

JUDO VICTORIA INCORPORATED

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CONSTITUTION

Comprising:

STATEMENT OF PURPOSES

and

RULES

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STATEMENT OF PURPOSES

of

JUDO VICTORIA INC.

Name of the Association

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

Purposes of the Association

2. The purposes for which the Association is established are to:
- (a) create a single uniform entity through and by which the sport of judo can be conducted, promoted and administered in and throughout the State of Victoria ("the State");
 - (b) provide for the conduct, promotion and administration of judo in and throughout the State;
 - (c) affiliate and liaise with the Judo Federation of Australia Inc., 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;
 - (d) conduct, promote, advance, standardise, administer, and control the sport of judo in the State;
 - (e) ensure that a high standard of judo is maintained in the State;
 - (f) develop a sense of sportsmanship and a high degree of proficiency in participants of the sport of judo;
 - (g) enable participants to achieve a high level of physical and mental fitness through the teaching and practice of judo;
 - (h) use and protect the intellectual property of the Association including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the Association;
 - (i) collect, distribute and publish information in connection with the sport of judo including but not limited to competitions and international tournaments conducted in the State;
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- (j) strive for governmental, commercial and greater community awareness of the sport of judo and the Association;
- (k) promote the health and safety of participants in the sport of judo;
- (l) encourage participants to realise their potential and athletic abilities by extending to them the opportunity of education and participation in the sport of judo;
- (m) encourage and promote performance enhancing drug-free competition;
- (n) support and represent its members on issues effecting the sport of judo in the State;
- (o) undertake or to do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes; and
- (p) do all things possible to obtain sponsorship for its members.

Power of the Association

3. Solely for furthering the purposes set out above the Association has power to:
- (a) take over all of the funds and other assets, and liabilities of the present unincorporated association known as Judo Federation of Australia (Victoria) ("JFA(Vic)").
 - (b) take over all operational aspects of JFA (Vic).
 - (c) indemnify any person for any loss or damage incurred as a result of having on behalf of JFA (Vic) become liable to pay any amount by way of damages or otherwise;
 - (d) 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;
 - (e) 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;

- (f) construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association;
- (g) borrow and raise money in such manner as the Association may think fit;
- (h) 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;
- (i) receive money on deposit with or without allowance of interest thereon;
- (j) 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;
- (k) 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;
- (l) take any gift of property whether subject to any special trust or not for any one of more of the purposes of the Association;
- (m) 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;
- (n) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- (o) appoint, hire, employ, remove, replace or re-instate secretaries, managers, servants, 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;
- (p) subscribe to any charities and to grant donations for any public purpose;
- (q) 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;
- (r) 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;

- (s) promote any other person or company for any purpose calculated to benefit the Association;
- (t) 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;
- (u) lend and advance money or give credit to any person, company, incorporated or unincorporated association in such manner as the Association may think fit;
- (v) 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;
- (w) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (x) 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;
- (y) take or hold mortgage, liens or charges, to secure payment of the purchase price, or any unpaid balance of the 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 others;
- (z) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which 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;
- (aa) take or otherwise acquire, and hold shares, debentures or other securities of any company;
- (bb) 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;

- (cc) take and effect insurance; and
 - (dd) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.
4. See Rule 45A.

Addition Alteration or Amendment

5. 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.
6. See Rule 47.
7. See Rule 48.

Distribution of Property on Winding Up

8. 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.

Interpretation Clause

9. (a) The specification of the purposes of the Association in clause 2, and the powers in clause 3, 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.
- (b) 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.

