the administration of the AJF.

## **27. ELECTION OF DIRECTORS**

- 27.1 Nominations for elected Director positions shall be called for 4-weeks prior to the Annual General Meeting. Qualifications and job descriptions may from time to time be determined by the Board and made available to members.
- a) To be elected to the Board the person must be a member within a member organisation and hold a minimum grade or rank within that organisation, of Shodan within a Martial Art or Related Martial Art as defined (Clause 3 Definitions).
- b) If the person is not the head of the member organisation they must have the support of the head of the organisation.
- 27.2 Nominations must be in writing on the prescribed form for these positions signed by the head of the member organisation and two members of the Board and certified by the nominee expressing their willingness to accept the position for which they are nominated, and must be received by the Board 2-weeks prior to the Annual General Meeting on which the election is to take place or during a shorter period prior to the Annual General Meeting if the Board so determines.

## **28. QUALIFICATIONS FOR APPOINTED DIRECTORS**

The appointed Directors may have specific skills in coaching, officiating, commerce, finance, marketing, law, or business generally or such other skills and or knowledge which complement the Board composition.

## **29. TERM OF APPOINTMENT OF DIRECTORS**

- 29.1 Directors shall be elected or appointed for a term of 3-years from the date of endorsement by the Annual General Meeting or for such shorter term as may be determined by resolution at the Annual General Meeting, subject to provisions in this Constitution relating to earlier retirement or removal from the Board, at which time the person may be eligible for re-election or appointment for a further term or terms. While there can be no maximum number of terms as per the Associations Incorporation Regulation 2016 (NSW), from the date of this constitution the board will implement a maximum term in office from that date, of 10-years.
- a) In the event an Annual General Meeting is delayed causing a term of appointment to exceed 3-years then the appointment shall be extended to the date of the postponed Annual General Meeting.
- 29.2 One-third of the members of the Board shall be due to retire or seek re-nomination at each Annual General Meeting.
- 29.3 A retiring Director holds office until the end of the meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-election or re-appointment.

- 29.4 Within 14-days after vacating office, a former Director of the AJF must ensure all documents in his or her possession, Clause 68 (Custody and Inspection of Books etc), that belong to the AJF are delivered to the public officer for delivery to his or her successor.

### **30. EXECUTIVE DIRECTOR (PRESIDENT)**

An Executive Director shall be appointed by the Board and subject to this Constitution and any resolution at an Annual General Meeting the Executive Director shall perform such duties as agreed by the Board.

### **31. DIRECTOR PORTFOLIOS**

- 31.1 The Board may allocate portfolios and/or titles to Directors that include the following specific duties:
- a) Conduct of meetings (Secretary) – record and prepare minutes of the proceedings of all Board meetings and General meetings, and ensure they include all Director and other appointments; the names of people present; and that the minutes are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting; and prepare such reports as are required by the Board.
  - b) Financial records (Treasurer) – maintenance of all records required by Clause 67 (Books of Account) and present to each meeting a financial statement of the affairs of AJF. Ensure that all money due to AJF is collected and received and that all payments authorised by AJF are made.
  - c) A Director may hold up to 2 offices (Executive Director, vice Executive Director, Secretary, Treasurer,) other than both the offices of Executive Director and if allocated vice Executive Director).
- 31.2 State/Territory Director – shall be accountable for the promotion and development of the sport within the State or Territory, liaise directly with members and prospective members within their portfolio, provide representation and a local focus for the coordination of activities including specific events on the calendar.
- 31.3 Other portfolios shall include providing for: Administration and external liaison; State/Regional representation; Women in jujitsu; Junior Development; Coach Education/Accreditation; Competitive Sport Jujitsu; Officials Education/Accreditation and Athlete Development.

### **32. PUBLIC OFFICER**

- 32.1 The Board shall appoint a Director to act as Public Officer, who in accordance with the Act must be at least 18-years of age and ordinarily resident in New South Wales. The Public Officer is required to notify the Director-General within 28-days of appointment or of a change of address.
- 32.2 Duties of the Public Officer include notifying the Director-General of alterations to the Constitution or statement of Objects, and lodging the documents required in respect of the Annual General Meeting including the financial affairs of the AJF for the previous financial year within 4-weeks of the Annual General Meeting for the current financial year or such further time as provided by the Act; and
- 32.3 Notifying ASIC within the relevant timeframe of alterations to the Constitution, changes in the Board Directors, and or other prescribed requirements.

