



# **BRITISH JUDO**

**SUMMARY OF PROPOSED  
AMENDMENTS TO BJA  
MEMORANDUM AND ARTICLES  
VOTING / PROXY FORM**

# SUMMARY OF PROPOSED AMENDMENTS TO BJA MEMORANDUM AND ARTICLES



## VOTING / PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

The 2017 Extraordinary General Meeting of the British Judo Association will be held on Saturday 18 March 2017 at 10.00 am at Lecture Theatre WA007, University of Wolverhampton – Walsall Campus, Gorway Road, Walsall, West Midlands, WS1 3BD

PLEASE SIGN HERE

PRINT NAME

CLUB NAME

CLUB NUMBER

TO **ACCEPT ALL** RESOLUTIONS PLEASE TICK HERE:

**OR** TO CONFIRM YOU ARE NOT ABLE TO ATTEND THE MEETING BUT WISH TO APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY PLEASE TICK HERE:

**OR** TO NOMINATE SOMEONE ATTENDING THE MEETING TO VOTE ON YOUR BEHALF, PLEASE TICK HERE AND COMPLETE THE DETAILS BELOW.

NOMINATED INDIVIDUAL'S NAME:

NOMINATED INDIVIDUAL'S CLUB:

IF YOU **DISAGREE WITH ANY OF THE CHANGES** PLEASE TICK HERE:

On the pages that follow, please indicate those statements that you disagree with by ticking the box marked 'NO'. Please also tick 'YES' for the statements you agree with. Please also state any reasons for your disagreements in the spaces provided as it is very helpful to understand any concerns and issues relating to each proposed amendment.

**PLEASE COMPLETE AND RETURN THIS FORM  
BY 5PM ON THURSDAY 16TH MARCH TO:**

Sharon Hellend, Executive Assistant  
British Judo Centre of Excellence  
University of Wolverhampton – Walsall Campus,  
Gorway Road  
Walsall, West Midlands, WS1 3BD

ISSUE	ARTICLES	REASONS	NECESSARY TO BECOME CODE COMPLIANT	Please tick in the relevant box below to show your acceptance/non acceptance		
				YES	NO	REASONING
<b>CHAIR</b> <b>1.</b> Appointment process	27.2 (a) 27.6(d) 28 (part) 39 (part deletion) 49.4 (part)	Change to a process that enables the BJA to appoint the best person for the role of Chair of the Board. No longer an election by members but a criteria-based appointment process with the proposed new Nominations Committee running a transparent appointment process open to any individual including from within the BJA membership and external candidates. The Nominations Committee then recommend the best person to the Board.	Yes (but see later re. Nominations Committee composition)			
<b>2.</b> Term	28 (part)	Confirming 2 x 4 year term maximum to balance stability and the opportunity for fresh leadership.	Yes			
<b>ELECTED DIRECTORS</b> <b>1.</b> Appointment process	27.6(b) (part) 39 49.4 (part)	Still an elected process but candidates need to meet minimum skills based and diversity criteria to be Board director (as agreed by the Board and published in advance). The proposed new Nominations Committee will be responsible for reviewing candidates against such criteria.	Yes			

ISSUE	ARTICLES	REASONS	NECESSARY TO BECOME CODE COMPLIANT	Please tick in the relevant box below to show your acceptance/non acceptance		
				YES	NO	REASONING
2. Nomination process	27.6(b) (part)	Confirm a new nomination process to open the nominations up to a wider range of people. Candidates to be an Elected Director will simply need the prior nomination of a minimum of [5] Member Clubs. This replaces the current customary requirement that a candidate needs to be put forward by one of the English Regional Areas with each such Area not being able to put forward more than one candidate.	N/A but will help meet Code requirements			
3. Term	27.6(a) (part)	Change from 2 x 3 year term to 2 x 4 year term to make consistent across all Directors and balance stability with turnover.	Yes			
4. Number	27.2(b)	Reduce number of Elected Directors to 3 from 4 (and increase Independent Directors to 4 from 3). This meets the ideal requirement under the UK Charter for Sports Governance and previous governance requirements, and better than the minimum 25% (3 out of 12) independent requirement in new UK Sport Code.	Yes			
<b>INDEPENDENT DIRECTORS</b> 1. Appointment process	27.2(c) (part) 49.4 (part)	Remains a criteria-based appointment process but clarifies that the proposed new Nominations Committee will be responsible for running the process and making recommendations to the Board.	Yes			
2. Term	27.6(a) (part)	Change from undefined position determined by the Board to 2 x 4 year term to make consistent across all Directors and balance stability with turnover.	Yes			

