



**CONSTITUTION**  
**OF**  
**GOJU KAI KARATE DO SYDNEY**  
**INC**



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## A. INTRODUCTION

### Transition

1. This Constitution creates a formal successor incorporated non-profit association, called Goju Kai Karate Do Sydney Incorporated (Inc) (henceforth the Club), to the informal predecessor unincorporated non-profit association, called Goju Kai Karate Do Sydney and Central Coast.
2. The karate style practised and promoted by the predecessor association as its primary activity was Goju Kai within the traditions and teachings of Gogen Yamaguchi Kaiso Judan who has now passed and whose legacy is continued by his son Goshi Yamaguchi Saiko Shihan Hanshi Hachi-Dan. As a subsidiary activity, the predecessor association also practised traditional weapons in the style of Ryukyu Kobujutsu Hozon Shinko Kai. The predecessor association effected and maintained broadform liability insurance conventionally sufficient to cover all its activities.
3. The predecessor association was affiliated throughout with the international organisation for the style, International Karate Do Goju Kai Association (IKGA) and was also affiliated with NSW Karate Federation (NSWKF) and Australian Karate Federation (AKF).
4. The predecessor association comprised dojos within the Sydney and Central Coast regions led by persons of superior rank within IKGA, namely Paul Starling Shihan Kyoshi Hachi-Dan, Ray Beattie Sensei Yon-Dan, David Harrison Sensei Yon-Dan (Marsfield and Waitara Dojos), Horden Wiltshire Sensei Yon-Dan (Chatswood Dojo), Eugene Penna Sensei Yon-Dan (Balgowlah Dojo), Andy Varga Sensei San-Dan (Wamberal and Kincumber Dojos), and David Grant Sensei San-Dan (Waverton Dojo).
5. Those persons named in article 4. who, by reason of the traditional hierarchy within the predecessor association as recognised by IKGA, constitute the Members exclusively empowered with one vote each, have determined among themselves by way of special resolution to now re-form the predecessor unincorporated association into an incorporated association pursuant to the *Associations Incorporation Act 2009 (NSW)* ("the Act").
6. The Club as the successor adopts upon its foundation this Constitution and proceeds in place of the predecessor association which thereby concludes. The rights privileges and duties of the predecessor association accordingly transfer and merge into the Club, subject to this Constitution. The Club is to practise and promote as its primary activity the same karate style as the

predecessor association. The Club may also practise as a subsidiary activity the same weapons style as the predecessor association. The Club will maintain IKGA affiliation as held by the predecessor association. It may also maintain AKF and NSWKF affiliation as held by the predecessor association. The Club will maintain insurance cover for its activities as held by the predecessor association.

7. The Office Holders of the Club will be limited initially pending the holding of an inaugural Annual General Meeting of the Club to only those persons named in this article. The initial Committee will consist of the persons listed in article 4.. Paul Starling Shihan Kyoshi Hachi-Dan will be the initial Patron. The Committee will resolve to appoint the initial Executive for the time being in accordance with this Constitution, with the exception of Ray Beattie Sensei Yon-Dan who will be the initial President. The initial Committee Members previously responsible for the dojos listed in article 4. will become the initial Head Instructors of those dojos that will become the initial Constituent Dojos (which latter will also be limited pending the holding of an inaugural Annual General Meeting).
8. Any person who is a financial member of the predecessor association at the time of its conclusion becomes a Member of the Club upon its commencement (including but not limited to those persons named in article 7.). The rights, privileges and duties (including any waiver of claim or grant of indemnity regarding liability) of those members as against the predecessor association continue as against the Club upon their becoming Members, subject to this Constitution. Such Members must as soon as practicable after the Club's commencement sign up to a Club membership form approved by the Committee that then operates.

## **Objects**

9. The Club will practise and promote as its primary activity the Goju Kai karate style within the traditions and teachings of Gogen Yamaguchi Kaiso Judan who has now passed and whose legacy is continued by his son Goshi Yamaguchi Saiko Shihan Hanshi Hachi-Dan. The Club may also practise traditional weapons in the style of Ryukyu Kobujutsu Hozon Shinko Kai as a subsidiary activity.
10. The Club will establish and support Constituent Dojos within the Sydney and Central Coast regions and beyond (provided the latter is viable and does not encroach on the territory of any other IKGA organisation) to train Members in the karate style and also traditional weapons.

11. In all of its activities, the Club will aim to achieve excellence. Students will be supported to gain higher grades. Instructors will be supported to improve their skills and qualifications. Students will be taught and train with appropriate care in what is obviously an inherently dangerous recreational activity involving possible contact fighting and risk of injury that all students and instructors undertake at their own risk.
12. The Club will raise and spend funds for the purpose of pursuing its objects. This will include effecting and maintaining broadform liability insurance that is conventionally sufficient to cover all the Club's activities. The Club will aim for best practice management.
13. The Club is a not-for-profit incorporated association serving the community in accordance with its Constitution and generally under the law (as such the Club avoids discrimination on the grounds of race, religion, gender, or sexuality).
14. The Club will be affiliated with IKGA and operate consistently with IKGA Rules domestically and internationally. The Club will keep the spirit and tradition of IKGA and require discipline and respect. The Club may also maintain affiliation with NSWKF and AKF.
15. The symbols for use by the Club at the Committee's discretion include:
  - a. The IKGA 'clenched fist' symbol mounted on a banner inscribed with Japanese script representing 'Goju Ryu' and 'Karate Do' as shown on the cover page of this Constitution (being the intellectual property of IKGA that the Club is licensed to use);
  - b. The IKGA symbol 'globe over laurel leaves' symbol (combined with the 'clenched fist' symbol) as shown on the cover page of this Constitution (being the intellectual property of IKGA that the Club is licensed to use); and
  - c. The banner 'Sydney Goju Kan' originally given in 1970 by Gogen Yamaguchi Kaiso Judan to Paul Starling Shihan Kyoshi Hachi-Dan which signifies the Club's lineage.

These symbols may be used in conjunction with the Club's name (in full or by its acronym), Yamaguchi, IKGA, Karate and Sydney, and other words and / or designs the Committee approves.