### **33. ADVISORY COUNCIL**

- 33.1 Life members of the AJF shall be invited to form a Council whose role as the grading and technical authority of the AJF is to provide advice, guidance, and recommendations to the Board for consideration prior to taking a decision. The Advisory Council shall:
- a) review and act on any matters referred by the Board or under the provisions of Clause 59 (Advisory Council Review).
  - b) develop or review Policy and Rules and Codes of Conduct of the AJF in accordance with Clause 71 (Rules and Codes of Conduct) that relate to matters of rank; competency; or grade criteria within the martial arts; or matters of a technical nature.
  - c) review matters relating to concerns expressed in relation to integrity including but not limited to Anti-Doping and Member Protection.
  - d) address matters referred by the Board within a reasonable timeframe as agreed with the board, and report back for decision.
  - e) where requested, comprise a nomination committee to review the relevant skills and experience of nominees for election or appointment to the board.
- 33.2 If a member of the board is not a member of the Advisory Council, the board shall appoint a board member to the council as an honorary non-voting member, responsible for the assembly of the Advisory Council.
- 33.3 Life members may attend and participate in meetings of the Board. However, unless also elected or appointed to the Board, shall not have voting rights in the business of the Board.

### **34. STATE/TERRITORY REPRESENTATIVES**

- 34.1 Nominations for the appointment of state/territory/regional representatives may be received and accepted by the Board with the nominee expressing their willingness to accept the position.
- 34.2 These positions shall be appointed by the Board for a term of 2-years from the date of the Annual General Meeting, subject to provisions in this Constitution relating to earlier retirement or removal, at which time the person may be eligible for appointment for a further term or terms: Provided, where the appointment is made between Annual General Meetings then the 2-years shall be extended to include the intervening period.
- 34.3 The Representative is to assist the State Director within the State or Territory, in their accountabilities Subclause 31.2 and 31.3 (Director Portfolios), and to take the role of Contact Officer in matters relating to the AJF Member Protection Policy.

### **35. PATRONS**

The Board may extend invitations and appoint Patrons to the AJF. Patrons may attend and participate in general meetings of the AJF, however shall not have voting rights in the business of the AJF.

### **36. CASUAL VACANCIES**

- 36.1 The Board shall have the power at any time and from time to time to fill any casual vacancy amongst the Board or State Representatives, and that person shall hold office until the next Annual General Meeting at which time they may stand for election: Provided, subject to this Constitution, the appointment shall not exceed the balance of the term of the casual vacancy.
- 36.2 In the case of the Public Officer the Board must fill this position within 28-days after the vacancy arises. A vacancy may occur in any of the circumstances detailed in the Act.

**37. REMOVAL OF A DIRECTOR OR STATE REPRESENTATIVE**

- 37.1 In addition to the circumstances in which a casual vacancy occurs by virtue of the Act, the Board may remove any elected or appointed Director, or any state representative from their appointment before the expiration of their term, where in their opinion (but subject always to this Constitution):
- a) the person is not fulfilling the responsibilities of the appointment; or
  - b) has acted in a manner unbecoming or prejudicial to the Objects and interests of the AJF; or
  - c) has brought the AJF into disrepute.
- 37.2 In which case the vacancy may be filled in accordance with the provisions of Clause 36 (Casual Vacancies).
- 37.3 If a member to whom a proposed action referred to herein relates makes representations in writing to the Board (not exceeding a reasonable length) the member is entitled to require that the representations be read out at a meeting of the Board at which the resolution is to be reviewed.