- (c) In this Statement of Purpose:
- (i) words importing the singular include the plural and vice versa;
 - (ii) words importing any gender include the other genders;
 - (iii) references to persons include corporations and bodies politic;
 - (iv) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (v) 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);
 - (vi) 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 I - INTERPRETATION

Name

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

Interpretation

2. (1) In these Rules, unless the contrary intention appears:-
 - (a) "Adult" means a natural person who has attained the age of sixteen years;
 - (b) "Club Register" means the register maintained by the Registrar under Rule 9(a);
 - (c) "Committee" means the Committee of the Association;
 - (d) "Delegate" means a Member of a recognised body appointed by the Members of such body to represent them at General Meetings;
 - (e) "Financial Adult" means an Adult Registered Affiliate Individual that has paid all arrears and current annual membership subscriptions (if any) and fees payable by an adult Registered Affiliate Individual to the Association;
 - (f) "Financial Junior" shall mean a Junior Registered Affiliate Individual that has paid all arrears and current annual membership subscriptions (if any) and fees payable by an junior Registered Affiliate Individual to the Association;
 - (g) "Financial Member" means any financial adult or financial junior.
 - (h) "Financial year" means the year ending on 30 June in each year;
 - (i) "General Meeting" means the annual or a special general meeting of the Association;
 - (j) " Life Member" means an Life Member of the Association;
 - (k) "Incorporated Association" means an Association incorporated in accordance with the Act;
 - (l) "Individual Register" means a register maintained by the Registrar which records natural persons as either Registered Affiliate Individuals or as Registered Individuals as the case may be under Rule 9(b);
 - (m) "Intellectual Property" means all rights subsisting in copyright, trade names, trade marks, 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;
- (n) "Junior" means a natural person who has not attained the age of sixteen years;
 - (o) "Member" means a Member for the time being of the Association under Rule 6(i);
 - (p) "Member of the Committee" means a member for the time being of the Committee under Rule 15 (1);
 - (q) "President" means the President for the time being of the Association;
 - (r) "Registered Affiliate Individual" means a natural person that is:
 - (i) a Member of a Registered Club; and
 - (ii) is registered on the Individual Register.
 - (s) "Registered Club" means:
 - (i) an Incorporated Association; and
 - (ii) an Unincorporated Associationwhich is registered as a club in accordance with the Rules;
 - (t) "Registered Individual" means a natural person who is not a Registered Affiliate Individual but who is registered on the Individual Register;
 - (u) "Regulations" means any Regulations made by the Committee under Rule 34;
 - (v) "Rules" means these Rules of the Association and include the Statement of Purposes of the Association;
 - (w) "Seal" means the common seal of the Association and includes any official seal of the Association;
 - (x) "Secretary" means the Secretary of the Association for the time being elected under these Rules;
 - (y) "Special Resolution" means a Resolution passed by at least three-quarters of the Members entitled to vote, at a Special General Meeting called for that purpose;
 - (z) "the Act" means the Associations Incorporation Act 1981 (Vic);
 - (aa) "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;
 - (bb) "Voting Members" means a Registered Club that has a membership of not less than:
 - (i) ten (10) Financial Adult Registered Affiliate Individuals; or
 - (ii) twenty (20) Financial Junior Registered Affiliate Individuals; or
 - (iii) any combination of Financial Adult Registered Affiliate Individuals or Financial Junior Registered Affiliate Individuals where two (2) Financial Junior Registered Affiliate Individuals shall be the equivalent of one (1) Financial Adult Registered Affiliate Individual so that the total of the said combination shall be equal to no less than ten (10) Financial Adult Registered Affiliate Individuals;

- (2) In these Rules:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (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 including the plural and vice versa;
 - (d) words importing any gender including the other genders;
 - (e) references to persons include corporations and bodies politics;
 - (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 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).
3. Expressions referring 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 facsimile transmission and electronic mail.
4. 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.
5. The Association is established solely for the purposes set out in the Statement of Purposes.

PART II - MEMBERSHIP

Members

6. (i) The Members of the Association shall consist of:-
 - (a) Registered Clubs;
 - (b) Registered Affiliate Individuals;
 - (c) Registered Individuals;
 - (d) Life Members;
- (ii) Life Membership bestowed upon any Registered Individual or Registered Affiliate Individual Member of the Association who, in the opinion of the Committee, has rendered special service to the Association. Any proposal for

Life Membership shall be nominated to the Committee and, if endorsed by the Committee, shall be proposed at the Annual General Meeting. Such proposal must be passed by a Special Resolution. No more than two Life Members shall be elected in any one year.

