

IOGKF AUSTRALIA INC

CONSTITUTION

Associations Incorporation Act 2009 (NSW)

Table of Contents

PART A PRELIMINARY – ESTABLISHMENT, OBJECTS, DEFINITIONS.....	4
1 Establishment.....	4
2 Objects.....	5
3 Interpretation	6
PART B CATEGORIES, APPLICATIONS AND REGISTERS	7
4 Categories, rights and obligations generally	7
5 Members.....	8
6 Associates	8
7 Visitors	9
8 Application procedures	9
9 Member applications.....	9
10 Associate applications	9
11 Visitor applications	10
12 Registers	10
13 Member register	10
14 Associate register	10
15 Visitor register	11
PART C CHARGES	11
16 Entrance fee.....	11
17 Annual subscription.....	11
18 Karate training & instruction, gasshuku and tournament fees	11
PART D MONITORING	12
19 Reviews	12
20 Complaints and disciplinary action against admitted karateka.....	13
21 Right of appeal against disciplinary action	13
22 Mediation of internal disputes.....	14
PART E COMMITTEE; EXECUTIVE / OFFICE BEARERS; DOJO HEADS & DEPUTY DOJO HEADS; CONSTITUENT DOJOS.....	14
23 Functions of committee	14
24 Composition of committee	15
25 Election of ordinary committee members	15
26 Limitations on committee members (and office bearers)	15
27 Casual Vacancies for Committee Members / Office Bearers	16
28 Subcommittees.....	16
29 Composition and function of Executive	16
30 Chief Instructor	17
31 Secretary.....	18
32 Treasurer	19
33 Dojo heads & deputy dojo heads.....	19
34 Constituent dojos.....	20
PART F MEETINGS – COMMITTEE, GENERAL MEETINGS OF MEMBERS.....	20
35 Committee meetings	20
36 Notice of committee meeting	21
37 Committee Quorum	21
38 Presiding member at committee meetings	21
39 Committee voting	22
40 Committee transacting business in other ways	22

41	General meetings of members – types & ultimate powers	22
42	Annual general meetings.....	23
43	Special general meetings.....	23
44	Notice of general meeting	24
45	Quorum for general meeting.....	24
46	Presiding member at general meeting	25
47	Voting at general meeting.....	25
48	Use of postal or electronic ballots at general meeting	26
49	Members transacting business in other ways	26
PART G SUNDRY		26
50	Change of name, objects or constitution – registration	26
51	Funds – Sources, management & disbursement.....	26
52	Insurance	27
53	Non-profit status.....	27
54	Service of notices.....	27
55	Retaining and inspecting records (other than registers).....	28
56	Distribution of property on winding up	28

PART A PRELIMINARY – ESTABLISHMENT, OBJECTS, DEFINITIONS

1 Establishment

- 1.1 The name of this intended incorporated association is International Goju-Ryu Karate-Do Federation Australia ('IOGKF Australia'), which name upon incorporation will be appended with Inc.
- 1.2 The incorporated association is the successor in law to the unincorporated association, and will assume all its predecessor's privileges, rights, duties and liabilities subject to this constitution.
- 1.3 IOGKF Australia was first established in 1979 in Australia as a not-for-profit unincorporated association that has operated informally by social consensus, following the style of traditional Okinawan Goju-Ryu as an affiliate of I.O.G.K.F. founded by Morio Higaonna Sensei.
- 1.4 The senior karateka named below presently have authority exclusively among themselves by reason of their commitment to service (led by the Chief Instructor for IOGKF Australia, Brent Pawlik) for running IOGKF Australia, as recognized by I.O.G.K.F. and IOGKF Australia:
 - a. Brent Pawlik
 - b. Janet Young
 - c. Jan Pretorius
 - d. Simon Beaumont
 - e. David Lifson
 - f. John Steggall
 - g. Allan Westbury
 - h. Ryan Burnell
 - i. Enoch Young
 - j. Ryoko Pawlik
- 1.5 The karateka in Clause 1.4 pursuant to their authority have unanimously determined by way of special resolution to incorporate IOGKF Australia under the Act whereby it will have its own legal personality with incidents of incorporation.
- 1.6 The karateka in Clause 1.4 will initially operate IOGKF Australia upon incorporation subject to this constitution as follows:
 - a. Each are founding members of IOGKF Australia (i.e. as incorporated) and will elect from their number by simple majority two ordinary committee members.
 - b. The first three-mentioned of these (i.e. Clause 1.4 a., b. & c.) will each be committee members and also office-bearers, respectively -
 - i. Chief Instructor
 - ii. Secretary (and Public Officer)
 - iii. Treasurer.
 - c. The committee will:
 - i. recognize and permit the continuation of the then relevantly equivalent dojo heads and deputy dojo heads (as comprised among the founding members) and the then relevantly equivalent constituent dojos; and
 - ii. should it consider it appropriate, appoint further dojo heads and deputy dojo heads (who are

- thereby members) and permit further constituent dojos;
all subject to this constitution.
- d. The committee will recognize and permit each and every karateka then participating as the equivalent to an associate or visitor within any IOGKF Australia constituent dojo or activity to continue in that category, subject to this constitution.
 - e. Upon this clause, Clause 1.6, taking effect, all persons then having the status of admitted karateka who have already paid the annual subscription fee to the predecessor will be taken as having paid the annual subscription to IOGKF Australia for the first local financial year.
 - f. Upon this clause, Clause 1.6, taking effect, all of the persons involved in IOGKF Australia as admitted karateka become subject to this constitution.
 - g. The inaugural annual general meeting will be held after the end of the first local financial year as further provided in this constitution at Clause 42.

