

# **Constitution Of Oceanic Judge Association Limited**

## **A Company Limited by Guarantee**

Adopted by the OJA 22 of 08 2024

8/160 Balcatta Rd, Balcatta WA 6021

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## **Part A - Preliminary matters**

### **1. Defined terms and interpretation**

#### **1.1. In this constitution:**

**Act** means the Corporations Act 2001 (Commonwealth).

**Annual General Meeting or AGM** means the Annual General Meeting of Members.

**Application** means an application for Membership.

**Business Day** means Monday to Friday excluding public holidays in the State or Territory the Company is registered in

**Committee** means the board of directors of the company.

**Committee Members** means the members individually or collectively of the Committee who are Directors of the company.

**Community** means members of OJA.

**Company** means Oceanic Judge Association Ltd.

**Constitution** means this Constitution.

**Eligible Recipient** means any not-for-profit organisation which directly supports Judges or Judging in Oceania

**Expulsion Notice** is outlined in Rule 5.4.1.

**Extraordinary General Meeting** means a General Meeting of Members other than an Annual General Meeting.

**Financial Members** means a member that is currently a paid up member.

**General Meeting** means an Annual General Meeting or an Extraordinary General Meeting of the Company.

**Global Judge Program** means an organisation outside of our region that has a similar purpose to OJA or a previous organisation that covered our region.

**Judge** means a member that has passed a minimum level of certifications in accordance with the OJA Level Definition Document

**Judge Apps** means a website <https://apps.magicjudges.org/>

**Member** means a person admitted to Membership in accordance with this Constitution.

**Member Disciplinary Resolution** is outlined in 5.3 and 5.4

**Membership** means membership of the Company.

**Officer** means a Committee Member or other person appointed in an official capacity of the OJA.

**OJA** means the Oceanic Judge Association Ltd.

**President** means the Committee Member who is elected to this office in accordance with <clause relating to committee positions>.

**Program** means the collection of Members, Judges and Committee Members and associated policy and procedures.

**Region** means the Oceanic Region which encompasses Australia, New Zealand and French Polynesia and any other countries that may be brought into the Oceanic Region by the Committee.

**Register** means the Register of Members kept in accordance with Rule 4.6

**Registered Address** means the address of a Member shown in the Register.

**Registered Office** means the registered office of the Company.

**Secretary** means the Committee Member who is elected to this office in accordance with <clause relating to committee positions>.

**Tournament Organiser** means a person or business that organises tournaments that will be staffed by members of OJA.

**Treasurer** means the Director who is elected to this office in accordance with <clause relating to committee positions>.

**Vice-President** means the Committee Member who is elected to this office in accordance with <clause relating to committee positions>

## 1.2. In this constitution unless the context otherwise requires:

- 1.2.1. A rule, schedule or appendix is a reference to a rule, schedule or appendix in or to this Constitution;
- 1.2.2. A word or phrase that is defined has the corresponding meaning in its other grammatical forms;
- 1.2.3. The singular includes the plural and vice versa;
- 1.2.4. A gender includes all other genders; and

1.2.5. Headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

## **2. Name, nature of company and liability**

- 2.1. The name of the company is Oceanic Judge Association Ltd or, if the name is lawfully changed in accordance with the Corporations Act and this constitution, that name.
- 2.2. The company is a public company limited by guarantee which is established to be, and continues as a Not For Profit.
- 2.3. The liability of each member is limited. Each member guarantees to contribute up to a maximum of \$5 to the assets of the company if it is wound up while the member is a member, or within one year afterwards, and at the time of the winding up the debts and liabilities of the company exceeds its assets. The liability of each member is limited to making such contribution and no more.

## **Part B - Purpose**

### **3. Purpose and activities of the OJA**

#### **3.1. Purpose**

3.1.1. The purposes of the OJA are to:

- 3.1.1.1. Allow for the certification, mentoring and advancement of Judges in our region.
- 3.1.1.2. Liaise with Tournament Organisers within our region to recognise and respect our certifications.
- 3.1.1.3. Liaise with Global Judge Programs to recognise our certifications.
- 3.1.1.4. Foster and grow the Judge community in our region.
- 3.1.1.5. Allow members of our community to have ownership of the program, and be involved in the leadership of that program.

#### **3.2. Activities**

3.2.1. The activities of the OJA must be conducted in the furtherance of its purpose and may include:

- 3.2.1.1. Provide access to certification exams;
- 3.2.1.2. Advocating for Judges to be hired by Tournament Organisers.

- 3.2.1.3. Provide resources to members that further the purpose of the OJA

## **Part C - Members and Membership**

### **4. Membership**

#### **4.1. Members of the OJA**

4.1.1. The members of the OJA are those:

- 4.1.1.1. Who at the time of the adoption of this constitution were fully paid up members of the OJA;
- 4.1.1.2. Applicants who have been admitted as members of the OJA in accordance with Rule 4.2;
- 4.1.1.3. Continue to be fully paid up members of the OJA; and
- 4.1.1.4. And have not ceased to be a member.

4.1.2. There are four classes of membership:

- 4.1.2.1. General Members;
- 4.1.2.2. Community Members;
- 4.1.2.3. Certified Members; and
- 4.1.2.4. Emeritus Members.