## **Definitions**

16. In this Constitution:

**Act** means the *Associations Incorporation Act 2009 (NSW)*.

**Casting vote** means a second vote which the chairperson of the relevant meeting is entitled to make wherever the votes are equal, so as to give an ordinary (simple) majority.

**Chairperson** means the chairperson of any meeting of the Club who will ordinarily be the President; if the latter is unavailable or unwilling then it becomes some other Member of the rank of San-Dan Ho or above entitled to vote at the relevant meeting who nominates and is appointed by resolution of a quorum of persons entitled to vote at that meeting.

**Club** means Goju Kai Karate Do Sydney Inc.

**Commissioner** means the Commissioner of Fair Trading or equivalent position as provided under the Act.

**Committee** see article 57. onwards.

**Committee Meeting** see article 73. onwards.

**Constituent Dojo** see article 119..

**Co-ordinating Instructor** see article 110. onwards.

**Dan** means IKGA black belt rank and where two or more persons are for example of Ni-Dan rank they will be taken to have an equal rank for the purposes of this Constitution.

**Dojo** means place of training.

**Entitlement to vote** as a *Member* see articles 25. and 144. – 145.; and as a *Committee Member* see articles 80. – 81..

**Executive** see article 91. onwards.

**Fees** see article 36. onwards.

**Financial Year** see article 162..

**General Meeting** see Part D being of two types: *Annual General Meeting*; and *Special General Meeting*.

**Grading** see article 120..

**Head Instructor** see article 115. onwards.

**International Karate Do Goju Kai Association** (“IKGA”) see article 3.

**Instructor** means any person authorized pursuant to this Constitution to instruct Students at Club activities.

**Member** see article 19. onwards.

**NSW Branch Chief** means the person so appointed by IKGA pursuant to its rules.

**Office holder** means any of: Patron, Committee Members (including as Executive Members), Head Instructors.

**Patron** see article 121. onwards.

**President** see article 101. onwards.

**Regulation** means the *Associations Incorporation Regulation 2016 (NSW)*.

**Resolution** means a resolution (other than a special resolution) passed by an ordinary or simple majority of more than 50% of those entitled to vote and present at the meeting being the usual requirement unless a special resolution is specifically provided for.

**Secretary / Treasurer** see article 103. onwards

**Special resolution** means a resolution passed by a special majority of 75% of those entitled to vote and present at the meeting.

**Student** means any person who trains or receives instruction in karate at a Constituent Dojo or other Club activity, and may be a Member or a visitor.

17. In this Constitution:

- a. a reference to a function includes a reference to a power, authority and duty; and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.



18. The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of this Constitution in the same manner as if this Constitution were an instrument made under the Act.

## **B. MEMBERSHIP**

### **Membership eligibility**

19. A person is eligible to apply to be a Member of the Club if they:

- a. are a natural person aged sixteen or above;
- b. agree to abide by this Constitution; and
- c. have not previously ceased membership, in which case eligibility will be determined by the Committee before the person may apply.

### **Application for membership and renewal**

20. An application by a person for membership of the Club:

- a. must be on a form with terms approved by the Committee;
- b. must be lodged with the relevant Head Instructor before anyone commences training for the first time;
- c. must be vetted by the Head Instructor who has discretion whether to initially approve it;
- d. within one month of its being initially approved must be forwarded by the Head Instructor to the Secretary / Treasurer for the Committee to determine whether membership is approved;
- e. if not initially approved under c. must be forwarded at the earliest opportunity to the Secretary / Treasurer for further determination by the Committee of initial approval and any subsequent conferral of membership; and
- f. within one month of being initially approved must be accompanied by payment of the subscription to the Head Instructor, who is to then forward payment to the Secretary / Treasurer.

The periods in d. and f. may be varied by the Committee.

21. A person who lodges an application that is initially approved becomes a Provisional Member only (which may only continue

where the subscription fee is also duly paid). While being a Provisional Member is a prerequisite to commencing training, gaining such initial approval and duly paying the subscription fee do not guarantee that membership will subsequently be conferred. Conferral of membership is determined by the Committee alone in its complete discretion, in which it is under no obligation to hear from the Provisional Member.

22. After initial approval and payment of the subscription fee:

- a. the Committee will as soon as practicable after receiving the application and subscription fee determine whether a person who is a Provisional Member is conferred with membership or declined and if it is conferred the Secretary / Treasurer must notify the Member accordingly; and
- b. if it is declined the Provisional Member then ceases their membership so the person can no longer train, and the Secretary / Treasurer will notify that person and Head Instructors and ensure any subscription fee paid by them is refunded (joining fee in full and annual membership fee pro-rata; training fees are non-refundable).

23. Despite articles 20. and 21. a Head Instructor may, as an exception in a proper case, allow a person to train as a visitor; in any such case a membership application form endorsed 'visitor' must still be lodged by the person before training, and no subscription fee is payable by them (only the training fee is payable).

24. The Committee may require renewal of annual membership to occur by Members submitting a renewal in an approved form with suitable terms along with payment of the subscription fee. The renewal and payment will be due within one month of the commencement of the financial year, unless varied by the Committee.

### **Membership classes rights privileges duties**

25. There shall be the following classes of membership:

- a. Members being:
  - i. eighteen years of age and Sho-Dan Ho or above, who have fully paid the subscription fee and are each entitled to one vote at a General Meeting, and
  - ii. all other than those in i. (with the exception

of Provisional Members in b.), who are not entitled to vote at a General Meeting, and

- b. Provisional Members as provided in articles 20. – 22. who are not entitled to vote at a General Meeting.

26. A Member has all the rights privileges and duties provided under this Constitution, and these are not capable of being transferred or transmitted to another person. Subject to articles 21., 22. b. and 25. b., a Provisional Member otherwise has the rights, privileges and duties of a Member

### **Resigning and otherwise ceasing membership**

27. A Member of the Club may at any time without notice resign from membership of the Club by advising a Head Instructor or Committee Member orally and / or in writing.

28. A person ceases to be a Member of the Club if the person:

- a. resigns membership;
- b. is expelled from the Club;
- c. is declined membership under article 22. b.;
- d. fails to pay the subscription under article 36. Within one month after it is due, unless varied by the Committee; or
- e. dies.