**38. MEETINGS OF THE BOARD AND QUORUM**

- 38.1 All meetings of the Board shall be conducted in accordance with the provisions of the Constitution and follow the generally accepted procedure for the conduct of meetings.
- 38.2 The Board shall meet during the year as often as deemed necessary (subject to Clause 41 – Notice of Board meetings) for the management of the AJF being not less than five (5) occasions each year, and at such place and time as the Board may determine.
- 38.3 The number of Board members required to constitute a quorum for the transaction of business is five (5): Provided that, if the total number of Board members due to vacancies falls below eight (8) the quorum shall be reduced to four (4) the Board may also agree at the time of calling a meeting not less than four (4) members may constitute a quorum.
- 38.4 If within half an hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time and (unless another place or time is specified at the time of the adjournment by the person presiding at the meeting or communicated by notice to members given before the day to which the meeting is adjourned) at the same place.
- 38.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Directors present (being not less than four (4) are to constitute a quorum.

**39. VOTING AT BOARD MEETINGS**

- 39.1 Subject to this Constitution and to Subclause 39.2 herein questions arising at any meeting of the Board shall be decided by a majority of votes of members present at the meeting.
- 39.2 Where the membership of a Board includes Directors from the same member organisation or a non-jujitsu discipline, and it is considered by the remainder of the Board a vote may bias towards that organisation or discipline (group), then only a singular person from that group shall vote after first having an opportunity to consult with the other members of that same group: Provided, if not all board members are in attendance, should the group not agree as to the bias then the matter shall be adjourned.



**40. RESOLUTIONS NOT IN MEETING**

- 40.1 A resolution in writing signed or assented to by any form of visible or other electronic communication by the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- 40.2 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting: Provided that:
- a) all persons participating in the meeting can communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - b) 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 or this Constitution and such notice specifies that Directors may not be required to be present in person;
  - c) if a failure in communications prevents Subclause 40.2 a) herein from being satisfied by that number of Directors which constitutes a quorum, and none of such 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 Subclause 40.2 a) herein is satisfied again. If such condition is not satisfied within thirty (30) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
  - d) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

**41. NOTICE OF BOARD MEETINGS**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than 28-days written notice (which may be by electronic mail) of the meeting shall be given to each Director. The agenda shall be forwarded to each Director not less than 7-days (or as determined by the Board on shorter notice) prior to such meeting.

**42. CHAIRPERSON**

The Board shall appoint a chairperson from amongst its number to preside as chair for the Board meeting and this position may be rotated.

**43. DIRECTORS' DISCLOSURE OF INTERESTS**

Subject to the Act and this Constitution if a Director has a direct or indirect interest in a matter being considered or about to be considered at a Board meeting and the interest appears to raise a conflict with the proper performance of the Director's duties in relation to the consideration of the matter, the Director must, as soon as possible after the relevant facts have come to the Director's knowledge, disclose the nature of the interest at a Board meeting.

**44. RECORDING DISCLOSURES**

Any declaration made; any disclosure or any general notice given by a Director in accordance with Clause 43 (Directors' Disclosure of Interests) must be recorded in the minutes of the relevant meeting.

**45. SPECIAL COUNCILS – SUB COMMITTEES**

- 45.1 The Board may establish special councils focused on developing or supporting specific activities and or member disciplines that include but are not limited to athlete development from grass roots to high performance, and competitive sport jujitsu.
- 45.2 Appointments to each Special Council will be reaffirmed each year at the Annual General Meeting.

**46. DELEGATION**

- 46.1 The board and each committee established by the board should have terms of reference or a charter. Since ultimate decision-making power rests with the board, the board should clearly document all delegations of authority to the Executive Director and other Directors, committees, or groups. This document, or delegations register, should be regularly reviewed, and updated. It should be the subject of a formal board resolution. This clause sets out how such delegations should be made and how they operate.
- 46.2 Subject to this Constitution the Board may, by instrument in writing, delegate to one or more special councils or sub-committees, consisting of such member or members of the AJF as the Board thinks fit, the exercise of such of the functions of the Board as are specified in the instrument, other than this power of delegation, and a function which is a duty imposed on the Board by the Act or by any other law, or this Constitution or by resolution of the AJF in general meeting.
- 46.3 A function, the exercise of which has been delegated to a special council or sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the special council or sub-committee in accordance with the terms of the delegation.
- 46.4 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 46.5 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 46.6 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board. The entity exercising delegated powers shall make decisions in accordance with the Objects and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.
- 46.7 The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause and may amend or repeal any decision made by such body or person under this clause.