2 Objects

2.1 The objects of IOGKF Australia are to:

- a. maintain affiliation with I.O.G.K.F.
- b. run karate activities including training and practice principally through constituent dojos and gasshukus within the community in NSW and elsewhere in Australia, in accordance with the Act Section 19
- c. foster the growth of karate within the principles and style of traditional Okinawan Goju-Ryu Karate-Do as laid down by I.O.G.K.F., with respect for rank and Senpai Kohai ways
- d. practice karate appropriately in what is obviously an inherently dangerous recreational activity involving possible contact fighting and risk of injury that all karateka undertake at their own risk
- e. develop Guides for "traditional Okinawan Goju-Ryu Karate-Do" that set out rules and operating standards required within IOGKF Australia for constituent dojos and activities consistent with this constitution as approved by the committee
- f. provide assistance including grants for the training and skill development of sensei-gata and growing constituent dojos
- g. maintain its not-for-profit character under the Act, while raising and spending funds for the purpose of pursuing its objects
- h. effect and maintain broadform liability insurance to cover all participants in its activities within constituent dojos and other places.

3 Interpretation

3.1 This constitution has the following definitions:

Act means Associations Incorporation Act 2009 (NSW)

admitted karateka see Clause 4.1

annual general meeting see Clause 42

associate see Clause 6

Chief Instructor see Clause 30

committee see Clauses 23.1

committee member see Clause 24.1

Commissioner means Commissioner of Fair Trading (NSW) or equivalent position

constituent dojo see Clause 34.1

deputy dojo head see Clause 33.2

dojo head see Clause 33.1

Executive see Clauses 24.1 & 29.1

exercise a function means (inclusively) perform a duty

function means (inclusively) a power, authority or duty

gasshuku means a special karate training event generally open to admitted karateka

general meeting see Clause 41.1

guide means any document relating to the operation of the association authorized by the committee

I.O.G.K.F. means International Okinawan Goju-Ryu Karate-Do Federation

karateka means a practitioner of karate

local financial year means relevantly (i.e. as used herein for IOGKF Australia's local administration purposes only):

- i. Following incorporation, the period ending next 31 January (first local financial year)
- ii. On completion of the first local financial year, the period of a year beginning next 1 February and ending next 31 January and continuing serially thereafter (full local financial year/s)

office-bearer see Clauses 24.1 & 29.1

ordinary committee member means a committee member who is not an office-bearer

ordinary resolution means passed by simple majority

register see Clause 12.1

Regulation means the Associations Incorporation Regulation 2022 (NSW)

Secretary see Clause 31

special general meeting see Clause 43

special resolution means passed by a majority of at least 75%

subcommittee see Clause 28

surplus property has meaning as per the Act Section 65

Treasurer see Clause 32

visitor see Clause 7.1.

3.2 The Interpretation Act 1987 (NSW) applies to this constitution as if

- it were an instrument made thereunder.
- 3.3 This constitution is intended to be entire and wholly replaces the Model Constitution under the Act and the Regulation.
- 3.4 Matters concerning IOGKF Australia are to be governed by the laws and courts of NSW.
- 3.5 No person stands in an employment relationship with IOGKF Australia simply pursuant to this constitution and without more.

Note: The Act Part 4 deals with various matters relating to the management of associations.

PART B CATEGORIES, APPLICATIONS AND REGISTERS

4 Categories, rights and obligations generally

- 4.1 Natural persons only are eligible for admission as karateka within IOGKF Australia by the committee or dojo head as the case may be in any one of three mutually exclusive categories:
- a. members (who must be at least 18 and cannot belong to another karate organization in Australia, other than IOGKF Australia)
 - b. associates
 - c. visitors
- (on admission collectively referred to as admitted karateka).
- 4.2 Admitted karateka are subject to the conditions that they:
- a. abide by this constitution, the rules and directions of IOGKF Australia, its Executive and committee and the dojo head and deputy dojo head of a constituent dojo as the case may be, and
 - b. practice only traditional Okinawan Goju-Ryu Karate-Do within constituent dojos and IOGKF Australia activities such as gasshukus in accordance with I.O.G.K.F. standards stipulated by the Chief Instructor.
- 4.3 Admitted karateka are required to complete any forms and pay any fees required by IOGKF Australia to make their category effective and remain current subject to this constitution, and they will be recorded and registered as appropriate.
- 4.4 Admitted karateka may - with permission of the dojo head of the constituent dojo where they were admitted as appropriate - attend:
- within Australia*
 - a. karate training or other activity at the constituent dojo where they were admitted, other constituent dojo within IOGKF Australia, or other I.O.G.K.F. affiliated dojo
 - b. karate training or other activity at a gasshuku
 - c. a non-I.O.G.K.F. affiliated dojo, and
 - outside Australia*
 - d. a gasshuku run by an I.O.G.K.F. affiliated body, only with the permission of the Chief Instructor
 - e. karate training or other activity at an I.O.G.K.F. affiliated dojo, only with the permission of the Chief Instructor.

- 4.5 A right, privilege or obligation that an admitted karateka has:
- cannot be transferred to another person, and
 - terminates once the person ceases to be an admitted karateka.
- 4.6 The liability of an admitted karateka is limited to the amount of any of their outstanding fees in relation to IOGKF Australia's:
- debts and liabilities, or
 - the costs, charges and expenses of winding up.
- 4.7 An admitted karateka:
- may resign their category by giving the Secretary written notice of at least 1 month, or other period determined by the committee, of the member's intention to resign
 - may withdraw their resignation during the notice period
 - if the intention to resign remains in place at the expiration of the notice period their category ceases to be held.
- 4.8 An admitted karateka ceases to hold their category if they:
- die
 - resign
 - are expelled from the association, or
 - fail to pay any fee within 3 months of the due date.
- 4.9 The committee will publish guides to facilitate administration appropriately.

