



WORLD COUNCIL OF JU-JITSU ORGANISATIONS

CONSTITUTION

Adopted 30th September 2013

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PART 1 – PRELIMINARY

1.1 NAME AND ORIGIN OF ASSOCIATION

The name of the association is 'World Council of Ju-Jitsu Organisations' here in after referred to as the WCJJO or World Council.

The WCJJO has its roots dating back to 1977 and the first international ju-jitsu team tournament held in Honolulu, Hawaii ... which expanded to the WCJJO in 1984 with the world ju-jitsu championships held at Niagara Falls in Canada, bringing together under one banner National Ju-Jitsu Organisations for the development of Sport Ju-Jitsu and participation in World Competition. The official language of the WCJJO is English.

1.2 DEFINITIONS

In this Constitution unless the contrary intention appears:

Association means a martial arts organisation or school.

Director means a member of the Executive Council.

Executive Council means those directors appointed or elected to administer the WCJJO.

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 WCJJO or any activity of or conducted, promoted or administered by the WCJJO.

Martial arts means jujitsu and related martial arts including but not limited to: Brazilian jiu-jitsu; jiu-jitsu; jujitsu; jujutsu; kenpo jujitsu; yawara jutsu; judo; aikido.

Objects means the objects of the WCJJO in Clause 1.5

Provider means a member or members who under the Constitution are approved to administer an activity for the benefit of WCJJO members.

WCJJO means World Council of Ju-Jitsu Organisations.

World Council means World Council of Ju-Jitsu Organisations.

1.3 INTERPRETATION

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 "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.

1.4 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.

1.5 OBJECTS OF THE WCJJO

The objects of the WCJJO are:

- a) To support the development, promotion, and teaching of Ju-jitsu and related martial arts as defined throughout the world without bias to race, creed, gender or religion;
- b) To provide a world forum for members to meet and participate in competition in a spirit of friendship;
- c) To promote opportunities for members to participate in the sharing and development of their knowledge and skills;

- d) To represent Ju-jitsu in all of its forms and variations, as a world body;
- e) To provide a grading authority and recognition for individual achievement within those martial arts accepted for membership;
- f) To adopt and implement such policies as may be relevant and applicable;
- g) To pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of the WCJJO;
- h) To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- i) To provide the administration and coordination of activities consistent with achieving these Objects.

PART 2 – MEMBERSHIP

2.1 CATEGORIES OF MEMBERS

Membership of the WCJJO shall consist of:

- a) Principal member associations which subject to this Constitution, shall be represented by a person who is delegated by the association (see Clause 2.4 herein), and who shall have the right to receive notice of general meetings and to be present, and debate, and at general meetings participate in the voting process;
- b) Member associations which subject to this Constitution, shall be represented by a person who is delegated by the association (see Clause 2.4 herein), and who shall have the right to receive notice of general meetings and to be present, and debate, and at general meetings subject to Clause 2.3 herein participate in the voting process of the country represented;
- c) Provisional member associations which subject to this Constitution, shall be represented by a person who is delegated by the association (see Clause 2.4 herein), and who shall have the right to receive notice of general meetings and to be present, and debate at general meetings, but shall have no voting rights;
- d) Individual Life Members 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;
- e) Individual Members who shall have the right to be present at general meetings, but shall have no rights, to debate or to vote at general meetings
- f) Affiliate Members who shall have the right to be present at general meetings, but shall have no rights, to debate or to vote at general meetings.

2.2 QUALIFICATION FOR MEMBERSHIP

- a) Principal member association – Subject to recommendation of the Executive Council and approval of the world congress one member association from each country may be recognised as the principal member based on the association's active participation in past WCJJO world championships and attendance at world congress, the recognition of the association within their own country, and ongoing commitment to the WCJJO.
- b) Member association – Subject to providing to the world congress satisfactory evidence of their ongoing standing within the martial arts and their support for the WCJJO, a provisional member association shall be recognised as a member association following their participation in the WCJJO world championships.

- c) Provisional member association – All associations join initially as provisional members. An association that teaches within their system a martial art as defined may apply for provisional membership by providing satisfactory evidence of their standing within the martial arts.
- d) Individual Life member – The WCJJO may at world congress award Life Membership to an individual person for prolonged and exceptional services to the WCJJO.
- e) Individual member – A person who is not less than 18 years of age and has been graded within a martial art (as defined) to the rank of 1st Dan (Shodan) or above.
- f) Affiliate member – An individual or association or supporting body that shares and or supports the objects of the WCJJO.