4.1.3. If an applicant is admitted as a member of the OJA then the Secretary must ensure that:

- 4.1.3.1. The applicant is given notice of admission as a member of the OJA; and
- 4.1.3.2. The name and details of the applicant are entered in the members' register in accordance with Rule 4.6.
- 4.1.4. The secretary must ensure each applicant not admitted as a member of the OJA is informed of this decision. The committee may, but are not required to, provide reasons for the decision not to admit an applicant into membership.
- 4.1.5. All applicants initially join as General Members.
- 4.1.6. Members can attain Community Member through one of the following:
  - 4.1.6.1. Achieving Event Management 1 and one of Rules 1 or Policy 1 as per the OJA Level Definition Document

- 4.1.6.2. Transferring from another Global Judge Program and assessed by the OJA Judge Transfer Policy
- 4.1.7. Members can attain Certified Member through one of the following:
  - 4.1.7.1. Achieving certification of at least Rules 1, Policy 1 and Event Management 1 as per the OJA Level Definition Document
  - 4.1.7.2. Transferring from another Global Judge Program and assessed by the OJA Judge Transfer Policy
- 4.1.8. Emeritus Membership can only be approved by the Committee. A member can submit in writing that they wish to transition to Emeritus Membership as long as they meet one of the following requirements:
  - 4.1.8.1. Having previously been a Certified Member in good standing for 5 years; and
  - 4.1.8.2. Deemed to have provided significant value to the OJA or another Global Judge Program for the duration of their membership

or

  - 4.1.8.3. Transferring from another Global Judge Program, which they have been in good standing in for 5 years, and assessed by the OJA Judge Transfer Policy
- 4.1.9. Certified Members that no longer meet the requirements as outlined in the OJA Level Definition Document will revert to Community Members
- 4.1.10. Community Members that no longer meet the requirements as outlined in the OJA Level Definition Document will revert to General Members
- 4.1.11. Emeritus Members once approved by the Committee will no longer have to meet the requirements as outlined in the OJA Level Definition Document

## 4.2. Becoming a member

- 4.2.1. To be eligible to become a member of the OJA an applicant must:
  - 4.2.1.1. Have a genuine commitment to and an understanding of the OJA's purpose;
  - 4.2.1.2. Agree to be bound by the OJA Code of Conduct; and

- 4.2.1.3. Be 18 years of age or older
  - 4.2.1.4. Reside primarily in the Region
- 4.2.2. To become a member of OJA an applicant must:
- 4.2.2.1. Satisfy the eligibility criteria under 4.2.1
  - 4.2.2.2. Complete and lodge a membership application and consent in a form as determined by the Committee which may include applying using the Internet.
  - 4.2.2.3. Ensure all information provided when applying for membership of the OJA is true and accurate and is not misleading or deceptive;
  - 4.2.2.4. Pay any joining and annual membership dues that may be required under Rule 4.3;
  - 4.2.2.5. Be admitted into membership by the Committee; and
  - 4.2.2.6. Satisfy such other membership criteria as the Committee may resolve from time to time, acting reasonably.
- 4.2.3. The Committee may, at their complete discretion, choose to postpone the assessment of all (but not some) membership applications received during the period between the calling of a general meeting and the holding of the general meeting to which the notice relates.

### **4.3. Membership Dues**

- 4.3.1. The Committee may at their discretion:
- 4.3.1.1. Determine the annual membership dues provided Rule 4.3.4 is followed;
  - 4.3.1.2. Determine the membership dues payable by one or more members be payable at a different time or times, including by instalments; and
  - 4.3.1.3. Determine or waive all or some of the dues payable by one or more members at any time.
- 4.3.2. The first year's membership dues are payable at the same time as the membership application is made. The dues will be refunded if membership is declined.
- 4.3.3. Annual membership dues are to be paid as directed by the Committee.

- 4.3.4. If the annual membership dues are to be increased the following rules apply:
  - 4.3.4.1. The dues may only be increased once per year; and
  - 4.3.4.2. The total increase must not increase by more than 10% or \$5 whichever is the lower amount.
  - 4.3.4.3. If the Committee believes that an increase needs to be more than Rule 4.3.4.2 then they must convene a General Meeting to approve the increase.
- 4.3.5. A member that has not paid the required annual membership dues within 30 days of the required date will have their membership suspended until the dues are paid in full.

#### **4.4. Membership Renewals**

- 4.4.1. The Committee may, at their discretion, send a notice of renewal to one or more members requiring that member to confirm or to renew membership of the OJA, and/or to confirm or update that member's details.
- 4.4.2. Failure to confirm or renew membership within 30 days will result in suspension of membership as per 4.3.5

#### **4.5. Member's Rights**

- 4.5.1. All members have the right to receive notices of any General Meeting.
- 4.5.2. General Members have access to:
  - 4.5.2.1. Official OJA General Forum;
  - 4.5.2.2. Exams through Judge Apps; and
  - 4.5.2.3. Anything outlined in the OJA Level Definition Document
- 4.5.3. Community Members have access to everything a General Member has access to plus:
  - 4.5.3.1. Official OJA Community Forum;
  - 4.5.3.2. OJA Community Online Messaging App; and
  - 4.5.3.3. Anything outlined in the OJA Level Definition Document
- 4.5.4. Certified Members have access to everything a Community Member has access to plus:

- 4.5.4.1. Official OJA Certified Forum;
  - 4.5.4.2. Right to attend and vote at any General Meeting;
  - 4.5.4.3. Eligible to stand for election to the Committee; and
  - 4.5.4.4. Anything outlined in the OJA Level Definition Document
- 4.5.5. Emeritus Members is considered to be a Certified Member plus:
- 4.5.5.1. May opt out of annual membership dues while remaining a member, doing so will remove any voting rights or right to be elected to the Committee, access to exams; and
  - 4.5.5.2. Anything outlined in the OJA Level Definition Document

#### **4.6. Register of Members**

- 4.6.1. A register of members must be kept in accordance with the law.
- 4.6.2. Without limiting the requirement under 4.6.1, the following must be entered in the register in respect of each member:
  - 4.6.2.1. The name and postal address of the member;
  - 4.6.2.2. The class of member;
  - 4.6.2.3. The date of admission to, date of change in class and cessation of membership; and
  - 4.6.2.4. Any other information required by the directors or the law from time to time.
- 4.6.3. The register may be stored electronically as directed by the Committee.
- 4.6.4. Any disputes in relation to the Register must be referred to the Committee. The Committee's decision is final and binding on all members.

### **5. Ceasing to be a Member**

#### **5.1. General overview**

- 5.1.1. There are a number of reasons why a member's membership may end. For instance if:
  - 5.1.1.1. A member resigns from membership (see 5.2.1 )

- 5.1.1.2. A member's membership automatically ends (see 5.2.2 )
  - 5.1.1.3. A member is expelled from membership (see 5.3 )
- 5.1.2. The Committee may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of members as they so determine from time to time provided they are consistent with the requirements set out in this Rule 5.
  - 5.1.3. Where the member ceases to be a member in accordance with the law or this constitution, that member's name must be removed from the Register of Members.
  - 5.1.4. Upon the removal of a member's name from the register of members:
    - 5.1.4.1. The member will forfeit all rights and privileges attached to membership; and
    - 5.1.4.2. The OJA will have no liability to such members in respect of that member's removal from the register of members.
  - 5.1.5. Any member who ceases to be a member remains liable for:
    - 5.1.5.1. Any moneys which may be owing by that member to the OJA; and
    - 5.1.5.2. In the case of the OJA being wound up within one year of the date of cessation of membership, the relevant contribution under Rule 2.3

## 5.2. Resignation from Membership

- 5.2.1. A member may resign from membership of the OJA at any time by providing written notice to the OJA addressed to the President or Secretary with immediate effect or with effect from a specified date occurring more than 30 days after the serving of the notice.
- 5.2.2. A member automatically resigns if they are 6 months in arrears of their renewal date.

## 5.3. Disciplining, Suspension and Expulsion of Members

- 5.3.1. Rules 5.3 and 5.4 describe what needs to happen when considering whether to discipline a member. In summary, the process involves:

- 5.3.1.1. Putting the member on notice and giving the opportunity to provide information in writing or in person;
  - 5.3.1.2. Passing a Committee Resolution to warn, suspend, expel or otherwise discipline that member (Member Disciplinary Resolution); and
  - 5.3.1.3. If the decision is to suspend or expel the member, providing that member with an opportunity to appeal the resolution in accordance with the process described in Rule 5.4.
- 5.3.2. Provided the steps set out in this Rule 5.3 and Rule 5.4 are followed, the Committee may resolve to warn, suspend, expel or otherwise discipline a member if that member:
  - 5.3.2.1. Has refused to comply with the provisions of this constitution;
  - 5.3.2.2. Acted in a way that goes against the code of conduct  
or
  - 5.3.2.3. Has acted in a way that, in the opinion of the Committee, is or could be, prejudicial to the interests or reputation of the OJA.
- 5.3.3. The Committee must give the member in question at least 14 days' prior notice of the date that the Committee will consider the Member Disciplinary Resolution. This notice must be in writing and inform the member:
  - 5.3.3.1. The Committee is considering warning, suspending, expelling or otherwise disciplining the member (as the case may be);
  - 5.3.3.2. Of the reasons why the directors are considering taking the determined action;
  - 5.3.3.3. Of the right for the member to give the Committee, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action;
  - 5.3.3.4. Of the date, place and time of the meeting at which the resolution is to be considered; and
  - 5.3.3.5. Of the right for the member to attend the meeting at which the resolution is to be considered but not present during any Committee deliberations or the putting of or voting in the resolution unless the Committee resolves otherwise.

- 5.3.4. Where one of the Committee is also a member subject to a Member Disciplinary Resolution, that Committee Member is not entitled to vote on the relevant Member Disciplinary Resolution.
- 5.3.5. Where a Member Disciplinary Resolution relates to the expulsion of a member, such resolution must be passed as a special resolution by at least 75% of Committee Members present and voting. Any other Member Disciplinary Resolution, including in relation to the warning or suspension of a member, may be passed as an Ordinary Resolution of Committee Members entitled to do so.
- 5.3.6. Committee Members must notify the relevant member in writing about the Committee's decision within 14 days after the date a Member Disciplinary Resolution is passed, but failure to do so does not invalidate the decision.
- 5.3.7. Other than a decision to expel a member, the Committee's decision in relation to the Member Disciplinary Resolution is final and takes effect as at the date the resolution passes.