### **Members Register**

29. The Secretary / Treasurer must establish and maintain a register (accessible and copyable in paper or electronic form) specifying the following details for each Member:

- a. name;
- b. date of birth;
- c. residential address;
- d. telephone number;
- e. email address;
- f. date of becoming a Provisional Member and (where applicable) becoming a Member / continuation as a member of the predecessor association;

- g. date of ceasing to be a Provisional Member (noting reason) / Member (noting reason); and
  - h. date of each grading, result (rank awarded), and instructor responsible for award.
- 30. Members are to advise the Secretary / Treasurer within 21 days of any change in their details under article 29. a. and c. – d..
- 31. If a Member requests that any information on the register under article 29. b. – d. not be made available for inspection or copying, that information is to be withheld from inspection or copying.
- 32. A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
  - b. any other purpose necessary to comply with a requirement of this Constitution, the Act or the Regulation.

### **Inspection copying and use of records**

- 33. The following documents must be open to inspection, free of charge, by a Member of the Club at any reasonable time:
  - a. records, books and other financial documents of the Club;
  - b. this Constitution; and
  - c. minutes of all Committee Meetings and General Meetings of the Club.
- 34. A Member of the Club may obtain a copy of any of the documents referred to in article 33. on payment of a fee of \$1 for each page copied, or some other reasonable commercial rate fixed by the Committee.
- 35. Despite articles 33. and 34., the Committee may refuse to permit a Member of the Club to inspect or obtain a copy of records of the Club:
  - a. where they may prejudice confidential, personal, employment, commercial or legal matters; or

- b. the Committee for good reason holds the view that the Member is not acting in pursuit of their interests under the Constitution.

## **Fees**

- 36. The fees in articles 37. – 39. are fees for subscription to the Club, generally collected by the relevant Head Instructor and remitted to the Secretary / Treasurer at the earliest opportunity.
- 37. Joining fee – a Member of the Club must, pursuant to article 20. f. pay to the Club this fee being an amount of \$1, unless some other amount is determined by the Committee to be paid.
- 38. Annual fee - in addition to any amount payable by the Member under article 37., a Member of the Club must, pursuant to articles 20. f. and 24. pay to the Club this fee being an amount of \$2, unless some other amount is determined by the Committee to be paid. Where the period of membership on initial approval is less than a full financial year, the amount payable may be pro-rated (eg 25%, 50% etc).
- 39. Special fee - in addition to the fees in articles 37. and 38., the Committee may from time to time charge Members any other reasonable fee for attaining the Club's objects.
- 40. Training fee - Apart from fees for subscription to the Club, students may be charged fees with respect to training as set out in articles: 23.; 58. g.; 113. – 114.; and 117. -118.
- 41. Grading fee – students may be charged fees with respect to gradings as set out in article 120. g..

## **Mediation of disputes**

- 42. A dispute between any Members of the Club in their capacity as Members:
  - a. being a disciplinary matter under articles 46. – 53. that the Committee considers is better dealt with as a dispute, or
  - b. involving some other matter (but not anything going to Constituent Dojo approval),

may be mediated by the Committee, which will proceed by its delegate. The delegate may stay a decision of a Head Instructor under article 46. for the purposes of this article.

- 43. By way of alternative to a delegate conducting mediation under article 42., the Committee may direct the Members to engage in mediation in a Community Justice Centre pursuant to the

*Community Justice Centres Act 1983 (NSW)*. The Members involved in such a mediation may at any time be required to appear before and report to the Committee.

44. If the Committee considers:

- a. by the end of any mediation that the dispute is not resolved; or
- b. at any other time beforehand that any mediation is inappropriate;

it may further deal with the dispute under articles 47. – 53. or dismiss the matter. For the purposes of this article, the delegate under article 42. will report to the Committee and then step aside from any decision or further dealing by the Committee with it.

45. The delegate for the purpose of articles 42. and 44. will be a Member of the Committee.

### **Disciplining of Members**

46. Students must obey the direction of a Head Instructor (or their assistant being a person authorised by the Head Instructor or Committee to act on his or her behalf) to maintain good order safety and respect within their Constituent Dojo. The Head Instructor (or their assistant in the absence of the Head Instructor) has summary jurisdiction within their Constituent Dojo over all matters of disciplining students to deal with them as they see fit, which comprehends any of:

- a. dismissal;
- b. requiring apology;
- c. caution and reprimand;
- d. immediate suspension from all Club training only for up to a month;
- e. imposing conditions.

In every instance the Head Instructor (or their assistant) will file a report to the Committee about any such incident within one week of its occurrence, and not otherwise deal with it in the Committee.

47. The Committee will review all matters reported under article 46. by proceeding through its delegate. The delegate will consider the matter referred along with the disciplinary history of the student. The delegate may decline to deal with matter so

referred if s/he considers it has already been sufficiently dealt with. If the delegate chooses to further adjudicate the matter, the Head Instructor's decision will apply unless stayed by the delegate pending further adjudication. If the delegate chooses to further adjudicate the matter, s/he will hear from the student, the Head Instructor and any other relevant persons. A further adjudication under this article will give reasons and specify the outcome, namely any of:

- a. dismissing the matter;
- b. requiring apology;
- c. caution and reprimand;
- d. suspension;
- e. imposing conditions;
- f. restitution;
- g. expulsion.

48. A Head Instructor's decision under article 46. may (within two weeks of its being made) be appealed by a student to the Committee which will proceed by its delegate. The delegate will adjudicate after hearing from the student, the Head Instructor and any other relevant persons and will consider the student's disciplinary history. A Head Instructor's decision will apply unless the delegate stays it pending adjudication. An adjudication under this article will give reasons and specify the outcome, namely any of:

- a. disallowing the appeal and confirming the outcome in article 47 or imposing some further outcome in that article;
- b. allowing the appeal wholly; or
- c. allowing the appeal partly by imposing some lesser outcome in article 47..

49. Articles 46. – 48. apply in like fashion in relation to students and authorized instructors at any other training activity or event conducted by the Club.

