

Q. Why does the constitution need to be updated?

A. The legislation and requirements have moved on significantly since our current (2008) document, so the constitution needed a complete overhaul to meet legal requirements. As the legislation will no doubt continue to change over time, we will need to update the new document as well.

Q. The proposed document is far more complex than the current model constitution for incorporated associations and there are significant additions to the model constitution. Why have we gone down this path?

A. Yes, it is more complex. The model constitution is very generic and doesn't offer the clarity that a self-written one can. It's been done for governance reasons in order to tightening the protections for Judo NSW and its members (clubs and individuals). If we had gone with the model constitution we'd have no control over any changes made to it by NSW Fair Trade, and we would be 'stuck' with its requirements and updates regardless of whether it's what we want / need as an organisation. For that reason, we went down the path of having our own. It's more work, but we believe it gives us better clarity for managing the organisation.

Q. What if I'm happy with most of the new constitution but there are a few things I'd like to see changed or at least discussed by the members?

A. The constitution is still a 'draft' and is where the board has landed in terms of a recommendation, however, as we are a member organisation we need to reflect the desires of the member base. If you believe the members would like to see something different in a part(s) of the constitution, you can raise a motion to be considered at the Annual & Special Congress for an alternative that the members can vote on. We would consider it as part of the decision to accept the constitution (with a subsequent amendment to the specific clause(s)). Keep in mind that as the constitution is a special resolution, it requires 75% of the votes to be accepted and the same would apply to any proposed amendments to the draft so you would need 75% of votes to agree to your amendment.

Q. What does it mean by a member has a 'contract' with other members, Judo NSW and its member club?

A. Constitutions differ from a typical contract for several reasons but they hold similar contractual obligations to a formal contract. Firstly, members become subject to the terms of the constitution as a result of applying for membership even though they haven't been able to negotiate an 'agreement' to the 'contract' (the constitution). Also, the constitution can be varied by a majority vote via special resolution which contrasts to the fact that changes to contracts generally require the consent of all parties; so again a member is obligated to any changes even if they didn't individually agree. So, the constitution has the effect of a contract between all parties despite not all parties having agreed the terms. Breaching the 'contract' means that sanctions, as per the constitution, can be imposed.

Q. Why are we changing from a management committee to a 'board', and therefore from office bearers and councillors to directors?

A. There are a few reasons for the change.

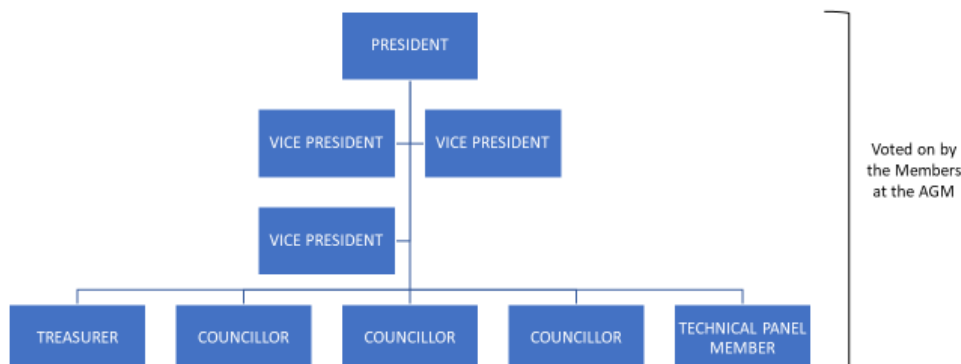
1) Governance. The board structure means that more people are looking at critical business decisions. Under a management committee, the 'office bearers' (President / Vice Presidents / Treasurer) can have a disproportionate level of influence / decision making, whereas with a board structure, committees inform the board who then make decisions as a group meaning there are more 'eyes on' critical business decisions. This provides additional protections for the organisation and for its members.

2) Critical thinking / skill building. There are two 'independent' directors proposed in the new constitution. These directors are either completely judo naïve or cannot have held judo membership (in any Australian state) in the previous 5 years. The aim of these roles is to give us some different / critical thinking that can be difficult when you eat, sleep and live judo every day. It also gives us the opportunity to bring in 'specialists' (e.g. an accountant or solicitor) with specific skills that add value to the board.