#### **5.4. Appeal of the Committee's Decision to Expel a Member**

- 5.4.1. Where a Member Disciplinary Resolution to expel a member is passed, the OJA must give that member written notice of the decision (Expulsion Notice) within 21 days after the relevant resolution.
- 5.4.2. The member who is the subject of the Expulsion Notice may, by writing to the secretary within 14 days, request that a Special Committee be formed to hear an appeal.
- 5.4.3. If the notice to appeal the expulsion decision is received by the OJA in accordance with Rule 5.4 b), the Committee must form a Special Committee to consider and vote on whether to reverse the decision of the Committee to expel the member in question.
- 5.4.4. The Special Committee should be made up of 5 members selected in the following manner:
  - 5.4.4.1. The members selected should be selected at random from all current Certified Members or Emeritus Financial Members that have been Certified Members for at least 5 years continuously. If this is not possible due to the OJA not existing for at least 5 years then membership of any other Global Judge Program should be considered.

- 5.4.4.2. The members selected should not have any existing personal or professional relationship. (Professional relationships include but are not limited to: employed at the same company; members of the same club or organisation other than the OJA).
  - 5.4.4.3. The members selected agree to participate in the Special Committee.
  - 5.4.4.4. Should a member not meet 5.4.4.2 or opt out as part of 5.4.4.3 another randomly selected member that meets the requirements of 5.4.4.1 will be drawn.
- 5.4.5. The Special Committee should meet within 30 days of the notice to appeal.
  - 5.4.6. The Committee must give the member in question at least 14 days prior notice of the Special Committee meeting. This notice must be in writing and inform the member:
    - 5.4.6.1. The date, place and time of the Special Committee meeting;
    - 5.4.6.2. Of the right for the member to give the Committee, either orally or in writing, any explanation or defence relevant to the appeal of the Expulsion Notice;
    - 5.4.6.3. Of the right for the member to attend the Special Committee meeting at which the appeal of the Expulsion Notice will be considered, but not present during any deliberation or voting.
  - 5.4.7. The appeal of the Expulsion Notice must be decided by a vote of at least 75% of the Special Committee.
  - 5.4.8. If the appeal is:
    - 5.4.8.1. Successful then the Committee's decision will be overturned and the member will remain as a member and will not be removed from the register of members; or
    - 5.4.8.2. Unsuccessful then the member will cease to be a member and must be removed from the register of members from the date of the Special Committee Meeting.
  - 5.4.9. If a notice of appeal is not received in accordance with Rule 5.4.2 then:
    - 5.4.9.1. The Committee is not required to form a Special Committee; and

- 5.4.9.2. The member cease to be a member from the date of the Member Disciplinary Resolution
- 5.4.10. A member who has been expelled may reapply for membership in accordance with Rule 4.2 provided at least 5 years has expired since that member has ceased being a member.

## **6. General Meetings**

### **6.1. Annual General Meeting**

- 6.1.1. The OJA must hold an Annual General Meeting:
  - 6.1.1.1. In every calendar year;
  - 6.1.1.2. Within four months after the end of its financial year; and
  - 6.1.1.3. At the time and place the Committee determines including online rather than in person or a mixture of in person and online.

### **6.2. Extraordinary General Meeting**

- 6.2.1. An Extraordinary General Meeting may be convened:
  - 6.2.1.1. By the Committee as determined to be required; and
  - 6.2.1.2. By the members if 5% of Certified Members request it.
- 6.2.2. An Extraordinary General Meeting should only be convened for members to vote on specific issues of concern.

### **6.3. Notice of General Meetings**

- 6.3.1. At least 28 days notice must be given of a General Meeting.
- 6.3.2. Subject to the provisions of the Act shorter notice may be given.
- 6.3.3. All members must receive notice of a General Meeting although only Certified Members or Emeritus Members that are Financial Members are eligible to attend and vote.
- 6.3.4. Notice may be given electronically.
- 6.3.5. The Notice must specify:
  - 6.3.5.1. The date, time and location of the meeting;
  - 6.3.5.2. Details of any online service being used to hold the meeting;
  - 6.3.5.3. The general nature of the meetings business;
  - 6.3.5.4. Details of any special resolutions to be proposed at the meeting;
  - 6.3.5.5. Details of any proxy options available to voting members; and
  - 6.3.5.6. Any other details as required by the law.
- 6.3.6. An Annual General Meeting's ordinary business must include:
  - 6.3.6.1. Consideration of the annual financial report;
  - 6.3.6.2. Consideration of the President's report;
  - 6.3.6.3. Election of the Committee; and
  - 6.3.6.4. If required by the Act, appointing an Auditor

- 6.3.7. A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:
  - 6.3.7.1. The OJA accidentally omitted to give notice of a meeting to any Member; or
  - 6.3.7.2. Any Member did not receive notice of the meeting.

#### **6.4. Quorum at General Meetings**

- 6.4.1. No business may be transacted at any general meeting, except the election of a chair (if required) and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and the quorum remains present throughout the meeting
- 6.4.2. The quorum for a general meeting is 20% of the total number of Certified Members present at the meeting or via proxy and entitled under these rules to vote at a General Meeting.
- 6.4.3. If a quorum is not present within 30 minutes after the time appointed for the meeting:
  - 6.4.3.1. If the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or
  - 6.4.3.2. In any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present are a valid quorum.