(iii) Conditions, obligations and privileges of Life Members shall be as prescribed in the Regulations.

7. (1) The application for admission to membership of the Association shall be:
- (a) made in writing using the form as prescribed from time to time by the Committee;
 - (b) lodged with the Secretary of the Association; and
 - (c) be accompanied by the appropriate fee as determined by the Committee from time to time.
- (2) After the receipt of an application, the Secretary shall refer the application to the Committee at the next Committee meeting.
- (3) Upon an application being referred to the Committee, it shall determine whether to approve or reject the application. The Committee may, at its discretion, and without ascribing any reason therefore, reject an application for membership.
- (4) Upon an application being approved by the Committee, the Secretary shall forthwith notify the applicant in writing that he, she or it has been admitted to membership of the Association.
- (5) Upon an application being rejected by the Committee, the Secretary shall forthwith notify the applicant in writing, that he, she or it has not been admitted to membership of the Association and shall refund all monies paid by the applicant.
- (6) Upon an application being approved by the Committee, the Registrar shall forthwith enter the applicant's name into the Individual Register or the Club Register as the case may be and upon the name of the applicant being so entered, that applicant shall become a Member of the Association.

Fees

8. The annual 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.

Register of Members

9. The Registrar shall keep and maintain the following registers:-

- (a) Club Register in which the Registrar shall enter the full name of each Club, its address and date of entry of the name of the Club as a Member on the register.
- (b) Individual Register in which the Registrar shall enter the full name of each such natural person, his or her address, his or her date of birth, grading and date of entry of his or her name on the register as a Registered Affiliate Individual or in the case of a Registered Individual the same information.

Effect of Membership

10. (1) Members acknowledge and agree that:
- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations;
 - (b) they shall 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;
 - (c) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
 - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of the Association;
 - (e) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (2) Financial Members have the following privileges by virtue of membership of the Association:
- (a) to express in writing or otherwise their views and opinions through their representatives in any meeting in respect of which they are entitled to participate in accordance with these Rules;
 - (b) to make proposals or submissions to the Committee of the Association through their representatives;
 - (c) to engage and participate in any activity approved, sponsored or recognised by the Association;
 - (d) to conduct any activity approved by the Association.

Discontinuance of Membership

11. (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, and where the Member is a Registered Affiliate Individual, also to his Registered Club.
- (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 or Board.

- (3) Membership shall not be discontinued under Rules 11(2) without the Committee first giving the accused Member the opportunity to defend himself against the allegation of the breach and/or remedy the breach.
- (4) Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under Article 11(2) by the Association giving written notice to that effect to the Member to the address of the Member as entered on the Club Register or the Individual Register as the case may be.
- (5) Membership which has been discontinued under Rule 11(2) may be reinstated at the discretion of the Committee.
- (6) A Member which ceases to be a Member shall forfeit all right in and claim upon the Association and its property including Intellectual Property.
- (7) Where a Member other than an Life Member fails to renew its, his or her membership within 2 months of being required to do so its, his or her membership of the Association shall be deemed to be unfinancial and shall lapse after a period of seven (7) years.
- (8) A Member whose membership has lapsed under Rule 11(7) may reapply for membership

Discipline of Members

12. (1) Subject to these Rules, the Committee may by resolution:-
 - (a) expel a Member from the Association;
 - (b) suspend a Member from membership of the Association for a specified period; or
 - (c) reprimand a Member.if the Committee is of the opinion that the Member:-
 - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Committee or any duly authorised Sub-Committee or Board; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association and/or the sport of judo; or
 - (iii) brought the Association, any Registered Club and/or the sport of judo into disrepute.
- (2) The resolution of the Committee under sub-clause (1):-