5 Members

- 5.1 Members comprise:
- the Chief Instructor
 - any admitted karateka within IOGKF Australia who the Chief Instructor appoints for the time being as Secretary
 - any karateka within IOGKF Australia who the Chief Instructor appoints for the time being as Treasurer
 - any dojo head and deputy dojo head appointed by the committee for the time being to operate a constituent dojo (such persons may operate more than one constituent dojo but are entitled only to a single membership)
 - any elected committee member.
- 5.2 Members only have full rights duties and privileges under this constitution.

6 Associates

- 6.1 Associates comprise:
- all people wishing to participate regularly as karateka at a constituent dojo and other IOGKF activities, having the relevant approvals
 - in the case of children (persons under 18), they can only participate in a constituent dojo and IOGKF activities where the Dojo Head or Deputy Dojo Head has relevant regulatory approval to work with children and with a

parent's or guardian's permission.

7 Visitors

7.1 Visitors comprise:

- a. all people (including anyone from another style and/or organization) wishing to participate as admitted karateka for the time being in IOGKF activities, especially gasshukus
- b. in the case of children (persons under 18), they can only participate in a constituent dojo and IOGKF activities where the dojo head or deputy dojo head has relevant regulatory approval to work with children and with a parent or guardian's permission.

8 Application procedures

8.1 The committee will publish relevant guides for applications by members, associates and visitors that set out:

- a. written form and content
- b. lodgement with the Secretary / dojo head as the case may be
- c. use of electronic methods.

9 Member applications

9.1 Karateka may apply to the committee (whether or not invited by the committee) through the Secretary to become a member, i.e., where they propose to establish a new constituent dojo.

9.2 The Secretary must refer an application to the committee as soon as practicable after receiving the application.

9.3 The committee must approve or reject the application, and the Secretary must inform the applicant in writing of the determination.

9.4 If approved, the Secretary will enter the applicant's name in the register of members.

9.5 The applicant:

- a. becomes a member when:
 - i. the applicant's name is entered in the register, and
 - ii. any fees set by IOGKF Australia have been paid and may remain a member through paying fees under this constitution
- b. may remain a member through paying fees set by IOGKF Australia.

10 Associate applications

10.1 Anyone who wishes to participate in a constituent dojo as an associate will apply to the relevant dojo head, who will determine as soon as practicable whether the applicant is accepted and notify them accordingly.

10.2 Any such determination may be subject to further ruling to the contrary by the committee in the exercise of its absolute discretion.

- 10.3 If approved, the dojo head will enter the applicant's name in the register of associates of the constituent dojo.
- 10.4 The applicant:
 - a. becomes an associate upon being entered in the register and paying any fees set by IOGKF Australia, and
 - b. may remain an associate through paying fees set by IOGKF Australia and training fees.

11 Visitor applications

- 11.1 Anyone who wishes to participate as a visitor for the time being:
 - a. in IOGKF Australia activity such as a gasshuku will apply to the committee through the Secretary, which will determine as soon as practicable whether the applicant is accepted and notify them accordingly
 - b. in a constituent dojo will apply to the relevant dojo head, who will determine as soon as practicable whether the applicant is accepted and notify them accordingly.
- 11.2 If approved, the Secretary or the dojo head as the case may be will enter the applicant's name in the relevant register of visitors.
- 11.3 The applicant becomes a visitor upon being entered in the register and paying any fees set by IOGKF Australia and training fees.

12 Registers

- 12.1 Registers of admitted karateka will be kept as further set out below.

13 Member register

- 13.1 The Secretary will establish and maintain a register of members that:
 - a. is in written or electronic form (provided the latter can be converted to hard copy)
 - b. includes, for each member:
 - i. the member's full name
 - ii. a residential and email address
 - iii. the date on which the person became a member, and
 - iv. if the person ceases to be a member - the date on which the person ceased to be a member
 - c. is kept in New South Wales at the association's main premises, or the association's official address, and
 - d. is available for inspection, free of charge, by any member at a reasonable time; and a hard copy of the register (or part of it) is obtainable on payment of a fee not exceeding \$1 for each page copied, or as otherwise determined by the committee.
- 13.2 Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

14 Associate register

- 14.1 The dojo head must keep a register of associates within their constituent dojo, in a like manner to Clause 13 above except that the register will be kept locally by the dojo head and be accessible only to the committee which may request it annually in February each year and any other time it sees fit.

15 Visitor register

- 15.1 For any visitor training for the time being at a constituent dojo, the dojo head will keep a register, in a like manner to Clause 14.1 above.
- 15.2 For any visitor training for the time being at a gasshuku the Secretary will keep a register, in a like manner to Clause 13 above except that it will be accessible only to the committee.
- 15.3 For both Clause 15.1 and 15.2, unless it is for a gasshuku, it will be sufficient that visitor details be recorded for a first occasion only (e.g. for a trial).

PART C CHARGES

16 Entrance fee

- 16.1 The entrance fee to be paid to IOGKF Australia by a person whose application to be an admitted karateka has been approved is nil.

17 Annual subscription

- 17.1 The annual subscription to be paid to IOGKF Australia by a person who:
- a. as at February in any year has been approved as an admitted karateka or who is continuing in that category is to be an amount not less than \$2
 - b. if starting after February with approval as an admitted karateka is to be an amount not less than \$1.
- 17.2 The dojo head of a constituent dojo will collect and remit the annual subscription and any other fee levied by the committee to the Treasurer annually in March.
- 17.3 The committee may as it sees fit vary the amount time and method of payment of fees it may impose in pursuit of IOGKF Australia objects.
- 17.4 The committee will publicise relevant information in a guide.