50. Further and / or in the alternative to articles 46. – 49., any person may make a disciplinary complaint to the Committee, which will proceed by its delegate, alleging that a Member of the Club:

- a. has refused or neglected to comply with this

Constitution; or

- b. has acted in a manner prejudicial to the interests of the Club.

Articles 51. – 52. then apply.

51. The delegate may not deal with a complaint if s/he considers the complaint to be trivial or vexatious. If the delegate deals with a complaint they will adjudicate upon it after hearing from relevant persons. An adjudication will give reasons and specify the outcome, namely any of:

- a. dismissing the matter;
- b. requiring apology;
- c. caution and reprimand;
- d. suspension;
- e. imposing conditions;
- f. restitution;
- g. expulsion.

52. When a delegate has altogether concluded a matter under articles 47. – 51., the delegate must report their decision and / or adjudication to the Committee. The delegate must then stand aside from any subsequent dealings about it by the Committee, unless it is to clarify any aspect of their report. The Committee may also receive written submissions from affected Member/s. A resolution of the Committee endorsing a decision and / or adjudication by the delegate is then required for it to have ultimate effect or it will lapse. In the alternative, if the Committee does not so endorse it may in its complete discretion appoint a different delegate to proceed afresh under articles 47. – 52..

53. The delegate for the purposes of articles 47. – 52. must be a Member of the Committee. Where essentially the same matter arises variously under articles 47. – 52., the processes may be dealt with concurrently.

### **Right of appeal - expelled Member**

54. A Member may appeal an expulsion pursuant to articles 47. – 53. (within two weeks of its being made) to the NSW Branch Chief. The NSW Branch Chief may decline to proceed or may conduct a rehearing in any manner s/he sees fit and then adjudicate by:



- a. disallowing the appeal;
- b. allowing the appeal wholly; or
- c. allowing the appeal partly by imposing some lesser outcome as in articles 47. – 53..

If the NSW Branch Chief declines to proceed or disallows the appeal, the Member may (within two weeks) of that decision seek further recourse through IKGA.

### **Members not liable for Club acts nor own assets**

55. Pursuant to the Act, under this Constitution Members are:

- a. not liable for any acts of the Club; and
- b. not owners of any of the Club's assets.

### **Members ultimate powers in General Meeting**

56. Members may by special resolution in a General Meeting ultimately:

- a. change the Club's name, objects or Constitution (noting registration with the Commissioner is a prerequisite to the suchlike taking effect);
- b. subject to the Constitution control or countermand an exercise of the powers of the Committee (and by extension of the Executive and Patron);
- c. exercise their powers pursuant to articles 154. and 155.; and / or
- d. wind up the Club.

## **C. COMMITTEE, EXECUTIVE, OTHER MACHINERY AND PATRON**

### **Powers and functions of Committee**

57. Subject to the Act, the Regulation, this Constitution and any resolution passed by the Club in General Meeting, the Committee:

- a. controls and manages the affairs of the Club so as to achieve its objects, and appoints the Executive to facilitate this subject to the Committee's direction;
- b. may exercise all the functions that may be exercised by the Club, other than those functions that are required by this Constitution to be

exercised by a General Meeting of Members of the Club; and

- c. has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club in pursuing its objects.

58. The Committee pursuant to article 57. has power and functions (including but not limited) to:

- a. consult with the Executive over all matters involving the Club and authorize and direct them to carry out Committee resolutions;
- b. develop Club policies, rules and procedures and determine strategic direction to achieve the Club's objects;
- c. provide for promotion of the Club and liaison within IKGA and among other karate Clubs;
- d. develop excellence among students through arranging for high quality training of students by suitably qualified instructors at dojos and assisting instructors with ongoing improvement;
- e. encourage and approve the establishment of Constituent Dojos under the control of Head Instructors (which approval cannot be unreasonably withheld, where a Member who proposes to be a Head Instructor is suitably qualified and has available appropriate premises and equipment);
- f. suspend at any time any approval in e. without necessarily hearing from the Head Instructor and relevant persons beforehand, and afterwards upon hearing from the Head Instructor and other relevant persons lift the suspension including on conditions or revoke the approval altogether (with all of f. to be done by specific resolution);
- g. organize seminars, special programs and gradings:
  - A. that are open to such students under the direction of suitably qualified instructors on whatever conditions it may determine; and
  - B. impose training fees for A. not less than what is required to cover costs of running a

dojo such as hire of premises and payment for instructors (including permissible payment under the Act s. 5 (2) (d) and article 156. to any Members in their capacity as instructors);

- h. raise and spend monies for achieving Club objects, subject to articles 154. and 155.;
- i. appoint any person/s to assist and / or advise the Committee or Executive on any Club matter;
- j. ensure Club records are properly maintained; and
- k. carry out the functions it is given under this Constitution.

59. The Committee's powers, functions and procedures may be subject to a restriction of their exercise consistently with the Act ss. 20 and 26 as follows:

- a. if the Club has a Patron, a Committee Member (other than the Patron) may on their own motion in Committee refer an issue before the Committee as exceptional to the Patron it to be dealt with by the Patron at a Committee meeting; and
- b. where the Patron chooses:
  - A. to deal with the issue exceptionally, s/he will proceed to hear and counsel Committee Members at a Committee Meeting and be entitled to then and there temporarily form a quorum of the Committee consisting exclusively of him/herself and the President (or chairperson) who together may pass a resolution or special resolution of the Committee on the issue; or
  - B. not to deal with the issue exceptionally, the Patron will act ordinarily as a Committee Member subject to this Constitution and a resolution or special resolution on the issue may be passed by the Committee.

60. Committee Members (including those having some additional office holder role) as permitted or provided by the Act:

- a. do not stand in an employment relationship with the Club by reason of their position but are voluntary office holders only;

- b. are to act so far as practicable in the interests of and with reasonable care towards the Club in exercising their powers and functions under the Constitution;
- c. are not personally liable with respect to b. provided that in so doing they act in good faith, which extends to a person acting likewise under their direction; and
- d. must disclose any interest in a matter before the Committee and not use information they obtain as a Committee Member or their position dishonestly.