- (a) can only be passed after the Committee, acting on the recommendation of the Complaints Tribunal, causes to be served on the Member a notice in accordance with subclause (3) and then convenes a meeting to be held not earlier than 14 and not later than 28 days after the service on the Member of that notice.
- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he may do one or more of the following:-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
- (a) shall give the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Member is dissatisfied with the resolution of the Committee made under subclause (4), he may request that a Special General Meeting of the Association be held to review the resolution. When the Secretary receives such a notice he shall notify the Committee and the Committee shall convene a Special General Meeting of the Association to be held within 21 days after the date on which the Secretary receives the notice.
- (6) At a Special General Meeting of the Association convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the General Meeting of the Association:-
- (a) two-thirds of the Voting Members vote in favour of the confirmation of the resolution, the resolution is confirmed; and

- (b) in any other case the resolution is revoked.

Dispute Resolution (appeals)

- 12A. (1) This appeal procedure is available to:
- (a) A member of the Association
 - (b) An applicant for membership of the Association
- (2) An appeal may be made only in the following cases
- (a) An adverse finding by:
 - (i) A member club or any of its officials, sub-committees or committee
 - (ii) This association or any of its officials, sub-committees or committee
 - (b) The matter is not trifling, vexatious or frivolous
 - (c) The appellant has exhausted all other avenues of appeal under:
 - (i) The club constitution
 - (ii) This constitution
- (3) Appeals may only proceed as follows
- (a) An appeal may only proceed to each authority level in sequence as follows
 - (i) The concerned sub-committee
 - (ii) The Committee
 - (iii) A General Meeting of the Association
 - (iv) Judo Federation of Australia Incorporated Complaints Tribunal
 - (v) National Sports Dispute Centre (NSDC) or the Court of Arbitration for Sport (CAS).
 - (b) An appeal must be administered as follows
 - (i) All appeals and decisions must be communicated to the concerned parties in writing.
 - (ii) Any official, sub-committee, the committee or General meeting may refer the matter directly to the next higher authority level without reaching a decision
 - (iii) Appellants must follow the procedures for placing matters before the appropriate authority level in accordance with this Constitution or the bye-laws of the Association
 - (iv) Where an appellant proposes to exercise the right to appeal to the JFA Inc, the NSDC or the CAS, the appellant shall notify the Secretary of the Association in writing within fourteen (14) days of the determination being appealed, specifying the grounds of the appeal
- (4) A complaint or appeal may be made only to the NSDC or the CAS, not to both and further appeal rights from one to the other are not available.

- (5) Any complaint or appeal to the NSDC or the CAS shall be conducted in accordance with the procedures of the respective body. Decisions made by either the NSDC or the CAS shall be final and conclusive and not subject to review or require ratification.

PART III - THE COMMITTEE

Committee of Management

13. (1) The affairs of the Association shall be managed by the Committee of the Association constituted as provided in Rule 15.
- (2) The Committee:-
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations 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
 - (c) subject to these Rules, the Regulations 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.

Constitution of Committee

14. (1) The officers of the Association shall comprise:
 - (a) a President;
 - (b) two Vice-Presidents;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) a Registrar.
- (2) The provisions of Rule 16 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Association shall, subject to these Rules, hold office until the second Annual General Meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in the office referred to in sub-clause (1) the Committee may appoint a Financial Adult Member to fill the vacant office and the Member so appointed may continue in office up to and including the

conclusion of the Annual General Meeting next following the date of his appointment.

15. (1) Subject to Section 23 of the Act, the Committee shall consist of:-
 - (a) the officers of the Association;
 - (b) five (5) ordinary members - each of whom shall be elected at the Annual General Meeting of the Association under Rule 16.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the second Annual General Meeting next after the date of his election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a Financial Adult Member of the Association being a natural person to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his appointment.