**47. SEAL**

- 47.1 The AJF may have a Seal upon which its corporate name shall appear in legible characters.
- 47.2 The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of the AJF. The affixing of the Seal must be witnessed by two (2) Board members, unless the Board determines otherwise.

## **PART 4 – GENERAL MEETINGS**

### **48. ANNUAL GENERAL MEETING**

- 48.1 The Annual General Meeting of the AJF to be held in accordance with the Act and this Constitution each year at a venue to be determined by the Board each calendar year during the second full weekend of March or on such date within a reasonable period following the second full weekend in March.
- 48.2 All general meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- 48.3 Amongst the business of the Annual General Meeting shall be included the following:
- a) To confirm the minutes of the last preceding annual general meeting and any other special general meeting held since that meeting.
  - b) To receive from the Board and other committees reports on the activities of the AJF during the last preceding financial year.
  - c) To receive and consider the financial statement or report required to be submitted to members under the Act.
  - d) To elect or confirm Directors and other appointments.
  - e) To agree on a unified program of events and activities for the year and the Provider of each activity if not the AJF, in accordance with the Objects and Membership Common Bond.
  - f) With leave of the Chairperson and the members present, other items may be raised for inclusion on the agenda at the start of the meeting. However subject to a ruling of the Chairperson these may be discussed only after all other matters are concluded.

### **49. SPECIAL GENERAL MEETING**

- 49.1 The Board whenever it thinks fit may convene a Special General Meeting of the AJF, or upon the requisition in writing of not less than four (4) member associations or member schools. Such requisition to state the reason for the meeting and to be signed by the recognised delegate for each association or school. This is to be handed or sent by certified mail to the Board.
- 49.2 If the Board fails to convene a special general meeting to be held within 12-weeks after that date on which a requisition of members for the meeting is lodged with the Board, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 12-weeks after that date.
- 49.3 A special general meeting convened by a member or members under this Constitution must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

### **50. NOTICE OF MEETINGS**

- 50.1 The Board must not less than 28-days prior to the date fixed for the holding of a general meeting, give a notice to each member entitled to receive notice under Subclause 9.2 (Categories of Members), specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The notice may be:
- a) communicated directly by telephone, sent by prepaid post, by fax, or by electronic mail, to each recognised delegate's address; and

- b) each recognised delegate shall be responsible for notification of those persons within the member organisation or provisional member school who should be informed.

- 50.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Board must, in addition to the matter required under Subclause 50.1 herein, give notice as to the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- 50.3 No business other than that specified in the notice convening a general meeting or as provided in Subclause 50.5 herein, is to be transacted at the meeting except, in the case of an annual general meeting business which may be transacted under Clause 48 (Annual General Meeting).
- 50.4 A member entitled to vote desiring to bring any business before a general meeting may give notice in writing of that business to the Board not less than 21-days prior to the general meeting.
- 50.5 The Agenda for the general meeting should be forwarded to each member entitled to receive notice under Subclause 9.2 (Categories of Members), 14-days before the date of the general meeting.

## **51. QUORUM**

- 51.1 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 shall be where four (4) member associations or member schools entitled under this Constitution to vote are represented.
- 51.2 Where a person holds an accepted proxy satisfying the requirements of Clause 57 (Proxy Voting) that person shall be included in the quorum: Provided however, no person may be counted more than once.
- 51.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) if convened on the requisition of members, is to be dissolved, and
  - b) in any other case, shall stand adjourned to a date, time, and place to be set by the person presiding at the meeting before the adjournment or communicated by written notice to members.
- 51.4 If at the adjourned meeting a 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 three (3) are to constitute a quorum.

## **52. PRESIDING MEMBER**

The Executive Director shall preside as chairperson at each general meeting of the AJF. If this person is absent or unwilling to act, the Directors present must elect a member of the Board to preside as chairperson at the meeting.