2.3 ACTIVE AND NON-ACTIVE MEMBERSHIP

- a) Member associations who are non-active shall not have voting rights.
- b) The criteria for designation as an 'active member' shall be determined by the world congress or if not determined then by the Executive Council based on the level of participation at events approved under the auspices of the WCJJO and on involvement at the world championships and world congress, and may be set out in the bylaws and codes of practice of the WCJJO.
- c) Member associations who cease to meet the ongoing criteria as provided in sub-clause b) herein shall except in exceptional circumstances as accepted by the Executive Council, be regarded as non-active.

2.4 QUALIFICATION OF DELEGATES

- a) To qualify as a potential delegate for an association a person must represent the association and have the authority of the association to participate in the decisions necessary for the effective administration of the WCJJO in accord with the provisions of this Constitution. The person shall not be less than twenty-one years of age.
- b) The Executive Council may reject a nomination for delegate where they consider that person is not appropriate and request that an alternative person be proposed.
- c) The recognised delegate for a principal member association together with the association shall also commit to the role of coordinator with other delegates for provisional and member associations within their country.
- d) If a delegate is unable to attend a world congress or general meeting then a delegate, who meets the above criteria, may be nominated to attend in their place.

2.5 APPLICATION FOR MEMBERSHIP

An application for membership must be in writing on the form prescribed from time to time by the Executive Council, and in the case of an association from the person to be designated to represent the association within the WCJJO and lodged with the WCJJO; accompanied by any prescribed supporting documentation, and with the appropriate fee (if any).

2.6 DISCRETION TO ACCEPT OR REJECT APPLICATION

- a) The WCJJO shall have the right to question the person submitting an application for membership.

- b) The WCJJO may accept or reject an application whether the applicant has complied with the requirements of membership or not. The WCJJO shall not be required or compelled to provide any reason for such acceptance or rejection.
- c) Where the WCJJO accepts an application, membership shall be deemed to commence upon acceptance of the application by the WCJJO. The Executive Council shall amend the Register of Members accordingly as soon as practicable. Associations are accepted initially as provisional members.
- d) Where the WCJJO rejects an application the WCJJO shall refund any fees forwarded with the application and the application shall be deemed rejected by the WCJJO.

2.7 RENEWAL OF MEMBERSHIP

Members must renew their membership annually or at such periods determined by the WCJJO in accordance with the procedures set down from time to time.

2.8 REGISTER OF MEMBERS

- a) The Executive Council shall establish and maintain a register of members to be kept at the official address of the WCJJO. This register shall record:
 - i) the name of each member association and the name, postal and email address of the recognised delegate of the association and the date on which the member was accepted as a member; and
 - ii) the name, postal and email address of each individual and or affiliate member and the date on which the member was accepted as a member.
- b) Having regard to 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 members, shall be available for inspection (but not copying) by members, upon reasonable request.
- c) Subject to confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Executive Council considers appropriate.

2.9 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a) this Constitution constitutes a contract between each of them and the WCJJO and that they are bound by this Constitution and the by-laws and codes of conduct;
- b) they shall comply with and observe this Constitution and the by-laws and codes of conduct and any determination, resolution or policy which may be made or passed by the Executive Council or other entity with delegated authority;
- c) by submitting to this Constitution and by-laws and codes of conduct they are subject to the jurisdiction of the WCJJO;
- d) the Constitution and by-laws 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 WCJJO membership.

2.10 CESSATION OF MEMBERSHIP

A member ceases to be a member if the association is dissolved, or if the member resigns or is expelled from the WCJJO. And for a person if that person dies, or resigns or is expelled from the WCJJO.

2.11 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

2.12 RESIGNATION OF MEMBERSHIP

- a) A member of the WCJJO who has paid all amounts payable or outstanding to the WCJJO in respect of membership, and returned all assets refer Clause 5.6 (Assets) of the WCJJO, may resign by first giving to the Executive Council written notice of not less than four (4) months of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- b) If an association ceases to be a member under this Constitution, the WCJJO membership of an individual member registered through the association shall not automatically cease at that time, but shall be determined by the Executive Council.
- c) If a member of the WCJJO ceases to be a member under sub-clause a) herein and in every other case where a member ceases to hold membership, the Executive Council will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

2.13 GRIEVANCE PROCEDURE

Disputes between a member association and another member association (in their capacity as members) of the WCJJO that cannot be resolved between the recognised delegate for each member association, or a dispute between a member or members and the WCJJO shall be referred to the Executive Council of the WCJJO for mediation. After members have had the opportunity to express their position, the Executive Council shall decide the matter. The Executive Council may prescribe additional grievance procedures in By-laws or Codes of Conduct consistent with this Clause 2.13.