18 Karate training & instruction, gasshuku and tournament fees

- 18.1 Payment by admitted karateka of karate training fees or for other karate instruction:
- a. at a constituent dojo are a matter as between the dojo head and admitted karateka, to which IOGKF Australia is not privy
 - b. at an IOGKF Australia gasshuku or tournament are a matter as between an admitted karateka and IOGKF Australia

- c. come within the Act Section 40 exception so far as they are receivable by a member or other instructor operating within IOGKF Australia.
- 18.2 Where admitted karateka have undertaken to pay karate training, instruction, gasshuku or tournament fees and fail to do so their category within IOGKF Australia is thereby terminated, unless relevantly extended or forgiven by the dojo head, instructor or committee as the case may be.

PART D MONITORING

19 Reviews

- 19.1 The committee will review membership (and in connection that, permission to run a constituent dojo) at least annually and whenever else it sees fit.
- 19.2 The review criteria for members include:
 - a. following this constitution and promoting the efficient administration of their constituent dojo within IOGKF Australia in terms of compliance with guides
 - b. remitting fees and charges on behalf of admitted karateka for their constituent dojo in a timely way
 - c. practicing karate and conducting karate training within their constituent dojo in accordance with traditional Okinawan Goju-Ryu standards as per IOGKF Australia
 - d. regularly attending gasshukus, IOGKF Australia meetings, and so on unless excused by the committee for good reason
 - e. the relative authority of dojo heads and deputy dojo heads within constituent dojos.
- 19.3 The committee will exercise due diligence and investigate appropriately in conducting any review of membership (and in connection with that, permission to run a constituent dojo).
- 19.4 Membership (and in connection with that, permission to run a constituent dojo) may be suspended by the committee pending completion of any review.
- 19.5 A member whose membership (and in connection that, permission to run a constituent dojo) is under review shall be heard before the committee but if they are a committee member they must stand aside from the committee in relation to any determination by it.
- 19.6 The committee may in any review exercise complete discretion by determining to do any of:
 - a. offering probationary membership (and likewise permission to run a constituent dojo)
 - b. confirming suspending revoking membership (and likewise permission to run a constituent dojo).
- 19.7 A member who suffers an adverse determination on review may, at the committee's discretion, be permitted to continue in another category.
- 19.8 An appeal will lie to the Chief Instructor proceeding alone.
- 19.9 Where a constituent dojo ceases to operate, the admitted karateka

may be given the opportunity to remain with IOGKF Australia at an alternative constituent dojo.

19.10 The Chief Instructor is exempt from review, except by I.O.G.K.F..

20 Complaints and disciplinary action against admitted karateka

20.1 A person may make a complaint to a dojo head or committee that an admitted karateka has:

- a. failed to comply with a provision of this constitution, or
- b. willfully or recklessly acted in a way prejudicial to the interests of IOGKF Australia.

20.2 If the complainant wishes the complaint to be dealt with:

- a. informally they will do so, unless the dojo head considers referral to the committee more appropriate, or
- b. formally, the committee will determine the matter according to this procedure as soon as practicable. For this purpose the committee will proceed without the Chief Instructor, who has an appeal jurisdiction if required.

20.3 A dojo head or the committee may suspend an admitted karateka pending determination of a complaint, if that is considered reasonably necessary.

20.4 The committee may refuse to deal with a complaint, if the committee considers at the threshold that the complaint is trivial or vexatious.

20.5 If the committee decides to deal with the complaint, the persons involved will be heard before the committee.

20.6 For the complaint to succeed the committee must determine that the alleged facts have been proved to its comfortable satisfaction or else it will dismiss the complaint.

20.7 Where a complaint is proved, the committee may relative to the seriousness, impose any of the following outcomes to discipline an admitted karateka:

- a. pardon
- b. caution
- c. reprimand
- d. reparation
- e. suspension
- f. expulsion.

20.8 The Secretary will, within 7 days of the outcome of the complaint, give the admitted karateka written notice thereof along with its reasons, while advising the right of lodging an appeal.

20.9 The outcome will not take effect until the period within which the right to exercise an appeal expires.

21 Right of appeal against disciplinary action

21.1 An admitted karateka may appeal the outcome of a complaint against them by lodging a notice of appeal with the Secretary within 7 days of being served notice of the outcome.

21.2 An admitted karateka may, together with the notice of appeal, lodge a statement of the grounds on which they intend to rely for the purposes of the appeal.

- 21.3 The Secretary must notify the committee that a notice of appeal has been received.
- 21.4 The Chief Instructor may exercise discretion to stay the outcome pending the determination of an appeal.
- 21.5 The appeal will be held as soon as practicable before the Chief Instructor proceeding alone, who will hear from the parties.

22 Mediation of internal disputes

- 22.1 Internal disputes among admitted karateka (not being a complaint, or a matter of technical practice of traditional Okinawan Goju-Ryu Karate-Do):
 - a. within a constituent dojo, will be mediated by the relevant dojo head
 - b. across constituent dojos, will be considered in the first instance by the committee which will determine a suitable method of mediation.
- 22.2 Internal disputes among admitted karateka (being a matter of technical practice of traditional Okinawan Goju-Ryu Karate-Do) will be referred to mediation by the Chief Instructor whose ruling will be binding.