### **Composition of Committee**

61. The Committee is to consist of:

- a. any Head Instructor who wishes to serve by reason of that status and nominates themselves accordingly;
- b. up to 3 Members holding the rank of San-Dan Ho and above who nominate themselves at the Annual General Meeting and are elected by Members;
- c. one Member recommended by the Patron on the basis of their long-serving commitment to the style holding the rank of San-Dan Ho and above, who wishes to serve by reason of that status and nominates accordingly; and
- d. the Patron as provided by article 121.

62. The Members of the Committee must always:

- a. include not less than 3 persons aged 18 years or over who ordinarily reside in Australia;
- b. be of the rank of San-Dan Ho or above; and
- c. come from Members entitled to vote as set out in articles 25. and 144..

63. There is no maximum total number of Committee Members.

### **Election and appointment of Committee and term**

64. Any Member eligible under articles 61. a. and c. who nominates at the Annual General Meeting will then be declared as an appointed Committee Member. Anyone so eligible who

nominates at another time will be declared as an appointed Committee Member at the next Committee Meeting and the Members will be notified accordingly.

65. Any Member eligible under article 61. b. may nominate themselves for election as a Committee Member at the Annual General Meeting.
66. If insufficient nominations are received at the Annual General Meeting to fill all vacancies for the elected positions on the Committee, the candidates nominated are taken to be elected and appointed to the Committee accordingly, and any remaining vacant positions on the Committee are taken to be casual vacancies.
67. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected and appointed to the Committee accordingly.
68. If the number of nominations received exceeds the number of positions to be filled, a ballot is to be held. A ballot for the election of Committee Members is to be conducted at the Annual General Meeting in secret, and the Members so elected are appointed to the Committee accordingly.
69. All Committee Members hold office subject to this Constitution until the next Annual General Meeting completes all appointments as declared and elected of the incoming Committee Members. During that completion all of the outgoing Committee Members continue nominally as caretakers.
70. A Committee Member may resign by notice in writing to the Secretary / Treasurer.
71. There is no limit to the number of times that a Member may hold office as a Committee Member.

### **Committee Register**

72. The Secretary / Treasurer must establish and maintain a register (accessible and copyable in paper or electronic form) specifying the following details for each Committee Member:
  - a. the names of all Members of the Committee, denoting also holders of Executive positions;
  - b. the date on which those Members were elected or appointed (denoting same with respect to Executive positions);
  - c. the date on which those Members ceased to hold their position (denoting same with respect to

Executive positions).

### **Committee Meetings – number, quorum, voting**

73. The Committee must meet at least three times between Annual General Meetings at the place and time that the Committee determines. Additional meetings of the Committee may be convened by the President or any Member of the Committee.
74. Committee meetings are open only to Committee Members, unless the Committee determines otherwise.
75. Oral or written notice of a meeting of the Committee must be given by the Secretary / Treasurer to each Member of the Committee at least forty-eight hours (or any other period that may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
76. Notice of a meeting given under article 75. must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting agree to treat as urgent business.
77. Any five Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. No item of business is to be transacted at any Committee Meeting unless a quorum is present when the meeting is considering that item.
78. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week (unless all of those present unanimously agree otherwise and all Committee Members are notified accordingly).
79. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
80. Each Committee Member is entitled to one vote at a Committee Meeting, provided their subscription fees have been duly paid.
81. A Committee Member entitled under article 80. must be present in person in order to vote at a Committee Meeting and, subject to article 77., a resolution or special resolution (as the case may be) is determined by those present who vote. A Committee Member is not permitted to vote by proxy at a Committee Meeting. Voting will be by show of hands, excepting for article 98.

82. Any issue before a meeting of the Committee is to be determined by a resolution unless a special resolution is stipulated under this Constitution.
83. At a Committee Meeting the President will ordinarily be the chairperson with a casting vote, unless the variation under chairperson as defined arises.
84. A Committee Meeting may be held at two or more venues using any technology approved by resolution of the Committee that gives the Committee's Members a reasonable opportunity to participate.
85. A Committee Member who participates in a Committee Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
86. The Committee may act despite any vacancy on the Committee. Any act or thing done or suffered by the Committee is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Committee.

#### **Committee casual vacancies**

87. A casual vacancy as a Member of the Committee occurs if the Member:
  - a. dies;
  - b. ceases to be a Member of the Club;
  - c. is bankrupt within the meaning of the *Bankruptcy Act 1966 (Cth)*;
  - d. resigns office;
  - e. is removed from office under article 89.;
  - f. is a mentally incapacitated person;
  - g. is absent without the consent of the Committee from three consecutive meetings of the Committee (in which case they cannot serve again as a Committee Member within a period of one year);
  - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three

months; or

- i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001(Cth)*.

88. In the case of a casual vacancy occurring where the Committee Member was appointed pursuant to article 61. b., the Committee may appoint a Member of the Club to fill the position subject to this Constitution.

### **Removal of Committee Member**

89. Club Members in General Meeting may by special resolution remove any Member of the Committee before the expiration of their term, and in the case of the Committee Member having been appointed pursuant to article 61. b. a Member of the Club may be appointed to fill the position subject to this Constitution.

90. A person removed under article 89. cannot serve again as a Committee Member within a period of three years of removal unless the Club in General Meeting by special resolution determines a lesser period.

### **Functions of Executive**

91. The Executive will, subject to the Committee's direction (except for i.), administer the Club for Members and have functions (including but not limited) to:

- a. conduct the day to day affairs of the Club;
- b. report and make recommendations to the Committee;
- c. carry out resolutions of the Committee;
- d. open and operate bank accounts and deal with Club monies;
- e. enter into contracts and pay debts;
- f. effect and maintain insurance;
- g. engage services required by the Club;
- h. acquire, manage, deal with and dispose of any Club property;
- i. consistently with the Act ss. 20 and 26 (1) exercise power under article 57. to act extraordinarily as a matter of necessity so as to safeguard the Club in



urgent circumstances where the Committee cannot meet if and only if:

- A. the Patron agrees with any one of the Executive Members upon it, then that Executive Member alone may so act by their edict irrespective of the other Executive Members (which act the Committee may may by special resolution later revoke); or
  - B. there is no Patron and all three Executive Members unanimously agree upon it, then they may so act by their joint edict (which act the Committee may by special resolution later revoke); and
- j. carry out the functions they are given under this Constitution.