**53. CONDUCT OF MEETINGS**

- 53.1 All meetings of the AJF shall be conducted in accordance with the provisions of the Constitution and follow the generally accepted procedure for the conduct of meetings.
- 53.2 Subject to the matters to be discussed at a general meeting, observers may be permitted to attend for all or part of the proceedings. With the permission of the members, the Chairperson may invite observers to express a view on an issue under discussion.
- 53.3 Use of technology at general meetings - subject to this Constitution and any resolution at a general meeting the Board may authorise that a general meeting be held at two (2) or more venues using any technology that gives members a reasonable opportunity to participate.
- a) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**54. ADJOURNMENT**

- 54.1 The Chairperson may with the consent of the majority of members at which a quorum is present, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. Where practical the time and place of the adjourned meeting shall be set prior to the adjournment.
- 54.2 If a general meeting is adjourned for 5-weeks or more, the Board must give notice of the adjourned meeting to each member entitled to receive notice under Subclause 9.2 (Categories of Members) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 54.3 Except as provided in Subclause 54.2 herein notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**55. VOTING PROCEDURE**

- 55.1 Except where the Constitution otherwise requires, any resolution arising at a general meeting of the AJF shall be decided, subject to Subclause 55.2 herein, by a consensus of all members attending. To this end a member shall not unreasonably obstruct a consensus and may elect to abstain from the process.
- 55.2 Each member association or member school is entitled to one (1) vote to be exercised by the recognised delegate for the association or school; refer Subclause 9.2 (Categories of Members), the Chairperson may, or upon request from the recognised delegate for a member association or member school shall, call for a vote from member associations and member schools on any issue before a meeting. When a vote is requested it shall be passed if it is supported by more than half of the recognised delegates present at the meeting entitled to vote, including the exercise of proxies. In the event of an equality of votes on any resolution, the resolution shall be lost.
- 55.3 A declaration by the Chairperson that a resolution has been agreed or carried or carried unanimously or lost, or that special resolution has been carried, or an entry to that effect in the minutes of the AJF, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- 55.4 A member or proxy is not entitled to vote at any general meeting of the AJF if the member is under 18-years of age, and unless all money due and payable by the member to the AJF has been paid.
- 55.5 Subject to this Constitution, the Directors at a general meeting of members do not have voting rights.

**56. SPECIAL RESOLUTION**

Subject to this Constitution and the provisions of Clause 50 (Notice of Meetings) a special resolution to be passed must have the support of both at least three-quarters of the members of the Board and at least three-quarters of the financial members of the AJF who under the Constitution are entitled to vote and choose to do so either in person or subject to Clause 57 (Proxy Voting) by proxy at the meeting, or subject to Clause 58 (Electronic Voting) by an electronic ballot.

**57. PROXY VOTING**

57.1 Each member entitled to vote under Subclause 9.2 (Categories of Members) shall be entitled to appoint another person from a member association or member school as proxy: Provided, no association or school shall hold more than one (1) proxy.

57.2 The notice appointing the proxy is to be in the form approved by the Board from time to time, and is to be duly completed and executed and lodged with the Chairperson at or before the commencement of the meeting in respect of which the proxy is appointed: Provided that, a notice received by electronic mail from the delegate's known email address may be accepted. No person entitled to vote shall exercise more than one (1) proxy vote at any one time.

57.3 The instrument appointing the proxy shall also state the date of the meeting and if desired, whether the proxy is authorised to vote in favour of or against proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he or she thinks fit.

**58. ELECTRONIC VOTING**

The Board may determine to provide for an electronic ballot. If the Board so determines, the electronic ballot shall be conducted under the procedures either set by the Regulations or as prescribed by the Directors.

**59. ADVISORY COUNCIL REVIEW**

Where during a meeting a recognised delegate of a member association or member school or a Director is of the opinion that a decision of the members may affect the Integrity or Objects of the AJF or come within the jurisdiction of the Advisory Council under Clause 33 (Advisory Council), then the delegate or Director may require the Chairperson to refer the matter to the Board for consideration by Advisory Council.

**PART 5 – FINANCE****60. FUNDS – SOURCE**

60.1 The funds of the AJF are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the AJF in general meeting, such other sources as the Board determines.

60.2 All money received by the AJF must be deposited as soon as practicable and without deduction to the credit of the AJF bank or other authorised deposit-taking institution account: Provided that, whereas defined within this Constitution, a member association or member school is approved to administer an activity as a Provider then monies in respect of that activity may go directly to the member association or member school.