PART E COMMITTEE; EXECUTIVE / OFFICE BEARERS; DOJO HEADS & DEPUTY DOJO HEADS; CONSTITUENT DOJOS

23 Functions of committee

- 23.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
 - a. is to control and manage the affairs of the association
 - b. may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
 - c. has power to do all things that are necessary or convenient to be done for the proper management of the affairs of IOGKF Australia.
- 23.2 The foregoing will include but not be limited to:
 - a. Support the Executive in administering IOGKF Australia.
 - b. Assist the development and execution of policy to achieve the objects.
 - c. Consult with the Chief Instructor regarding decisions for opening new constituent dojos and appointing dojo heads.
 - d. Form sub-committees when required to focus on specific issues or events.
 - e. Handle matters of dojo membership, transition to full dojo membership and discipline.

- f. Publish guides that are deemed necessary for IOGKF Australia to fulfil its purpose, including, but not limited to, instructor qualifications and grading requirements.
- g. Maintain effective communication with any IOGKF Australia instructors and black belts and ensure information is disseminated in an appropriate and timely way.
- h. Assist with conducting general meetings.
- i. Undertake monitoring of all IOGKF Australia.

24 Composition of committee

- 24.1 The committee will have 5 members, as appointed / elected:
- a. the following committee members being also Executive / office bearers by status / appointment:
 - i. Chief Instructor (by I.O.G.K.F. status)
 - ii. the Secretary (appointed by Chief Instructor)
 - iii. the Treasurer (appointed by Chief Instructor)
 - b. two ordinary committee members by election of members.
- Note - The Act Section 28 contains requirements relating to membership eligibility and composition of the committee.

25 Election of ordinary committee members

- 25.1 Any member may be nominated as a candidate for election as an ordinary committee member.
- 25.2 The nomination must be:
- a. in writing
 - b. signed by one member other than the candidate, and
 - c. signed by the candidate
 - d. given to the Secretary any time prior to the holding of the annual general meeting.
- 25.3 If insufficient nominations are received to fill all vacancies, the chair will call for further nominations verbally from the floor of the meeting.
- 25.4 Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- 25.5 If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- 25.6 If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting by show of hands.

26 Limitations on committee members (and office bearers)

- 26.1 Committee members (and office bearers) must be members.
- 26.2 The term of a committee member (and likewise the term of an office bearer) is from their appointment / election at the annual general meeting until the next annual general meeting, subject to this constitution.
- 26.3 There is no limit on the number of terms that a committee member / office bearer can serve.
- 26.4 A member can only fill the role of a single committee member / office-bearer each term.

27 Casual Vacancies for Committee Members / Office Bearers

- 27.1 A casual vacancy as a committee member / office bearer arises if the person:
 - a. dies
 - b. resigns by giving written notice to the Secretary
 - c. is absent from 3 consecutive meetings of the committee without the consent of the committee
 - d. becomes an insolvent under administration within the meaning of Corporations Act 2001 (Cth)
 - e. is prohibited from being a director of a company under Part 2D.6 of Corporations Act 2001 (Cth)
 - f. is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months
 - g. becomes a mentally incapacitated person, or
 - h. otherwise ceases to be a member.
- 27.2 The Chief Instructor or committee as the case may be may appoint a member to fill the casual vacancy.

28 Subcommittees

- 28.1 The committee may appoint subcommittee/s to assist any of its functions.
- 28.2 A subcommittee can be made up of any number of admitted karateka, or exceptionally external persons.
- 28.3 A subcommittee may proceed with informality and flexibility as appropriate.
- 28.4 A subcommittee may be placed under the guidance of a particular committee member
- 28.5 A subcommittee will report to the committee as and when required and any proposal by the subcommittee is not binding on the committee unless the committee so adopts by its own resolution.

29 Composition and function of Executive

- 29.1 The Executive of IOGKF Australia consists of the following office bearers:

- a. Chief Instructor
 - b. Secretary
 - c. Treasurer.
- 29.2 The Executive carries out the day-to-day operation of IOGKF Australia, in accordance with the committee.
- 29.3 The Secretary and Treasurer will assist the Chief Instructor.
- 29.4 The Executive is subject to the same limitations as set out under Clause 26.
- 29.5 The Executive is subject to the same provisions for casual vacancies as set out under Clause 27.

30 Chief Instructor

- 30.1 The Chief Instructor's appointment is of the person who for the time being enjoys the confidence of the I.O.G.K.F. to be the head of IOGKF Australia.
- 30.2 The Chief Instructor's functions include but are not limited to:
 - a. maintaining the standard of traditional Okinawan Goju-Ryu Karate-Do set by IOGKF
 - b. teaching at IOGKF Australia constituent dojos and gasshukus
 - c. having dojo heads train at the Chief Instructor's dojo (Honbu Dojo)
 - d. developing the teaching skills of IOGKF Australia instructors
 - e. updating and maintaining the teaching syllabus for IOGKF Australia
 - f. improving the skills of admitted karateka
 - g. promoting IOGKF Australia
 - h. training judges and referees for tournaments
 - i. liaising with I.O.G.K.F.
 - j. grading IOGKF Australia members and associates to dan gradings
 - k. representing IOGKF Australia at events within Australia and overseas.
- 30.3 The Chief Instructor also exercises functions analogous to a president, consistently with traditional Okinawan karate principles (including but not limited to):
 - a. overseeing IOGKF Australia administration, and
 - b. ordinarily chairing any general meeting and committee meeting and exercise a casting vote if required.
- 30.4 In an exceptional circumstance (which the Chief Instructor alone in his / her discretion may decide and declare as acting in the best interests of IOGKF Australia) the Chief Instructor may act unilaterally to veto and/or decide any matter that would ordinarily be decided by the committee, whose views will (where practicable) be sought and taken into account in an advisory way.