### **Composition of Executive**

92. The Executive of the Club consists of:

- a. President;
- b. Secretary / Treasurer; and
- c. Co-ordinating Instructor.

93. A Committee Member may hold only one Executive position at a time. Both partners of a couple cannot simultaneously hold Executive positions.

94. There is no limit how many times a Member may hold office as an Executive Member.

### **Appointment of Executive and term**

95. An Executive Member must be a Member of the Committee.

96. Once all appointments to the Committee from an Annual General Meeting have been completed pursuant to article 69., the Committee will as soon as is practicable meet and appoint incoming Executive Members from whoever nominates themselves.

97. While article 96. is being completed by appointing all of the incoming Executive Members, all of the outgoing Executive Members hold office nominally as caretakers (even if not members of the Committee completed pursuant to article 69.).

98. Wherever appointment to the Executive calls for holding a ballot, it is to be conducted in secret. For this purpose only, the Committee may by special resolution proceed exceptionally like in article 150.

99. An Executive Member may resign their position by giving notice in writing to the Committee which will, subject to this Constitution, appoint someone instead.

### **Removal of Executive Member**

100. The Committee may by special resolution remove an Executive Member before the expiration of their term and, subject to this Constitution, appoint another person instead.

### **President**

101. The President is appointed pursuant to article 96. on the qualification of being a Committee Member of not less than Yon-Dan rank who nominates themselves, or where there are two or more nominees then is appointed from among them:

- a. as recommended by the Patron whose recommendation will become the appointment of the Committee, or
- b. as elected by the Committee, should the Patron decline to recommend an appointment under a. or if there is no Patron.

102. The President will perform his / her functions subject to the direction of the Committee, being (inclusive but not limited) to:

- a. oversee Club administration;
- b. ordinarily chair any General Meeting unless the variation under chairperson and casting vote as defined arises;
- c. represent the Club at formal events (or by his / her delegate) and generally promote the Club;
- d. liaise respectfully with senior karateka including the Club Patron, IKGA dignitaries namely Saiko Shihan, President, Vice Presidents, Oceania Bloc Director, Australian Branch Chief, NSW Branch Chief, and other Shihans, Instructors and students domestically and internationally, and set an example among Club Members accordingly; and
- e. chair Committee Meetings unless the variation provided under chairperson and casting vote as

defined arises.

### **Secretary / Treasurer**

103. The Secretary / Treasurer pursuant to article 96. is appointed as whoever nominates, or if two or more nominees then as elected by the Committee.
104. The Secretary / Treasurer will:
- a. serve as Public Officer under the Act; and
  - b. perform his / her functions stipulated under this Constitution subject to direction by the Committee.
105. The Secretary / Treasurer of the Club must, within twenty-eight days of being appointed, notify the Commissioner (in the appropriate form) of their appointment giving:
- a. their full name and date of birth; and
  - b. an address within New South Wales at which they can generally be found, and at which documents can be served on the Club by post.
106. If there is a change to the holder of the office of Secretary / Treasurer, the new incumbent must notify the Commissioner similarly to article 105..
107. The Secretary / Treasurer will keep minutes (whether in written or electronic form) of:
- a. all appointments of Members of the Committee and their cessation of office (also denoting same for those holding Executive positions);
  - b. the names of Committee Members present at a Committee Meeting;
  - c. the names of Members present at a General Meeting (noting their entitlement to vote); and
  - d. all proceedings at Committee Meetings and General Meetings.
108. Minutes of proceedings at a Committee Meeting and General Meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting. The signature of the chairperson may be transmitted by electronic means for the purposes of this article.
109. The Secretary / Treasurer is responsible for ensuring that:

- a. In a timely way all money due to the Club is collected, receipts issued, and then banked without deduction to the credit of the Club's financial institution;
- b. all payments authorised by the Committee are made from the Club's account (whose signatories are to be any two of the Executive, or else EFT may be used by any two of them jointly);
- c. books and accounts are kept correctly showing the financial affairs of the Club, including details of all receipts and expenditure connected with the activities of the Club;
- d. a summary statement of accounts and assets is presented to Members at the Annual General Meeting;
- e. any audit directed by the Commissioner or Committee is given full co-operation;
- f. there is timely and accurate annual financial reporting to the Commissioner (in the appropriate form);
- g. any change to the Club name, objects or Constitution pursuant to article 56. is notified within twenty-eight days to the Commissioner;
- h. all correspondence is dealt with by referring it appropriately Members of the Executive and Committee; and
- i. records are kept of any expenses properly incurred by Committee Members in carrying out Club business, and on resolution of the Committee those Committee Members are reimbursed accordingly.

### **Co-ordinating Instructor**

110. The Co-ordinating Instructor:

- a. will be appointed pursuant to article 96. by the incoming President from among any Head Instructors who nominates themselves; and
- b. such appointment will not be made on the highest rank but on capacity to collaborate.

111. Where there is more than one nominee for the position of Co-

ordinating Instructor, the incoming President will:

- a. consult with the Patron and adopt his / her recommendation of Co-ordinating Instructor; or
- b. if the Patron declines to choose any nominee or if there is no Patron, the incoming President will act alone.

112. The Co-ordinating Instructor will, subject to direction by the Committee, have a role in the Club's teaching mission by undertaking (including but not limited) to:

- a. liaise as appropriate with IKGA Vice-President for Oceania, Oceania Bloc Chief, Australian Branch Chief and Club President for letters to introduce Members wishing to train at other IKGA dojos than those of the Club;
- b. assist with the organization of seminars;
- c. teach / assist in special programs, or arrange / assist for other suitably qualified instructors to do so;
- d. deliver demonstrations;
- e. present grading certificates in conjunction with Head Instructors and other senior karateka;
- f. organize gradings with Head Instructors and others principally through the grading panel;
- g. stay up to date with and publicise information about syllabus changes, grading requirements, tournaments;
- h. assist others to attain and maintain instructor qualifications and generally encourage excellence in instruction among instructors;
- i. encourage high achievement among students;
- j. influence safe teaching and student discipline at best practice standards;
- k. liaise with AKF and NSWKF as required; and
- l. promote the Club.