Election of Committee Members

16. (1) Subject to these Rules, (5) five of the initial Committee elected under these Rules at the Annual General Meeting to be held in 1996 shall hold office until the next Annual General Meeting to be held in 1997 from the date of their election whilst the other six (6) shall hold office until the second Annual General Meeting to be held in 1998 from the date of their election. The order of retirement shall be that prescribed in sub-clause (2). Thereafter five (5) or six (6) of the Committee (as the case may be) shall be elected every two years at the Annual General Meeting of the Association.
- (2) The following officers and ordinary members of the Committee shall be up for election at the Annual General Meeting of the Association in 1997:
 - (a) the Senior Vice-President;
 - (b) the Treasurer;
 - (c) the Secretary;
 - (d) two ordinary members- the balance of the Committee shall be up for election at the Annual General Meeting of the Association in 1998.
- (3) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee shall be called for by the Secretary at least 35 clear days prior to the relevant Annual General Meeting.
- (4) Nominations must be:
 - (a) in writing;

- (b) on the prescribed form provided for that purpose;
 - (c) signed by a nominator and a seconder, who must be Voting Members under these Rules; and
 - (d) certified by the nominee expressing his willingness to accept the position for which he is nominated.
- (5) Nominations must be received by the Secretary at least 28 clear days prior to the relevant Annual General Meeting and shall be sent to Voting Members with the agenda for that General Meeting.
- (6) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed elected and further nominations may be received at the Annual General Meeting.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (8) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (9) The ballot for the election of officers and ordinary 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.
- (10) 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.
- (11) Election shall be carried out in the following order (where applicable):
- (a) President;
 - (b) Vice-President;
 - (c) Treasurer;
 - (d) Secretary;
 - (e) Registrar;
 - (f) Ordinary members.
- (12) Nominees must be a Financial Adult provided that in no case shall a Registered Club have more than one Financial Adult member elected to the Committee.
- (13) In the event of the successful election of a nominee from a Registered Club, all other Financial Adult Members who are Financial Adult Registered Affiliate 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.

Grounds for Termination of Office

17. (1) For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or ordinary member of the Committee:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) 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;
 - (c) resigns his office in writing to the Association;
 - (d) is absent without the consent of the Committee from 3 consecutive meetings of the Committee;
 - (e) without the consent of the Members in General Meeting holds any office of profit under the Association;
 - (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
 - (g) has, by decision of the Committee:
 - (i) acted in a manner unbecoming or prejudicial to the purposes and interests of the Association and/or judo; or
 - (ii) brought the Association, any Member or judo into disrepute;
 - (h) is prohibited from being a director of a company under the Corporations Law;
 - (i) ceases to be a Member of the Association;
 - (j) tests positive in any test conducted by the Australian Sports Drug Agency to any prohibited drug;
 - (k) is convicted or charges are found proven by a court of law of an indictable offence.

PART IV - DUTIES OF OFFICERS**President**

18. (1) There shall be one President.
- (2) The President leads the Association and represents it to outside organisations. The President ensures that the Rules, the Regulations or any resolution or determination of the Committee or any duly authorised Sub-Committee or Board 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.

Vice-Presidents

19. (1) There shall be two Vice-Presidents.
- (2) The Vice-Presidents, in the absence of or at the request of the President, shall preside at Meetings of the Committee, and attend all Boards as ex-officio members and assist the President and represent him under his direction in any of his functions when he cannot be present.
- (3) The seniority as between the Vice-Presidents shall be determined according to their registered judo grade, and the higher ranking Vice-President shall be known as the Senior Vice-President.
- (4) In the event that the Vice-Presidents hold the same registered judo grade, then seniority shall be accorded to that Vice-President that has held the position of Vice-President the longest.

Secretary

20. (1) There shall be one Secretary.
- (2) The Secretary shall:-
 - (a) plan, perform and manage the secretarial affairs of the Association;
 - (b) ensure that the resolutions of the Committee and the Association are properly and efficiently carried out;
 - (c) transact all business of the Association between Committee Meetings and General Meetings as may be directed from time to time by the Committee;
 - (d) submit a report to the Committee at each Committee Meeting;
 - (e) 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 Meetings;
 - (f) be responsible for conducting the correspondence of the Committee; and
 - (g) maintain and keep minuted all by-laws.
- (3) The Secretary is ex-officio a member of all Boards, and Sub Committees.
- (4) The Secretary shall perform all the duties of the Public Officer as prescribed by the Act, and for all intents and purposes of the Act, shall be the Public Officer of the Association.