2.14 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 WCJJO and its property and shall not use any property of the WCJJO including Intellectual Property. Any WCJJO documents, records or other property in the possession, custody or control of that member shall be returned to the WCJJO immediately.

2.15 APPOINTMENT POSITION LAPSES

Any WCJJO representative or delegate appointment shall lapse immediately on cessation of membership.

2.16 DISCIPLINING OF MEMBERS

- a) Where the Executive Council is advised or considers that a member has allegedly:
 - i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws or Codes of Conduct, or any resolution or determination of the Executive Council or any duly authorised committee; or

- ii) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the WCJJO, and/or the martial arts; or
 - iii) brought the WCJJO, any other member or the martial arts into disrepute;
- b) The Executive Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c) If the Executive Council decides to deal with the matter the Executive Council must cause notice of the complaint to be served on the member concerned, and must give the member a reasonable period of time being not greater than 3-months from the time the notice is served within which to make submissions to the Executive Council in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.
- d) The Executive Council may, by resolution, expel the member from the WCJJO or suspend the member from membership of the WCJJO 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.
- e) The member or the recognised delegate of the suspended or expelled association may appeal to the next world congress of the WCJJO 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 Executive Council shall decide on the question of whether the resolution should be confirmed or revoked.

2.17 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 Executive Council, with such conditions as it deems appropriate.

2.18 SUBSCRIPTIONS AND FEES

- a) A member of the WCJJO must, on admission to membership, pay to the WCJJO a fee of £1 GBP or, if some other currency or amount is determined by the Executive Council, that other currency and amount.
- b) In addition to any amount payable by the member under sub-clause a) herein, a member of the WCJJO must pay to the WCJJO an annual membership subscription of £2 GBP or, if some other frequency, currency or amount is determined by the Executive Council, that other currency and amount.
- c) The membership subscription (if any) and any fees or other levies payable by members to the WCJJO, the time for and manner of payment, shall be as determined by the Executive Council.

2.19 MEMBERS' LIABILITIES

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

PART 3 – ADMINISTRATION

3.1 POWERS OF THE EXECUTIVE COUNCIL

Subject to this Constitution and to any resolution passed by the WCJJO in general meeting, the Executive Council is to control and manage the affairs of the WCJJO, in accordance with the Objects, and:

- a) may exercise all such functions as may be exercised by the WCJJO, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the WCJJO; and
- b) has power to perform all such acts and do all such things as appear to the Executive Council to be necessary or desirable for the proper management and administration of the WCJJO; and
- c) no resolution passed by the WCJJO in general meeting shall invalidate any prior act of the Executive Council which would have been valid if that resolution had not been passed.

3.2 COMPOSITION OF THE EXECUTIVE COUNCIL

- a) The Executive Council shall include three (3) elected Directors, each of whom is aged 21 years or more and represent different member associations from different countries, this number may be increased where a specific need is identified and in addition may include appointed directors.
- b) Directors are required to make a commitment of their active and ongoing support for the WCJJO, the administration of the WCJJO and their availability to participate in meetings of the Executive Council, refer also to Clause 3.3 c) (Election of Directors).
- c) Subject to Clause 3.6 (Director Portfolios) the Executive Council may invite a representative of the member association who will host the next world championships, to join the Executive Council.
- d) Following the world congress a retiring executive director may be invited to continue in an advisory position on the new Executive Council for a period of one term.

3.3 ELECTION OF DIRECTORS

- a) Nominations for elected Director Positions from members entitled to vote shall be called not less than twelve-weeks prior to the world congress. Qualifications and job descriptions may from time to time be determined by the Executive Council and made available to members.
- b) Nominations must be in writing on the prescribed form for these positions supported by two voting members of the WCJJO and must be received by the Executive Council six-weeks prior to the General Meeting on which the election is to take place or during a shorter period prior to the General Meeting if the Executive Council so determines.
- c) The nomination must be certified by the nominee expressing their willingness to accept the position for which they are nominated, and confirming they have the appropriate means of communication to enable their active and ongoing participation in meetings of the Executive Council held between world congress refer Clause 3.12 b) (Resolutions Not in Meeting).
- d) The Directors comprising the administrative body of the WCJJO immediately prior to approval of this Constitution shall continue as Directors until the next world congress following such adoption of this Constitution.