ISSUE	ARTICLES	REASONS	NECESSARY TO BECOME CODE COMPLIANT	Please tick in the relevant box below to show your acceptance/non acceptance		
				YES	NO	REASONING
3. Number	27.2(c) (part)	Increase number of Independent Directors to 4 from 3 (and decrease Elected Directors to 3 from 4). This meets the ideal requirement under the UK Charter for Sports Governance and previous governance requirements, and better than the minimum 25% (3 out of 12) independent requirement in new UK Sport Code.	Yes			
<b>HOME ASSOCIATION DIRECTORS</b>	27.2(d)(i) 27.2(d)(ii) 27.2(d)(iii) 27.3(a)	Remove requirement for the Home Association Directors from Scotland, Wales and Northern Ireland to be the Chair of the respective Home Association – instead the Director can be any person elected by the respective Home Association (it could still be the Chair).	N/A			
<b>ENGLISH REPRESENTATIVE DIRECTOR</b>  1. Appointment	27.2(d)(iv) 27.6(c) 49.4 (part)	Still an elected process but candidates need to meet minimum skills based and diversity criteria to be Board director. The proposed new Nominations Committee will be responsible for reviewing candidates against such criteria.	Yes			
2. Term	27.6(a) (part)	Change to 2 x 4 year term to make consistent with other Directors and balance stability with turnover.	Yes			
<b>ELECTED DIRECTOR TO INDEPENDENT DIRECTOR CONVERSION</b>	27.2(e)	Increase the number of Elected Director posts that can be converted to Independent Director posts for certain reasons and expand the reasons to include diversity gaps on the Board (and not just skills and/or gender gaps). Tie the term into the new 4 year terms for Directors.	N/A but will help meet Code requirements			

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				YES	NO	REASONING
<b>SENIOR INDEPENDENT DIRECTOR</b>	Definitions 27.5	Introduce new requirement for the Board to elect one of the Independent Directors to be the Senior Independent Director as outlined in the UK Corporate Governance Code.	Yes			
<b>BOARD DELEGATION OF POWERS</b>	30(b) (part deletion) 32 33 34 43 (part deletion) 44 45	Clarifying that the Board may delegate its powers to committees, panels, commissions or other bodies and is responsible for setting the conditions of such delegation.  Introduce the following 3 standing committees of the Board: A&R, Nominations and Remuneration.  Board is responsible for appointing individuals to the committees, panels, commissions or other bodies save for the Nominations Committee (see below).	Yes			

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				YES	NO	REASONING
<b>NOMINATIONS COMMITTEE</b>	Definitions 35 39 (part deletion) 49.4 (part)	Nominations Committee shall comprise 3 individuals appointed by the Council, 1 Independent Director and the Senior Independent Director who shall chair the Committee.	No (Code requires Nominations Committee to be a majority of Independent Directors and to be chaired by the Chair of the Board – or the Senior Independent Director when dealing with the Chair.)			
<b>COUNCIL</b> 1. powers	49.1 (part) 49.3 49.4	<p>Confirming and clarifying Council’s role of overseeing the work of the Board on behalf of the members.</p> <p>Confirms that a Board member cannot be on Council to avoid conflict of role.</p> <p>Includes advice and guidance on grassroots, being ambassadors of the BJA strategy; and</p> <p>appointing 3 members to the Nominations Committee to oversee the appointment/election process for various Board Directors including the Chair.</p> <p>Increase the number of Council meetings per year to 4 (one each quarter) to enable Council to fulfil this role.</p>	<p>Yes</p> <p>N/A</p> <p>Yes</p> <p>No (re Nominations Committee composition – see above) N/A</p>			

ISSUE	ARTICLES	REASONS	NECESSARY TO BECOME CODE COMPLIANT	Please tick in the relevant box below to show your acceptance/non acceptance		
				YES	NO	REASONING
2. Council member term	49.2	Establish a term limit of 2 x 4 year terms on Council members, consistent with Board Directors and to balance stability with turnover.	Yes			
<b>OTHER ISSUES</b> 1. unlawful amendments to Articles	26	A new provision (to reflect best practice) to clarify that proposals to amend the Articles can only be made if the amendment does not breach the law.	N/A			
2. Board size	27.1	Confirm maximum Board size as 12 as current in order to ensure its size is appropriate to be an effective decision-making body.	Yes			
3. members right to remove Directors	38(g)	A new provision to reflect the statutory right of members to remove Directors.	N/A			