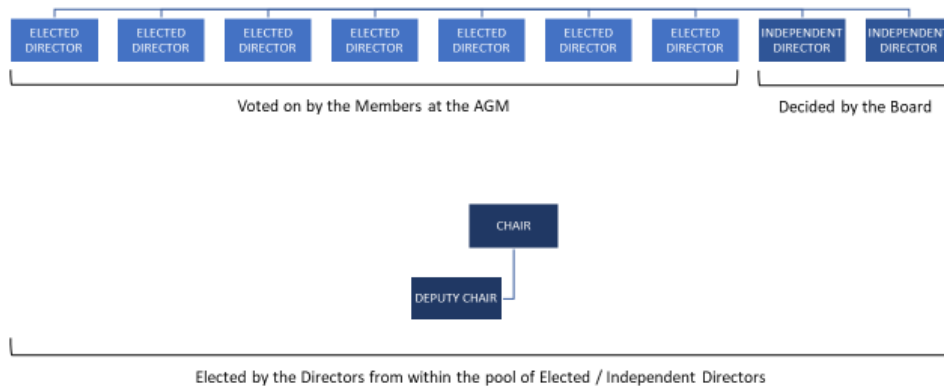
3) Succession Planning. Management committees are a bit more 'old school' and make it difficult to attract new members to. We need new people to want to join the board from a succession standpoint. A board and committee structure allows us to give more people insight into how the organisation is run; and gives people experience in executive management of an organisation without the perceived risk / responsibility that some feel with management committee roles. We want to make the board an attractive pathway (just like coaching, refereeing etc) to ensure

4) Moving from reactive to proactive. We can better utilise the committee structure to be more proactive, rather than reactive, across key areas – risk and audit; governance; and succession planning. The management committee currently spends too much time on day-to-day issues rather than greater strategic opportunities. We believe Judo NSW would be better served utilising committees, the Executive Officer and Admin support to handle the day-to-day issues, giving the board more 'space' to concentrate on the bigger opportunities.

CURRENT MANAGEMENT COMMITTEE STRUCTURE



PROPOSED NEW BOARD STRUCTURE



PROPOSED NEW BOARD COMMITTEE STRUCTURE



The role of the board nomination & remuneration committee is to assist and advise the board of directors in fulfilling its responsibilities to members of Judo NSW on:

- matters relating to the composition structure and composition of the board;
- matters relating to senior executive selection and performance;
- compensation and remuneration issues of the EO and staff;
- other matters as required.

The board nomination & remuneration committee is not a policy-making body but assists the board by implementing board policy and making recommendations which require board approval.



The role of the finance committee is to ensure there are appropriate budgeting processes in place and to monitor the financial position and performance of the organisation. The main functions of the finance committee include:

- ensuring a budget is prepared in accordance with board policies;
- reviewing and monitoring the organisation's periodic financial statements prior to submission to the board;
- recommending improvements regarding the format and presentation of financial information ;
- reviewing any board policies relevant to the financial delegations to the CEO with recommendations for improvements to the board;
- other matters as required.



The role of the risk and audit committee is to exercise due care, diligence and skill in relation to the following areas:

- review risk appetite and risk tolerance, as determined by the board on an enterprise wide basis, and with respect to relevant categories of operational risk;
- internal control systems;
- policies and practices;
- protection of an entity's assets;
- compliance with applicable laws, regulations, standards and best practice guidelines;
- reporting of financial information to users of financial reports and application of accounting policies;
- facilitating communication between the board of directors and the external auditors;
- other matters as required.



The role of the ethics council is to:

- provide mediation in dispute resolution cases;
- determine and adjudicate disciplinary matters and make recommendations to the Board regarding any sanctions relating to the disciplinary matters; outside of any MPP matters.

OPERATIONAL COMMITTEE STRUCTURE

Currently Judo NSW has a number of committees and 'affiliated bodies' that it works with on operational matters. Each committee will be bound by the parameters set out in the new constitution particularly Clauses 40, 41 and 44. Judo NSW will review the structure, nature and need of these relationships into the future.

Proposed operational committees:

- Tournament Management
- Referee Commission
- Judo In Schools
- Volunteer Engagement
- Female Development
- Pride In Sport (LGBTQI)
- Black Belt Register (Technical Panel)