

GOJU RYU KARATE DO ***SEISHIKAN AUSTRALIA*** **RULES OF** **INCORPORATION**

Associations Incorporation Act 1985



Contents

1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	
Execution	
page	
Name	1
Definitions	1
1 Objects or Purposes of the Association	
Powers of the Association	1
2 Membership	
The Committee	4
The Seal	5
6 General Meetings	
Minutes	8
Dispute Resolution	9
Financial Reporting	9
10 Prohibition Against Securing Profits for Members	
Winding Up	10
Application of Surplus Assets -	11
Rules	11
11	

Rules for an Incorporated Association

Operative clauses

1. Name

GOJU RYUKARATEDO SEISHIKANAUSTRALIA

The name of the incorporated association is GoJu Ryu karate Do Seishikan Australia Social Club, referred to herein as "the association". [Section 20(1)(c) of the Act imposes restrictions on the use of names. As a general guide the name should not be misleading, confusing or undesirable]

2. Definitions

committee means the committee of management of the association;
general meeting means a general meeting of members of the association convened in accordance with these rules;
member means a member of the association;
the Act means the Association Incorporation Act 1985;
special resolution means a special resolution defined in the Act;
month shall mean a calendar month.

3. Objects or Purposes of the Association

[The objects of the association are:

- (a) To instruct, support, develop, protect and advance the practice of Seishikan Karate-do and promote community interest in the practice of Karate-do.
- (b) To promote proper, healthy and lawful practice of Seishikan Karate-do and to repress all abuses of Karate-do.
- (c) To prevent racial, religious, political or sexual discrimination or distinction among practitioners of Karate-do.
- (d) The property and income of the association shall be applied solely and exclusively to the promotion of its objectives and no part may be applied, directly or indirectly, by way of pecuniary profit to a member.

4. Powers of the Association

(a) The association shall have all the powers conferred by section 25 of the Act save and accept such modifications and exclusions as are specified in this rule.

(b)

2

To instruct in traditions of Seishikan Karate-do.

(c) To organise Karate-do championships.

(d) To support instructors & contestants of the association in state, national and international Karate-do training, training camps and championships.

(e) To affiliate and co-operate with any other association having objects wholly or in part similar to those of the association.

(f) To liaise with Local, State & Federal government and semi-government bodies, and to apply for and pursue applications for government assistance and support.

(g) To promote and arrange functions & activities (subject to the law relating thereto) along with raffles, lotteries and sweepstakes etc for the raising of funds conducive to the attainment of the objects of the association.

5. Membership

~

All financial members of GoJu Ryu karate Do Seishikan Australia, including parents / caregivers of members under the age 18, hereafter included as "members", are accepted as members of the association.

5.2 Classes of Membership

5.3

(a) Financial members of GoJu Ryu karate Do Seishikan Australia, shall be deemed ordinary members.

(b) The Executive Committee may from time to time appoint as an Honorary Member of the association any person who, in the opinion of the Executive Committee, has rendered distinguished and valuable service to the association. Head of Style of GoJu Ryu karate Do Seishikan Australia, will be deemed an honorary member of the association, along with the rights and privileges there of.

Associate Members

11

The application for membership shall be made in writing, signed by the applicant and the proposer and seconder. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

(b) Such members are at all time subject to these rules, must at all time remain financial members of the association and carry no voting rights on matters unrelated to the practice of Karate-do.

3

(c) The Head of Style of GoJu Ryu karate Do Seishikan Australia, and Senior Instructors from GoJu Ryu karate Do Seishikan Australia, shall have an absolute discretion to refuse to admit any application to membership and shall show reasons to such refusal.

(d) Every member of the association shall strictly observe the Constitution and by-laws of the association and shall use his / her best endeavours to further the objects of the association.

~

5.3

5.4

(c)

(d)

(e)

(a) The subscription fees for membership shall be such sum, (if any), as the members shall determine from time to time in general meeting.

(b) The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.

(c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a-person's membership on such terms as it thinks fit.

Resignations

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

Expulsion of a member

(a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of

misconduct detrimental to the interests of the association.

(b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to clause 5.4(d) below), cease to be a member 14 days after the committee has communicated its determination to the member.

It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

In the event of an appeal under clause 5.4(d) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld. .

5.5

4

Register of members

A register of members of GoJu Ryu karate Do Seishikan Australia, must be kept and contain:

- (a) The name and address of each member;
- (b) The date on which each member was admitted to the association; and
- (c) If applicable, the date of, and reason(s) for, termination of membership.