3.4 TERM OF APPOINTMENT OF ELECTED DIRECTORS

- a) Directors shall be elected for a term as determined by members attending the world congress for the period to the next world congress or for such shorter term as may be determined by resolution at the world congress, subject to provisions in this Constitution relating to earlier retirement or removal from the Executive Council, at which time the person may be eligible for re-election or appointment for a further term or terms.
- b) Within six-weeks after vacating office, a former Director of the WCJJO must ensure that all documents in his or her possession that belong to the WCJJO are delivered to the Executive Director for delivery to his or her successor.

3.5 EXECUTIVE DIRECTOR

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

3.6 DIRECTOR PORTFOLIOS

The Executive Council may allocate portfolios and/or titles to Directors (including President, Vice President, Secretary-General, and Treasurer) provided a Director may hold one or more portfolios that shall include the following specific duties:

- a) Conduct of meetings – record and prepare minutes of the proceedings of all Executive Council 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 Executive Council.
- b) Financial records – maintenance of all records required by Clause 5.8 (Books of Account) and present to each meeting a financial statement of the affairs of WCJJO. Ensure that all money due to WCJJO is collected and received and that all payments authorised by WCJJO are made.

3.7 COUNTRY AND REGIONAL REPRESENTATIVES

- a) A principal member association has the responsibilities of the country representative. However, for regional representation and where a principal member has not been recognised then the following applies:
 - i) Nominations for the appointment of country and or regional representatives may be received and accepted at the world congress or by the Executive Council with the nominee expressing their willingness to accept the position for which they are nominated.
 - ii) These positions shall be elected or appointed for a term to coincide with the next world congress, subject to provisions in this Constitution relating to earlier retirement or as provided by Clause 3.10 (Removal of a director or country or regional representative), at which time the person may be eligible for re-election or appointment for a further term or terms.
- b) The role of the Country or Regional Representative guided by the Executive Council shall be to provide a link between the Executive Council and members within that country or region and to provide a local WCJJO focus for the coordination of activities within their Country or Region.
- c) Regions shall be defined as: Africa, America (North and South), Asia, Europe, and Oceania (including Australia): Provided the Executive Council may apply a broader interpretation for the purpose of this Clause 3.7

3.8 PATRONS

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

3.9 CASUAL VACANCIES

The Executive Council shall have the power at any time and from time to time to fill any casual vacancy amongst the Executive Council or Country or Regional Representatives for the balance of the current term.

3.10 REMOVAL OF A DIRECTOR OR COUNTRY OR REGIONAL REPRESENTATIVE

- a) In addition to the circumstances in which a casual vacancy occurs, the Executive Council may remove any elected or appointed member of the Executive Council, or any Country or Regional Representative from their appointment before the expiration of their term, where in their opinion (but subject always to this Constitution):
 - i) the person is not fulfilling the responsibilities of the appointment; or
 - ii) has acted in a manner unbecoming or prejudicial to the Objects and interests of the WCJJO; or
 - iii) has brought the WCJJO into disrepute.
- b) In which case the vacancy may be filled in accordance with the provisions of Clause 3.9 (Casual Vacancies).
- c) If a member to whom a proposed action referred to herein relates makes representations in writing to the Executive Council (not exceeding a reasonable length) the member is entitled to require that the representations be read out at the next general meeting at which the resolution is to be reviewed.

3.11 MEETINGS OF THE EXECUTIVE COUNCIL AND QUORUM

- a) The Executive Council shall meet during the period between world congress as often as deemed necessary for the management of the WCJJO and preparation of the next world championships, and at such place and time as the Executive Council may determine. Subject to this Constitution and to sub-clause b) herein questions arising at any meeting of the Executive Council shall be decided by a majority of votes of Directors present at the meeting.
- b) The number of Directors required to constitute a quorum for the transaction of business is three (3).
- c) Meetings of the Executive Council will unless determined otherwise, be held in accordance with Clause 3.12 (Resolutions not in meeting), and the Executive Council may invite other members to participate in their meeting.

3.12 RESOLUTIONS NOT IN MEETING

- a) A resolution in writing signed or assented to by any form of visible or other electronic communication by the Executive Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Directors.