- 30.5 The Chief Instructor may then cause his/her act under Clause 30.4 to be implemented within IOGKF Australia.
- 30.6 For clarity, Clause 23 is subject to Clauses 30.4 & 30.5.

31 Secretary

- 31.1 The Secretary will also serve as the Public Officer of IOGKF Australia.
- 31.2 The Secretary will, within twenty-eight days of being appointed, notify the Commissioner (in the appropriate form) of their appointment (as Secretary and Public Officer) 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 IOGKF Australia by post and electronic means.
- 31.3 If there is a change to the holder of the position of Secretary the new incumbent must notify the Commissioner similarly as in Clause 31.2.
- 31.4 Any change to the name, objects or constitution is to be notified by the Secretary within twenty-eight days to the Commissioner.
- 31.5 The secretary must keep minutes of:
- a. all appointments / elections of committee members and their cessation
 - b. all the names of:
 - i. committee members present at a meeting of the committee and
 - ii. members present at a general meeting
 - c. all proceedings of committee meetings and general meetings,
- and the minutes must be:
- d. kept in written or electronic form, and
 - e. for minutes of proceedings at a meeting, signed (in writing or by electronic means) by:
 - i. the member who presided at the meeting, or
 - ii. the member presiding at the subsequent meeting.
- 31.6 The Secretary's duties include:
- a. maintain registers
 - b. communicate with dojo heads to obtain constituent dojo registers and other records for the committee
 - c. provide due notice of meetings
 - d. keep records and make them available to the committee and members
 - e. ensure correspondence is referred to the committee and Executive
 - f. oversee and monitor the IOGKF Australia website and social media presence, and draw any significant issues to the attention of the committee.

32 Treasurer

32.1 The Treasurer must ensure:

- a. all monies owed to IOGKF Australia are collected
- b. all payments authorised by IOGKF Australia are made, and
- c. correct books and accounts are kept showing the financial affairs of IOGKF Australia, including full details of receipts and expenditure relating to its activities.

32.2 The Treasurer's duties include:

- a. deal with IOGKF Australia monies in a timely way
- b. maintain accurate records of revenues and expenditures and reconcile these with bank statements
- c. maintain and manage bank accounts of IOGKF Australia
- d. open the books of IOGKF Australia when requested by any committee member or member
- e. present a financial report, including a budget for the following year, at the annual general meeting
- f. co-operate with any audit directed by the Commissioner or Committee.

32.3 The Treasurer will administer funds of IOGK Australia as set out in Clause 51.

33 Dojo heads & deputy dojo heads

33.1 Dojo heads are appointed and permitted by the committee for so long as it sees fit to operate constituent dojos.

33.2 Deputy dojo heads are appointed and permitted by the committee for so long as it sees fit to assist dojo heads.

33.3 Dojo heads are responsible within their constituent dojo for:

- a. upholding the IOGKF Australia Constitution and informing admitted karateka of relevant sections
- b. maintaining a satisfactory standard of traditional Okinawan Goju-Ryu Karate-Do (which art only may be practiced)
- c. facilitating and growing the number of karateka so they enter into the appropriate category of admitted karateka
- d. ensuring standards of behaviour of admitted karateka are satisfactory and engaging in monitoring processes appropriately
- e. training admitted karateka and preparing them for gradings tournaments and gasshukus (further ensuring they have paid relevant charges beforehand)
- f. arranging for suitably qualified instructors to attend, subject to the approval of the committee
- g. improving their personal skills as karateka and as instructors of traditional Okinawan Goju-Ryu Karate-Do

- h. keeping registers, and collecting and remitting monies due to IOGKF Australia to the Treasurer
 - i. collecting training fees from admitted karateka
 - j. incurring and meeting personally on their own behalf all running costs for operating their constituent dojos, for which they acknowledge IOGKF Australia is not privy and has no liability
 - k. reporting on constituent dojo activities to the committee, meeting expectations of the committee, and conforming with IOGKF Australia policies.
- 33.4 Dojo heads and deputy dojo heads must disclose any criminal conviction to the Chief Instructor who, in his / her sole discretion, may refer same to the committee as part of its deliberation in determining appointment as a dojo head. This will be managed confidentially and records will not be available to anyone except the Chief Instructor or committee as the case may be.

34 Constituent dojos

- 34.1 A constituent dojo is:
- a. part of and comprised within IOGKF Australia, and
 - b. instrumental to IOGKF Australia holding and expanding its karate activities through provision of regular training.
- 34.2 A constituent dojo is operated and supervised by the dojo head (assisted by the deputy dojo head) under the aegis of IOGKF Australia and subject to the ultimate control of the committee for so long as it sees fit.
- 34.3 A constituent dojo operates conditional on:
- a. initial and ongoing approval from the committee
 - b. abiding by the IOGKF Australia Constitution
 - c. practicing only traditional Okinawan Goju-Ryu Karate-Do and doing so in accordance with IOGKF Australia and I.O.G.K.F. standards
 - d. being run by a dojo head (assisted by a deputy dojo head) appointed by IOGKF Australia
 - e. using approved IOGKF Australia insignia and naming and representing to all karateka that a constituent dojo is part of IOGKF Australia and under its governance by this constitution
 - f. meeting relevant review criteria.

PART F MEETINGS – COMMITTEE, GENERAL MEETINGS OF MEMBERS

35 Committee meetings

- 35.1 The committee must meet at least 3 times in each full local financial year at the place and time determined by the committee (which will be pro-rated in the first local financial year).

- 35.2 Additional meetings of the committee may be called by any committee member.