Treasurer

21. (1) There shall be one Treasurer.

- (2) The Treasurer of the Association shall:-
 - (a) collect and receive all monies due to the Association and make all payments authorised by the Association;
 - (b) keep correct accounts and books including any computer disks and/or records showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (c) ensure that the financial status of the Association is reported to the Committee at each Committee Meeting;
 - (d) ensure that a proper annual audit is prepared.
- (3) The accounts and books referred to in sub-clause (2)(b) shall be available for inspection by Members during normal business hours by prior appointment.

Registrar

22. (1) There shall be one Registrar.
- (2) The duties of the Registrar are to:-
 - (a) after approval by the Committee, to receive application and fees for membership from Members and to issue membership books and registration numbers to Registered Affiliate Individuals and Registered Individuals;
 - (b) maintain the Club Register and Individual Registers as set out in Rule 9;
 - (c) receive grading applications and fees from Registered Affiliate Individuals and Registered Individuals, signed by approved instructors and to register those gradings;
 - (d) periodically advise Registered Clubs of their membership status and gradings registered and shall advise Registered Clubs of their membership status by electronic mail.
 - (e) receive re-registration applications and fees from Members;
 - (f) pass to the Treasurer all fees received, along with a ledger statement;
 - (g) provide the Committee and Sub-Committees with appropriate statistics as required.

Ordinary Committee Members

23. (1) There shall be five ordinary members of the Committee.
- (2) The ordinary members of the Committee shall ensure that the policies and administrative tasks of the Association are performed in accordance with the Rules, the Regulations or any resolution or determination of the Committee or any duly authorised Sub-Committee or Board or the General Meeting.

- (3) The Committee at its first meeting following the Annual General Meeting shall assign a portfolio as set out in the By-laws to each of the five (5) ordinary members.

Meetings of the Committee

24. (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.
- (2) Special meetings of the Committee may be convened by the President or by any 3 of the members of the Committee.
- (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.
- (4) Any 7 members of the Committee constitutes a quorum for the transaction of the business of a meeting of the Committee.
- (5) At meetings of the Committee:-
 - (a) the President or in his absence then the Senior Vice-President or in his absence the Vice-President shall preside; or
 - (b) if the President and the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (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.
- (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.
- (8) Notice of each Committee meeting shall be served on each member of the Committee a minimum of seven (7) days before the meeting.
- (9) Subject to sub-clause (4) of the Committee may act notwithstanding any vacancy on the Committee.
- (10) Subject to all Members receiving notice of a proposed motion, a motion in writing, signed or assented to by facsimile, electronic mail 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.

Removal of Committee Members

25. (1) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another Member in his stead to hold office until the expiration of the term of the first-mentioned Member.
- (2) Where the member of the Committee to whom the proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and request 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 V - GENERAL MEETINGS

Annual General Meeting

26. (1) An Annual General Meeting of the Association shall be held 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.
- (2) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:-
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Committee during the preceding financial year;
 - (c) to elect officers and ordinary members of the Committee;
 - (d) to receive and consider the statements submitted by the Committee in accordance with Section 30(3) of the Act;
 - (e) to appoint Life Members (if any);

- (f) to appoint the auditor.
- (5) The Annual General Meeting may transact special business in which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

Special General Meetings

- 27. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 28.
 - (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
 - (2) 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.
 - (3) 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 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.
 - (4) 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.
 - (5) A Special General Meeting convened by Members in pursuance of sub-clause (4) 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.