- b) Without limiting the power of the Executive Council to regulate its meetings as it thinks fit, a meeting of the Executive Council may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
- i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - ii) notice of the meeting is given to all Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Council or this Constitution and unless such notice specifies that Directors are required to be present in person then sub-clause 3.12 b) iv) herein shall apply;
 - iii) if a failure in communications prevents sub-clause 3.12 b) i) 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 sub-clause 3.12 b) i) herein is satisfied again. If such condition is not satisfied within sixty (60) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - iv) 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.

3.13 NOTICE OF EXECUTIVE COUNCIL 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 twenty-eight (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 fourteen (14) days prior to such meeting.

3.14 CHAIRPERSON

The Executive Director shall preside at all meetings at which he or she is in attendance, if not present then the Executive Council shall appoint a chairperson from amongst its number to preside as chair for the Executive Council meeting.

3.15 DIRECTORS' DISCLOSURE OF INTERESTS

Subject to this Constitution if a Director has a direct or indirect interest in a matter being considered or about to be considered at a Executive Council 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 Executive Council meeting.

3.16 RECORDING DISCLOSURES

Any declaration made; any disclosure or any general notice given by a Director in accordance with Clause 3.15 (Directors' Disclosure of Interests) must be recorded in the minutes of the relevant meeting.

3.17 SPECIAL COUNCILS – SUB COMMITTEES

- a) The Executive Council may establish special councils focused on providing a specific service to members.
- b) Appointments to each Special Council will be reaffirmed at the next world congress.

3.18 DELEGATION

- a) Subject to this Constitution the Executive Council may, by instrument in writing, delegate to one or more special councils or sub-committees, consisting of such member or members of the WCJJO as the Executive Council thinks fit, the exercise of such of the functions of the Executive Council as are specified in the instrument, other than this power of delegation, and a function which is a duty imposed on the Executive Council by this Constitution or by resolution of the WCJJO in general meeting.
- b) A function, the exercise of which has been delegated to a special council or sub-committee under this clause 3.18 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.
- c) A delegation under this clause 3.18 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.
- d) Despite any delegation under this clause 3.18, the Executive Council may continue to exercise any function delegated.
- e) 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 Executive Council. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive Council with details of all material decisions and shall provide any other reports, minutes and information as the Executive Council may require from time to time.
- f) The Executive Council may by instrument in writing; at any time revoke wholly or in part any delegation made under this Clause 3.18, and may amend or repeal any decision made by such body or person under this Clause 3.18.

3.19 SEAL

- a) The WCJJO may have a Seal upon which its corporate name shall appear in legible characters.
- b) The Executive Director shall provide for the safe custody of the seal which shall not be used without the express authorisation of the Executive Council, and every use of the Seal shall be recorded in the minute books of the WCJJO. The affixing of the Seal must be witnessed by two (2) Directors, unless the Executive Council determines otherwise.

PART 4 – GENERAL MEETINGS

4.1 WORLD CONGRESS

- a) The world congress of the WCJJO shall be held in accordance with this Constitution and coincide with the WCJJO World Championships at a venue to be determined by the Executive Council. All general meetings other than the world congress shall be Special General Meetings and shall be held in accordance with this Constitution.
- b) Amongst the business of the world congress shall be included the following:
 - i) To confirm the minutes of the last preceding world congress and any other special general meeting held since that meeting.
 - ii) To receive from the Executive Council and other committees reports on the activities of the WCJJO during the period since the last world congress.
 - iii) To receive and consider the financial statement or report required to be submitted to members.

- iv) To consider and or review the membership status of members in accordance with Clause 2.1 (Categories of members), 2.2 (Qualification for membership) and 2.3 (Active and non-active membership).
 - v) To elect or confirm the Directors for the Executive Council and other appointments.
 - vi) To confirm fees, subscriptions and charges in accordance with Clause 2.18 (Subscriptions and Fees) and Clause 5.1 (Funds – source).
 - vii) To progress to general business during which, decide on the hosting country for the next WCJJO World Championships.
- c) With leave of the chairperson and the directors 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.

4.2 SPECIAL GENERAL MEETING

- a) The Executive Council whenever it thinks fit may convene a Special General Meeting of the WCJJO, or upon the requisition in writing of not less than three (3) Principal member associations. Such requisition to state the reason for the meeting and to be signed by the recognised delegate for each member association. This is to be handed, or sent by post or electronic mail to the Executive Director, and provide for an acknowledgement of receipt.
- b) If the Executive Council fails to convene a special general meeting to be held within three (3) months after that date on which a requisition of members for the meeting is lodged and acknowledged with the Executive Director, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- c) 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 Executive Council.