113. The Co-ordinating Instructor acting in that role (as distinct from

that of Head Instructor) may charge students fees for training at a dojo used by them at a rate negotiated between them and their student/s to cover the Co-ordinating Instructor's costs of running the dojo including hire of premises and payment for instruction (including permissible payment under the Act s. 5 (2) (d) and article 156. to the Co-ordinating Instructor and any other person arranged by the Co-ordinating Instructor).

114. The collection and disbursement of fees for training in article 113. are the sole responsibility of the Co-ordinating Instructor and are not done by and for the Club but are separate and independent as a matter between the Co-ordinating Instructor in their capacity as an instructor and their students.

### **Head Instructor**

115. A Head Instructor is a Member of San-Dan Ho rank or above who runs their own Constituent Dojo with the Committee's approval.

116. A Head Instructor will be responsible for:

- a. facilitating people to apply for Club membership and determining whether to initially approve membership;
- b. training students and preparing them for gradings and competitions;
- c. arranging for other suitably qualified instructors to train students or assist;
- d. improving their own instruction skills and encouraging others to gain and improve such skills;
- e. collecting Club subscription fees and remitting them to the Secretary / Treasurer;
- f. ensuring their Constituent Dojo operates in appropriate premises and has appropriate equipment;
- g. collecting and disbursing training fees as provided in articles 117. – 118.;
- h. promoting their Constituent Dojo as part of the Club;
- i. properly managing their Constituent Dojo including developing local record keeping, rules, safe

teaching, student discipline; and

- j. reporting on Constituent Dojo activities to the Committee, meeting expectations of the Committee, and conforming with Club policies.

117.A Head Instructor may charge fees for regular training at their Constituent Dojo at a rate negotiated between them and their student/s to cover the Head Instructor's costs of running the Constituent Dojo including hire of premises and payment for instruction (including permissible payment under the Act s. 5 (2) (d) and article 156. to the Head Instructor and any other person arranged by the Head Instructor).

118.The collection and disbursement of regular training fees in article 117. are the sole responsibility of the Head Instructor and are not done by and for the Club but are separate and independent as a matter between the Co-ordinating Instructor in their capacity as an instructor and their students.

### **Constituent Dojo**

119.A Constituent Dojo is:

- a. any dojo that the Committee approves to operate under a suitably qualified Head Instructor who maintains appropriate premises and equipment for training;
- b. part of the Club that is instrumental to holding and expanding its activities through conducting regular training for Members; and
- c. subject to any conditions imposed by the Committee (including but not limited) to:
  - A. its name ordinarily consisting of the Club name and locality of dojo (and any other description pursuant to article 15.);
  - B. its always representing that it is a Constituent Dojo of Goju Kai Karate Do Sydney Inc; and
  - C. its always representing to all persons there that they are subject to this Constitution.

### **Gradings**

120.Gradings for the Club are to proceed as follows:

- a. unless the Committee determines otherwise,

- gradings will occur under arrangements as determined by a grading panel consisting of Head Instructors and the Co-ordinating Instructor who will seek the advice of the Patron if there is one;
- b. the grading panel will recommend which students are eligible for and assign instructor/s to conduct and award any grading;
  - c. the grading panel will keep the Committee and Patron fully informed of all grading arrangements;
  - d. however arranged, IKGA grading rules and standards will apply by their own force to students and instructors alike in the awarding of grades, and as such gradings are not subject to article 56.;
  - e. however arranged, the Patron may in his / her absolute discretion control the conduct and award of any grading as permitted by his / her superior IKGA licence;
  - f. however arranged, all gradings awarded are to be subsequently recognised by the Committee and recorded on the Members' register; and
  - g. however arranged, the Club may charge students fees for any aspect of grading in addition to charging them training fees and paying instructors under article 58. g..

## **Patron**

121. The Patron will be the highest ranked Member above the President with no less a rank than Shichi-Dan Shihan Kyoshi who is a Member of the Committee by nominating themselves for this position. The Patron will take office once their nomination is made and if this occurs at a General Meeting the membership will be notified by its declaration there or if otherwise then in writing to them. The Patron holds office by reason of their status, and there is no limit to the number of times they may hold office. The Patron may resign by notice in writing to the President.

122. The Patron:

- a. may act on any of the matters specifically provided for him / her under this Constitution, and may otherwise counsel the Committee, Executive and Member/s on any matter that s/he sees fit;
- b. may, notwithstanding any other provision in this



Constitution that gives the chairperson of a meeting a casting vote, exercise that casting vote instead of the chairperson who will forgo it; and

- c. has functions and powers that befit his / her senior rank and will serve as a mentor to all Club members.

123. Where the Club:

- a. has no Patron, the Constitution will operate as otherwise provided; and
- b. has a Patron who for some reason is unable to act, the Constitution will for the time being operate as in a..

## **D. GENERAL MEETINGS**

### **Types of General Meetings**

124. There are two types of General Meeting under this Constitution:

- a. Annual General Meeting; and
- b. Special General Meeting.

### **Annual General Meetings – holding of and business**

125. The Club must hold its first Annual General Meeting within two months after its registration under the Act.

126. The Club must otherwise hold its Annual General Meetings within:

- a. four months after the end of the financial year, or
- b. any later time provided under the Act section 37 (2) (b).

127. The Annual General Meeting of the Club is, subject to articles 125. and 126., to be convened for whatever time date and place the Committee decides.

128. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting includes:

- a. confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

- b. receiving from the Committee and Executive Members reports on the activities of the Club during the last preceding financial year;
- c. appointing Committee Members by declaration and election;
- d. receiving and considering any financial statement or report required to be submitted to Members under the Act;
- e. dealing with any general business that a Member entitled to vote may raise from the floor of the meeting; and
- f. dealing with any question that a Member whether entitled to vote or not may put to the Executive or Committee from the floor of the meeting.

### **Special General Meetings - holding of and business**

129.A Special General Meeting of the Club may be convened by:

- a. the Committee whenever it thinks fit; or
- b. requisition of Members entitled to vote as provided in articles 130. - 133..