Notice of an Annual General Meeting

- 29.
 - (1)
 - (a) 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, a notice of the General Meeting; if acknowledgement of the notice is not received by electronic mail

- within three (3) days of its despatch, the Secretary shall send a notice by registered post. In the event that a club has no electronic mail address, a notice will be sent by registered post.
- (b) a notice of the General Meeting shall specify the place and day and hour of the General Meeting.
- (2) Items may be placed on the agenda by any Member or by the Committee as follows:
- (a) all Notices of Motion for inclusion as special business at a General Meeting and all nominations for office must be submitted in writing to the Secretary not less than 21 days (excluding receiving date and meeting date) prior to the General Meeting;
 - (b) 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.
- (3) 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. In the event that a club has no email address, the above documents shall be sent by post.

Business

30. (1) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Committee and auditors, the appointment of Life Members (if any) and the election of the members of the Committee and of the auditors (if any) in the place of those retiring under these Rules or otherwise, shall be special business.
- (2) No business other than that stated on the notice shall be transacted at that meeting.

Proceedings at General Meetings

31. (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.

- (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.
- (3) The President shall, subject to these Rules, preside as Chairman at every General Meeting of the Association.
- (4)
 - (a) 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.
 - (b) 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.
- (5) Except as provided in Rule 31(4)(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

Voting

32.
 - (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:-
 - (a) by the President; or
 - (b) by 6 Voting Members.
 - (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 and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
 - (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.

- (4) Each Voting Member shall have one vote at General Meetings.
- (5) No other Member shall be entitled to vote.
- (6) Where voting at General Meetings is equal the Chairman may exercise a casting vote.
- (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.
- (8) Every Member is entitled to attend a General Meeting of the Association, and in the case of a Registered 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 Registered Club.
- (9) Registered 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.
- (10) Voting Members should provide their Delegates with documentary:-
 - (a) proof of delegacy signed by their President or equivalent;
 - (b) evidence as to which of the Voting Member's Delegates may exercise the vote of the Voting Member.
- (11) All Delegates and Members shall have rights to attend and debate at a General Meeting of the Association.
- (12) Delegates on behalf of a Registered Club must be Financial Adults.
- (13) The Secretary, together with the assistance of the Registrar, shall verify:
 - (a) the credentials of all Delegates; and
 - (b) the voting status of every attendant Registered Club - prior to the opening of a General Meeting of the Association.
- (14) The voting status of a Registered Club shall be determined as at the date that is 35 days prior to the General Meeting.

PART VI - MISCELLANEOUS

Delegations

33. (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, Boards or individual officers and consultants to carry out such duties and functions, and with such powers as the Committee determines.
- (2) The Committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) 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.
- (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.
- (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.
- (5) The Committee may by instrument in writing, revoke wholly or in part any delegation made under this Article.

Regulations

34. (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.
- (2) All Regulations made under this Article shall be binding on the Association and Members of the Association.
- (3) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of newsletters approved by the Committee and prepared and issued by the Secretary. Newsletters constitute actual notice and are binding upon all Members.

Records and Accounts

35. (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.
- (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.
- (3) The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (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.
- (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.
- (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.

Auditor

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

Notice

37. (1) (a) Notices may be given by the Secretary to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address as stated on the Club Register or Individual Register as the case may be.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 days after posting.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.
 - (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (2) Notice of every General Meeting shall be given in the manner authorised in these Rules.

Seal

38. (1) The Secretary shall provide for safe custody of the Seal.
- (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.

Patron

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

Indemnity

40. (1) Every member of the Committee, officer, 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, officer, 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.
- (2) The Association shall indemnify its members of the Committee, officers, managers and employees against all damages and costs (including legal costs) for which any such member of the Committee, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (a) in the case of a member of the Committee or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment with the Association.

Addition, Alteration or Amendment

- 41. (a) 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.
- (b) No addition, alteration or amendment shall be made to clauses 42 and 43 without the consent of the Minister.

Dissolution

- 42. The provisions of clause 8 of the Statement of Purposes relating to the winding up or dissolution of the Association shall effect and be observed as if the same were repeated in these Rules.