4.3 NOTICE OF MEETINGS

- a) The Executive Council must not less than three (3) months prior the date fixed for the holding of a general meeting, give a notice to each member entitled to receive notice under Clause 2.1 (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:
 - i) Communicated directly by telephone, sent by prepaid post, by fax, or by electronic mail, to each recognised delegate's address.
 - ii) Each recognised delegate shall be responsible for notification of those persons within the member association who should be informed.
- b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Executive Council must, in addition to the matter required under sub-clause a) 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.
- c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of a world congress, business which may be accepted under sub-clause 4.1 c) (world congress).
- d) A member entitled to vote desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Council not less than two (2) clear months prior to the general meeting.
- e) The Agenda for the general meeting should be forwarded to each member entitled to receive notice under Clause 2.1 (Categories of Members), or posted on the official website of the WCJJO one (1) month before the date of the general meeting;

4.4 QUORUM

A quorum shall be not less than representation of four (4) associations from different countries entitled under this Constitution to vote: Provided that where a person holds an accepted proxy satisfying the requirements of Clause 4.10 (Proxy Voting) that person shall be included in the determination of a quorum provided further however no person may be counted more than once.

4.4.1 World Congress

If a quorum is not present the meeting shall proceed on the numbers present. However if at the time the meeting proceeds to business a quorum is still not represented then matters may be discussed and motions moved but voting on any motion may be deferred to the Executive Council as provided under Clause 4.12 (Executive Council review) and the members of the Executive Council shall arrange a meeting under Clause 3.11 (Meetings of the Executive Council) to determine the matter.

4.4.2 Special General Meeting

- a) If within one-hour of the time appointed for the commencement of a Special General Meeting a quorum is not present, the meeting:
 - i) if convened on the requisition of members, is to be dissolved; and
 - ii) 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 as communicated by written notice to members: Provided that an adjourned meeting may be deferred to the Executive Council as provided in sub-clause b) herein.
- b) If at the adjourned meeting a quorum is not present within one-hour of the time appointed for the commencement of the meeting, the matters may be deferred to the Executive Council as provided under Clause 4.12 (Executive Council review) and the members of the Executive Council shall arrange a meeting under Clause 3.11 (Meetings of the Executive Council) to determine the matter.

4.5 PRESIDING MEMBER

The Executive Director shall preside as chairperson at each meeting of the WCJJO. If the Executive Director is absent or unwilling to act, the Directors present shall elect an alternative member of the Executive Council to preside as chairperson at the meeting.

4.6 CONDUCT OF MEETINGS

- a) All meetings of the WCJJO shall be conducted in accordance with the provisions of the Constitution and follow the generally accepted procedure for the conduct of meetings.
- b) 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.
- c) Subject to this Constitution and any resolution at a general meeting the Executive Council 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.

4.7 ADJOURNMENT

- a) 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.

- b) If a general meeting is adjourned for five (5) weeks or more, the Executive Council must give notice of the adjourned meeting to each member entitled to receive notice under Clause 2.1 (Categories of Members) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in sub-clause b) 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.

4.8 VOTING PROCEDURE

- a) Except where the Constitution otherwise requires, any resolution arising at a general meeting of the WCJJO shall be decided, subject to sub-clause b) 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.
- b) At any meeting the recognised delegate of a principal member association or member association entitled to vote may request that a matter be placed to the vote and in such circumstance the chairperson shall put the matter to a vote. Whenever a matter is put to a vote only those members entitled under Clause 2.1 (Categories of Membership) to vote shall participate in the voting process. When a vote is requested it shall be passed if it is supported by more than half of the total votes counted, including the exercise of proxies. In the event of an equality of votes on any resolution, the resolution shall be lost.
- c) The number of votes that may be exercised by each category of membership entitled to vote shall be: Principal member association 5 votes; member association 1 vote: Provided that member associations from the same country shall have an accumulative number of votes not exceeding 5 votes.
- d) 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 WCJJO, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- e) A member or proxy is not entitled to vote at any general meeting of the WCJJO if the member is under 21 years of age, and unless all money due and payable by the member to the WCJJO has been paid.