130.The Committee must, on the requisition of not less than one quarter of the total number of Members entitled to vote, convene a Special General Meeting of the Club. For the purposes of this article:

- a. a requisition must be in writing and may be in electronic form; and
- b. a signature may be transmitted, and a requisition may be lodged, by electronic means.

131.A requisition of Members for a Special General Meeting:

- a. must be in writing and may be in electronic form;
- b. must state the purpose or purposes of the meeting;
- c. must be signed by the Members making the requisition;
- d. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition; and

e. must be lodged with the Secretary / Treasurer.

132.If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary / Treasurer, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

133.A Special General Meeting convened by a Member or Members as referred to in article 132. must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

### **Notice contents**

134.If the business proposed to be transacted at a General Meeting does not require a special resolution, the Secretary / Treasurer must, at least fourteen days before the date fixed for the holding of the General Meeting, give notice to each Member specifying the place, date, time and type of meeting and the business proposed to be transacted at the meeting.

135.If the business proposed to be transacted at a General Meeting requires a special resolution, the Secretary / Treasurer must, at least twenty-one days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying the matters required under article 134. along with the intention to propose a special resolution.

136.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 an Annual General Meeting, business that may be transacted under article 128..

137.A Member who wants to bring any business before a General Meeting may give notice in writing of that business to the Secretary / Treasurer who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

### **Quorum for General Meetings**

138.A quorum for any General Meeting is fifteen Members entitled to vote. No item of business is to be transacted at any General Meeting unless a quorum is present during the time the meeting is considering that item.

139.If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- a. if convened on the requisition of Members - is to be dissolved, and
- b. in any other case - is to stand adjourned to the same day in the following week at the same time and at the same place (unless all of those present unanimously agree otherwise and the Members are notified accordingly).

### **Adjournment**

140. The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting to another time date and place.
141. No business is to be transacted at an adjourned General Meeting other than the business left unfinished at the meeting at which the adjournment took place. Notice of an adjourned meeting need only be given where article 142. applies.
142. If a General Meeting is adjourned for fourteen days or more, the Secretary / Treasurer must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

### **Making of decisions - Voting**

143. A resolution or special resolution arising at a General Meeting of the Club is to be determined by:
- a. a show of hands by those entitled to vote or, if the meeting is one to which article 151. applies, any appropriate corresponding method that the Committee may determine; or
  - b. a secret ballot if the chairperson or five or more Members entitled to vote present at the meeting require that instead.

A declaration by the chairperson that a resolution or special resolution has been carried or lost by the required majority shall be final (with a minute by the Secretary / Treasurer being conclusive evidence of the outcome).

144. A Member is entitled to vote at any General Meeting of the Club if;
- a. they are eighteen years of age;
  - b. their rank is Sho-Dan Ho or above; and

- c. they have fully paid any subscription fees due.

Any such Member has one vote at a General Meeting.

145. A Member entitled under article 144. must be present in person in order to vote and, subject to article 138., a resolution or special resolution (as the case may be) is determined by those present who vote.

146. Any issue before a General Meeting is to be determined by a resolution unless a special resolution is stipulated under this Constitution.

147. At a General Meeting the President will ordinarily be the chairperson with a casting vote, unless the variation under chairperson as defined arises.

148. Members who are not entitled to vote may attend a General Meeting, ask questions and comment, and be seated apart for ease of counting.

#### **Proxy votes not permitted**

149. Members are not permitted to vote by proxy at a General Meeting.

#### **Postal or electronic votes, use of technology**

150. By way of exception, there may be a postal or electronic vote by Members on any kind of resolution or election if the Committee by special resolution so determines, and if so this Constitution is to be adapted reasonably as per the Regulation.

151. A General Meeting may be held at two or more venues using any technology approved by resolution of the Committee that gives each of the Members a reasonable opportunity to participate.

152. A Member who participates in a General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **E. MISCELLANEOUS**

#### **Insurance**

153. The Club will effect and maintain broadform liability insurance conventionally sufficient to cover all its activities.

#### **Funds – Sources, management**

154. The funds of the Club are to be derived from fees for

subscription, fund-raising, donations and any other sources that the Committee determines.

155. The funds of the Club are to be used solely in pursuit of the objects of the Club in the manner that the Committee determines, unless the Members determine otherwise in accordance with article 56. c..

### **Club is non-profit**

156. Subject to the Act and the Regulation, the Club must apply its funds and assets solely toward its objects and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

### **Winding up of Club**

157. Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects that is not carried on for the profit or gain of its individual Members.

158. Any contribution by Member towards the payment of the debts and liabilities of the Club and / or the costs, charges and expenses of winding up of the Club is limited to the amount, if any, remaining unpaid by the Member with respect to subscription fees.

### **Custody of records**

159. Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales in the custody of the Secretary / Treasurer.

### **Service of notices**

160. For the purpose of this Constitution, a notice may be served on or given to a person by:

- a. delivering it to the person personally;
- b. sending it by pre-paid post to the address of the person, or
- c. sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

161. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- a. in the case of a notice given or served personally,

on the date on which it is received by the addressee;

- b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **Financial year**

162. The financial year of the Club is:

- a. the period of time commencing on the date of incorporation of the Club and ending on the following 30 June; and
- b. thereafter each period of 12 months after the end of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

### **Common seal**

163. A Common Seal may be kept by the Secretary / Treasurer for endorsing important documents eg grading certificates issued by the Club (as distinct from grading certificates issued by IKGA).

### **Club has its own Constitution**

164. The Club by this intends to make its own Constitution in conformity with Schedule 1 of the Act, wholly in place of the Model Constitution under the Act.

### **Club's legal capacity, Constitution like contract**

165. Pursuant to the Act:

- a. the Club has the legal capacity and powers of an individual both in and outside New South Wales; and
- b. this Constitution stands as if it were a binding contract as between each and every one of the Club and its Members.

*Prepared 1.5.17 by Brett Kent of Counsel, NSW Bar, 2<sup>nd</sup> Kyu, on instructions from Paul Starling, Shihan Kyoshi Hachi-Dan, IKGA Vice- President for Oceania.*