#### **6.5. Chair of General Meetings**

- 6.5.1. The President or in the President's absence the Deputy President shall preside as Chair of the meeting at every General Meeting.
- 6.5.2. If at any General Meeting the President or Deputy President is not present within 15 minutes of the appointed time for the meeting then the members are to choose a Committee Member to preside. If no Committee Members are present or decline to preside then the persons present will choose a member present to preside as Chair of the meeting.

#### **6.6. Conduct of and Participation in General Meetings**

- 6.6.1. The Chair of a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:
  - 6.6.1.1. proper and orderly debate or discussion; and
  - 6.6.1.2. the proper and orderly casting or recording of votes.

- 6.6.2. The Chair of a General Meeting may, with the consent of the Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn the meeting and must adjourn the meeting if the meeting directs them to do so.
  - 6.6.2.1. If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).
  - 6.6.2.2. If a General Meeting is adjourned for one month or more then the OJA must arrange for a new notice of the adjourned meeting to be given
  - 6.6.2.3. After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

## **6.7. Decisions at General Meetings**

- 6.7.1. Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members or through technological means to show approval for a motion.
- 6.7.2. Except in the case of any resolution under this constitution or as a matter of law requires a special resolution, questions arising at a General Meeting are to be decided by a majority of votes cast by the members present at the meeting (including being present by technological means) and who are entitled to vote. Such a decision is then for all purposes a decision of the members.
- 6.7.3. In the case of an equality of votes upon any proposed resolution at a meeting of members the chair does not have a second or casting vote in addition to any vote the chair may have as a member of the OJA.
- 6.7.4. The Chair or any Member present may demand a poll before or on the declaration of the result of a show of hands. Any person who has demanded a poll may withdraw their demand.
- 6.7.5. A poll demanded on any question of adjournment must be taken before any adjournment.
- 6.7.6. The poll is to be taken:
  - 6.7.6.1. In the manner and at the time and place as the Chair of the meeting directs; and
  - 6.7.6.2. Either at once or after an interval or adjournment or otherwise.
- 6.7.7. A poll requires the record of the name of each Member and their vote.
- 6.7.8. After a poll has been demanded, the meeting may continue with any business other than the issue on which the poll has been demanded.

## **6.8. Appointing a Proxy**

- 6.8.1. Any Certified Member may:

- 6.8.1.1. Appoint a person who is also a Certified Member as a proxy to vote on the Member's behalf; and
- 6.8.1.2. May direct the proxy to vote either for or against each or any resolution.
- 6.8.2. For an appointment of a proxy to be valid, the OJA must receive the document appointing the proxy:
  - 6.8.2.1. At least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
  - 6.8.2.2. Received by email specified for such purpose in the notice of meeting.
- 6.8.3. An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates - unless it states something to the contrary.
- 6.8.4. If the OJA receives a proxy form from a Certified Member without the name of the proxy then the proxy of that Certified Member will be the Chair of the meeting for which the proxy applies.
- 6.8.5. Unless the OJA receives prior notice, a vote cast by a proxy at a General Meeting is valid even if before the proxy votes:
  - 6.8.5.1. The Certified Member dies; or
  - 6.8.5.2. The Certified Member revokes the proxy.
- 6.8.6. Unless otherwise permitted by the Chair, the authority of a proxy to speak and vote for a member at a General Meeting is suspended while that relevant Certified Member is present at the meeting.

## **6.9. Meeting Conducted Using Technological Means**

- 6.9.1. Subject to the Corporations Act and this constitution, the contemporaneous linking together by a form of technology of a number of Certified Members sufficient to constitute a quorum constitutes a General Meeting.
- 6.9.2. Where a General Meeting is held at two or more places using any form of technology (including virtual meeting platforms):
  - 6.9.2.1. A member participating in the meeting is taken to be present in person at the meeting;
  - 6.9.2.2. The provisions of this constitution relating to General Meetings apply, so far as they can and with such changes as are necessary, to General Meetings held using that technology;
  - 6.9.2.3. The meeting is taken to be held at the place determined by the Chair provided at least one of the Certified Members present at the meeting was at the place for the duration of the General Meeting; and
  - 6.9.2.4. The conduct of the meeting must comply with any policies and procedures relating to the meetings conducted using technological means as determined by the directors from time to time.

- 6.9.3. If the technology used in rule 6.9.2 encounters a technical difficulty, whether before or during the General Meeting, which results in a Certified Member not being able to participate in the meeting, the Chair may, subject to the Corporations Act and the requirements of rule 6.4 being satisfied:
  - 6.9.3.1. Allow the meeting to continue; or
  - 6.9.3.2. Adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the Chair of the meeting considers appropriate.
- 6.9.4. For the avoidance of doubt, where the chair has allowed the General Meeting to continue in accordance with rule 6.9.3.1, any resolution passed at that meeting is valid.
- 6.9.5. Subject to the Corporations Act and this constitution, the Committee may make policies and procedures relating to the passing of member resolutions by technological means as determined by the Committee from time to time.