4.9 SPECIAL RESOLUTION

- a) Subject to this Constitution and the provisions of Clause 4.3 (Notice of Meetings) a special resolution shall be passed if it is supported by either:
 - i) Majority of members: At least three-quarters of the total votes counted including the exercise of proxies; or
 - ii) Majority of regions: At least three-quarters in the total votes counted including the exercise of proxies, within each of three of the five regions being: Africa, America (North and South), Asia, Europe, and Oceania (including Australia).

4.10 PROXY VOTING

- a) Each member entitled to vote under Clause 2.1 (Categories of Members) shall be entitled to appoint another person as proxy: Provided no member association or person shall hold more than one (1) proxy.
- b) The notice appointing the proxy is to be in the form approved by the Executive Council 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.
- c) 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.

4.11 POSTAL VOTING

No motion shall be determined by a postal ballot unless determined by the Executive Council. If the Executive Council so determines, the postal ballot shall be conducted under the procedures set by the Executive Council from time to time.

4.12 EXECUTIVE COUNCIL REVIEW

Where during a meeting a recognised delegate of a member association entitled to vote is of the opinion that a decision of the members may affect the integrity or Objects of the WCJJO or come within the jurisdiction of the Executive Council, then the delegate may request the Chairperson refer the matter to the Executive Council for further consideration.

PART 5 – FINANCE

5.1 FUNDS – SOURCE

- a) The funds of the WCJJO are to be derived from joining fees, membership contributions, event entry fees, donations and, subject to any resolution passed by the WCJJO in general meeting, such other sources as the Executive Council determines.
- b) The Executive Council may decide to structure fees to provide incentive options for early or on-time payment. Incentives by way of a discount on fees where paid as one payment covering membership for the full period between world congress; and where membership fees are paid in annual instalments no later than 30th April each year or date set by the Executive Council.
- c) All money received by the WCJJO must be deposited as soon as practicable and without deduction to the credit of the WCJJO bank or other authorised deposit-taking institution account. Provided that where a member or members are approved to administer an activity as a Provider (as defined), then it may be approved by the Executive Council that monies in respect to that activity may go directly to the Provider of the activity.
- d) The WCJJO must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.2 UNFINANCIAL MEMBERSHIP OR AFFILIATION

Any member who has not paid their membership subscription and or any fees outstanding 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 a member continues to be a member.

5.3 DISBURSEMENT OF FUNDS

- a) Subject to any resolution passed by the WCJJO in general meeting, the funds of the WCJJO are to be used in pursuance of the Objects of the WCJJO in such manner as the Executive Council determines.
- b) 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 Executive Council, provided the Executive Council 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 WCJJO in general meeting, the Executive Council may agree to guidelines based on the previous year's income and expenditure by which a Director is authorised to manage funds.

5.4 FINANCIAL YEAR

The financial year of the WCJJO shall commence on 1st January and end on 31st December each year. Annual subscriptions shall become due on 1st January each year and if not paid within four (4) months may be increased for late payment: Provided that the due date for annual subscriptions may be changed to coincide with the world congress.

5.5 REIMBURSEMENT OF REASONABLE EXPENSES

- a) Subject to the determination and approval of the world congress and sub-clause b) herein the Directors and other members as individually approved by the Executive Council from time to time, shall be entitled to be reimbursed for all approved reasonable expenses incurred in the performance of their responsibilities.
- b) Approval for reimbursement of reasonable expenses will only relate to expenses incurred since the previous world congress and appropriate receipts or records clearly identifying the purpose of the expense shall cover all expenses.
- c) Where sufficient income is derived from a specific event and without limiting the type of event including competitions, training camps, seminars, persons involved in the organisation, refereeing or officiating or coaching 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 Executive Council.
- d) Subject to this Constitution and any resolution at a general meeting, the Executive Council may approve payment be made to a member for any services actually rendered to the WCJJO and or goods supplied to the WCJJO 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.

5.6 ASSETS

- a) Subject to each individual purchase being approved by a general meeting, the WCJJO may purchase and hold assets of its own which shall be held in the name of the WCJJO.
- b) All property pertaining to the WCJJO that may be held by members or persons and without limiting the extent including: training mats, tatami, uniforms, jujitsu gi, protective equipment, tournament equipment, medals, trophies, weapons, records, stationery, books, badges, correspondence, certificates and other documents, shall upon request of the Executive Council be made available for inspection or returned to the WCJJO.

5.7 INSURANCE

The WCJJO may effect and maintain insurance.