60.3 The AJF must, as soon as practicable after receiving any money, issue an appropriate receipt.

**61. UNFINANCIAL MEMBERSHIP OR AFFILIATION**

Any member who has not paid their annual subscription by the due date shall be deemed to be unfinancial and shall not be entitled to any of the rights or privileges under the rules of the Constitution. Fees due but not paid will accumulate until paid while an association or school or person continues to be a member.

**62. DISBURSEMENT OF FUNDS**

62.1 Subject to any resolution passed by the AJF in general meeting, the funds of the AJF are to be used in pursuance of the Objects of the AJF in such manner as the Board determines.

62.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Directors authorised to do so by the Board: Provided, the Board may agree on specific expenditure or an amount limit for which a second signature is not required: Provided further, subject to any resolution passed by the AJF in general meeting, the Board may agree to guidelines based on the previous year's income and expenditure by which a Director is authorised to manage funds.

**63. FINANCIAL YEAR**

The financial year of the AJF shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December each year. Annual subscriptions shall become due on 1<sup>st</sup> January each year and if not paid within 16-weeks may be increased for late payment: Provided that, the due date for annual subscriptions may be changed to coincide with the Annual General Meeting.

**64. REIMBURSEMENT OF REASONABLE EXPENSES**

64.1 Subject to the determination and approval of the Board and Subclause 64.2 herein the Directors, Life Members and other members as individually approved by the Board from time to time, shall be entitled to be reimbursed for all approved reasonable expenses incurred in the performance of their responsibilities.

64.2 Approval for reimbursement of reasonable expenses will only relate to expenses incurred since the previous Annual General Meeting and appropriate receipts or records clearly identifying the purpose of the expense shall cover all expenses.

64.3 Where sufficient income is derived from a specific event and without limiting the type of event including training camps, seminars, and competitions, persons involved in the organisation, coaching or refereeing or officiating at the event may be reimbursed a nominal amount for their personal expenses, which shall be appropriately receipted. This shall be determined in the planning of the event and approved by the Board.

64.4 Subject to this Constitution and any resolution at a general meeting, the Board may approve payment be made to a member for any services actually rendered to the AJF and or goods supplied to the AJF in the ordinary and usual course of operation: Provided that, any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

64.5 The AJF may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

**65. ASSETS**

65.1 Subject to each individual purchase being approved by a general meeting, the AJF may purchase and hold assets of its own which shall be held in the name of the AJF.

65.2 All property pertaining to the AJF that may be held by members or persons and without limiting the extent including all training mats, tatami, uniforms, jujitsu gi, protective equipment, weapons, records, stationery, books, badges, correspondence, certificates and other documents, shall upon request of the Board be made available for inspection or returned to the AJF.

**66. INSURANCE**

The AJF may affect and maintain insurance.

**67. BOOKS OF ACCOUNT**

67.1 The Board shall ensure that correct books and accounts are kept showing the financial affairs of the AJF, including full details of all receipts and expenditure connected with the activities of the AJF.

67.2 The Board shall ensure that all monies received by the AJF and all assets acquired therewith are identified separately.

67.3 The Board shall arrange for a Balance Sheet and a Statement of Income and Expenditure to be presented to each Annual General Meeting.

67.4 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 12-weeks after such approval or adoption.

67.5 The AJF shall retain such records for 7-years after the completion of the transactions or operations to which they relate.

**PART 6 – MISCELLANEOUS****68. CUSTODY AND INSPECTION OF BOOKS ETC**

68.1 Except as otherwise provided by this Constitution, the Board shall keep in their custody or under their control all records, books, and other financial documents of the AJF, this Constitution, and minutes of all meetings of the AJF.

68.2 The records, books, and other documents of the AJF provided for in Subclause 68.1 herein shall be open to inspection, free of charge, by a member of the AJF at any reasonable hour.

68.3 Despite subclauses 68.1 and 68.2 herein, the Board may refuse to permit a member of the AJF to inspect or obtain a copy of records of the AJF that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the AJF.