#### **6.10. Decisions Without Meetings**

- 6.10.1. Unless the Corporations Act requires the holding of a meeting, Certified Members may pass resolutions and otherwise make decisions outside of a members' meeting in any manner (including through the use of technology) provided:
  - 6.10.1.1. All Certified Members entitled to vote on the resolutions are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;
  - 6.10.1.2. Each resolution is passed by at least 75% of all current Certified Members (unless a higher number or threshold is required under this constitution or by law); and
  - 6.10.1.3. Such manner complies with:
    - 6.10.1.3.1. The law; and
    - 6.10.1.3.2. Any policies and procedures relating to the passing of member resolutions as determined by the Committee from time to time.

### **Part D - Not For Profit**

#### **7. No Profits for Members**

##### **7.1. Distribution of Income or Assets**

- 7.1.1. The assets and income of the OJA must be applied solely in the furtherance of the OJA's Purpose and activities (Rule 3.1)

- 7.1.2. The OJA may, with the approval of the Committee, make payment in good faith to a member of the OJA:
  - 7.1.2.1. By way of reasonable and proper payment for any goods supplied or services rendered to the OJA
  - 7.1.2.2. By way of interest on money lent to the OJA by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the OJA's bankers on overdrawn accounts;
  - 7.1.2.3. By way of reasonable and proper rent for premises let by that member to the company;
  - 7.1.2.4. For authorised out-of-pocket expenses reasonable and properly incurred by that member in connection with the affairs of the OJA.

## **Part E - The Committee**

### **8. Committee Positions**

#### **8.1. Number of Committee Positions**

- 8.1.1. The minimum number of Committee Members is 7 and the maximum number of Committee Members is 7.
- 8.1.2. If at any time the number of Committee Members drops below 7, the Committee may act but only:
  - 8.1.2.1. In an emergency;
  - 8.1.2.2. To appoint a temporary replacement Committee Member; or
  - 8.1.2.3. For the purpose of convening a General Meeting of the OJA to elect additional Committee Members.
- 8.1.3. The number of Committee Members may be altered through a resolution at a General Meeting

#### **8.2. Positions on the Committee**

- 8.2.1. President
  - 8.2.1.1. Chair Committee & General Meetings.
  - 8.2.1.2. Provide leadership and direction to the Committee.
  - 8.2.1.3. Facilitate disputes between Committee members.
  - 8.2.1.4. Represent organisation where required.
- 8.2.2. Vice-President
  - 8.2.2.1. Assist the president in their duties.

- 8.2.2.2. Provide leadership and direction to the Committee.
  - 8.2.2.3. Deputise for the President if they are unavailable.
- 8.2.3. Secretary
- 8.2.3.1. Take minutes for all Committee meetings & General Meetings.
  - 8.2.3.2. Arrange meeting time and method.
  - 8.2.3.3. Distribute minutes and agenda for quarterly meetings.
  - 8.2.3.4. Arrange AGM and distribute AGM agenda, previous AGM minutes and collect submissions to the AGM.
  - 8.2.3.5. Ensure that any required annual returns or reports are submitted to the appropriate regulator on time.
  - 8.2.3.6. Ensure that any required registers required by the law are established and properly maintained
- 8.2.4. Treasurer
- 8.2.4.1. Receive and reconcile payment of dues.
  - 8.2.4.2. Notify members of nonpayment.
  - 8.2.4.3. Handle late payments and financial aid requests.
  - 8.2.4.4. Prepare quarterly financial statements for the Committee.
  - 8.2.4.5. Prepare an annual statement of accounts for Committee and members.
- 8.2.5. General Committee Member
- 8.2.5.1. Attend Committee meetings
  - 8.2.5.2. Vote on Committee proposals

### 8.3. Eligibility of Committee Positions

- 8.3.1. To be eligible as a General Committee Member, the member must:
- 8.3.1.1. Be a Certified Member or;
  - 8.3.1.2. Be an Emeritus member who has chosen to pay dues;
  - 8.3.1.3. Be 18 years of age or older;
  - 8.3.1.4. Have nominated themselves in writing for election
  - 8.3.1.5. not be ineligible to be a director under the Corporations Act; and
  - 8.3.1.6. Be up to date with their dues.
- 8.3.2. To be eligible for President, Vice-President, Secretary or Treasurer, the member must in addition to Rule 8.3.1:
- 8.3.2.1. Be a Certified Member with Event Management 2 (as per the OJA Level Definition Document)
  - 8.3.2.2. Be an Emeritus member who has previously held Event Management 2 (as per the OJA Level Definition Document)

#### **8.4. Becoming a Committee Member**

- 8.4.1. A member may become a Committee Member in the following ways:
- 8.4.1.1. Election by member vote.
  - 8.4.1.2. Temporarily appointed by the Committee until a General Meeting can be held for an election.
- 8.4.2. Committee Members may be elected in the following way:
- 8.4.2.1. Any Certified Member may nominate for a specific Committee Position in the manner determined by the OJA Committee at least 30 days prior to the General Meeting at which the election is to take place.
  - 8.4.2.2. If the number of nominated candidates for each Committee Position:
    - 8.4.2.2.1. *Is no more than the number of vacancies*, then the Chair of the General Meeting will declare those candidates elected to those positions.
    - 8.4.2.2.2. *Is more than the number of vacancies*, then the Secretary will arrange for balloting lists to be prepared containing the names of the candidates in an order determined by lot. The Committee may determine the method of the ballot. Each Certified Member is entitled to vote for any number of candidates not exceeding the number of vacancies.
    - 8.4.2.2.3. *Is not enough to meet the required minimum number of Committee Members*, then the Committee must appoint a Member or Representative as Committee Member (as long as they consent) until there is the minimum number of Committee Members.