5.8 BOOKS OF ACCOUNT

- a) The Executive Director or director appointed as Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the WCJJO, including full details of all receipts and expenditure connected with the activities of the WCJJO.
- b) The Executive Director or director appointed as Treasurer shall ensure that all monies received by the WCJJO and all assets acquired therewith are identified separately.
- c) The Executive Director or director appointed as Treasurer shall arrange for a Balance Sheet and a Statement of Income and Expenditure to be presented to each world congress.
- d) The statements of account when approved or adopted by a world congress shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

- e) The WCJJO shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

PART 6 – MISCELLANEOUS

6.1 CUSTODY AND INSPECTION OF BOOKS ETC

- a) Except as otherwise provided by this Constitution the Executive Director shall keep in their custody or under their control all records, books and other financial documents of the WCJJO, this Constitution, and minutes of all meetings of the WCJJO.
- b) The records, books and other documents of the WCJJO provided for in sub-clause a) herein shall be open to inspection, free of charge, by a member of the WCJJO at any reasonable hour.

6.2 SERVICE OF NOTICES

- a) Notices may be given by the WCJJO 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 Clause 2.1 (Categories of Members) to the last notified address, facsimile number or electronic mail address.
- 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 three (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 sent to/or 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 the next business day after it was sent.

6.3 ELECTRONIC MAIL (E-Mail)

Where practical communication will be by electronic mail and all delegates and or members will be required to provide and maintain an email address. A member that does not have access to email may request special exemption to this provision through a request to the Executive Council.

6.4 INDEMNITY FOR THE WCJJO AND THE DIRECTORS

- a) All members of the WCJJO 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 of or related to the member of the WCJJO and participate in or attend activities of the WCJJO.
- b) No Director shall be liable for the acts, receipts, neglects or defaults of any other Director or member of the WCJJO.
- c) Every Director of the WCJJO shall be indemnified out of the property and assets of the WCJJO against any liability incurred by them in their capacity as a member of the Executive Council 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.

- d) The WCJJO shall indemnify its Directors against all damages and losses (including legal costs) for which any such Director 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 WCJJO.

6.5 BY-LAWS AND CODES OF CONDUCT

- a) The Executive Council may develop for adoption by-laws or codes of conduct in accordance with the Objects of the WCJJO, and should ensure that these meet the ongoing needs of the WCJJO. Provided that all by-laws or codes of conduct developed by the Executive Council except as provided by sub-clause c) herein, will be reviewed either by a general meeting; or by circulation to each member entitled to vote.
- b) Once a by-law or code of conduct is confirmed as provided in sub-clause a) herein, each member shall be responsible for ensuring its implementation within their association and the compliance by their members. The WCJJO shall have the power to take whatever action is deemed appropriate to ensure the by-laws or codes of conduct are complied with refer Clause 2.16 (Disciplining of Members) this may also include appropriate disciplinary action provided for within the by-laws or codes of conduct.
- c) Where an organisation to which the WCJJO is a member requires an existing policy or by-law or code of conduct, of the WCJJO be reviewed and or modified to satisfy the requirements of that organisation then the Executive Council may make the amendments required and implement the revised policy or by-law or code of conduct and advise members of the changes made.

6.6 GRADING AUTHORITY

Each member association operates to their own grading authority; however the WCJJO has the power to award ranks following a successful grading in accordance with the grading and assessment criteria to be set-down within the by-laws rules of grading. The grading authority of the WCJJO is preserved in perpetuation with the Executive Council to be applied in the manner prescribed within the rules of grading.

6.7 ISSUE OF CERTIFICATES

- a) Subject to sub-clause b) herein the Executive Council shall be responsible for the issue of certificates, which without limiting the type of certificate include certificates of financial membership, certificates of participation, and certificates of grade or recognition. All certificates remain the property of the WCJJO and upon request are to be returned if the association or person ceases to be a member.
- b) The issue of certificates of Dan rank require the approval of the Executive Council.

6.8 WINDING UP AND DISTRIBUTION OF PROPERTY

Subject to this Constitution the WCJJO may be wound up. If upon winding up or dissolution of the WCJJO 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 1.5 (Objects of the WCJJO) 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 WCJJO 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 Executive Council.

6.9 AMENDMENT OF THE CONSTITUTION

The Constitution may be amended only by special resolution at a world congress to which the required notice has been given in accordance with Clause 4.3 (Notice of Meetings), specifying the intention to propose a special resolution to amend the Constitution.