Authority to Trade

- 43. The Association is authorised to trade in accordance with section 51 of the Act.

Signing on negotiable instruments

- 44. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two of the President, Secretary or Treasurer.

Sources of funds

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

Application of Income

- 45A. (a) 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.
- (b) 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 save and except for the repayment of legal

expenses as set forth in clause 26 of the constitution of JFA(Vic) (November 1984 with May 1991 insertions from Heads of Agreement).

Legal expenses

46. (1) The Treasurer, during the period that is necessary to ensure complete payment, shall pay out of the funds of the Association from time to time in reimbursement of the balance of legal expenses incurred in or in connection with any proceedings between Bob Todd, on the one hand, and Ern Knoop, Arthur Moorshead and Rodney Cox on the other hand, as follows:-
- (a) to Bob Todd on behalf of those who have paid costs incurred by Bob Todd and/or the other plaintiffs in the South Australian proceedings (Action No. 442 of 1987), whether in respect of those proceedings or any other dispute related thereto;
 - (b) to Ern Knoop, Arthur Moorshead and Rodney Cox jointly on behalf of those who have paid or will have paid costs incurred by them in the said proceedings or any other dispute related thereto;
- instalments (from time to time in accordance with sub-clause (4) hereof) such to the total amount shall be calculated as follows:-
- (i) the total amount to be reimbursed to Bob Todd shall be the lesser of:-
 - (aa) \$100,000.00; and
 - (bb) the amount certified (from time to time if necessary by Todd's solicitors as the total amount which has been paid for legal costs by Todd and/or the aforesaid plaintiffs for legal costs referred to in sub-clause (a) hereof, such amount being confirmed by the solicitors for Knoop, Moorshead and Cox;
 - (ii) the total amount to be reimbursed to Knoop, Moorshead and Cox shall be the lesser of:-
 - (aa) \$120,000.00; and
 - (bb) the amount certified by Knoop, Moorshead and Cox's solicitors (from time to time if necessary) as the total amount which has been paid for legal costs by Knoop, Moorshead and Cox for legal costs referred to in clause (b) hereof, such amount being confirmed by the solicitors for Todd.
- (2) The amounts to be paid in accordance with this clause shall be paid by way of two instalments in respect of each financial year as follows:-
- (a) the first instalment in respect of any given financial year shall be paid on 1 January of that financial year. The total amount of the instalment paid to both groups shall be equal to the sum of the grading and competition fees received by the Association during the first six months of that financial year; and

- (b) the second instalment shall be paid in respect of each financial year as soon as practicable after the end of that financial year and upon the completion of the revenue and expenditure account of the Association for that financial year. The total of that instalment paid to both groups in respect of any given financial year shall be equal to the difference between the amount of the surplus (if any) of revenue over expenditure (calculated on an accrual basis) of the Association for that financial year and the amount of the first instalment paid in respect of that year.
- (3) Subject to sub-clause (4) hereof, the instalments shall be distributed between Todd and Knoop/Moorshead/Cox in the following ratios:-

Year	Todd	Knoop/Moorshead/Cox
1995	40%	60%
1996	45%	55%
1997	50%	50%
1998	55%	45%
1999	60%	40%
2000	65%	35%
2001	70%	30%
2002	75%	25%
2003 and thereafter (if required)	50%	50%

- (4) The total amount of instalments paid to either group shall not exceed the total amount to be paid in accordance with sub-clause (1)(i) and (ii) hereof. If and when total instalments paid to one group equal the total to be paid, no further payment shall be made to that group in reimbursement of costs, and thereafter 100% of the instalments shall be paid to the other group (until its total of instalments equals a total amount to be paid).
- (5) This clause shall continue to be part of the Rules of the Association until the full amount to be paid has been paid to each group.

Liability of Members

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

Members' Contributions

48. Every Member of the Association undertakes to contribute 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 but not exceeding twenty dollars (\$20.00).