#### **8.5. Casual Vacancies**

- 8.5.1. If there is a casual vacancy in the Committee, then the Committee may appoint a temporary Committee Member. That Committee Member holds the position until a General Meeting can be convened to elect the replacement.
- 8.5.2. If the casual vacancy occurs within 3 months of an Annual General Meeting the temporary Committee Member will hold the position until the Annual General Meeting.
- 8.5.3. The temporary Committee Member must meet the eligibility requirements in Rule 8.3

#### **8.6. Initial Committee Members**

- 8.6.1. The Initial Committee Members are the persons set out as Directors in the application to register the OJA lodged under section 117 of the Corporations Act.

- 8.6.2. The Initial Committee will hold office until the end of the first Annual General Meeting, at which point they will cease being Committee Members but will be eligible for re-election

#### **8.7. Committee Term of Office and Term Limits**

- 8.7.1. The term of office for a Committee Member commences on the date the results of the election is declared
- 8.7.2. Subject to 8.7.3, the term of office for a Committee Member is one year
- 8.7.3. If a Committee Member is elected outside of the standard election cycle, their term will end aligned with the rest of the Committee Members
- 8.7.4. A member may not serve as a Committee Member for more than five (5) consecutive years. This does not include the duration of the Initial Committee.

#### **8.8. Ceasing to be a Committee Member**

- 8.8.1. In addition to the circumstances prescribed by law (including the Corporations Act), the office of any director becomes vacant if the director:
  - 8.8.1.1. Dies;
  - 8.8.1.2. Resigns office by notice in writing to the Committee;
  - 8.8.1.3. Is, due to physical or mental impairment, unable to perform the duties of a Committee member, as determined by a suitably qualified professional acting reasonably;
  - 8.8.1.4. Is no longer a member in good standing; or
  - 8.8.1.5. Fails to attend three or more Committee meetings within a 12 month period;

#### **8.9. Payments to Committee Members**

- 8.9.1. No payment of any kind can be made to a Committee Member unless that payment is approved by a majority of the Committee

#### **8.10. Conflict of Interest**

- 8.10.1. Each Committee Member must disclose all personal interests and other matters that could, or do give rise to a conflict of interest or loyalty (or the perception of such) in relation to a matter or decision being considered by the Committee
- 8.10.2. Where a Committee Member has a material personal interest in a matter to be considered at a meeting, that Committee Member must not be present while the matter is being considered at the meeting or vote on the matter, unless the Committee who do not have a material personal interest pass a resolution in accordance with the Corporations Act which permits that director to do so.

- 8.10.3. If rule 8.10.2 results in not having enough committee members to form a quorum then a General Meeting can be called to pass a resolution to deal with the matter.
- 8.10.4. Subject to Rule 8.10.5, a committee member who is in any way interested in a contract or arrangement (other than by having a material personal interest which is to be dealt with in accordance with Rule 8.10.2 may, despite that interest:
  - 8.10.4.1. Be counted in determining whether or not a quorum is present at any Committee Meeting considering that contract or arrangement;
  - 8.10.4.2. Sign or countersign any document relating to that contract or arrangement; and
  - 8.10.4.3. Remain present in the meeting and vote in relation to that contract or arrangement or any matter arising out of those things.
- 8.10.5. Rule 8.10.4 does not apply if, and to the extent that, it would be contrary to law.
- 8.10.6. Any contract or arrangement entered into by or on behalf of the OJA is not voided or rendered voidable merely because a Committee Member has a personal interest in the other party.

#### **8.11. Committee Quorum**

- 8.11.1. No business may be transacted at a Committee meeting unless there is a quorum of Committee Members at the time the business is dealt with.
  - 8.11.1.1. A quorum is defined as at least 5 Committee Members
- 8.11.2. If, within 30 minutes after the time appointed for a meeting, a quorum is not present, then the meeting will be adjourned, and a new meeting should be set according to 8.13

#### **8.12. Committee Meetings**

- 8.12.1. The Committee may hold meetings (including by technological means) for the conduct of business and regulate them as they see fit.
- 8.12.2. The Committee should meet as often as is required for the proper operation of the OJA but no less than four times a year.

#### **8.13. Convening a Committee Meeting**

- 8.13.1. A Committee meeting may be convened by the President, or by any two Committee Members
- 8.13.2. Notice of a Committee meeting must be given to each current Committee Member other than a Committee Member on a leave of absence.
- 8.13.3. Notice of a Committee Meeting must:
  - 8.13.3.1. Specify the time and place, and if relevant, form of technology used for the meeting;
  - 8.13.3.2. State the agenda for the meeting;
  - 8.13.3.3. Be provided at minimum two weeks in advance;

#### **8.14. Sub-Committees**

- 8.14.1. The Committee may resolve to establish one or more sub-committees to assist in the administration of the OJA and delegate such powers as are necessary to carry out the task.
- 8.14.2. The Committee can revoke or alter the delegation of any powers at any time.
- 8.14.3. The Committee may change the make-up of or dissolve the sub-committee at any time.
- 8.14.4. A Sub-Committee must adhere to all requirements of this constitution that regulate committee meetings.

