

JudoScotland has recently undertaken a thorough review of the Articles of Association and has a number of recommended amendments for the approval of the membership at the upcoming AGM.

Since the last review in 2015, standards of governance have changed significantly, and following an independent audit by KPMG earlier this year, a number of recommendations were suggested as critical for JudoScotland.

Representing our Board, Graham Campbell has led the review in recent months and has worked closely with our new CEO Judith McCleary and other Board members to identify appropriate changes to the articles to ensure JudoScotland has a robust governance that will support us in reaching our future ambitions.

On the proposed amendments, Graham Campbell (JudoScotland Treasurer and Corporate Working Group) comments:

*'The purpose of the proposed changes is to improve governance, increase diversity and align more closely with accepted business practice. If we are successful in this, we will also improve the breadth of Board expertise and be more able to support the company in strategic planning and initiatives'.*

Speaking on behalf of **sportscotland**, our Partnership Manager Sandy Hodge comments:

*'Having good governance is key to the success of any organisation. Speaking on behalf of **sportscotland** as an investment partner, we are in full support of the Board's recommended changes which, if approved, will bring JudoScotland's articles into greater alignment with the Code for Sports Governance'.*

A summary of the substantive changes to the JudoScotland Articles of Association has been compiled, along with the reason for the amendments. This will enable you to make a more informed decision for voting.

There will be an online session for members held on Monday 24<sup>th</sup> October from 7.00pm to 8.00pm, should you wish to seek any further information on the review of the Articles and / or have any questions. Registration details for the online session can be found at [www.judoscotland.com](http://www.judoscotland.com)

Proposed article	Summary of proposed amendment	Reason for proposed amendment
1.1	Addition of:  "Nominations Committee" means the committee responsible for recommending individuals for the roles of Honorary President, Honorary Vice Presidents and Independent Directors to the Board for their approval as further defined in Article 4.7	A nominations committee is recommended to support JudoScotland to have a more robust recruitment process and the definition is therefore included in the proposed amendments
1.1	Addition of:  "Ordinary Resolution" means a resolution that is passed by a simple majority in accordance with section 282 of the Act	Definition not currently included in articles
2.1.1.1	Change from:  "Honorary President – there shall be a special appointment of an individual on the recommendation of the Board and with the approval of an Annual General Meeting. In the	The recommended changes will enable an appointment to be made for an Honorary President at any time required, without having to wait until an AGM.

	<p>event that the Honorary President retires in any year prior to the Annual General Meeting, the Honorary Vice-President shall serve as Honorary President until the next Annual General Meeting. In the event that there is more than one Honorary Vice-President, the Honorary Vice-President who has served the longest shall serve as Honorary President until the next Annual General Meeting. If two or more Honorary Vice-Presidents have served equally long and cannot agree who should serve as Honorary President until the next Annual General Meeting, the Board shall determine who shall act as Honorary President until the next Annual General Meeting''</p> <p>to:</p> <p>''Honorary President – there shall be a special appointment of an individual who will act in an ambassadorial role for the Sport on the recommendation of the Nominations Committee and approved by the Board. The Honorary President position is a role for life or until they choose to resign. In the event that the Honorary President retires the Nominations Committee will recommend a replacement to the Board''</p>	<p>It is suggested that the Nominations Committee recommend a replacement Honorary President to enable them to identify the most suitably skilled person for this ambassadorial role.</p>
2.1.1.2	<p>Removal of:</p> <p>''and the approval of the Annual General Meeting''</p>	<p>In accordance with the proposed change to 2.1.1.1</p>
2.2.4	<p>Addition:</p>	<p>To reflect and clarify existing practice.</p>

	<p>“When a Club applies to the Company to be affiliated, and the venue of that Club is occupied by another Club, the Company will only approve affiliation if a Memorandum of Understanding is in place between both Clubs”</p>	
2.2.8	<p>Change from:</p> <p>“ All successful applicants who are admitted as Members, whether Individual or Club Members shall sign an acknowledgement in the form provided by the Board, agreeing to be bound by and adhere to the rules and regulations contained within these Articles of Association and all Rules.”</p> <p>To:</p> <p>“All successful applicants who are admitted as Members agree to be bound by and adhere to the rules and regulations contained within these Articles of Association and all Rules.”</p>	To reflect current membership registration processes
2.4.6	Change from “1 <sup>st</sup> January” to “31 <sup>st</sup> March”	In alignment with current subscription fee period.
3.1	Change from “nine” to “ten”	Increasing the maximum number of directors to ten will provide more flexibility to adopt person(s) with the skill sets that the Board may require from time to time
3.2.4	Change from “up to two Non-Executive Directors” to “up to three Independent Directors”	To provide greater scope to bring in skills that may be required by the Board from time to time.
3.4.1	Change from:	