**69. SERVICE OF NOTICES**

69.1 Notices may be given by the AJF to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or, by electronic mail, to the member's registered address or facsimile number or electronic mail address, or in the case of a recognised delegate as provided for under Subclause 9.2 (Categories of Members) to the last notified address, facsimile number or electronic mail address.

69.2 Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying, and posting the notice. Service of the notice is deemed to have been affected 3-days after posting.

69.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be affected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

69.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected the next business day after it was sent.



**70. INDEMNITY FOR THE AJF, DIRECTORS AND LIFE MEMBERS**

- 70.1 All member organisations and provisional member schools of the AJF will be accountable for ensuring that appropriate arrangements have been made in respect to the safety, well-being and protection of all coaches, instructors, referees, officials, players and persons who are members or related to the member organisation, or provisional member school and participate in or attend activities of the AJF.
- 70.2 No Director or Life Member shall be liable for the acts, receipts, neglects, or defaults of any other member of the AJF, member organisation, or provisional member school.
- 70.3 Every Director and Life Member of the AJF shall be indemnified out of the property and assets of the AJF against any liability incurred by them in their capacity as a member of the Board in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 70.4 The AJF shall indemnify its Directors and Life Members against all damages and losses (including legal costs) for which any such Director or Life Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct, performed or made whilst acting on behalf of and with the authority, express or implied of the AJF.

**71. RULES AND CODES OF CONDUCT**

- 71.1 Subject to the provisions of Clause 33. (Advisory Council) the Board may develop for adoption rules or codes of conduct in accordance with the Objects of the AJF and should ensure that these meet the ongoing needs of the AJF: Provided that, all rules or codes of conduct developed by the Board except as provided by Subclause 71.3 herein, will be subject to confirmation by a general meeting.
- 71.2 Once a general meeting has confirmed a rule or code of conduct, each member shall be responsible for ensuring its implementation within their association or school and the compliance by their members. The AJF shall have the power to take whatever action is deemed appropriate to ensure the rules or codes of conduct are complied with refer Clause 21 (Disciplining of Members) this may also include appropriate disciplinary action provided for within the rules or codes of conduct.
- 71.3 Where the ASC requires an existing policy or rule or code of conduct, of the AJF be reviewed and or modified to satisfy the requirements of the ASC then the Board may make the amendments required and implement the revised policy or rule or code of conduct and advise members of the changes made.

**72. GRADING AUTHORITY**

Each member association, member school or provisional member school operates to their own grading authority; however, the AJF has the power to award ranks following a successful grading in accordance with the grading and assessment criteria recommended from time to time by the Advisory Council and accepted by the Board. The grading authority of the AJF is preserved in perpetuation with the Advisory Council to be applied in the manner prescribed within the rules of grading set by the Advisory Council and accepted by the Board.

**73. ISSUE OF CERTIFICATES**

- 73.1 Subject to Subclause 73.2 herein the Board shall be responsible for the issue of certificates, which without limiting the type of certificate include certificates of affiliation, financial membership, accreditation, and recognition. All certificates remain the property of the AJF and upon request are to be returned if the association or school or person ceases to be a member.
- 73.2 The issue of certificates of Dan rank require the agreement of the Advisory Council.

**74. AJF IS NOT FOR PROFIT**

The assets and income of the AJF shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the AJF except as genuine compensation for services rendered or expenses incurred on behalf of the AJF.

**75. WINDING UP AND DISTRIBUTION OF PROPERTY**

Subject to this Constitution the AJF may be wound up in accordance with the Act. If upon winding up or dissolution of the AJF there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members but shall be given or transferred to another organisation or organisations having objects similar to the Objects in Clause 7 (Objects of the AJF) and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the AJF by this Constitution. The organisation(s) are to be determined in general meeting by Special Resolution at or before the time of dissolution, and in default thereof by the Board following consultation with the Advisory Council.

**76. AMENDMENT OF THE CONSTITUTION**

- 76.1 The Constitution may be amended only by special resolution at a general meeting to which the required notice has been given in accordance with Clause 50 (Notice of Meetings), specifying the intention to propose a special resolution to amend the Constitution.
- 76.2 The members must not pass a special resolution that amends this constitution if passing it causes the AJF to no longer be a not-for-profit organisation.
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