Note: The Act Section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

36 Notice of committee meeting

- 36.1 The Secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- 36.2 The notice must describe the general nature of the business to be transacted at the meeting.
- 36.3 The only business that may be transacted at the meeting is:
- a. the business described in the notice, and
 - b. business that the committee members present at the meeting unanimously agree is urgent business.

37 Committee Quorum

- 37.1 The quorum for a meeting of the committee is 3 committee members.
- 37.2 No business may be transacted by the committee unless a quorum is present.
- 37.3 If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
- a. to the same place, and
 - b. to the same time of the same day in the following week.
- 37.4 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- 37.5 If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the attending committee member/s may appoint 1 or more members temporarily as committee member/s to enable the quorum for that meeting only. For clarity, this is distinct from the process for filling of a casual vacancy.
- Note: The Act Section 28A provides for the filling of vacancies on the committee to constitute a quorum.

38 Presiding member at committee meetings

- 38.1 The following committee member presides at a meeting of the committee:
- a. the Chief Instructor
 - b. if the Chief Instructor is absent – the Secretary
 - c. if the Chief Instructor and Secretary are absent – the Treasurer
 - d. if all of the Executive are absent, one of the other members present who is elected by the other members present.

- 38.2 The member presiding at the meeting has:
- a. a deliberative vote, and
 - b. if the votes are equal, a second or casting vote.

39 Committee voting

- 39.1 A decision supported by a simple majority of the votes at which a quorum of the committee is present is the decision of the committee.
- 39.2 Each committee member has one vote, subject to a casting vote by the presiding member.
- 39.3 A committee member cannot vote by proxy.

40 Committee transacting business in other ways

- 40.1 The committee may decide to transact business by the circulation of papers, including by electronic means, among all committee members.
- 40.2 If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- 40.3 The committee may also transact business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 40.4 The member presiding at such meetings and every other member have the same voting rights as at any meeting of the committee.
- 40.5 Any decision made at such a meeting is to be recorded by the Secretary in the minutes.
- Note: The Act Section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

41 General meetings of members – types & ultimate powers

- 41.1 There are two types of general meetings of members ("general meetings"):
- a. Annual – held each full local financial year
 - b. Special – being other than annual and held at any time.
- 41.2 The members reserve ultimate power to do any or all the following at a meeting, by passing a special resolution:
- a. change the name, objects or constitution of IOGKF Australia (noting registration with the Commissioner is a prerequisite to the suchlike taking effect)
 - b. control any exercise of the powers of the committee (and by extension of the Executive)
 - c. wind up IOGKF Australia.

- 41.3 For the purposes of Clause 41.2, only members as at the time of giving relevant notice of a special resolution will be entitled to vote, i.e., the state of the membership is preserved until that is done.

42 Annual general meetings

- 42.1 The Inaugural Annual General Meeting must be held within 18 months of the day of registration consistently with Clause 1.6 h. and the Act Section 37(1).
- 42.2 Subsequent annual general meetings must be held within:
- a. 6 months of the close of a full local financial year, or
 - b. as otherwise provided by the Act Section 37(2)(b).
- 42.3 Subject to Clauses 48.1 & 48.2 an annual general meeting is to be held at the place and time determined by the committee.
- 42.4 The business that may be transacted at an annual general meeting includes:
- a. confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting
 - b. receiving reports from the committee on the association's activities during the previous local financial year
 - c. appointing Executive / office-bearers and electing ordinary committee members
 - d. receiving and considering financial statements or reports required to be submitted to members of the association under the Act.
- Note: The Act Section 37(1) and (2) provides for when annual general meetings must be held.

43 Special general meetings

- 43.1 The committee may call a special general meeting whenever it thinks fit.
- 43.2 The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- 43.3 A request under 43.2:
- a. must be in writing
 - b. must state the purpose / business of the meeting
 - c. must be signed by the members making the request
 - d. may consist of more than 1 document in a similar form signed by 1 or more members
 - e. must be lodged with the Secretary, and
 - f. may be in electronic form and signed and lodged by electronic means.
- 43.4 If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3

months of the date the request was lodged.

- 43.5 A special general meeting held under Clause 43.2 must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

44 Notice of general meeting

- 44.1 The Secretary must give each member notice of a general meeting:
- a. where any special resolution is proposed, at least 21 days before the meeting, or
 - b. otherwise - at least 14 days before the meeting.
- 44.2 The notice for a general meeting must specify:
- a. the place and time at which the meeting will be held
 - b. the nature of the business to be transacted at the meeting
 - c. If a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed
 - d. for an annual general meeting - that the meeting to be held is an annual general meeting
 - e. for a special general meeting - that the meeting to be held is a special general meeting.
- 44.3 The only business that may be transacted at a general meeting is:
- a. the business specified in the notice, and
 - b. additionally for an Annual General Meeting, what is in Clause 42.4.
- 44.4 A member may give written notice to the Secretary of business the member wishes to raise at a general meeting.
- 44.5 If the Secretary receives a notice under Clause 44.4, the Secretary must specify the nature of the business in the next notice calling a general meeting.

45 Quorum for general meeting

- 45.1 The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
- 45.2 No business may be transacted at a general meeting unless a quorum is present.
- 45.3 If a quorum is not present within half an hour of the time the meeting commences, the meeting:
- a. if called on the request of members - is dissolved, or
 - b. otherwise - is adjourned:
 - i. to the same time of the same day in the following week, and
 - ii. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 3 days

before the resumption of the adjourned meeting.