#### **8.15. Validity of Acts**

- 8.15.1. An act done in good faith by any meeting of the Committee, any meeting of any sub- committee formed by the Committee or by any person acting as a Committee Member will not be invalidated merely because of
  - 8.15.1.1. Any defect in the election, appointment or tenure of a Committee Member or person acting on any such committee; or
  - 8.15.1.2. The disqualification of any of them.

### **Part F - Administrative Matters**

## **9. Minutes, Records and Negotiable Instruments**

### **9.1. Minutes**

- 9.1.1. The Committee must ensure the following minutes are recorded, approved and kept in accordance with the law:
  - 9.1.1.1. Meetings and Resolutions of Members (Including those made without meetings under Rule 6.10);
  - 9.1.1.2. Meetings and Resolutions of the Committee; and
  - 9.1.1.3. Meetings and Resolutions of sub-committees.

### **9.2. Inspection of Records**

- 9.2.1. Subject to the law and rule 9.2.1, the Committee may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open for inspection.
- 9.2.2. A member may, upon reasonable notice to the Committee, inspect any books, records or documents of the company, provided the information obtained is only used for a proper purpose in connection with membership of the OJA. In the case of Committee Meeting minutes and resolutions, the Committee may, at their complete discretion, refuse to provide all or some of the Committee Meeting minutes or provide such records in a redacted form.

- 9.2.3. The OJA must establish and administer all registers required to be kept by law and each member must provide the OJA with such information as is required for the OJA to comply with this rule. If events occur which would cause the information contained in a register maintained by the company to be inaccurate the member must notify the OJA in writing of the change within 21 days of the member becoming aware such change has occurred.
- 9.2.4. Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- 9.2.5. The OJA must keep all financial and other records required by law.

### **9.3. Negotiable Instruments**

- 9.3.1. Two Committee Members, or one Committee Member and some other officer authorised by the Committee for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

## **10. Indemnity**

### **10.1. Indemnity of Officers**

- 10.1.1. To the extent permitted by law, the OJA indemnifies its officers (both current and past) for all losses or liabilities incurred by the person as an officer of the OJA including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis
- 10.1.2. This indemnity:
  - 10.1.2.1. May only be for losses or liabilities incurred as an officer of the OJA (either before or after the adoption of this rule);
  - 10.1.2.2. Does not cover any loss or liability of an officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct or fraud; and
  - 10.1.2.3. Operates only to the extent that the loss or liability is not paid by insurance
- 10.1.3. To the extent permitted by law, the OJA may take out and pay for insurance for the benefit of its officers (both current and past) against any liability incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs.

## **11. Notices**

### **11.1. Giving of Notices**

- 11.1.1. Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) provided such manner complies with:
  - 11.1.1.1. The law; and
  - 11.1.1.2. Any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the Committee from time to time.

### **11.2. Timing of services**

- 11.2.1. Where a notice is served personally, service of the notice is taken to be effected when delivered.
- 11.2.2. Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post:
  - 11.2.2.1. In the case of a notice of a general meeting, on the day after the date of its posting; or
  - 11.2.2.2. In any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 11.2.3. Where a notice is sent by electronic means, including email, service of the notice is taken to be effected:
  - 11.2.3.1. When the sender receives an automated message confirming delivery; or
  - 11.2.3.2. 30 minutes after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message the notice has not been delivered, whichever happens first.
- 11.2.4. If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

## **12. General**

- 12.1. Common seal: The OJA may, but is not required to, have and use a common seal. If the Committee determines that the OJA has a common seal, then it must be kept and used in accordance with the law.
- 12.2. Formulating rules: Without limiting the Committee's powers under this constitution, the Committee may from time to time make regulations and rules about any matter related to the operations or conduct of the OJA, provided such regulations and rules are not inconsistent with the law or this constitution. If there is any inconsistency between regulations and rules formulated pursuant to this rule 12.2 and the

- provisions of this constitution or the law, the provisions of this constitution and the law will prevail.
- 12.3. Each of the provisions of the Act that would, but for this Rule, apply to the OJA as a replaceable rule is expressly displaced and does not apply to the OJA.

## **Part G - Winding Up and Distribution of Property**

### **13. Winding Up**

#### **13.1. Surplus Assets**

- 13.1.1. If upon the dissolution of the company there remains after satisfaction of all debts and liabilities any money or assets whatsoever (Surplus Assets), such Surplus Assets should be distributed to one or more Eligible Recipients
- 13.1.2. Surplus Assets cannot be paid or distributed among the members
- 13.1.3. Eligible Recipients must be institutions that have:
- 13.1.3.1. Similar objects of the OJA; and
  - 13.1.3.2. A constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the OJA under Rule 7 of this Constitution.
- 13.1.3.3.
- 13.1.4. The decision about which Eligible Recipient is to be given the Surplus Assets is to be determined:
- 13.1.4.1. By a vote of the members at or before the winding up of the company
  - 13.1.4.2. If no such vote takes place, by the Committee Members

## **Schedule 1**

### **Guarantee**

The Members of the OJA have each guaranteed the following amount on its establishment: \$5.