	<p>"the initial term shall, subject to Clause 18 of the Model Articles and Article 3.5, be until close of the third Annual General Meeting held after he was appointed"</p> <p>To:</p> <p>"the initial term shall, subject to Clause 18 of the Model Articles and Article 3.5, be until midnight on the fourth anniversary from the date of their appointment"</p>	<p>The Independent Director tenure period has been amended from three years to four years to align more closely with strategic and performance cycles.</p>
3.6	<p>Change to:</p> <p>"At each Annual General Meeting, Directors (excluding any co-opted Director and Independent Director) shall retire by rotation in line with conclusion at end of tenure. Each Director (excluding any co-opted Director and Independent Director) may not hold office for a continuous period extending beyond close of the eighth Annual General Meeting held after they were appointed or for two non-consecutive terms of office, subject to the following:</p>	<p>Following recommendations from KPMG and sportscotland, the Board has determined that Directors should hold a maximum of two tenures of office, totaling a maximum of eight years. This is in line with normal practice and is recommended to avoid a barrier to people who may wish to apply for Director positions.</p> <p>Directors can have a positive impact on the sport within this timeframe and this approach is advised to encourage more people to consider applying.</p>
3.6.3	<p>Addition of:</p> <p>"Any Director may be appointed as Chair on or before the sixth Annual General Meeting after they were first appointed as a Director and such person may hold office as Chair for a term ending at the close of the fourth Annual General Meeting after</p>	<p>This provision enables a minimum of one full tenure of four years to be completed by a Chair, should a Director be appointed as Chair up to the end of their sixth year of holding office.</p>

	<p>their original appointment as Chair. Any person so appointed as Chair may be re-appointed at the fourth Annual General Meeting after their original appointment as Chair and they may serve for a further term ending at the earlier of the close of the fourth Annual General Meeting after their re-appointment as Chair and the close of the tenth Annual General Meeting after they were first appointed as a Director whereupon they will automatically retire and may not seek re-election or re-appointment to the Board.’’</p>	
3.6.4	<p>Change to:          ‘‘There will be no remuneration attached to the role of Chair, Treasurer or Director’’</p>	<p>An expense policy is in place to cover associated expenditure incurred through these roles.</p>
3.6.6	<p>Addition of:          ‘‘For the purposes of the Articles, the Chair and any Director who have been appointed at the Annual General Meeting at which these Articles were adopted, shall be subject to the provisions in Article 3.6’’</p>	<p>This provision has been added to enable the tenure length of the Chair and any Directors appointed at the 2022 AGM to be four years rather than three years as outlined in the current articles.</p>
3.6.7	<p>Addition of:          3.6.7 Notwithstanding the foregoing provisions of this Article 3.6, the following provisions shall apply to the Directors holding office as at close of business of the Annual General Meeting held on the date of adoption of these Articles:</p>	<p>This provision has been added to provide support in transition from the current articles to the proposed articles.</p>

	<p>3.6.7.1 any Director or Chair who has held office (as Director and or Chair) for more than 10 years as at date of adoption of these Articles and who was re-appointed at the Annual General Meeting held on that date shall be entitled to serve for a term ending at the close of the fourth Annual General Meeting after such re-appointment whereupon they shall automatically retire and may not seek re-election or re-appointment to the Board;</p> <p>3.6.7.2 any Director who has held office for more than 10 years as at date of adoption of these Articles and who was not re-appointed at the Annual General Meeting held on that date shall be entitled to continue to hold office until the next Annual General Meeting held after the date of adoption of these Articles (the "Next AGM") and may be re-appointed at the Next AGM and serve for a further term ending at the close of the fourth Annual General Meeting after their re-appointment whereupon they shall automatically retire and may not seek re-election or re-appointment to the Board; and</p> <p>3.6.7.3 any Director who has held office for more than 5 years but less than 10 years as at date of adoption of these Articles shall be entitled to continue to hold office until the</p>	
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	<p>Next AGM (as defined in Article 3.6.7.2) and may be re-appointed at the Next AGM and serve for a further term ending at the close of the fourth Annual General Meeting after their re-appointment whereupon they shall automatically retire and may not seek re-election or re-appointment to the Board.</p>	
3.8.1	<p>Addition of:            " subject to the prior approval of the Board any Director may hold a temporary position of employment with the Company for up to three months in duration during which time the relevant Director shall not be entitled to vote at Board meetings; and</p>	<p>This provision has been added to give flexibility should the situation occur with a Director holding a temporary position of employment.</p>
3.8.2	<p>"if a Director accepts a permanent position of employment with the Company or continues to hold a temporary position with the Company for more than three months that Director shall be deemed to have resigned as a Director on the date on which either event occurs."</p>	<p>This provision confirms the position beyond 3 months as outlined in the proposed article 3.8.1</p>
5.	<p>Addition of:            5.1 The Board shall have the ultimate decision on all Board appointments following the recommendation by the Nominations Committee.</p>	<p>Following recommendations of KPMG and sportscotland, the proposed Nominations Committee will consist of roles as identified. This approach will provide a more robust recruitment process and will not distract the Board from usual business.</p>



	<p>5.2 The Nominations Committee shall consist of: -</p> <p>5.2.1 The Chair of the Company or Vice Chair as substitute;</p> <p>5.2.2 Two Appointed Directors, of which at least one of which will be Independent; and</p> <p>5.2.3 The Partnership Manager or an equivalent representative from sportscotland.</p> <p>5.3. The Board shall have the ultimate decision on all Board appointments following the recommendation by the Nominations Committee.</p> <p>5.4 The Chair of the JudoScotland shall chair the Nominations Committee on all occasions.</p>	
12.	<p>Change to:</p> <p>"Any Member or Person when participating in any event or training session organised or authorised by the Company or by any sub-committee or technical committee of the Company or when competing in Scotland in any event or participating in any training session organised by any other body and any other individual not in membership of the Company but when competing or training in Scotland in any recognised event or training session shall adhere to</p>	<p>Currently the full disciplinary procedures are outlined within the Articles of Association. Following recommendations, it is advised that the Disciplinary Policy is kept separate and this enables more flexibility to make changes to the policy as and when required.</p>

	the Disciplinary policy of the Sport which applies to all Members and Persons.'	
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