- 45.4** Adjourning general meeting on members' ordinary resolution
- a. The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
 - b. The only business that may be transacted at the resumption of the adjourned meeting is the remaining business from that adjourned meeting.
 - c. If a meeting is adjourned for at least 7 days, the Secretary must give each member oral or written notice, at least 3 days before the adjourned meeting, of:
 - i. the time and place at which the adjourned meeting will resume, and
 - ii. the nature of the business to be transacted at the adjourned meeting.

46 Presiding member at general meeting

- 46.1** The following member presides at a general meeting:
- a. the Chief Instructor
 - b. if the Chief Instructor is absent – the Secretary
 - c. if the Chief Instructor and Secretary are absent – the Treasurer
 - d. if all of the Executive are absent, one of the other members present who is elected by the other members present.
- 46.2** The member presiding at the meeting has:
- a. a deliberative vote, and
 - b. if the votes are equal, a second or casting vote.

47 Voting at general meeting

- 47.1** A member is not entitled to vote at a general meeting unless the member:
- a. is at least 18 years old, and
 - b. is not in arrears in paying monies owed to IOGKF Australia either:
 - i. personally, or
 - ii. by failing to remit any monies due from a constituent dojo.
- 47.2** Each member has one vote at a general meeting, subject to a casting vote by the presiding member.
- 47.3** A matter raised at the meeting must be decided by:
- a. a show of hands, or
 - b. if Clause 40 applies - an appropriate method as determined by the committee.
- 47.4** A matter decided in Clause 47.3 is evidenced by:

- a. a declaration by the member presiding at the meeting,
and
- b. an entry in the association's minute book.

47.5 A member cannot vote by proxy.

48 Use of postal or electronic ballots at general meeting

48.1 A matter at a general meeting may also be decided by postal or electronic ballot, as determined by the committee.

48.2 Such a ballot is to be conducted in accordance with the Regulation Schedule 2.

49 Members transacting business in other ways

49.1 Members may decide by ordinary resolution to transact business by the circulation of papers, including by electronic means, among all members.

49.2 Where members decide to transact business by the circulation of papers, a written resolution, approved in writing by the requisite majority of members, is taken to be a decision made at a general meeting.

49.3 Business may also be transacted at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

49.4 The member presiding at such meetings and every other member have the same voting rights as at any general meeting.

49.5 Any decision made at such a meeting is to be recorded by the Secretary in the minutes.

Note: The Act Sections 37(3) and (4) contain requirements relating to meetings held at 2 or more venues using technology.

PART G SUNDRY

50 Change of name, objects or constitution – registration

50.1 An application for registration of a change of name, objects or constitution pursuant to the Act Section 10 must be made by:

- a. the Secretary / Public Officer, or
- b. other committee member.

51 Funds – Sources, management & disbursement

51.1 IOGKF Australia is funded by admitted karateka fees, constituent dojo fees, grading fees, sale of merchandise, training and instruction fees, fees from gasshukus and tournaments, and as otherwise determined by the committee.

51.2 Grading fees are to be submitted to IOGKF Australia prior to or on the

day of the grading.

- 51.3 There are no refunds for dojo memberships, student memberships or grading fees.
- 51.4 As soon as practicable after receiving monies, the Treasurer will:
 - a. deposit the money, without deduction, to the credit IOGKF Australia account with its financial institution, and
 - b. issue a receipt for the amount of money received to the person from whom the money was received.
- 51.5 IOGKF Australia through the committee will manage its funds prudently and may disburse amounts nett after operating expenses to promote the objects of this constitution.
- 51.6 Payments by IOGKF Australia are to be authorised by the Committee via the IOGKF Australia account.
- 51.7 A cheque or other negotiable instrument or other method of paying monies (such as EFT) requires the IOGKF Australia account to be operated by two signatories, namely:
 - a. the Treasurer, and
 - b. another Executive member.

Note: The Act Section 36 provides for the appointment of authorised signatories.

52 Insurance

- 52.1 In accordance with its objects, IOGKF Australia will take out and maintain broadform insurance adequate to cover its risks, assets and liabilities.

53 Non-profit status

- 53.1 Subject to the Act the Regulation and this constitution, IOGKF must not conduct its affairs in a way that provides a pecuniary gain for a member.
Note: See the Act Section 40.

54 Service of notices

- 54.1 For the purposes of this constitution, a notice may be given to or served on a person by:
 - a. delivering the notice to the person personally
 - b. sending the notice by pre-paid post to the address of the person, or
 - c. sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- 54.2 Unless the contrary is proved, notice is taken to have been given to or served on a person as follows:
 - a. a notice given or served personally - on the date on which the notice is received by the person

- b. for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
- c. for a notice sent by electronic transmission:
 - i. on the date the notice was sent, or
 - ii. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date then on that later date.

55 Retaining and inspecting records (other than registers)

- 55.1 Unless otherwise provided by this constitution (as in registers), records and documents belonging to IOGKF Australia must be retained in New South Wales by the Secretary / Public Officer and be accessible to members (by hard copy or electronic copy if printable) as further set out below.
- 55.2 The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - a. this constitution
 - b. minutes of committee meetings and general meetings
 - c. any other documents.
- 55.3 A member may obtain a hard copy of such a document on payment of a fee of not more than \$1 for each page copied, or as determined by the committee.
- 55.4 The committee may notwithstanding refuse to allow a member to inspect or obtain a copy of a document retained:
 - a. that relates to confidential, personal, commercial, employment or legal matters, or
 - b. if the committee considers it would be improperly prejudicial to the interests of IOGKF Australia or any person.

56 Distribution of property on winding up

- 56.1 Subject to the Act and the Regulation, in a winding up of IOGKF Australia any surplus property must be transferred to another organization which:
 - a. has similar objects, and
 - b. is not carried on for the profit or gain of that organisation's members.