6. The Executive Committee

6.1 Powers and duties

(a) The affairs of the association shall be managed and controlled by an executive committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the object of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

(b) The executive committee has the management and control of the funds and other property of the association.

(c) The executive committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

(d) The executive committee shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer, is to be

lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1407, Adelaide 5001. -

(b) An executive committee member shall be a natural person.

The first executive committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first executive committee shall hold office until the first annual general meeting after incorporation.

(d) A retiring executive committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the

6.3

6.4

5

meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.

(e) The executive committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

Proceedings of committee

(a) The executive committee shall meet together for the dispatch of-
~ or as deemed necessary.

(b) Questions arising at any meeting of the executive committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberate vote.

(c) A quorum for a meeting of the executive committee shall be one third of the members of the executive committee.

(d) A member of the executive committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the executive committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the executive committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the association.

Disqualification of executive committee members

The office of a committee member shall become vacant if an executive committee member is:

(d)

(e)

(f)

(g)

(a) Disqualified from being an executive committee member by the Act;

(b) Expelled as a member under these rules;

(c) Permanently incapacitated by ill health;

Absent without apology from more than three consecutive meetings, or more than three executive committee meetings in a financial year; .

No longer the duly appointed representative of a corporate member;

Disqualified by a 2/3 majority resolution of any general meeting;
Expelled from Seishikan Karate-do, from Seishikan Australia or Seishikan International;

7. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use

of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two executive committee members.

~/

..

6

8. General Meetings

8.1

8.2

Annual General Meetings

(a) The committee shall call an annual general meeting in accordance with the Act and these rules.

(b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

(c) The order of the business at the meeting shall be:

(1) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;

(2) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required);

(3) the election of committee members;

(4) the appointment of auditors (if required - see rule 11.5);

(5) any other business requiring consideration by the association in general meeting.

Special General Meetings\

(a)

(b)

(c)

(d)

8.3

The committee may call a special general meeting of the association at any time.

Upon a requisition in writing of not less than 25% of the total number of members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

If a special general meeting is not convened within one month, as required by

clause 8.2(b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

Notice of General Meetings

(a) Subject to clause 8.3(b), at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

8.4

8.5

(e)

7

(b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

(c) A notice *may* be given by the association to any member, verbally & or by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 5.5).

(d) Where a notice is sent by post:

(1) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

(2) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

Proceedings at General Meetings

(a) One third, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

(b) If within 30 minute after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

(c) Subject to clause B.4(d), the chairperson shall preside as chairperson at a general meeting of the association.

(d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

The executive committee shall appoint two members of the executive committee (preferably Chairman & Head of Style) to liaise with lawyers and act and make

recommendations as mediators on behalf of the executive committee for legal purposes.

Voting at General Meetings

Subject to these rules, every member of the association has only one vote at a meeting of the association.

Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

(a)

(b)

(c)

8.6

8.7

8

Special and Ordinary Resolutions

(a) A special resolution is a special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.

(b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

Proxies

(a) A member shall be entitled to appoint in writing-a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

(b) The Chairperson of the association retains the right to accept parole appointments of proxy votes at his discretion, and to communicate these appointments to the executive committee.

(c) The executive committee retains the right to reject the appointment of any proxy vote by majority resolution.

9. Order of Business

9.1

9.2

The business of the Annual General Meeting shall be conducted as follows:

(a)

(b)

Minutes of the previous Annual General Meeting will be read and agreed.

Accounts balance sheets and auditors reports shall be presented.

(c) Chairman's report and reports deemed appropriate by the Executive Committee are to be read or tabled.

(d) Correspondence will be read and dictated.

(e) Election and appointments to Committees will be conducted.

(f) Special business of which notice has been given.

The business of Special General Meetings shall be restricted to that business of which notice has been given only.

10. Minutes

(a) Property minutes of all proceedings of general meetings of the association and of meetings of the executive committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

(b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

J

11

(c) The liability of members as to the costs and expenses of winding up, or debts of the association is to be no more than \$5.00 per member.

16. Application of Surplus Assets

(a) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

(b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

17. Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate

Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the association unless other provisions are made in the rules.

Note per requirements of Section 24(6) and 24(7):

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration

to the name of the association which does not come into force until registered by the Office of

Consumer and Business Affairs, Corporate Affairs and Compliance Branch.

Executed as a deed on 2007